

**Amendment no. 9 to the  
DIAC GROUP  
COMPANY SAVINGS PLAN**

**BETWEEN**

The DIAC Group, comprised of DIAC and DIAC LOCATION belonging to UES DIAC and represented by Ms. Sandrine Blec Recoquillay, Human Resources Director, duly authorised to enter into this agreement.

Party of the first part,

And,

The representative trade unions of RCI Banque Group, duly authorised to enter into this agreement

For CFDT represented by Mr. Akim Lamouri

For CFTC represented by Ms. Véronique Le Bars

For CGT represented by Mr. Aziz Khensous

For SNB represented by Mr. Axel Maunoury

Party of the second part.

**RECITALS**

The DIAC Group company savings plan (the "**DIAC Group**") was concluded on 17<sup>th</sup> December 2003 between the companies of the "DIAC Group" UES in agreement with the representative trade unions in the DIAC Group and modified by successive amendments (the "**Plan**").

This amendment to the Plan was concluded at the time of a share offer initiated by Renault S.A. (the "**Company**") reserved in particular for the employees of the DIAC Group and companies belonging to the Plan. Its purpose is to amend the Plan for the purposes of the offer and, more specifically, provide for the specific terms and conditions of the offer reserved for "Renaulution 2022" employees (the "**Offer**"), in particular the Company's matching rules, as well as integrate into the Plan investment media intended to receive investments from the beneficiaries of the Offer reserved for employees, with the creation of two relay mutual funds ("**FCPE**"), "Renaulution France Relais 2022" and "Renaulution International Relais 2022", intended to be merged respectively in the "Renault Actions" sub-fund of the "Renault France" FCPE and the "Share Original" sub-fund of the "Renault International" FCPE, subject to the approval of the Financial Markets Authority and the favourable opinion of the FCPE supervisory boards.

## **ARTICLE 1 – Amendments to the Plan**

Under the terms of this amendment and for the purposes of implementing the Offer, a new Article 8-a is inserted, the provisions of which are contained in Annex 1 of this amendment.

The provisions of Article 8-a shall be applied when implementing the Offer. They are notwithstanding the other provisions of the Plan, which remain unchanged outside the specific context of the Offer.

## **ARTICLE 2 – Membership – Deposit**

Each DIAC Group company subscribing to the Plan and wishing to participate in the Offer must adhere to this amendment.

## **ARTICLE 3 - Effective date**

This amendment takes effect on the date it is deposited with the Regional Directorate for the Economy, Employment, Labour and Solidarity (DREETS).

Signed in Noisy-le Grand, 21<sup>st</sup> July 2022.

For RCI BANQUE SA, the Group's dominant company  
Ms. Sandrine Blec-Recoquillay, duly authorised for this purpose

For CFDT represented by Mr. Akim Lamouri

For CFTC represented by Ms. Véronique Le Bars

For CGT represented by Mr. Aziz Khensous

For SNB represented by Mr. Axel Maunoury

## ANNEX 1

### ARTICLE 8-a – Provisions specific to the 2022 employee share ownership offer

The following specific provisions apply to the "Renaulution 2022" employee share ownership offer that could be proposed in 2022 (the "**2022 Offer**"):

- The 2022 Offer is reserved for (i) employees of the DIAC Group and companies that are members of the Plan and have an employment contract current on the last day of the 2022 Offer participation period (the "**Acquisition Period**") and who can provide evidence of at least three months' employment, continuous or otherwise, between 1<sup>st</sup> January 2021 and the last day of the Acquisition Period, (ii) employees, retired and pre-retired, of the DIAC Group and companies that are members of the Plan that have assets within the Plan, not, however, benefiting from any matching contribution and (iii) directors and corporate officers of the DIAC Group and companies that are members of the Plan whose usual workforce is between 1 and 250 employees (the "**Beneficiaries**").
- The 2022 Offer is proposed to eligible Beneficiaries of the DIAC Group and companies belonging to the Plan whose registered office is located in the following countries: Germany, Argentina, Austria, Belgium, Brazil, Colombia, South Korea, Spain, France, Ireland, Italy, Hungary, Morocco, Malta, the Netherlands, Poland, Portugal, the Czech Republic, Romania, the United Kingdom, Slovenia, Sweden and Switzerland, through a company mutual fund or direct shareholding when it cannot be opened to the Beneficiaries of a country for reasons related to current regulations.
- All Beneficiaries eligible for the 2022 Offer will receive a unilateral matching contribution totalling 6 Renault S.A. shares, in accordance with the provisions of Article L. 3332-11 of the French Labour Code (the "**Unilateral Matching Contribution**"). Renault S.A. shares will be held through the "Renaulution France Relais 2022" FCPE or the "Renaulution International Relais 2022" FCPE, which will issue shares to the Beneficiary, or directly to a securities account opened in the Beneficiary's name in countries where the "Renaulution International Relais 2022" FCPE will not be offered. The Beneficiary will have the right to waive the Unilateral Contribution directly on the dedicated platform that will be open during the Acquisition Period.
- All Beneficiaries eligible for the 2022 Offer can subscribe to additional Renault S.A. shares by voluntary and personal payment (the "**Personal Contribution**").

