



2021

# NOTICE of MEETING

Annual Shareholders Meeting  
April 22, 2021





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For more information,  
please visit the website:

[www.plasticomnium.com](http://www.plasticomnium.com)

# MESSAGE FROM LAURENT BURELLE to shareholders

Dear our Shareholders,

In the context of the sanitary crisis caused by the Covid-19 pandemic and in order to protect all shareholders, guests and organizers, the Board of Directors and the Chairman of the Board of Directors of Compagnie Plastic Omnium SE have taken the difficult but nevertheless necessary decision to exceptionally hold the April 22, 2021 Annual Shareholders Meeting behind closed doors, without the physical presence of shareholders and other persons entitled to attend. The agenda of the Shareholders Meeting described in the preliminary notice of meeting will be published in the BALO on March 17, 2021.

The Shareholders Meeting will be broadcast live and will be available for replay on the Company's website: [www.plasticomnium.com](http://www.plasticomnium.com).

This decision was made in accordance with the provisions of Ordinance No. 2020-321 of March 25, 2020, which adapted the rules for the meetings and deliberations of general meetings and governing bodies of legal persons and entities which do not have legal personality under private law, due to the Covid-19 epidemic and whose of application has been extended until July 31, 2021 by Article 1 of Decree No. 2021-255 of March 9, 2021.

Consequently, no admission cards will be issued. Shareholders are invited, prior to the Shareholders Meeting, to vote remotely (by post or via Internet using the Votaccess voting platform) or to give a proxy to the Chair of the Shareholders Meeting or to a third party. Shareholders are also encouraged to submit requests and documents electronically. Shareholders may access the secure dedicated websites from Thursday April 2, 2021, until 3:00 p.m. (Paris time) on Wednesday April 21, 2021.

An exceptional system will be put in place to allow Group's shareholders to ask their questions before and/or during the General Meeting.

All the information relating to the General Meeting of the Group is presented in the Shareholders section dedicated to the General Meeting on the Company's website [www.plasticomnium.com](http://www.plasticomnium.com). Finally, the Plastic Omnium Shareholders Department team is at the disposal of its shareholders to assist them in their procedures.

Thank you for your kind understanding.

Take care of yourself and your loved ones.

Laurent Burelle

Chairman of the Board of Directors

# 2021 GENERAL MEETING of Compagnie Plastic Omnium SE

## Agenda of the Combined General Meeting of April 22, 2021


### ORDINARY RESOLUTIONS

- **First resolution:** Approval of the annual financial statements for the year ended December 31, 2020.
- **Second resolution:** Appropriation of net income for the year and determination of the dividend.
- **Third resolution:** Report from the statutory auditors on related-party agreements and commitments – Old agreements continued during the fiscal year.
- **Fourth resolution:** Approval of the consolidated financial statements for the year ended December 31, 2020.
- **Fifth resolution:** Authorization to be granted to the Board of Directors to transact in the Company's shares pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, ceiling.
- **Sixth resolution:** Renewal of the term of office of Mr. Laurent Burelle.
- **Seventh resolution:** Renewal of the term of office as director of Mr. Laurent Favre.
- **Eighth resolution:** Renewal of the term of office as director of Burelle SA, represented by Ms. Éliane Lemarié.
- **Ninth resolution:** Renewal of the term of office of Ms. Anne-Marie Couderc.
- **Tenth resolution:** Renewal of the term of office as director of Ms. Lucie Maurel Aubert.
- **Eleventh resolution:** Renewal of the term of office as director of Prof. Dr. Bernd Gottschalk.
- **Twelfth resolution:** Renewal of the term of office as director of Mr. Paul Henry Lemarié.
- **Thirteenth resolution:** Renewal of the term of office as director of Mr. Alexandre Merieux.
- **Fourteenth resolution:** Non-renewal of Mr. Jean Burelle as a director.
- **Fifteenth resolution:** Non-renewal and non-replacement of Mr. Jerome Gallot as director.
- **Sixteenth resolution:** Approval of the compensation policy for the Chairman of the Board of Directors in accordance with Article L. 22-10-8-II of the French Commercial Code.
- **Seventeenth resolution:** Approval of the compensation policy for the Chief Executive Officer in accordance with Article L. 22-10-8-II of the French Commercial Code.
- **Eighteenth resolution:** Approval of the compensation policy for the Managing Director in accordance with Article L. 22-10-8-II of the French Commercial Code.
- **Nineteenth resolution:** Approval of the compensation policy for directors in accordance with Article L. 22-10-8-II of the French Commercial Code.
- **Twentieth resolution:** Approval of all compensation paid or awarded to corporate officers for the year ended December 31, 2020 in accordance with Article L. 22-10-34-I of the French Commercial Code.
- **Twenty-first resolution:** Approval of the components of compensation paid or awarded for the year ended December 31, 2020 to Mr. Laurent Burelle, Chairman of the Board of Directors.
- **Twenty-second resolution:** Approval of the components of compensation paid or awarded for the year ended December 31, 2020 to Mr. Laurent Favre, Chief Executive Officer.
- **Twenty-third resolution:** Approval of the components of compensation paid or awarded for the year ended December 31, 2020 to Ms. Félicie Burelle, Managing Director.

## EXTRAORDINARY RESOLUTIONS

- **Twenty-fourth resolution:** Authorization to be given to the Board of Directors to grant stock options to employees and/or certain corporate officers of the Company or related companies, duration of the authorization, ceiling, exercise price, maximum option term.
- **Twenty-fifth resolution:** Authorization to be given to the Board of Directors to freely award existing and/or to be issued shares to employees and/or certain corporate officers of the Company or related companies, duration of the authorization, ceiling, duration of the vesting periods, particularly in the event of disability and retention.
- **Twenty-sixth resolution:** Delegation of authority granting the Board of Directors powers to issue ordinary shares, and/or equity securities with preferential subscription rights, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, the duration of the delegation, the maximum nominal amount of the capital increase, ability to launch a public offer for unsubscribed shares.
- **Twenty-seventh resolution:** Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities without preferential subscription rights, giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company by way of a public offer, excluding the offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, and/or as consideration for securities as part of a public exchange offer, the duration of the delegation, the maximum nominal amount of the capital increase, the issue price, ability to limit the amount of subscriptions or distribute unsubscribed shares.
- **Twenty-eighth resolution:** Delegation of authority granting the Board of Directors powers to issue ordinary shares and/or equity securities without preferential subscription rights, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by way of a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, the maximum nominal amount of the capital increase, the issue price, ability to limit the amount of subscriptions or distribute unsubscribed shares.
- **Twenty-ninth resolution:** Delegation of authority granting the Board of Directors the power to increase the number of shares to be issued, with or without preferential subscription rights, under the twenty-sixth through twenty-eighth resolutions, up to a maximum of 15% of the initial issue.
- **Thirtieth resolution:** Delegation of authority granting the Board of Directors powers to increase the share capital by issuing ordinary shares and/or securities giving access to Company shares without preferential subscription rights reserved for members of a company savings plan pursuant to Articles L. 3332-18 *et seq.* of the French Labor Code, the duration of the delegation, the maximum nominal amount of the capital increase, the issue price, option to grant free shares in application of Article L. 3332-21 of the French Labor Code Board of Directors to reconcile the Company bylaws with legal and regulatory provisions.
- **Thirty-first resolution:** Ratification of the amendments carried out by the Board of Directors to reconcile the Company bylaws with legal and regulatory provisions.
- **Thirty-second resolution:** Delegation granting the Board of Directors the power to reconcile the Company bylaws with legal and regulatory provisions.
- **Thirty-third resolution:** Powers for formalities.

You can get the complete Universal Registration Document for fiscal year 2020:

- either on Internet ([www.plasticomnium.com](http://www.plasticomnium.com));
  - either by sending the attached "Request to send documents and information" by mail or by phone to the Individual shareholders
- 0 800 777 889**  (service & free call from a landline in France).

## Information and practical details

Regardless of the number of shares held (registered or bearer), all shareholders have the right to vote in the General Meeting.

In accordance with Article R. 22-10-28 of the French Commercial Code, this right is contingent on the relevant shareholder having the shares that they hold registered in their name on the second working day preceding the General Meeting, i.e., Tuesday April 20, 2021 at midnight (Paris time).

As a result of the Covid-19 pandemic, for the General Meeting of April 22, 2021, this right must be exercised within the legal and regulatory framework defined by the Decree No. 2021-255 of March 9, 2021 extending the term of the Order No. 2020-321 of March 25, 2020, adapting the meeting and deliberation rules for assemblies and governing bodies of legal entities and privately owned non-legal entities until July 31, 2021.

## HOW TO TAKE PART AND VOTE IN OUR GENERAL MEETING

Shareholders will not be attending the General Meeting of April 22, 2021 in person. Only the following options will be available:

1. Giving proxy to the Chairman of the General Meeting or giving authority to any appointed proxy
2. Voting by mail



### HOW TO VOTE BY MAIL OR BY PROXY

#### To vote by mail or by proxy

Tick the box that corresponds to your choice in the postal or proxy voting form:

- if you want to vote by mail: tick the box that says, "I VOTE BY POST" and then vote for each resolution by following the instructions given in the form.
- if you want to give proxy to the Chairman of the General Meeting: tick the box that says, "I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING". The vote cast in your name shall be the same as that of the Chairman for each draft resolution presented in the Meeting.
- if you want to appoint a proxy: tick the box that says "I HEREBY APPOINT" and fill in the forename, surname and address details.

In order to be taken into account, the postal or proxy voting forms must be received by the BNP Paribas-Securities-Services General Meetings Service (*Service Assemblée Générale*), appointed by Compagnie Plastic Omnium SE, by Tuesday April 20, 2021 at the latest.

