Renault Group

<u>Communication from the Board of Directors</u>

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Compensation components for the 2023 financial year,
Achievement rate of performance shares granted in 2021, and
Compensation policies for the 2024 financial year for corporate officers

The Board of Directors of Renault, at its meeting held on February 14th, 2023, upon recommendation of the Governance and Compensation Committee, approved:

– the variable compensation for the 2023 financial year of Mr Luca de Meo, Chief Executive Officer;
– the achievement rate of the performance criteria applicable to the long-term compensation awarded to Mr Luca de Meo, Chief Executive Officer, during the 2021 financial year; and
– the compensation policies for the Chairman of the Board of Directors and the Chief Executive Officer for the 2024 financial year.

I. Achievement rate of the performance criteria for the Chief Executive Officer's annual variable compensation for the 2023 financial year

It is reminded that the Annual General Meeting of May 11th, 2023, approved the compensation policy of the Chief Executive Officer for the 2023 financial year, as set by the Board of Directors on February 15th, 2023, 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;
– a long-term compensation consisting in the allocation of 75,000 performance shares, topped up by an additional allocation of 22,500 Renault performance shares; and
– a co-investment plan.

The total compensation of the Chief Executive Officer for the 2023 financial year corresponds to the strict implementation of this compensation policy.

On February 14th, 2024, the Board of Directors approved, upon recommendation of the Governance and Compensation Committee, the achievement rates of the performance criteria determining the amount of the annual variable compensation of the Chief Executive Officer for the 2023 financial year.

	Criteria	Weighting	Achievement	Details of payout rates and indicators for each criterion
FINANCIAL CRITERIA **(0% to 90% of fixed compensation)**	**Group operating margin (Group OM)**	22.5%	**22.5%**	• *0% if Group OM < Threshold bound* • *18% if Group OM = Upper bound* • *22.5% if Group OM ≥ Maximum bound* The maximum bound of the Group OM was set at 6.7%. The Group OM reached a record level in 2023 at 7.9%, thus exceeding the maximum bound.

	***Free Cash Flow* (FCF)**	22.5%	**22.5%**	• *0% if FCF < Threshold bound* • *18% if FCF = Upper bound* • *22.5% si FCF ≥ Maximum bound* The maximum bound for the FCF was set at €2,700 million. The FCF reached a record level of €3,024 million at December 31, 2023, thus exceeding the maximum bound.
	Return on capital employed (ROCE)	22.5%	**22.5%**	• *0% if ROCE < Threshold bound* • *18% if ROCE = Upper bound* • *22.5% if ROCE ≥ Maximum bound* The maximum bound for ROCE was set at 21%. The ROCE more than doubled year-on-year to 28.5% for 2023, thus exceeding the maximum bound.
	Fixed costs (FC)	22.5%	**22.5%**	• *0% if FC > Threshold bound* • *18% if FC = Upper bound* • *22.5% if FC ≤ Maximum bound* Fixed Costs in 2023 were 0.1% below the maximum bound.
	Sub-total	*90%*	***90%***	
STRATEGY AND SUSTAINABILITY CRITERIA **(0% to 60% of fixed compensation)**	**Strategy**	10%	**10%**	The three indicators of this performance criterion refer to qualitative targets. Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that these three indicators were met or exceeded. • *Successful launch of Espace (12.5% of the weighting)* Renault Espace, launched in June 2023, is a success with large volumes on high end versions, resulting in positive impacts on profitability. Press coverage is very positive. • *Alignment of 2026+ line-up planning with Group' ambitions towards 2030 (12.5% of the weighting)* The financial trajectory of the 2026+ programme converges with the operating margin's target of 10% by 2030. • *Creation of the Horse and Ampere organizations and appointment of their management teams (75% of the weighting)* The Horse and Ampere organizations have been created and their management teams appointed. Both organizations are now operational.