The acquisition price of a Renault S.A. share in the 2022 Offer corresponds to the average weighted price of the volumes of the Renault S.A. share during the twenty (20) trading days preceding the date on which the opening of the Acquisition Period is set by the Board of Directors or otherwise, the Company's Chief Executive Officer, rounded up to the next hundredth of a Euro (the "**Reference Price**"), minus a discount of thirty (30)% (the "**Acquisition Price**"). The shares are acquired in Euros. Consequently, for the Beneficiaries participating in the 2022 Offer in a currency other than the Euro, the amounts invested will be converted into Euros based on the exchange rate on the last day of the Reference Price statement.

The Beneficiaries subscribing to the 2022 Offer will receive an additional contribution from the Company, corresponding to 300% of the amount of their Personal Contribution enabling the acquisition of additional Renault S.A. shares, up to an amount corresponding to the value of six (6) Renault S.A. shares per Beneficiary (the "**Additional Contribution**").

The Unilateral Contribution and the Additional Contribution are subject to the CSG and CRDS at the current legal rate for the Beneficiaries participating in the 2022 Offer of the DIAC Group and the companies participating in the Plan in France. The CSG/CRDS will be deducted directly from the gross employer contribution amount.

Beneficiaries of the 2022 Offer outside France may be subject to payment of tax and social security charges. Any amounts owed by the Beneficiaries in this respect may be deducted from the contribution, from their salaries or be subject to a separate payment.

- The 2022 Offer will be made through the following FCPEs:
  - the relay "Renaulution France Relais 2022" FCPE, intended to collect the investments of the 2022 Offer Beneficiaries of the DIAC Group and the companies belonging to the Plan whose registered office is located in France;

This fund is intended to merge with the "Renault Actions" sub-fund of the "Renault France" FCPE, an FCPE existing within the Plan and classified in the "invested in the company's listed securities" category, subject to the approval of the Financial Markets Authority and the favourable opinion of the FCPE supervisory boards.

- the "Renaulution International Relais 2022" FCPE, intended to collect the investments of the 2022 Offer Recipients of the DIAC Group and companies participating in the Plan whose registered office is located outside France;

This fund is intended to merge with the "Original Share" sub-fund of the "Renault International" FCPE, a fund existing within the Plan and classified as "invested in the company's listed securities", subject to the approval of the Financial Markets Authority and the favourable opinion of the FCPE's supervisory boards.

The "Renaulution France Relais 2022" and "Renaulution International Relais 2022" FCPEs will be open to payments from Beneficiaries exclusively in connection with the 2022 Offer and will be closed to subscriptions once the 2022 Offer is completed. No arbitration may take place concerning these FCPEs, or the FCPEs with which they would be merged, during the asset blocking period.

The key investor information documents ("**KIID**") and the regulations of the "Renaulution France Relais 2022", "Renaulution International Relais 2022" FCPEs, of the "Renault Actions" sub-fund of the "Renault France" FCPE and the "Share Original" sub-fund of the "Renault International" FCPE will be made available to the Beneficiaries of the 2022 Offer at [www.renaultionshareplan.renaultgroup.com](http://www.renaultionshareplan.renaultgroup.com) dedicated to the 2022 Offer or upon simple request to the management company, so that they may read them before making any investment decision.

In countries where the FCPE cannot be opened to the 2022 Offer Beneficiaries for reasons related to current regulations, the Renault S.A. shares will be held directly by the Beneficiaries, in securities accounts opened in their own name.