VOTING BY MAIL	VOTING ONLINE
IF YOU ARE A REGISTERED SHAREHOLDER	
<ul style="list-style-type: none"><li>• You should tick the box that corresponds to your choice in the attached form.</li><li>• Once you have completed the form: sign and date it in the "Date &amp; Signature" section, verify your surname, forename and address on the bottom right-hand side of the form, and return it to BNP using the attached pre-paid envelope.</li></ul>	<ul style="list-style-type: none"><li>• Before the General Meeting takes place, if you wish to communicate your voting instructions or appoint or remove a proxy, go online and log on to the secure Votaccess platform, which can be accessed on the Planetshares website at <a href="https://planetshares.bnpparibas.com">https://planetshares.bnpparibas.com</a>.<ul style="list-style-type: none"><li>→ If you hold <b>directly registered shares</b>: Use your normal login details to log onto the Planetshares site.</li><li>→ If you hold <b>administered registered shares</b>: Use your ID number (which can be found on the top right-hand side of your paper voting form) to log on to the Planetshares site. If you do not have your ID number and/or password, please call free phone +33 (0)1 55 77 65 00.</li></ul></li></ul> <p>Once you have logged in, follow the prompts given on the screen to access the Votaccess platform.</p>

VOTING BY MAIL	VOTING ONLINE
IF YOU ARE A BEARER SHAREHOLDER	
<ul style="list-style-type: none"> <li>• Use one of the following options to obtain a postal or proxy voting form: <ul style="list-style-type: none"> <li>→ Download the form online at: <a href="http://www.plasticomnium.com">www.plasticomnium.com</a></li> <li>→ Get in touch with your securities intermediary.</li> </ul> </li> <li>• Once you have completed the form: sign and date it in the “Date &amp; Signature” section and send it to one of the following: <ul style="list-style-type: none"> <li>→ To your securities intermediary, who will then forward on the form, along with a previously drawn up shareholding certificate.</li> <li>→ Or to the following address, along with the shareholding certificate issued by your securities intermediary: BNP Paribas-Securities-Services – CTS Assemblées Générales – Les Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin Cedex.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Find out if your securities intermediary is connected to the Votaccess Platform and, where applicable, if access to this platform is subject to specific conditions of use.</li> <li>• If your securities intermediary is connected to the Votaccess Platform, you will need to log in via your securities intermediary's online portal with your normal login details; click on the icon that appears on the line corresponding to your Plastic Omnium shares and follow the prompts given on screen to access the Votaccess platform and cast your vote or appoint or remove a proxy.</li> <li>• If your securities intermediary is not connected to the Votaccess Platform, you can also appoint or remove a proxy electronically by sending an email to: <a href="mailto:paris.bp2s.france.cts.mandats@bnpparibas.com">paris.bp2s.france.cts.mandats@bnpparibas.com</a>.</li> <li>• This email must include the following information: the name of the Company (Compagnie Plastic Omnium SE) and the date of the Meeting (April 22, 2021), your surname, forename, address, and banking details. It must also include the surname, forename and, if possible, the address of your proxy (the person to whom you wish to give authority).</li> <li>• You must ask the securities intermediary that manages your share accounts to send a written confirmation to the General Meetings Service (<i>Service Assemblée Générale</i>) of BNP Paribas-Securities-Services – CTS Assemblées Générales – Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.</li> <li>• The following email address must only be used to send notifications relating to the appointment or removal of a proxy: <a href="mailto:paris.bp2s.france.cts.mandats@bnpparibas.com">paris.bp2s.france.cts.mandats@bnpparibas.com</a>. Other types of requests or notifications will not be taken into account and/or processed.</li> <li>• In order to ensure that the appointment or removal of a proxy is legitimately taken into account when done via the above electronic means, all confirmations must be received the day before the Meeting at the latest, i.e., Wednesday April 21, 2021 at 15:00 (Paris time).</li> </ul>



The relevant dedicated and secure websites can be accessed from April 2, 2021 at 10:00, until April 21, 2021 at 15:00 (Paris time).

To avoid potential communication bottlenecks online, shareholders should vote well ahead of time and not wait until the last few days before the meeting to vote.


## HOW TO FILL IN THE FORM

In the fight to stop the spread of Covid-19, shareholders will not be attending our General Meeting of April 22, 2021 in person. Please tick only one of the boxes **shown in red below**:

- either “I vote by post”;
- or “I hereby appoint”;
- or “I hereby give my proxy to the Chairman of the General Meeting”.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form





COMPAGNIE PLASTIC OMNIUM SE  
Société Européenne au capital de 8 827 329,18 €  
19 Boulevard Jules Carteret - 69007 Lyon  
955 512 611 RCS Lyon

**ASSEMBLÉE GÉNÉRALE MIXTE**  
Convoquée pour le Jeudi 22 Avril 2021 à 17h00  
au siège administratif de la société  
1, allée Pierre Burelle 92300 Levallois-Perret, à huis clos  
**COMBINED GENERAL MEETING**  
To be held on Thursday, April 22nd, 2021 at 5:00 p.m.  
at the administrative headquarters of the company  
1, allée Pierre Burelle 92300 Levallois-Perret  
behind closed door

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  l'une des cases "Non" ou "Abstention". / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	Out / Yes <input type="checkbox"/>	A	B
Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
11	12	13	14	15	16	17	18	19	20	Out / Yes <input type="checkbox"/>	C	D
Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
21	22	23	24	25	26	27	28	29	30	Out / Yes <input type="checkbox"/>	E	F
Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
31	32	33	34	35	36	37	38	39	40	Out / Yes <input type="checkbox"/>	G	H
Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
41	42	43	44	45	46	47	48	49	50	Out / Yes <input type="checkbox"/>	J	K
Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :  
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:  
- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting. ☐  
- Je m'abstiens. / I abstain from voting. ☐  
- Je donne procuration (cf. au verso renvoi (4)) à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr. / Mrs or Miss, Corporate Name to vote on my behalf. ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:  
sur 1<sup>ère</sup> convocation / on 1st notification 20 avril 2021 / 20st April 2021  
à la banque / to the bank  
à la société / to the company

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée**  
**I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting**  
M. / Mme ou Mlle, Raison Sociale / Mr. / Mrs or Miss, Corporate Name  
Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)  
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Regardless of your choice, remember to date and sign here

Date & Signature

\* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale -  
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

If you wish to vote by mail,  
**Tick the box “I vote by mail”**

If you wish to give proxy to  
the Chairman of the Meeting,  
**Tick the box “I hereby give  
my proxy to the Chairman of  
the General Meeting”**

If you wish to appoint a proxy,  
**Tick the box “I hereby appoint” and fill in  
the forename, surname and address of the  
appointed proxy**

**DO NOT FILL IN THE ABOVE EXAMPLE  
PLEASE ONLY USE THE ATTACHED FORM**



## HOW TO ASK YOUR QUESTIONS?

### COMPAGNIE PLASTIC OMNIUM SE OFFERS ITS SHAREHOLDERS THE OPPORTUNITY TO ASK QUESTIONS AHEAD OF, OR DURING, THE ANNUAL GENERAL MEETING

#### As a shareholder, you can raise questions:

- Ahead of the Annual General Meeting. To do so, we invite you to send your written questions by email to [investor.relations@plasticomnium.com](mailto:investor.relations@plasticomnium.com). In accordance with Article R. 225-84 of the French Commercial Code, for questions to be considered they must be accompanied by a certificate of share ownership, whether ownership is through a registered share account held by the Company or bearer share accounts held by an intermediary, as stipulated in Article L. 211-3 of the Monetary and Financial Code.

- During the Annual General Meeting. You can ask your questions in writing directly via the video conference platform at <https://onlinexperiences.com/Launch/QReg/ShowUUID=BA29972B-0337-4FE3-9D33-83F988356311>.

Or verbally via the telephone conference number provided:

France Toll:	+33 1 70 71 01 59	Code PIN: 31695287#
Germany Toll:	+496 92 22 22 54 29	
Spain Toll:	+349 11 14 01 01	
United Kingdom Toll:	+44 20 71 94 37 59	
USA Toll:	+1 64 67 22 49 16	

In both cases, the Company will need to verify your status as a shareholder.

### ONLY SHAREHOLDERS OF COMPAGNIE PLASTIC OMNIUM SE CAN ASK QUESTIONS LIVE AT THE ANNUAL GENERAL MEETING

- The following will be able to ask questions:
  - registered shareholders and bearer shareholders having participated in the vote, for whom no prior formalities will be required;
  - bearer shareholders not having participated in the vote who have provided proof of their shareholder status in advance, either via email at [investor.relations@plasticomnium.com](mailto:investor.relations@plasticomnium.com).
- Bearer shareholders not having participated in the vote and who have not provided proof of their shareholder status will not be able to ask questions.