	Sustainability	40%	**40%**	The indicators of this performance criterion refer to quantitative targets. Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that these three indicators were met or exceeded. • *Health and safety (accidents frequency rate) (15%)* In 2023, the target was to reduce the FR2 rate (frequency rate of work-related accidents with lost time for Renault employees and temporary workers) to 1.7%. This level has been exceeded, with the FR2 rate reaching 1.48% in 2023. • *Development of ReKnow University: target of over 3,000 people trained in 2023 (15%)* More than 10,000 people were trained at ReKnow University in 2023. • *Developing the circular economy business: increase the number of used vehicles and mechanical components reconditioned at Flins in 2023 (10%)* 54,000 used vehicles were reconditioned at Flins in 2023, compared with 30,684 in 2022.
	Customer satisfaction / Quality	10%	**10%**	The two indicators of this performance criterion refer to quantitative targets. Upon recommendation of the Governance and Compensation Committee, the Board of Directors noted that these two indicators were met or exceeded. • *Reduction of the incident rate (improvement of the quality and durability of the Group's products measured in number of cases per thousand (K°/°°) (5%)* 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 the rate falling to 22 K°/°° against a target of 31 K°/°°. • *Customer satisfaction level measured by the "Dealer e-reputation" (or digital reputation of the dealers) (5%)* This objective has been achieved: 100% of countries are on target (36 countries out of a total of 36).
	Sub-total	*60%*	***60%***	
	TOTAL	150%	**150%**	

Accordingly, the Board of Directors noted that the total achievement rate of the performance criteria was 150% for the 2023 financial year and consequently decided to set Mr. Luca de Meo's variable compensation for that financial year at a gross amount of €1,950,000.

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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 2023 financial year by the Annual General Meeting to be held on May 16th, 2024 (*ex-post* say-on-pay).

II. Achievement rate of the performance criteria of the Chief Executive Officer's long-term variable compensation awarded during the 2021 financial year

The Board of Directors on April 23rd, 2021 awarded the Chief Executive Officer 75,000 performance shares in respect of the 2021 financial year, in accordance with the compensation policy approved by the Annual General Meeting held on April 23rd, 2021.

The number of vested shares is subject to the achievement of the following performance criteria to be assessed over a cumulative period of three years (2021, 2022 and 2023):

- Total shareholder return (TSR), for a maximum of 25%;
- Free Cash Flow (FCF), for a maximum of 25%;
- Increase in the net revenue per vehicle, for a maximum of 25%;
- Total carbon footprint (reduction of the carbon footprint (CO_2 emissions) for Renault Group passenger cars and light commercial vehicles registered worldwide), for a maximum of 25%.

On February 14th, 2024, upon the recommendation of the Governance and Compensation Committee, the Board of Directors noted the following achievement rates for the performance criteria of the performance shares granted to the CEO for 2021:

Criteria	**Weighting**	**Payout rates** *(as % of allocation)*	**Achievement rate**
Total Shareholder Return (TSR)	25%	• 0% if TSR < benchmark. • 11.25% if TSR = benchmark. • 25% if TSR ≥ benchmark +10%. Linear interpolation if benchmark < TSR < benchmark +10%.	**0%** The TSR for the 2021-2023 period was 3,99%, below the benchmark which reached 31.26% over the same period.
Free Cash Flow (FCF)	25%	• 0% if FCF < Budget • 17.5% if FCF = Budget • 25% if FCF ≥ Budget +20% Linear interpolation if Budget < FCF < Budget +20%.	**25%** The cumulative FCF over the 2021-2023 period amounted to €6,415 million, exceeding the cumulative amount of €4,287 million set in the budget over the same period.
Annual increase in the net revenue per vehicle	25%	• 0% if the annual increase percentage < 3% • 17.5% if the annual increase percentage = 3% • 25% if the annual increase percentage ≥ 4% Linear interpolation if 3% < the annual increase percentage <4%.	**25%** Cumulative annual increase in the net revenue per vehicle amounted to 34.3%.
CO_2 emissions - Carbon footprint	25%	• 0% if average carbon footprint < Group target • 17.5% if average carbon footprint = Group target • 25% if average carbon footprint ≤ Group target - –2.5 points.	**20.93%** The target was to reduce the carbon footprint of Renault Group's LCV and passenger cars registered worldwide by 27% from 2010 to 2023. At the end of December 2023, the

		Linear interpolation if Group target -2.5 points < average carbon footprint < Group target.	reduction of this carbon footprint was 28.14% compared to 2010.
Total	**100%**		**70.93%**

The Board of Directors thus noted that the total achievement rate of the performance criteria of the Chief Executive Officer's long-term variable compensation for the 2021 financial year amounted to 70.93%. Consequently, a total of 53,197 shares will vest for Mr. Luca de Meo on April 23rd, 2024, in accordance with the provisions of the plan rules governing this performance share allocation.