- The shares awarded under the 2022 Offer will be existing Renault S.A. shares sold to the Beneficiaries. It is specified that the Renault S.A. shares held by the Beneficiaries will increase or decrease depending on the change in the share price and, consequently, employees will remain at risk on the total amount of their investment.
- The minimum amount of a Beneficiary's Personal Contribution under the 2022 Offer is fifteen (15) Euros, or the acquisition price of a share in the case of direct acquisition of a Renault S.A. share.
- The total amount of a Beneficiary's Personal Contribution under the 2022 Offer may not exceed one quarter of their estimated gross annual remuneration for 2022 if they are an employee, their professional income subject to income tax if they are a director authorised to participate in the Plan, their gross annual pension if they are retired, or the ceiling provided for in Article L. 241-3 of the French Social Security Code for an employee whose employment contract is suspended who has not received any remuneration for the year of payment. The Unilateral Contribution and the Additional Contribution are not taken into account to assess this ceiling.
- The 2022 Offer Beneficiaries of the DIAC Group and companies participating in the Plan whose registered office is located in France may participate in the 2022 Offer (i) by direct debit, and/or (ii) by arbitration of available assets held in the DIAC PEE, and (iii) for the acquisition of two (2) Company shares, by monetisation of the rights registered in the time savings account (*compte épargne-temps* - CET), provided, for the time savings account, that the number of rights of the Beneficiary available in the time savings account concerned exceeds 10 days of leave saved before the monetisation of the rights. It is specified that the arbitration of available assets and the amount of the rights recorded in the time savings accounts intended for acquisition of shares will not be taken into account for the assessment of the ceiling of one quarter of the gross annual remuneration (or equivalent) mentioned above.
- Notwithstanding Article 7 of the Plan, all assets created under the 2022 Offer will be available after a period of five years from the date of share acquisition, subject to cases of early withdrawal provided for by the provisions of the French Labour Code.

Early withdrawal cases may be adapted in countries participating in the 2022 Offer in order to take into account the constraints of current regulations.

- The number of Renault S.A. shares that may be held by the Beneficiaries in connection with the 2022 Offer, including those corresponding to the Unilateral Contribution and the Additional Contribution, is capped at 2% of the share capital and any other ceiling in Euros that may be set by the Company's Chief Executive Officer acting on behalf of the Board of Directors (the "**Ceilings**"). If the number of shares requested by the Beneficiaries during the Acquisition Period exceeds at least one of the two Ceilings, requests will be reduced to reach the Ceiling(s) exceeded, in accordance with the following terms:

- (i) If the number of shares attributable to the net Unilateral Contribution exceeds the Ceiling, the number of shares whose acquisition has been requested by Personal Contribution and, thus, the shares resulting from the Additional Contributions, would be reduced to zero (0).

A reduction in the number of shares attributable to the net Unilateral Contribution will then be implemented as follows: the number of shares corresponding to the net Unilateral Contribution will be allocated in full to the Beneficiaries up to a number of shares equal to the quotient of the total number of shares offered under the net Unilateral Contribution over the number of Beneficiaries of the Unilateral Contribution (the "**Average Allocation**"). This Average Allocation will be rounded down to the immediately lower number of shares only for Offer Beneficiaries in countries where the shares are held directly. Beneficiaries of a number of shares resulting from the net Unilateral Contribution exceeding the Average Allocation will be allocated a number of shares proportional to the amount of their net Unilateral Contribution, depending on the shares still to be allocated to reach the Ceiling.

- (ii) If the number of shares attributable under the net Unilateral Contribution is less than the Ceiling, the shares under the net Unilateral Contribution shall be allocated to the Beneficiaries in full.

A reduction would then be applied to the shares whose acquisition has been requested by Personal Contribution and, thus, the shares resulting from the Additional Contribution. Accordingly, acquisition requests will be fully honoured up to a number of shares equal to the quotient of the total number of shares available as part of the Offer, previously reduced by the number of shares fully allocated under the net Unilateral Contribution, by the number of Beneficiaries who have made a Personal Contribution to the Offer (the "**Average Subscription**"). This Average Subscription will be rounded down to the immediately lower number of shares only for Offer Beneficiaries in countries where the shares are held directly. Beneficiaries who have asked to acquire by Personal Contribution a number of shares exceeding the Average Subscription will then be paid in proportion to the number of shares they have requested, depending on the shares still to be allocated to reach the Ceiling, once the shares under the Unilateral Contribution have been fully allocated.

If several funding methods are used, the reduction will first concern requests to acquire shares by voluntary payment, then by arbitration of available assets, and finally using rights from a time savings account. The amount debited to the Beneficiary, arbitrated or monetised, will correspond to the amount after reduction.

It is specified that in the context of the implementation of the 2022 Offer within the Member companies of the Plan whose registered office is not located in France, the terms of the 2022 Offer described in this article may be adapted to take into account current regulatory constraints and the exchange rate applicable. The sums resulting from the 2022 Offer may also be subject to taxation and social security charges in certain countries, the details of which will be communicated to the Beneficiaries separately.