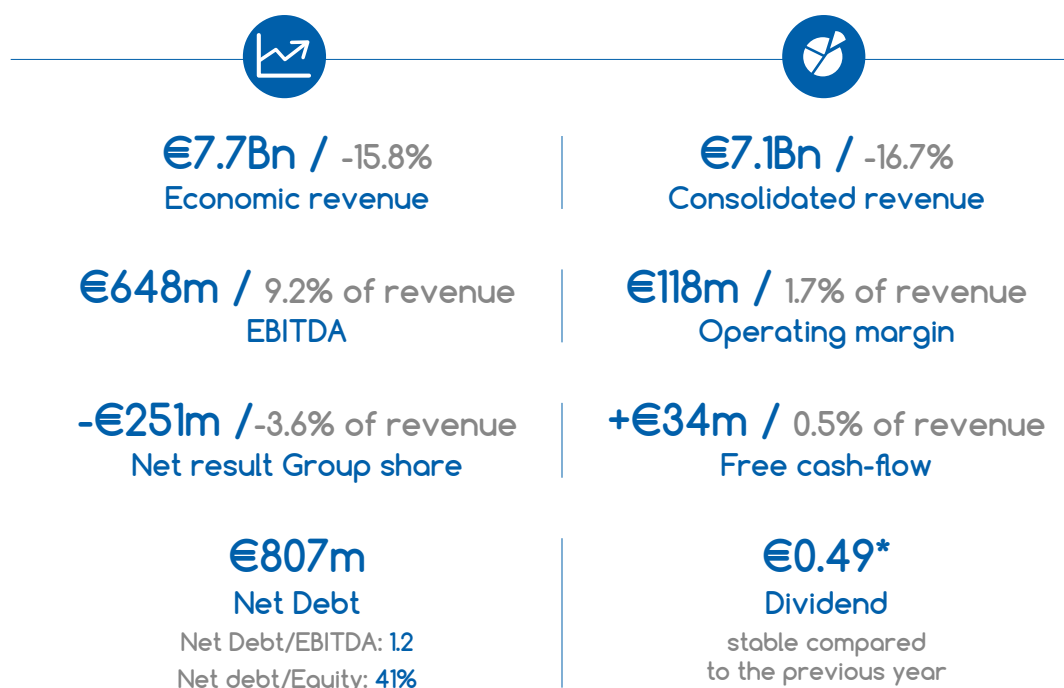
The Compagnie Plastic Omnium SE Shareholders Department is always available to assist you.

Every shareholder can ask questions, which the Board of Directors will answer during the Annual General Meeting. In compliance with the relevant legislation, a joint response may be given for questions with the same content or addressing the same subject. A written question will be deemed to have been answered when the answer is published on the Company's website in a dedicated Q&A section.

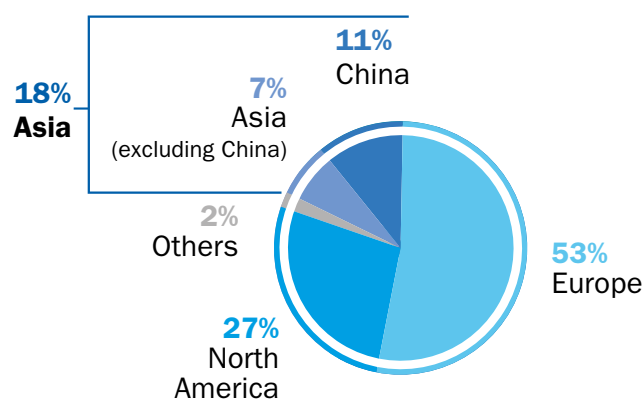
# PRESENTATION of Compagnie Plastic Omnium SE in 2020

## Summary statement of the Company's situation for the 2020 financial year

### 1/ 2020 KEYS FIGURES



### Breakdown of economic sales by geographic area



\* Proposed at the Shareholders' Meeting on April 22, 2021.

## TOP 10 des clients

1	Volkswagen Group	25.9%
	ow Audi	8.9%
	ow Volkswagen	7.7%
	ow Porsche	3.9%
2	Stellantis	16.6%
	ow PSA	9.6%
	ow Chrysler	5.0%
	ow Fiat	0.9%
3	Daimler	11.4%
4	General Motors	8.3%
5	BMW	8.2%
6	Renault Nissan Mitsubishi	6.5%
	ow Renault	5.2%
7	Ford	5.5%
8	Jaguar Land Rover – Tata	5.1%
9	Hyundai	4.0%
10	Others	8.5%

## 2/ BUSINESSES

Compagnie Plastic Omnium SE is a manufacturing group and world leader in Intelligent Exterior Systems, Clean Energy Systems and automotive modules. The Group and its joint ventures employ close to 31,000 people in 135 plants, 25 R&D centers and 25 countries worldwide, supplying 93 automotive brands. It is a Group with global businesses and a presence on four continents and has a diversified customer portfolio.

Plastic Omnium is an automotive pure player organized around two businesses with different business models:

- **Plastic Omnium Industries**, dedicated to the production of **Intelligent Exterior Systems** and **Clean Energy Systems** for motor vehicles, with significant investment and long cycles;
- **Plastic Omnium Modules**, dedicated to the design and assembly of complex modules (**HBPO**), with low levels of capital employed.

The Plastic Omnium Group is a leading player in each of its three business lines: Intelligent Exterior Systems, Clean Energy Systems and HBPO.

The reference market for the Group's three businesses is worldwide automotive production, which produced 71.6 million vehicles in 2020, representing a decline of 17% compared to 2019 when 86.0 million vehicles were produced (source: IHS February 2021).

Plastic Omnium Industries, represented 72.8% of 2020 economic revenue, i.e. €5,628 million, and 72.7% of 2020 consolidated revenue, i.e. €5,143 million. Plastic Omnium Industries (including its joint ventures) employs more than 28,000 people in 104 plants, 24 R&D centers and 22 countries worldwide.

The **Intelligent Exterior Systems** business line is the world leader in a broad range of complex exterior assemblies<sup>(1)</sup>, manufactured mainly from injected polypropylene and composite materials. This business designs and produces a wide range of parts: bumpers and energy absorption systems, tailgates, spoilers, bumpers and floor modules. As a reminder, the Intelligent Exterior Systems business was strengthened in 2016 with the acquisition of Faurecia's Exterior Systems business. This transaction reinforced the Group's leadership position in the market for exterior components and modules. The Intelligent Exterior Systems business line produced close to 22 million painted bumpers in 2020, representing a global market share of 15%. This market share was 8% in 2010. It benefited from the acquisition of Faurecia's Exterior Systems business in 2016 and is growing organically due to the expansion of this business, especially in China, where Intelligent Exterior Systems had a market share of 23% in 2020. Its three main competitors are Magna, a Canadian group with a 7% market share, Flex-N-Gate, a US group with 5%, and Motherson-SMP an Indian group with 4%; 38% of global bumper production remains in the hands of the carmakers themselves. Active in the decorative component segment, the Intelligent Exterior Systems business line offers customized, high value-added, multi-material solutions designed in line with the growing requirement for systems that integrate both functionality and safety performance, making vehicles lighter and reducing carbon emissions. Additionally, backed by expertise in the integration of functions and unique performance in the electromagnetic transparency of plastics, Plastic Omnium is contributing to the development of tomorrow's smart cars. Its exterior parts will include numerous radar and other sensors, with ever-improving design and protection.

(1) In-house analysis using IHS data.

The **Clean Energy Systems** business line is the global leader in fuel systems produced with blow-molded polyethylene<sup>(1)</sup>. Combining integrated safety and emissions control, fuel systems must serve a number of functions: refueling, storage, ventilation, engine supply and fuel level gauge systems. 18 million systems were manufactured in 2020 by the Clean Energy Systems business line, representing a global market share of 21%. Its three main competitors are Kautex, a subsidiary of US-based Textron, YAPP, a Chinese group, and TI Automotive, an English group, which have market shares of 18%, 11% and 10% respectively. Metal fuel tanks still account for 16% of the global market, offering substantial growth potential for the expected replacement of metal with plastic, particularly for safety and weight reasons. Growth in the Clean Energy Systems business line's market share, which went from 16% in 2010 to 21% in 2020, is due partly to increases in this type of substitution but is also attributable to the heavy capital expenditures made to establish the business in high-growth regions. The Clean Energy Systems business line also develops and markets new product lines such as the SCR diesel emissions control system, which is capable of eliminating up to 95% of NOx emissions and up to 8% of CO<sub>2</sub> emissions, and fuel systems for plug-in hybrid vehicles (PHEVs).

In addition, at the beginning of 2018 the Group created Plastic Omnium New Energies, which is part of the Clean Energy Systems business line and is dedicated to the development of future energies, particularly fuel-cell and hydrogen propulsion. Its development accelerated following the acquisition of two companies with a strong technological content in December 2017: Swiss Hydrogen, a Swiss company based in Fribourg specializing in the design and production of energy management and control solutions in fuel cell systems (balance of plant), and Optimum CPV, a Belgian company based in Zonhoven specializing in the design and production of composite filament vessels for high-pressure hydrogen storage. Then, in 2020, the Group further accelerated its hydrogen strategy with the achievement of significant milestones:

- Plastic Omnium obtained certifications for its 200-, 350- and 700-bar vessels;
- the Group won its first contract to develop vessels for buses with a German customer, with production set to start in late 2021, as well as a contract to develop and manufacture hydrogen storage systems for Dutch heavy-goods vehicle manufacturer VDL, as part of the European project H2HAUL, which aims to deploy zero-emission mobility in road transport using hydrogen power;
- Plastic Omnium became a partner in MissionH24 and exclusive supplier of hydrogen storage systems for cars competing in the 24 Hours of Le Mans race as of 2024;
- in October 2020, the Group announced the creation, with the German supplier ElringKlinger, of a joint venture called EKPO Fuel Cell Technologies, specializing in fuel cell stacks, and the acquisition of ElringKlinger's subsidiary in Austria specializing in integrated hydrogen systems;
- lastly, in November 2020, the Group announced its ambitions in the hydrogen mobility market. Plastic Omnium's ambition is to be a leader in each of the three segments of the hydrogen value chain – hydrogen vessels, fuel cell stacks and the integrated hydrogen system, by developing a competitive technological and commercial offer. For 2030, the Group is targeting 25% of the hydrogen vessel market, between 10% and 15% of the fuel cell stack business, and 10% of the integrated hydrogen system segment. Plastic Omnium is aiming to achieve revenue of around €300 million in this market by 2025 and €3 billion by 2030.