As a reminder, the Chief Executive Officer is subject to an obligation to retain 25% of the vested performance shares in his capacity as executive corporate officer until the end of his term of office, in order to ensure a sufficient level of alignment of the Chief Executive Officer's interests with those of the shareholders.

III. Compensation policies for the corporate officers for the 2024 financial year

The Board of Directors, at its meeting held on February 14th, 2024, upon recommendation of the Governance and Compensation Committee, set the compensation policies for the corporate officers for the 2024 financial year.

Pursuant to the provisions of Article L.22-10-8 of the French Commercial Code (*Code de commerce*), the compensation policy for the Chairman of the Board, the Chief Executive Officer and the directors for the 2024 financial year will be submitted for approval to the Shareholders General Meeting to be held on May 16th, 2024.

A. Compensation policy for the Chairman of the Board of Directors for the 2024 financial year

a) Annual fixed compensation

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

b) Annual variable compensation

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

c) Multiyear variable compensation

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

d) Exceptional compensation

The Chairman of the Board of Directors will not receive any exceptional compensation in respect of the 2024 financial year.

e) Long-term compensation

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

f) Compensation for directorship

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

g) 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.

h) Service provision agreements

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

i) Sign-on bonus

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

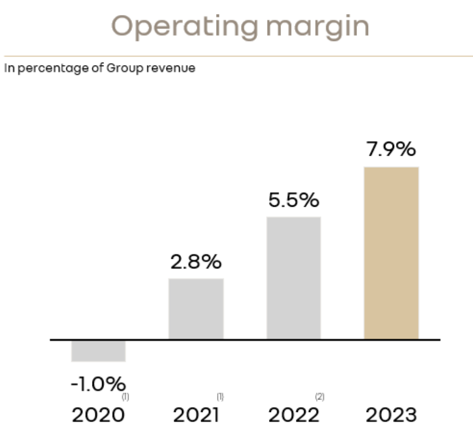
j) Termination benefits

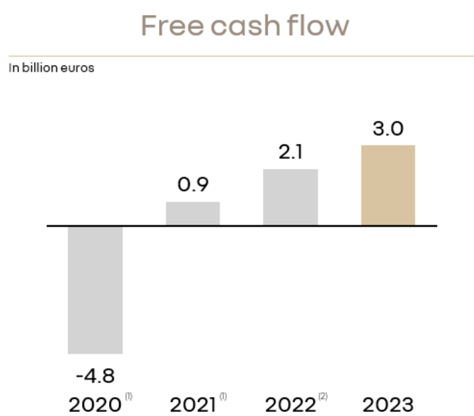
The Chairman of the Board of Directors does not benefit from any termination benefit, non-compete indemnity or top-up pension scheme.

B. <u>Compensation policy for the Chief Executive Officer for the financial year 2024</u>

The Board of Directors is keen to reaffirm its trust in Luca de Meo by appointing him to a further four-year term as Chief Executive Officer.

In light of this, and in line with market practice, the Governance and Compensation Committee conducted an in-depth analysis of the Renault Group's compensation policy taking into account the Group's development since 2020, in which it regained momentum in terms of generating value.





This in-depth analysis led the Committee to adopt three main objectives as guidelines for determining the terms of the reappointment of the Chief Executive Officer of the Renault Group:

- Simplifying compensation so as to make it more transparent and easier to monitor
- Updating compensation to ensure that it remains attractive
- Aligning compensation so that it reflects the interests of all stakeholders

1- Simplifying compensation

The first objective is to simplify compensation in order to make it more transparent and easier to monitor. This simplification objective has meant doing away with the co-investment plan and reducing the number of performance criteria.

After examining the votes cast at the last Annual General Meeting, and in view of the comments made by certain institutional shareholders who did not support the compensation policy for the Chief Executive Officer at that time, the Board of Directors approved the removal of the co-investment plan in order to make the various components of compensation and their impact on the Chief Executive Officer's overall compensation more readable. Although the co-investment plan offered advantages in terms of bringing executives' personal interests into play, it led to an array of criteria being created. The Board of Directors therefore sought to refocus the actions of the Chief Executive Officer around three financial criteria and one ESG criterion in the annual allocation of performance share plans. The Board of Directors will continue its dialogue with the Group's various stakeholders in order to monitor changes in their expectations.