In the **Plastic Omnium Modules** business, which accounted for 27.2% of economic revenue in 2020 – or €2,104 million – and 27.3% of 2020 consolidated revenue – or €1,931 million, the Group currently operates through the HBPO business line, in which it is a market leader. Plastic Omnium Modules (including its joint ventures) employs 2,700 people in 31 plants, 1 R&D center and 11 countries worldwide.

The **HBPO** business line is the world leader in front-end module development, assembly and logistics<sup>(1)</sup>. A front-end module is a complex assembly at the front of a vehicle. With a high tech front-end, it integrates the impact beam, the lighting and engine cooling systems, the active radiator grille shutters and the driving-aid radar and sensor systems. This is the area of expertise of HBPO, a subsidiary held 66.67% by Compagnie Plastic Omnium SE. From design and manufacture, through to just-in-time delivery, HBPO is the only supplier of front-end modules to have end-to-end control of this process. The HBPO business produced nearly 5 million front-end modules in 2020, representing a global market share of 18%. This market share is rising organically due to the expansion of the business line in high growth regions. Its four main competitors are the South Korean group Mobis (15% market share), the French group Valeo (10%) and the Canadian group Magna (6%); 29% of the global assembly of front-end modules is still carried out by the OEMs themselves. HBPO runs on a just-in-time basis and is located close to the plants of its carmaker customers. The technological expertise of HBPO enables Plastic Omnium to accelerate its growth in smart and modular exteriors, which will profoundly change the design and esthetics of the cars of the future. The success of this expertise is substantiated by the expansion of HBPO's business scope, with the assembly of new modules (cockpits, consoles and DC-DC converters), at the request of our customers. Finally, HBPO developed new modules, the e-modules, intended for electric vehicles.

The two Plastic Omnium business lines, Plastic Omnium Industries and Plastic Omnium Modules, operate on four continents, producing and assembling components through a network of 135 local manufacturing plants. Just-in-time deliveries, the large size of components and – in the case of bumpers painted the same color as the bodywork – their fragility, means production must take place close to the carmakers' plants. However, as they do not use the same production techniques or raw materials, each of the Group's three business lines, Intelligent Exterior Systems, Clean Energy Systems and HBPO, must have their own plants.

In December 2020, the Group had 135 automotive plants distributed as follows: North America (22 plants), Asia (48 plants), Europe (56 plants) and South America/Africa (9 plants).

In its two businesses, Plastic Omnium operates in the automotive market, which was strongly impacted in 2020 by the Covid-19 crisis. The Group does not expect the levels of 2018 to return before 2025. In addition, developments in the automotive market are happening alongside technological transformations, influenced by regulations to produce more environmentally-friendly products.

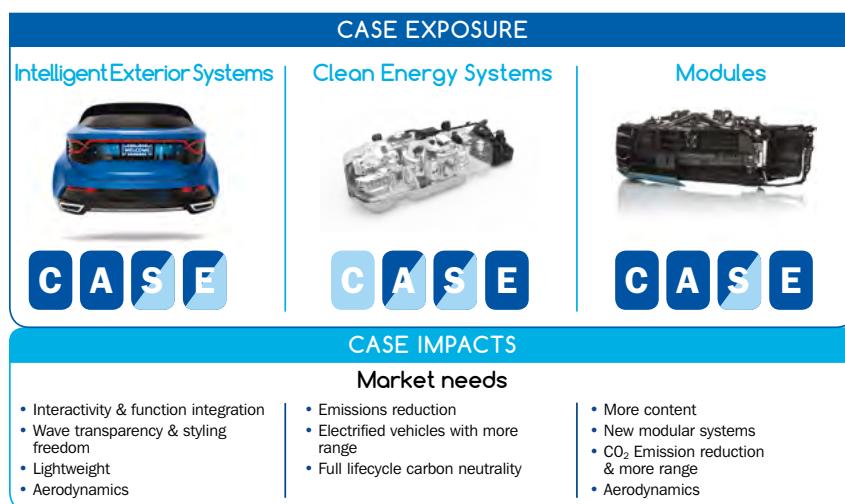
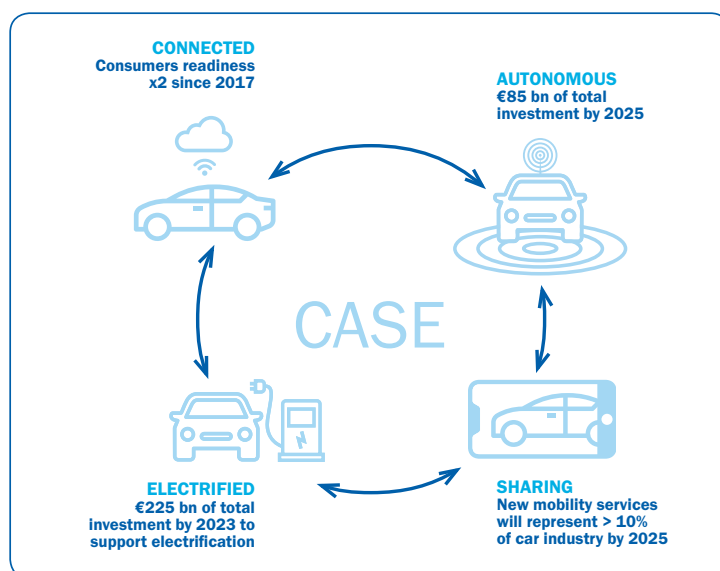
In the short term, Plastic Omnium is carefully monitoring the Covid-19 developments and is taking the necessary measures to protect its employees and its customer business. The Group is also taking into account the macro-political and macro-economic risks which have led to uncertainty and additional market volatility in the automotive sector in particular.

(1) In-house analysis using IHS data.

### 3/ OBJECTIVES AND STRATEGY

The manufacturing requirements of the vehicles of tomorrow will be driven by factors such as tighter global regulations, new environmental standards, the emergence of "smart cities" and new ways of using data in connected cars. Whether they concern safety, the environment or technological evolution, new requirements will encourage the sustained use of lightweight and more complex materials.

Plastic Omnium is evolving to meet the needs of the automotive industry, which itself is transforming around the CASE (Connected/ Autonomous/ Shared/ Electrified) model. The development of each of the Group's business lines is based on CASE prerogatives:



### THE LONG-TERM STRATEGY OF AN INNOVATIVE INDUSTRIAL GROUP BASED ON SOUND FUNDAMENTALS

The Group's strategy of profitable growth and innovation is being implemented while at the same time continuing to transform the business in order to respond to its stakeholders' expectations.

#### Industrial excellence and Industry 4.0 for its customers

Plastic Omnium is reasserting its goal of increasing the industrial efficiency of its production facilities with the deployment of Industry 4.0

within its plants. Predictive data management, the optimization of processes and the increasing automation of industrial facilities will reduce costs and inventories, while optimizing the supply chain. The objective is to reduce the amount of capital employed and improve operating profitability.

#### Innovative solutions for sustainable mobility

Plastic Omnium is deeply committed to the technological transformation of the automobile. The zero-carbon and connected car creates new growth opportunities by bringing in additional content in each vehicle in all of the Group's business lines.

## Intelligent Exterior Systems

For its customers, Plastic Omnium develops and designs weight-reduction and optimized aerodynamic solutions. These reduce CO<sub>2</sub> emissions and increase the range of hybrid and electric vehicles by offsetting the weight of batteries.

On the strength of its function integration expertise and its unique performance in the electromagnetic transparency of plastics, Plastic Omnium stands as the connectivity integrator by developing complex systems comprising an ever increasing number of smart functions.

To round off its offer of innovative solutions, Plastic Omnium enters into technological partnerships, such as the one with German supplier HELLA for a concept combining exterior body systems and lighting.

## Clean Energy Systems

Plastic Omnium is also an energy storage player.

The Group expects that 68% of vehicles will have a combustion engine (of which 36% will be hybrid) by 2030. The electric battery market will account for 28% of vehicles and hydrogen will represent 2%.

The Group develops emissions control systems for combustion engines with the SCR (selective catalytic reduction) which aims to reduce NOx emissions from diesel engines. It also has specific solutions for plug-in hybrid electric vehicles (PHEV). In parallel, the Group is investing significantly to become a major player in the hydrogen market.

## Modules

The technological expertise of HBPO enables Plastic Omnium to accelerate its growth in smart and modular exteriors, which will profoundly change the design and esthetics of the cars of the future.

The success of this expertise is substantiated by the expansion of HBPO's business scope, with the assembly of new modules (cockpits, center consoles and DC-DC converters), at the request of our customers.

Finally, HBPO is also developing new modules, the e-modules, intended for electric vehicles.

## Enhanced skills and innovation

To meet the technological and environmental challenges of the car of the future, Plastic Omnium relies on more than 2,500 engineers working in 25 R&D centers around the world.

The Group has also gained new skills to boost its innovation capacities through its "Open Innovation" ecosystem. With its investment in venture capital companies Aster and then AP Ventures, the Group ranks as leader in the field of clean mobility. Moreover, Plastic Omnium has a network of start-ups, partnerships with leading universities and an Automotive Strategic Analysis Committee comprised of internationally recognized experts.

## Ambitious sustainability policy

Plastic Omnium's sustainability policy is a key factor in its performance and excellence. Plastic Omnium has formalized its sustainability commitments as part of a worldwide program called ACT FOR ALL™. This ambitious policy, backed by regularly measured objectives, aims to engage all of the Group's stakeholders around three pillars: a responsible company, care for people, and sustainable production. The policy is regularly assessed by independent bodies, and was in particular ranked the world's eighth leading automotive supplier by RobecoSAM and the EcoVadis Platinum label obtained in 2020 (placing Plastic Omnium among the top 1% of companies assessed by EcoVadis).

## 4/ RESEARCH & DEVELOPMENT (R&D)

An integral part of the Group's long-term strategy, innovation supports Compagnie Plastic Omnium's performance and its reputation as a leader in automotive equipment.