The Board of Directors' constant aim is to encourage Senior Management to optimise the performance of each financial year and to ensure that this performance is repeated and consistent year after year.

2- Updating compensation to ensure that it remains attractive

The second objective is to bring the Chief Executive Officer's compensation up to the median of a renewed panel in order to ensure that it remains attractive. This updating objective was applied to all components of the Chief Executive Officer’s compensation.

In order to revise the panel's definition to reflect comments made by certain shareholders regarding its composition, the Governance and Compensation Committee engaged the services of a specialist firm to access market data and understand trends in the sector.

When choosing the companies making up the reference panel (the “Panel”), the Committee endeavoured to reflect the Group's strategic developments by selecting companies not only in the Automotive sector but also in related sectors (equipment suppliers, software, electrical) which are competing with Renault to attract talent.

The Committee took into account the concerns expressed by a number of shareholders and decided to exclude non-european companies from the Panel.

Criteria such as the number of employees and turnover were also taken into account. Renault Group is positioned at around the median of the Panel for both criteria. Although some companies' market capitalisations do not match Renault Group's, their inclusion in the Panel is nevertheless legitimate given the nature of their business.

A total of 13 companies were selected for the reference Panel:

Automotive	Related sectors
Stellantis	Continental
Volkswagen	Michelin
Mercedes Benz Group	Pirelli
BMW	Siemens
Audi	SAP
Volvo	ABB
Ferrari	

Taking into account the objective of aligning the compensation of the Chief Executive Officer with that of his peers (at the median of the reference Panel) but also his profile which, given the challenges he has taken up and the results which he is universally acknowledged to have achieved, has joined the very small circle of international leaders in the automotive sector who are able to drive structural strategic transformations in a sector undergoing major change, the Committee is proposing that the following changes be adopted:

- **Setting fixed annual compensation at €1.7 million.** Before the increase, the fixed annual compensation of the Chief Executive Officer was in the bottom quartile of the Panel, which meant that more than 75% of the companies in the Panel offered a higher fixed annual compensation than that of the Chief Executive Officer of Renault Group. After the increase, the Chief Executive Officer's fixed annual compensation will be positioned at the median of the reference Panel.

- **Aligning the ceiling for the annual variable compensation of the Chief Executive Officer with that applicable to Group employees (up to 225%),** coupled with an increase in the targets for reaching this upper limit in order to encourage outperformance. Renault Group white-collars have a target bonus expressed as a percentage of their base salary, which can reach up to 225% of the target.

- **Increasing the number of performance shares** granted as part of long-term compensation to 120,000 shares. This increase is still moderate compared with the allocation of a total of 105,290 performance shares for 2023 (including the co-investment plan).

- **Introducing a specific and unique "Renaulution Plan" made up of shares subject to presence and performance conditions linked to the strategic plan,** at the time of the Chief Executive Officer's reappointment. This plan represents a maximum annualised IFRS value of €1.109 million (or €4.437 million IFRS overall) for the duration of the term of office. It positions the Chief Executive Officer's total compensation in the middle of the second quartile of the reference Panel, to ensure that the proposed compensation is attractive.

3- Aligning compensation so that it reflects the interests of all stakeholders

The third objective is to ensure that the interests of all stakeholders are aligned with the adjustments made to the Chief Executive Officer's compensation. This objective is reflected, on the one hand, in the strengthening of the employee share ownership programme and the payment of a significantly higher dividend than in the previous year and, on the other hand, in the establishment of new conditions governing the holding, repayment and stability of the amounts of both the annual variable compensation and of the annual performance share plan.

Since 2022, Renault Group has embarked on a particularly ambitious policy to develop employee share ownership as part of the roll-out of the Renaulution strategy, with the aim of 10% of Renault S.A.'s capital being held by employees by 2030. The first two Renaulution Shareplan operations, in 2022 and 2023, enabled the transfer to Group employees of around 4.8 million additional shares, representing 1.6% of Renault's share capital. As of December 31st, 2023, employees held 5.07% of the share capital.

As part of the renewal of the Chief Executive Officer's term of office, the Board of Directors wished to reiterate the Group's commitment to sharing value and to renew a large-scale employee share ownership scheme.

This scheme will serve to bolster collective commitment to the success of the new strategy and align the long-term interests of the Group's employees with those of its shareholders, while contributing to the stability of Renault's shareholder base.

We are also ensuring alignment with shareholders' long-term interests by introducing new conditions:

- The "Renaulution Plan" includes:
    - a presence condition;
    - a clawback clause*;*
      During the two years following the year of acquisition (i.e. no later than 2030), the Board of Directors may require the Chief Executive Officer to repay up to 100% of the amount of the Renaulution Plan as a result of errors or inaccuracies leading to the financial statements being restated (except for reasons owing to accounting standards), in the event of a serious breach of the company's code of conduct or disciplinary or legal penalties imposed on the Chief Executive Officer in respect of his duties.
    - a one-year holding period after acquisition
      The shares are subject to a one-year holding period as from the date of their definitive acquisition.

  Furthermore, this plan is not intended to be renewed during the term of office.

- The performance share plans allocated from 2024 onwards also include an enhanced obligation to hold the shares acquired at the end of the vesting period, increasing from 25% to 33% during the term of office. This holding requirement ensures long-term alignment with shareholders' interests.

- The maximum bonus percentage (225%) will remain the same throughout the term of office.

- The number of shares allocated each year will remain unchanged at 120,000 throughout the entire term of office.

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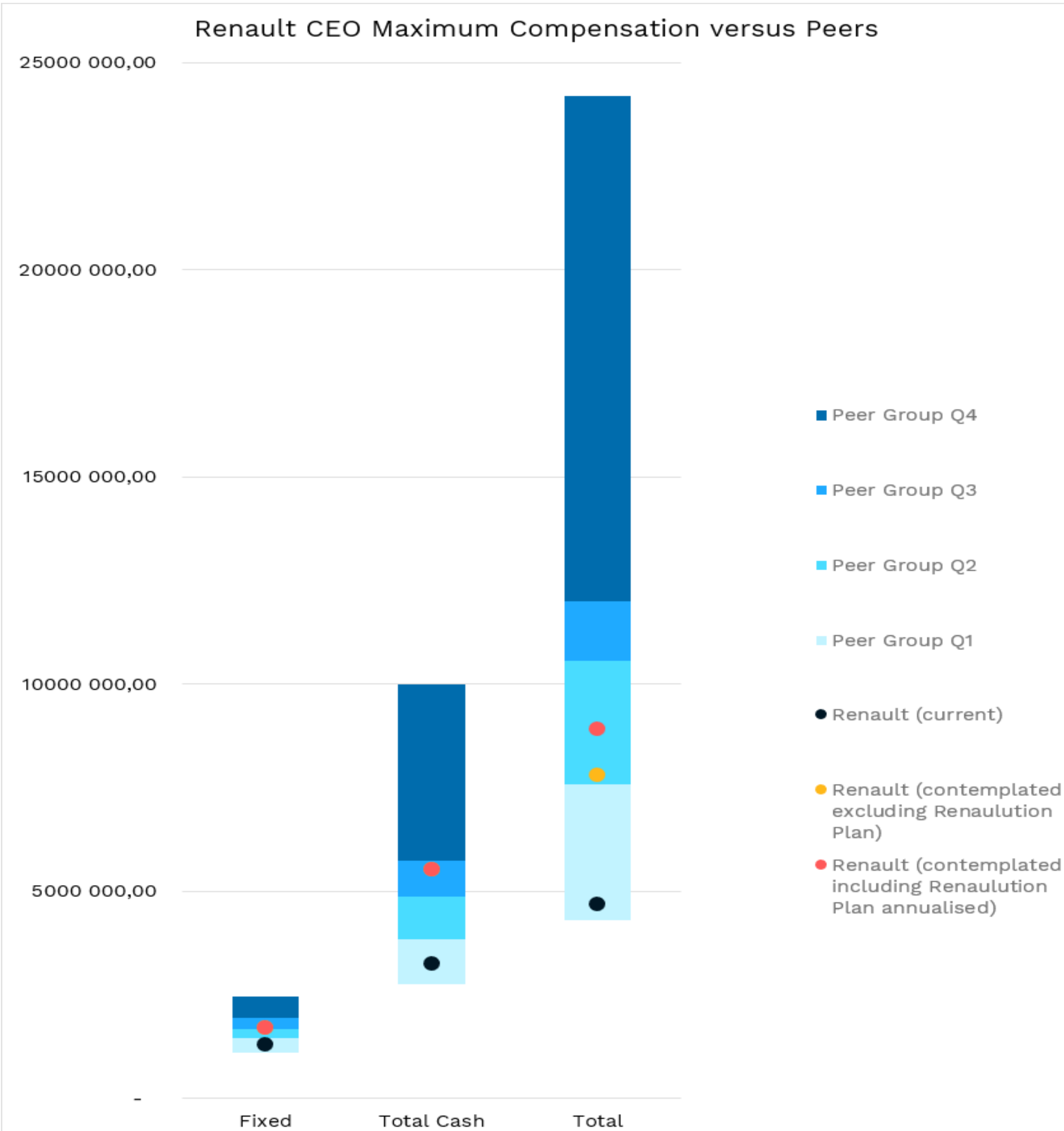
Finally, alignment with the long-term interests of shareholders is also expressed through an increase in the dividend. The dividend policy provides for a gradual, disciplined increase in the payout ratio to reach 35% of net profit, Group share, over the medium term. To achieve this, the Group will need to deliver on its 1st priority: a return to an investment grade financial rating. The proposed dividend for the 2023 financial year, which will be submitted for approval to the Shareholders General Meeting on May 16th, 2024, amounts to €1.85per share, an increase of €1.60 per share compared with last year, representing a payout ratio of 17.5% of consolidated net income, Group share[1].