In 2020, Plastic Omnium spent €310 million on R&D, i.e. 4.4% of its consolidated revenue.

The Group boasts a global network of 25 centers, served by 2,500 engineers who are dedicated to finding innovative solutions that meet the strictest environmental standards. As a result of this proactive policy, the Group manages a portfolio of 2,210 patents, of which 44 were filed in 2020.

In this way, Plastic Omnium produces the vital resources required to strengthen its capacity for innovation, in order to respond to the pace of technological change towards connected, autonomous and electrified cars.

In connected and autonomous cars, Plastic Omnium is positioned as a connectivity integrator, by growing its capacity to innovate in complex systems that can integrate radars and sensors. The technological expertise of HBPO will also enable Plastic Omnium to accelerate its growth in smart and modular exteriors, which will profoundly change the design and esthetic of the cars of the future.

In low-carbon cars, Plastic Omnium is positioning itself as a player in the energy-storage segment and is developing specific solutions

for plug-in hybrid vehicles (PHEVs) as well as for vehicles with turbocharged combustion engines. At the same time, the Group is committed to electrification to become a key player in hydrogen propulsion and fuel-cell technologies.

## STRICTER ENVIRONMENTAL REGULATIONS

### Building more lightweight vehicles

To reduce vehicle mass, and thus reduce their CO<sub>2</sub> emissions levels, Plastic Omnium is developing and producing body parts and modules out of plastic. Its plastic parts and modules are 30% lighter on average than metal and boast excellent mechanical performance as well as high crashworthiness. Making more lightweight parts is especially important for hybrid and electric vehicles in that they offset battery weight while optimizing vehicle range. At the same time, Plastic Omnium's engineers have offered carmakers passive and active aerodynamic optimization solutions, enabling an additional reduction in carbon emissions. The technologies developed by Plastic Omnium can generate savings of 10 g/km of CO<sub>2</sub> or a 100 km extension in range for electric vehicles.



## The energy mix revolution

Plastic Omnium is positioning itself as a player in the energy-storage segment: it is the leader in energy storage systems, whether classic (gasoline and diesel) or hybrid and is also developing solutions for energy from alternative sources such as hydrogen storage and fuel cells.

The Group expects that 68% of vehicles will have a combustion engine (of which 36% will be hybrid) by 2030. The electric battery market will account for 28% of vehicles and hydrogen will represent 2%.

## An increasingly connected world

The market for connected cars continues to grow, benefiting two segments in priority: safety and driving aids. Plastic Omnium's growth strategy is line with these developments. Currently, Plastic Omnium bumpers include up to 50 high-tech components to augment human senses and make driving simpler and safer. With its expertise in integration of functions and unique performance in the electromagnetic transparency of plastics, Plastic Omnium is contributing to the development of the tomorrow's smart cars. Its exterior parts will include numerous radars and other sensors, with ever-improving design and protection.

## SOLUTIONS FOR SUSTAINABLE MOBILITY

To respond to carmakers' needs, Plastic Omnium has developed innovative products:

- an increasingly-smart bumper with:
  - radar integration: the smart bumper developed by Plastic Omnium optimally integrates radars. Radars are an integral part of the bumper and perform at their best thanks to plastic materials that are permeable to magnetic waves,
  - shock detection and absorption system: thanks to a patented engineering approach, Plastic Omnium's bumpers offer a shock-absorption module that incorporates multiple functions, from the integration of innovative detection systems to improved impact management. It also includes an active aerodynamic system, which reduces carbon emissions by 2 g/km. This new module alone replaces seven separate pieces: it is lighter, contributing to the reduction in carbon emissions (5 kg lighter, for a reduction of 0.5 g/km in carbon emissions),
  - an innovative front grille: Plastic Omnium has developed a manufacturing process that integrates modern radar technologies into an innovative front grille with three functions: a radar-compatible chrome finish (previously impossible), a defrosting function that guarantees all-weather function, and integrated lighting signature, thanks to flexible optical fibers;
- a lighter-weight interactive tailgate (smart tailgate): made from high-efficiency composite materials, this next-generation tailgate is about 30% lighter than steel. In addition to being lighter-weight, the Plastic Omnium tailgate integrates numerous aerodynamic and interactive functions.

The tailgate can display messages in order to communicate with its environment. Numerous informational messages may be displayed on a transparent area. This area can also display personalized signs if the driver so chooses.

Through the solutions developed by the Company, the tailgate interacts in three ways:

- the "touch and open" and "touch and stop" system works through conductive paint,
  - detection of obstacles prevents damage when the trunk is opened,
  - the tailgate has improved aerodynamics thanks to an active spoiler and a lateral deflector enabling better passage of air along the roof line. The drag coefficient is improved by 3 to 4%, for a reduction in carbon emissions of 1 g/km. Furthermore, a mobile diffuser integrated into the rear bumper extends under the floor, improving the drag coefficient by another 3% and reducing carbon emissions by another 1 g/km;
- Plastic Omnium and the German automotive supplier HELLA have launched an innovative project partnership to develop integrated solutions, combining exterior body parts and lighting. Experts in engineering and design from each group, based in Germany, are working together on the development of new concepts incorporating innovative technologies in lighting and in Intelligent Exterior Systems, for both the front and rear of vehicles. This technological alliance intends to bring to carmakers differentiating solutions in terms of style and functionality for body systems that also assist communications and safety in autonomous cars.

In a context of increasingly strict environmental standards, the Group supports carmakers' emission reduction strategies with:

- solutions for hybrid engines: Plastic Omnium offers solutions specifically adapted to rechargeable hybrid vehicles. INWIN is a fuel system that resists the increase in gasoline vapor pressure when the vehicle is running in electric mode, thanks to its optimized architecture. TANKTRONIC® offers simplified, innovative architecture, with an innovative electronically controlled E-valve. This system permits optimal function at a low cost;
- clean diesel with SCR (selective catalytic reduction): the implementation of SCR technology into diesel vehicles results in efficient removal of nitrous oxide (NOx), complying with the strictest regulations. This technology consists of spraying AdBlue® into the exhaust pipe, causing, upon contact with the gases that result from diesel combustion, a chemical reaction that breaks down nitrous oxide emissions into nitrogen and water vapor;
- finally, Plastic Omnium is designing a system for storing hydrogen under pressure. The gas is stored in Type IV bottles (tanks made of composite materials and plastic) designed to resist strong internal force. The bottle is comprised of a 5 mm watertight, thermoplastic liner and a thick carbon fiber structure. It is designed to resist the mechanical stress generated by the vessel's internal pressure. After several years of R&D, Plastic Omnium developed a technology enabling it to offer vessels compressed at 700 bars. With two vessels holding 60 liters each, the vehicle has a range of 800 km.

One of the innovations Plastic Omnium is working on is to supply a vehicle's electric engine using a fuel cell, which converts the oxygen and hydrogen in the bottles into electrical energy. The advantage of this system is that the only waste products are water and heat. These next-generation fuel cell systems, combined with hydrogen vessels, are much lighter than traditional batteries, despite offering the same range (800 km) and rapid recharging (three minutes). Fuel cells, combined with hydrogen vessels, will enable electrical vehicles to solve their range and charge-time problems as well as the climate conditions that currently limit their development.

By accelerating its innovation strategy, in January 2018 the Group created Plastic Omnium New Energies, a subsidiary of Clean Energy Systems, dedicated to the development of future energies, in particular in the area of fuel cell and hydrogen propulsion.

Its development has accelerated in recent years with:

- the acquisition of two companies with a strong technological content in December 2017: Swiss Hydrogen, a Swiss company based in Fribourg specializing in the design and production of energy management and control solutions in fuel cell systems (balance of plant), and Optimum CPV, a Belgian company based in Zonhoven specializing in the design and production of composite filament vessels for high-pressure hydrogen storage;
- obtaining certifications in 2020 for its 200-, 350- and 700-bar vessels;
- the signing of a contract for the development of vessels for buses with a German customer, for production at the end of 2021, and a contract to develop and produce the hydrogen storage systems of the Dutch heavy goods vehicle manufacturer VDL, as part of the European project H2HAUL;
- the establishment, in 2020, of a partnership with Mission H24 in which Plastic Omnium becomes the exclusive supplier of the hydrogen storage system for cars competing in the Le Mans 24 Hours from 2024;
- and the creation, announced in October 2020, with the German supplier ElringKlinger, of the joint venture EKPO Fuel Cell Technologies specializing in fuel cell stacks, and the acquisition of the ElringKlinger subsidiary in Austria specializing in integrated hydrogen systems.

In the field of modules, the technological expertise of HBPO enables Plastic Omnium to accelerate its growth in smart and modular exteriors, which will profoundly change the design and aesthetics of the cars of the future. The success of this expertise is substantiated by the expansion of HBPO's business scope, with the assembly of new modules (cockpits, center consoles and DC-DC converters), at the request of our customers. HBPO is also developing new modules, the e-modules, intended for electric vehicles.