LTI: IFRS value on the basis of the 2023 allocation
Renaulution plan: on an annual basis during the term of office

This chart illustrates the positioning of the Chief Executive Officer's compensation. In the interests of transparency, consistency and clarity, the Group has chosen to present these compensation components in terms of the maximum amount that can theoretically be earned, 80% of which is subject to performance conditions.

[1] Excluding €880 million capital loss on disposal of Nissan shares

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a) Annual fixed compensation

The annual fixed compensation of the Chief Executive Officer is set at a gross annual amount of €1,700,000, payable in twelve monthly instalments.

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b) Annual variable compensation

The amount of annual variable compensation may reach 225% 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 2024 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.

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

Financial criteria for the 2024 financial year (0% to 135% of the fixed compensation)

In order to ensure the continuity and stability of the Chief Executive's variable compensation policy, the following four financial criteria and their relative weightings are maintained:

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

These financial criteria are all quantifiable criteria.

	Group Operating Margin (Group OM)	**Free Cash Flow (FCF)**	**Return On Capital Employed (ROCE)**	**Fixed Costs (FC)**
Targets	The operating margin is the key indicator of the Company's profitability.	A high level of free cash flow demonstrates the use of strict financial discipline within the Company, allowing growth to be funded and the possibility of dividend payments.	ROCE measures the profitability of capital invested. It reflects value creation.	This criterion allows the monitoring of the Group fixed costs.
Weighting (*as % of the fixed compensation*)	▪ 33.75% maximum.	▪ 33.75% maximum.	▪ 33.75% maximum.	▪ 33.75% maximum.
Payout rates	▪ 0% if Group OM ≤ threshold bound ▪ 18% if Group OM = upper bound ▪ 33.75% if Group OM ≥ maximum bound Linear interpolation between the bounds	▪ 0% if FCF ≤ threshold bound ▪ 18% if FCF = upper bound ▪ 33.75% if FCF ≥ maximum bound Linear interpolation between the bounds	▪ 0% if ROCE ≤ threshold bound ▪ 18% if ROCE = upper bound ▪ 33.75% if ROCE ≥ maximum bound Linear interpolation between the bounds	▪ 0% if FC ≥ threshold bound ▪ 18% if FC = upper bound ▪ 33.75% if FC ≤ maximum bound ▪ Linear interpolation between the bounds
For the sake of commercial confidentiality, the Company does not disclose *ex-ante* the targets for these financial criteria. However, it will disclose *ex-post* the bounds together with the achievement rates for these criteria.				