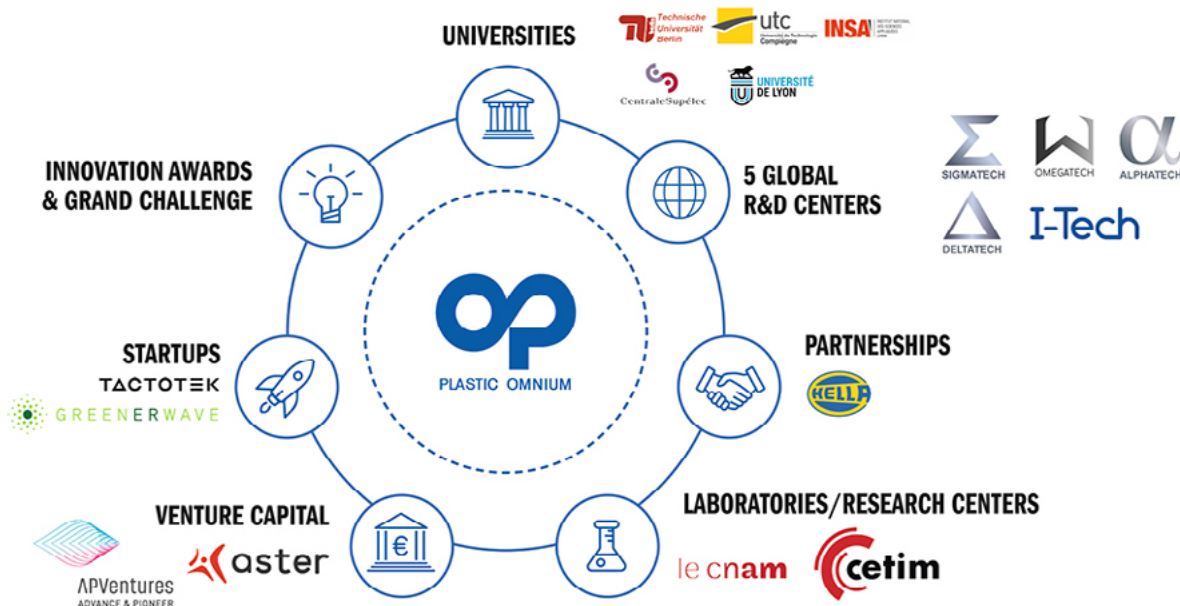
The all-in-one front-end module, a strategic component of a vehicle, is technically highly complex. Beyond the vital functions it combines – impact beam, aerodynamically controlled flaps, lighting and cooling systems, driving aid radar and sensors – the front-end module is also a key element of a vehicle's design and identity. Its shape forms part of the vehicle's signature, while its component equipment plays a direct part in its safety and proper operation. Personalized in the extreme – up to 3,000 possible combinations for the same vehicle – these modules are characterized by their high degree of modularity and their connectivity. Their growing complexity requires complete control of the entire process from their development, logistics, design and assembly. Plastic Omnium is one of few players to have this end-to-end control since acquiring HPBO in 2018, the world leader in front-end modules. In the future, the control of ready-to-assemble will cover all parts of the vehicle: the front as today, the interior with the consoles and cockpits and other modules under study. These are all fields in which Plastic Omnium is already active.

## A HIGH-PERFORMANCE ECOSYSTEM ENABLING THE GROUP TO RESPOND TO ITS INNOVATION CHALLENGES

The Group has a network of 25 R&D centers located close to the decision centers of OEMs. Moreover, Plastic Omnium has an ecosystem of start-ups, partnerships with leading universities and an Automotive Strategic Analysis Committee comprised of internationally recognized experts. Plastic Omnium is also an investor in the Aster venture capital fund, which specializes in energy transition and future mobility solutions, and in AP Ventures, which specializes in hydrogen.

The Group has set up scientific and technological partnerships in the fuel cell and plastronics. Finally, the Group is setting up technological partnerships such as the one signed in 2019 with the German supplier HELLA.

In 2020, Plastic Omnium joined the international platform "Startup Autobahn" founded by the University of Stuttgart and ARENA2036. This platform supports start-ups in the mobility sector. This partnership will enhance the Open Innovation approach, with the aim of accelerating Plastic Omnium's breakthrough innovations for the clean and connected mobility of tomorrow.





## 5/ A COMMITTED INDUSTRIALIST

### SUSTAINABILITY GOVERNANCE: THE ACT FOR ALL™ COMMITTEE

Plastic Omnium's sustainability policy is a key factor in its performance and excellence. It is fully incorporated into the Group's strategy, enabling it to position itself as a major player in the automotive industry and to promote sustainable mobility.

The Group formalized its sustainability commitment as part of a worldwide program called ACT FOR ALL™. This program, aimed at achieving ambitious objectives, is steered by a dedicated committee bringing together the various Group entities and regular reporting. The ACT FOR ALL™ Committee, which meets twice a year and is comprised of members of the Executive Committee, business line directors and Heads of support functions (Human Resources, Sustainable Development, R&D, Compliance).

It aims to mobilize all internal and external stakeholders around three pillars:

- **pillar 1:** a responsible company. Plastic Omnium promotes its Codes of Conduct. Ethics are the pillar of its responsible performance;
- **pillar 2:** care for people. Plastic Omnium strives to provide safe, healthy and fair working conditions for all its employees and to offer them career and commitment prospects;
- **pillar 3:** sustainable production. Plastic Omnium strives to preserve the planet for future generations by reducing the impact of its businesses on the environment. Processes from design to manufacturing are reviewed in order to reduce the impact of its production methods and tools. On the product side, Plastic Omnium works to promote eco-design of its products and the development of clean mobility solutions.

### THE ACT FOR ALL™ DAY

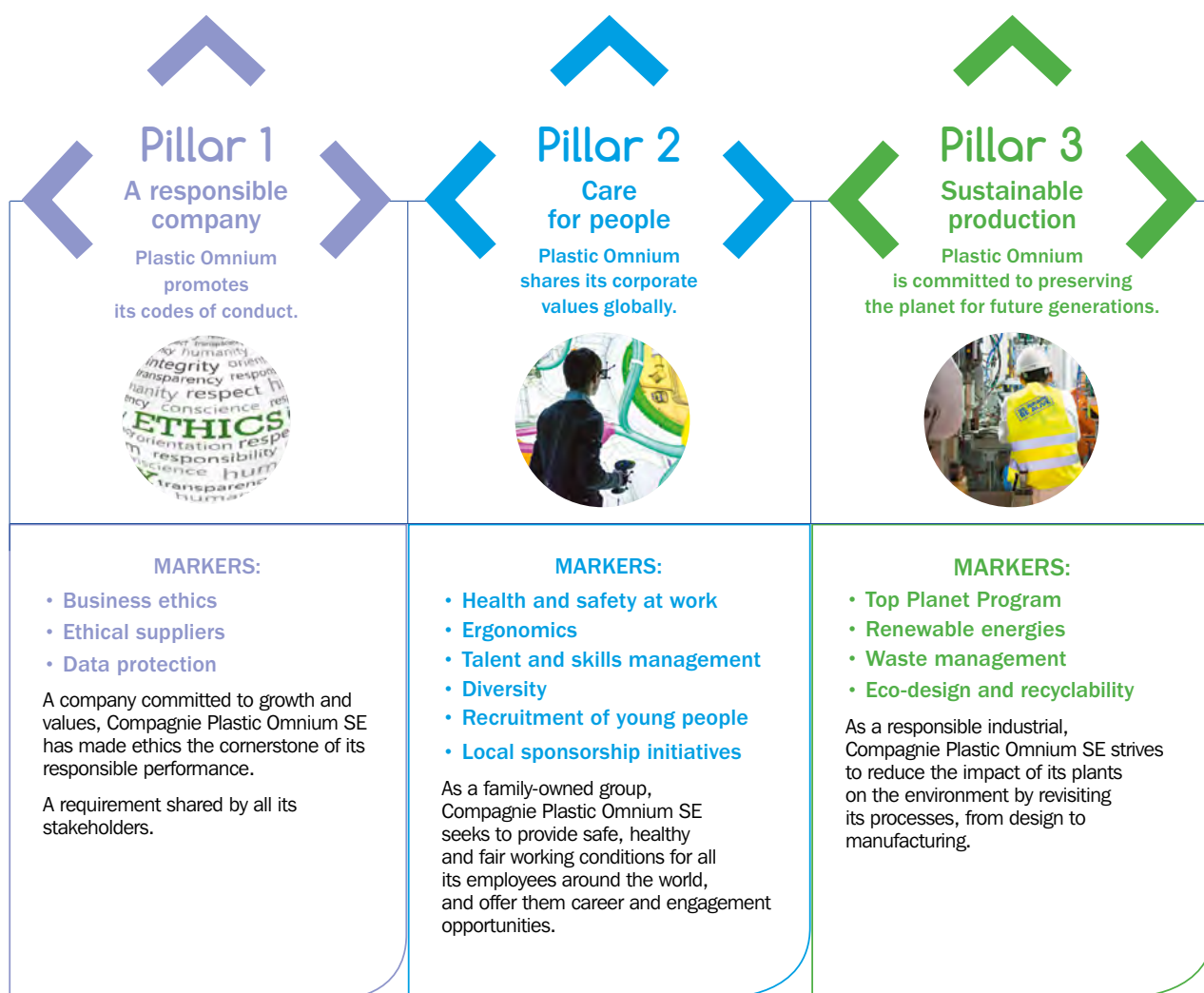
The ACT FOR ALL™ day asks employees to pause from their usual activities to discuss sustainability. This discussion time brings the teams together around the projects carried out and the Group's objectives to promote sustainability. Maintained despite the current context, its organization has been adapted to ensure compliance with health regulations. The ACT FOR ALL™ day was spread over a week in order to adapt to health and operational requirements. More than 30,000 people were invited to talk about sustainability. Temporary employees and subcontractors were included in the event.

To announce and launch this 2020 Day, a communication campaign, organized in September, focused on five strong sustainability themes for the Group: green energy, gender diversity, business ethics, safety and the Covid-19 fund.

Despite the health context, it was important for Management to carry on with this event in November 2020 to reaffirm the importance of sustainability commitments for the Group.

Employees met virtually around a pre-recorded message from Laurent Favre and Félicie Burelle, an ACT FOR ALL™ quiz and a film presenting the best initiatives taken under the program.

The virtual space dedicated to the event, Hive Sphere, gathered 5,407 members and 1,292 messages and 8,680 discussions.



## Responsible, mindful entrepreneurship

- . A unifying global program: **ACT FOR ALL™**
- . €1M Covid fund, **124 initiatives worldwide**
- . Safety: **FR2 = 1.4, down 90% in 10 years**
- . Diversity: **15% women senior executives**
- . 20% of Group purchasing audited by **EcoVadis**

## Target of carbon neutrality by 2050



## 6/ SIGNIFICANT EVENTS

### CHANGES IN THE GOVERNANCE OF COMPAGNIE PLASTIC OMNIUM SE

At the proposal of Mr. Laurent Burelle, in order to continue the Group's long-term growth by seizing the opportunities associated with the transformation of the automotive market, the Board of Directors of Compagnie Plastic Omnium SE decided to put in place a new management team and change the governance structure.

Mr. Laurent Burelle, Chairman and Chief Executive Officer since July 2001, became Chairman of the Board of Directors of Compagnie Plastic Omnium SE effect from January 1, 2020. Mr. Laurent Favre was appointed Chief Executive Officer and director. At the proposal of Mr. Laurent Favre, Ms. Félicie Burelle was appointed Managing Director.

### CHANGES WITHIN THE COMPAGNIE PLASTIC OMNIUM SE EXECUTIVE COMMITTEE

As of January 1, 2020, Messrs. Stéphane Noël and Christian Kopp were appointed President and CEO of Intelligent Exterior Systems and President and CEO of Clean Energy Systems, respectively.

On January 1, 2021, Mr. David Meneses joined the Executive Committee of Compagnie Plastic Omnium SE as Executive Vice President Sustainability.

### PLASTIC OMNIUM: FULLY MOBILIZED TO FACE COVID-19

Faced with the Covid-19 pandemic, Plastic Omnium has implemented all measures to protect all of the Group's employees, ensure its business continuity in close collaboration with its customers and preserve the strength of its financial structure.

The Group's first priority is the health of its employees. At all of its sites worldwide, Plastic Omnium has implemented systematic measures to avoid contact between employees and reduce the risk of contamination.

Strictly complying with the measures taken by the authorities in each country where the Company operates and in response to carmakers' production line shutdowns, Plastic Omnium has been forced to close production facilities:

- these closures began by affecting all the Chinese plants from the end of January 2020;
- in mid-March, the Group's European plants were gradually shut down;
- North and South American plant closures started in late March.

The Group's plants then gradually re-opened with reduced utilization rates.

On June 24, 2020, all 131 plants had resumed activity.

Developments in the situation have been and continue to be managed daily, on a site-by-site basis.

Agile and efficient, the Plastic Omnium Group has taken the necessary actions to adapt with maximum flexibility:

- partial unemployment measures were implemented in the plants that have been shut down;

- they were also applied in the Group's R&D and administrative centers;
- the 305 Group's executives, as well as all members of the Group's Board of Directors, mobilized more than ever before to manage the situation, have contributed to the collective effort. The compensation of senior managers was reduced by 15% during the business shutdown (-20% for members of the Executive Committee and -25% for executive directors) and the annual compensation of directors was reduced, at their initiative, by 15%.

Expecting an already significant drop in automotive production even before the Covid-19 pandemic, the Group set up an extremely efficient organization to reduce its costs, control its investments, optimize its working capital requirement and preserve its cash generation. This organization currently makes it possible to act very quickly to strengthen all of these measures:

- all non-essential expense commitments were eliminated and the implementation of this measure strictly controlled;
- cost reduction plans are reported daily;
- cash is also monitored daily, thanks to the global cash-pooling in place across the Group;
- in this way, Plastic Omnium acts responsibly to scrupulously respect all of its commitments to suppliers.

The teams are fully committed. The measures put in place are rapid and efficient. The Group's financial structure is very solid.

### IMPLEMENTATION OF A COST REDUCTION PROGRAM AND A TRANSFORMATION PLAN CALLED OMEGA

With ongoing market volatility, Plastic Omnium continues to find ways to gain flexibility in its cost structure.

Along with these flexible cost measures, the Group is adapting its industrial footprint to accommodate the assumption that worldwide automotive production will not regain pre-crisis levels (92 million vehicles) for several years. The Group is thus continuing its actions to rationalize its industrial footprint and accelerate the reduction of its indirect production costs and overheads:

- closure of the composites business in Arevalo in Spain (Intelligent Exterior Systems);
- the closure of the Argentinean plant in Malvinas in early 2022 (Intelligent Exterior Systems);
- shutdown of certain paint lines;
- reorganization in Germany of the production businesses and R&D system of Intelligent Exterior Systems;
- closure at the end of 2020 of the regional headquarters of HBPO Asia in Seoul, to be combined with those in Shanghai.

The plan is to save €40 million per year by the end of 2022.

Additionally, the Omega transformation plan will improve the Group's agility, organizational operation and industrial efficiency by simplifying processes, accelerating digitization and facilitating a more cross-functional approach. Omega's first two phases are currently in progress, focusing on indirect purchases and on project design and development. Savings of €200 million per year are forecast by the end of 2022.

The total objective of this plan is to achieve €240 million in annual savings by the end of 2022.

## ACCELERATION OF ELECTRIC VEHICLE LAUNCHES AND HYDROGEN STRATEGY

Numerous new programs for 100% electric vehicles are coming on stream. In recent months, Plastic Omnium has had many commercial successes with the new 100% electric range of its regular customers, in particular:

- Taycan – Porsche: front-end modules and first cockpit modules (Germany);
- E-tron – Audi: front and rear bumpers (Belgium and China) and front-end modules (Belgium);
- ID-3/ID-4 – Volkswagen: front-end modules, innovative active grille systems and center consoles (Germany) and front and rear bumpers and tailgates (China – ID4);
- EQA-Daimler – front and rear bumpers, front-end modules, spoilers, wheel arches and rocket panels (Germany);
- AMI – Citroën: all exterior vehicle parts (Morocco);
- Lyriq-Cadillac: front and rear bumpers, tailgates (USA);
- E100 – SsangYong: front-end modules (South Korea).

The Group is also positioning itself among 100% electric players:

- Tesla models: front and rear bumpers (China) and front-end modules (North America and China);
- Polestar 1 and Polestar 2: front and rear bumpers (China);
- Lucid Air: front and rear bumpers (USA);
- Rivian: front-end modules for the pick-ups and front grille systems for vans (Canada/USA);
- Amazon – Rivian vans: active front grille shutters (Canada/USA).

In terms of hybrid vehicles, Plastic Omnium has won:

- its first pre-development contract with an American OEM for a Tanktronic® pressurized tank (fuel system designed to withstand increases in gasoline vapor pressure when the vehicle is running in electric mode), which will be used in a new plug-in hybrid vehicle (PHEV) produced in Europe;
- a second pre-development Tanktronic® contract with an Asian OEM. Initially dedicated to the architecture of a PHEV vehicle, it will be rolled out in 2021 across all the carmaker's hybrid vehicles.

In the field of hydrogen:

- Plastic Omnium obtained certifications for its 200-, 350- and 700-bar vessels;
- in 2020, the Group won a contract to develop vessels for buses with a German customer, for production at the end of 2021. It also won a contract to develop and produce hydrogen storage systems for the Dutch heavy goods vehicle manufacturer VDL, as part of the European project H2HAUL. This project is intended to deploy zero-emission hydrogen mobility in the road transport sector in 2021;
- Plastic Omnium has become a partner of Mission H24 and the exclusive supplier of the hydrogen storage system for cars competing in the 24 Hours of Le Mans in 2024. To achieve this objective, the Group will equip the racing prototypes developed by MissionH24 with hydrogen storage systems until 2024. The work will be conducted in private trials as well as in races, in order to demonstrate the potential of zero-emission hydrogen technology.

## PLASTIC OMNIUM AND ELRINGKLINGER CREATED A FUEL CELL JOINT VENTURE TO ACCELERATE THE DEVELOPMENT OF HYDROGEN MOBILITY

In the sustainable mobility of tomorrow, hydrogen will play a major role. Convinced of the promising future of this zero-emission technology, Plastic Omnium and ElringKlinger – two leading automotive suppliers in their respective fields – signed an agreement on October 28, 2020 to take fuel cell technology to the next level. To achieve this, they will create EKPO Fuel Cell Technologies, a joint venture dedicated to the development, production and marketing of fuel cell stacks. EKPO Fuel Cell Technologies will offer its product range to a wide range of customers including hydrogen systems integrators.

The EKPO Fuel Cell Technologies joint venture will be owned 60% by ElringKlinger and 40% by Plastic Omnium. ElringKlinger will bring its fuel cell business, more than twenty years of know-how and R&D capabilities, giving a large development potential. This business employs more than 150 people and holds a portfolio of more than 150 patents in fuel cell components and several high power density fuel cell platforms, already marketed and manufactured at its Dettingen/Erms site (Bade-Württemberg), where the joint venture will also have its registered office. The annual production capacity of the joint venture, initially able to reach 10,000 units per year, will be gradually increased based on the order book.

Plastic Omnium will invest €100 million in the new company, to accelerate innovation, develop new business opportunities and increase production capacities. The Group, a global leader in energy storage and emissions reduction systems, will also contribute to the development of the joint venture through its portfolio of international customers, its global presence and its technological expertise in hydrogen storage and hydrogen systems.

This industrial and technological partnership will enable EKPO Fuel Cell Technologies to develop even further and more rapidly, based on major ambitions. EKPO Fuel Cell Technologies aims to secure a market share of between 10 and 15% of the fuel cell market by 2030, which will represent revenue of between €700 million and €1 billion. This objective assumes the development of a worldwide industrial footprint and is based on the current capacity for the mass production of fuel cell stacks in line with automotive standards.