Strategy and sustainability criteria for the 2024 financial year (0% to 90% of the fixed compensation)

The mix of quantifiable and qualitative sustainability criteria (accidentology, circular economy, up/re-skilling) reflects the three pillars of the Group's sustainability strategy and is consistent with the compensation policy since 2022. The details of this strategy are presented in Chapter 2.1.1 of the Company's 2023 Universal Registration Document.

The strategic criteria have been adapted to the challenges of the 2024 year.

	Strategy	Sustainability	Customer satisfaction / Quality
Weighting *(as % of the fixed compensation)*	**15%** if on target and maximum	**60%** if on target and maximum	**15%** if on target and maximum
Quantifiable indicators		▪ Health and safety: target of 1.4% in 2024 for the frequency rate of work-related accidents with lost days (FR2) (15%) ▪ Developing “ReKnow University”: target of over 5,000 people trained in 2024 (15%)	▪ Number of incidents: achievement of the annual target expressed as the number of cases per thousand (K°/°°), compared with 2023 (7.5%) ▪ Customer satisfaction level, measured by the "Dealer E-reputation" (or digital reputation of the dealers) (7.5%)
Qualitative indicators	▪ Ensuring the ramp-up of Ampere (5%) ▪ Successful launch of Rafale, Scenic, Renault 5, Duster, Master, A290 (5 %) ▪ Flexis: appointment of the management team and operational organisation (5%)	▪ Circular economy business: implementation of a strategic partnership for The Future Is Neutral (TFIN) (30%).	

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 2024 financial year is subject to its approval by the Annual General Meeting to be held in 2025 to approve the financial statements for the financial year ending on December 31st, 2024.

c) Multiyear variable compensation

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

d) Exceptional compensation

The Chief Executive Officer will not receive any exceptional compensation for the 2024 financial year.

e) 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.

Annual performance share allocation plan

Long-term compensation takes primarily 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, the 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 14th, 2024, decided that 120,000 performance shares would be allocated to the Chief Executive Officer in respect of the 2024 financial year.

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

Furthermore, the number of shares fully vested by the Chief Executive Officer will depend on the achievement of the following performance criteria:

Performance criteria of the 2024 performance share plan

To ensure a close link with the Group's strategy, the following four criteria have been retained.

	Total Shareholder Return (TSR)	**Automotive net financial position**	**Increase in the net revenue per vehicle**	**Greenhouse gas reduction**
Targets	● TSR is the market criterion which reflects variations in share prices, and dividends paid. Relative TSR reflects the value delivered to shareholders, compared to the value created by alternative investments to which they have access. ● TSR is calculated by reference to a benchmark, which corresponds to the sum of the average TSR Euro Stoxx Auto & Parts index results and the average Euro Stoxx ex Financials index results (both weighted equally).	● This indicator is a criterion for evaluating and steering the financial balance of the company, its ability to repay its debt and invest for the future.	● This criterion is a key indicator of the Group's ability to improve its profitability.	● This indicator is an equal combination of Scopes I and II (industrial activities) and Scope III downstream (vehicle emissions).
Weighting *(as % of the allocation)*	▪ 25%	▪ 25%	▪ 25%	▪ 25%
Payout rates	▪ 0% if TSR < Benchmark. ▪ 17.5% if TSR = Benchmark. ▪ 25% if TSR ≥ Benchmark +10%. Linear interpolation if Benchmark < TSR < Benchmark +10%.	▪ 0% if Automotive net financial position ≤ threshold bound ▪ 17.5% if Automotive net financial position = upper bound ▪ 25% if Automotive net financial position ≥ maximum bound Linear interpolation between the bounds.	▪ 0% if increase percentage ≤ threshold bound ▪ 17.5 % if increase percentage = upper bound ▪ 25% if increase percentage ≥ maximum bound Linear interpolation between the bounds.	▪ 0% if emission values ≥ threshold bound ▪ 17.5% if emission values = upper bound ▪ 25% if emission values ≤ maximum bound. Linear interpolation between the bounds.
	This criterion being a relative one, the Company will disclose the average figure and the corresponding achievement rate at the end of the performance period.	For confidentiality reasons, the Company does not disclose the targets for these criteria *ex-ante*. However, it will disclose the targets and the achievement rates for these criteria at the end of the performance period.		

"Renaulution plan" over 4 years: allocation of performance shares in 2024

The challenges facing the automotive industry require a change of culture and an in-depth transformation of the Group. This transformation will only be possible if we prepare for and take the right structural steps, and lay solid foundations for long-term value creation. For this reason, the Governance and Remuneration Committee wished to recommend to the Board of Directors that a specific, one-off plan be put in place for the Chief Executive Officer, known as the "Renaulution Plan".

The Renaulution plan consists of the allocation in 2024 of Renault shares, subject to a presence condition and performance conditions. The value of the allotment (estimated in accordance with IFRS), represents a maximum of €4,437,000, this amount being the allotment ceiling. The number of shares will be determined on the day of grant by the Board of Directors, on the basis of the average Renault closing share price during the month preceding the day of grant. In any event, the total market value of the shares acquired at the end of the vesting period and after assessment of the performance conditions may not exceed the total market value of the shares at the time of grant. By applying these ceilings to both the grant and the acquisition, the Board of Directors has sought to control the amounts of the Renaulution Plan.

The performance conditions will be assessed over a cumulative period of four years (2024, 2025, 2026 and 2027). They reflect the ambitious strategy based on 4 major objectives:

1. Transform Renault Group
2. Drive substantial organic growth by combining profitable partnerships for long-term value creation
3. Pioneer the circular economy and energy transition for sustainable growth
4. Master technological development and be at the forefront of innovation

Each of these 4 objectives has been broken down by perimeter and area of activity, enabling enhanced management and monitoring of the actions undertaken.

In this way, the Board of Directors wishes to be able to assess the CEO's performance at the end of his term of office in a holistic and demanding way, and not to focus exclusively on numerical indicators which, after four years, could prove to be irrelevant or even cause the CEO to deviate from the course set. In this changing context, the four strategic objectives selected, which are distinct from the mainly quantitative criteria already incorporated into the other components of the compensation policy, make it possible to maintain the necessary distance while defining a clear and demanding roadmap. At the end of the performance period, the Board of Directors will carry out an in-depth evaluation, on which it will report publicly to the Group's shareholders and stakeholders.

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	Transform Renault Group	Drive substantial organic growth combining with profitable partnerships for long-term value creation			Pioneer circular economy and energy transition for sustainable growth		Master technology development and lead by innovation	
Scope	Renault Group	Renault	Dacia	Alpine	The Future is Neutral	Mobilize	Ampere	Flexis
Targets	• Accelerate the strategic transformation of Renault group with the view to create value for its shareholders, clients and employees • Deliver sustainable performance while promoting Company purpose and culture and elevating the common vision of the future mobility: low-carbon, responsible and safe, driven by environmental and social innovation • Secure the successful execution of this strategic transformation and make sure of its future thanks top management succession plans embedding diversity	Uplift Brand image in EU through new vehicle launches and transition towards full EV while enlarging geographic coverage and exports outside Europe	Keep improving brand image and profitability through C-segment ICE and Hybrid vehicles in EU while impulsing the “á la Dacia” electrification path	Impulse the development of the Alpine Dream garage to enable a globalization of the brand using dedicated go-to-market strategies, combining partnership expertise to share investment and spread the risk	Develop a unique platform offering circular economy solutions all along vehicle life-cycle for the entire automotive industry, from individuals to OEMs, suppliers, dismantlers, insurers	Develop, fund and operate energy transition assets, technologies and solutions for the benefit of Renault Group and its entities	Next EV vehicle line-up definition to guarantee technical/ innovation excellence while mastering a profitable path	Leverage historical RG leading position in EV and LCV to address the growing market of last mile delivery logistic business
Weighting (as % of the allocation)	30%	10%	10%	10%	10%	10%	10%	10%

f) Compensation for directorship

The Chief Executive Officer will not receive any compensation in this respect.

g) 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.

h) Service provision agreement

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

i) Sign-on bonus

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

j) Termination benefit

The Chief Executive Officer is entitled to a severance payment equal to the average of the last two years' paid 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 13th, 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.

k) Non-compete indemnity

At its meeting held on February 13th, 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.

l) 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 - Leadership Team (the so-called "Article 83" and "Article 82" plans).

1) 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.

2) 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.

m) 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) 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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