The two partners also signed an agreement for the acquisition, by Plastic Omnium, of ElringKlinger Fuelcell Systems Austria GmbH (EKAT), an Austrian subsidiary of ElringKlinger specializing in integrated hydrogen systems, for an enterprise value of €15 million. This acquisition strengthens Plastic Omnium's expertise in energy control in fuel cell systems (balance of plant).

Both agreements are subject to competition authorities and the customary legal requirements. They have been approved on March 1, 2021.



## PLASTIC OMNIUM AIMS FOR WORLD LEADERSHIP IN HYDROGEN MOBILITY

Plastic Omnium presented its strategic vision for hydrogen mobility at a digital conference on November 25, 2020.

### Significant commitment to hydrogen-powered clean mobility since 2015: €200 million already invested, and an additional €115 million recently announced for the fuel cell stack

Convinced that hydrogen will play a key role in tomorrow's clean mobility, Plastic Omnium has invested €200 million in hydrogen technologies since 2015. Over the past five years, the Group has built up Research and Development resources in Europe and China, acquired Optimum CPV (hydrogen vessels) and Swiss Hydrogen (integrated hydrogen system) and created an Open Innovation ecosystem (venture capital with AP Ventures, Hydrogen Council membership, etc.) to extend its expertise in each segment of the hydrogen industry.

In October 2020, the Group announced the creation, with the German supplier ElringKlinger, of a joint venture called EKPO Fuel Cell Technologies, specializing in fuel cell stacks, and the acquisition of ElringKlinger's subsidiary in Austria specializing in integrated hydrogen systems.

### An industrialized and competitive offer across the entire value chain: hydrogen vessels, fuel cell stacks and integrated hydrogen systems

The hydrogen value chain comprises three segments: hydrogen vessels, fuel cell stacks and integrated hydrogen systems. Plastic Omnium will be in a position to sell each segment individually or as an ensemble depending on customers' preferences.

Plastic Omnium aims to be the leader in each of these segments by developing an offer that is technologically and commercially competitive. For 2030, the Group is targeting 25% of the hydrogen vessel market, between 10% and 15% of the fuel cell stack business, and 10% of the integrated hydrogen system segment.

The competitiveness of Plastic Omnium's offer will depend on reducing the technology costs in each of the three segments:

- the Group aims to cut hydrogen vessel costs by 30% by 2030; and
- to divide by five the cost for fuel cell stack and integrated hydrogen system within the same timeframe.

These significant cost reductions will be achieved by automating the industrial processes, leveraging the volume effect and improving on both design and materials, including lowering the carbon fiber and precious metal content.

By 2030, the total cost of the hydrogen system for a passenger car will be around €6,000 to €8,000, bringing this technology within reach of the mass market.

### 2030 ambition: €3 billion revenue in a market of at least two million vehicles

The hydrogen mobility market is based on exponential volume growth: from 200,000 hydrogen vehicles in 2025, there will be more than

2 million by 2030. The bus, truck and utility vehicle market will develop first, followed by the passenger car segment. There will be 500,000 and 1.4 million vehicles respectively for each category by 2030. In terms of the geographic spread, Asia will be the foremost market in 2030 with 75% of hydrogen vehicles' production, followed by Europe and North America.

Plastic Omnium is aiming for revenue of around €300 million in this market by 2025 and €3 billion by 2030.

To achieve these targets, the Group will be investing around €100 million a year over the coming years, directly or through its EKPO Fuel Cell Technologies joint venture, to build industrial capacity in all regions with around 15 production lines installed by 2030 at existing or new plants.

The Group also intends to create a major Hydrogen Hub at the a-Alphatech R&D center in Compiègne, France. Around 100 engineers will bolster the existing teams of 500 people, and close to €30 million will be invested in laboratory and research equipment over the coming two to three years.

## AN AMBITIOUS CORPORATE SOCIAL RESPONSIBILITY POLICY TO DRIVE PERFORMANCE

### Creation of a Covid-19 ACT FOR ALL™ solidarity fund

In April, Plastic Omnium created the Covid-19 ACT FOR ALL™ solidarity fund, to enable each of its sites, based on the situation on the ground locally, to help and support populations impacted by the coronavirus health crisis. With a budget of €1 million, it is intended to support recognized local associations. Priority has been given to helping medical personnel and vulnerable people. In total, 124 causes in 22 countries have been supported to date.

### Award received for the change in the percentage of women in teams

Convinced that diversity in business leads to success and high performance, Plastic Omnium set the target of having 25% of management roles held by women by 2025. Training and awareness-raising initiatives for senior managers and the creation of the Women@PO network, designed to promote gender diversity and women's careers within the Group, support this commitment.

The Group currently has 47% women on the Board of Directors, 27% on the Executive Committee and 18% women managers.

This policy was recognized in March 2020 by the Wave (Women and Vehicles in Europe) association, which awarded Plastic Omnium the Trophy for Best Progress in France between 2017-2020 for the percentage of women in the Executive Committee, the TOP 100 and the overall workforce.

In June 2020, Plastic Omnium was also awarded first place in the 2019 Awards for the number of women in governance bodies in SBF 120 automotive industry companies in the ranking established by the Secretary of State responsible for Gender Equality (25<sup>th</sup> place in the overall rankings, up 20 places compared to the 2018 ranking).

## Carbon neutrality target

Plastic Omnium's objective is to reach carbon neutrality in 2050.

The Group is currently working on a methodology and budget related to a medium-term carbon neutrality target on scopes 1, 2 and 3 (upstream). The organization was thus strengthened with the arrival, on January 1, 2021, of David Meneses as Executive Vice President Sustainability and member of the Executive Committee of Compagnie Plastic Omnium SE.

## PLASTIC OMNIUM IN 20<sup>TH</sup> PLACE AMONG PATENT FILERS AT INPI IN 2019 AND 7<sup>TH</sup> PLACE IN THE AUTOMOTIVE INDUSTRY

INPI (the French National Institute of Industrial Property) published its annual ranking of the 50 leading patent filers, with Plastic Omnium in 20<sup>th</sup> place in the overall ranking, moving up eight places compared to the 2018 ranking. In the automotive industry sector, Plastic Omnium ranked 7<sup>th</sup> among the leading patent filers.

These awards attest to the Group's proactive innovation strategy to develop the clean and connected car of tomorrow, capitalizing on its 25 global R&D centers located as close as possible to its 93 customers. The Company thus recently signed strategic partnerships for body parts connectivity and approved hydrogen vessels, winning the first contracts in this area and confirming Plastic Omnium as a major player in the energy transition.

## 34% REDUCTION OF THE DIVIDEND TO €0.49

Aware of its responsibilities to all of its stakeholders, the Board of Directors of Compagnie Plastic Omnium SE met by conference call on March 31, 2020 and unanimously decided to reduce the proposed dividend for 2019 by 34% to €0.49 per share, versus €0.74 per share as initially proposed. This was approved at the Compagnie Plastic Omnium SE Shareholders' Meeting, held in camera on April 23, 2020.

## 7/ COMMENTS OF THE FINANCIAL YEAR

### ANNUAL RESULTS

<i>In millions of euros</i>	2019	2020	Change
Economic revenue	9,183	7,732	-15.8%
Consolidated revenue	8,494	7,073	-16.7%
Operating margin	511	118	-€393m
<i>in % of consolidated revenue</i>	6.0%	1.7%	-4.3 pts
Impairment of assets	-	-255	-
Net result Group share	258	-251	-€509m
EBITDA	1,005	48	-€357m
<i>in % of consolidated revenue</i>	11.8%	9.2%	-2.6 pts
Investments	512	374	-€138m
Real estate divestment	-129	-	-
Free cash-flow	347	34	-€313m
Net debt at 31/12	739	807	+€68m
Net debt/equity	32%	41%	+9 pts
Net debt/EBITDA	0.7	1.2	+0.5 pt

Plastic Omnium's financial performance differed greatly between the first and second semesters of 2020.

In the first half of the year, the Group's results were strongly affected by the slump in worldwide automotive production (down 32.8% in the first half, including a 43.7% drop in the second quarter).

In the second half of 2020, worldwide automotive production was stable year-on-year and recovered more quickly than expected. This amplified the positive impact of plans to cut costs and boost cash generation. As a result, the Group's results improved relative to the second half of 2019.

<i>In millions of euros</i>	H1 2020	H2 2020	H2 2019
Economic revenue	3,233	4,499	4,572
Consolidated revenue	2,962	4,111	4,225
Operating margin	-116	234	230
<i>in % of consolidated revenue</i>	-3.9%	5.7%	5.4%
Net result Group share	-404	152	103
EBITDA	171	477	494
<i>in % of consolidated revenue</i>	5.8%	11.6%	11.7%
Investments	-226	-148	-204
Free cash-flow	-572	606	316
<i>of which real estate divestment</i>	-	-	129
Net debt at end of period	1,410	807	739
Net debt/equity	78%	41%	32%
Net debt/EBITDA (on rolling 12-month basis)	2.1	1.2	0.7
Net debt /EBITDA (based on annualized half-year figures)	4.1	0.8	0.7

## REVENUE

<i>By business line</i>				
<i>In millions of euros</i>	2019	2020	Change	Like-for-like change
Plastic Omnium Industries	6,919	5,628	-18.7%	-17.1%
Plastic Omnium Modules	2,264	2,104	-7.0%	-3.8%
<b>Economic revenue</b>	<b>9,183</b>	<b>7,732</b>	<b>-15.8%</b>	<b>-13.8%</b>
Joint ventures	689	659	-4.4%	-1.5%
Plastic Omnium Industries	6,398	5,143	-19.6%	-18.2%
Plastic Omnium Modules	2,096	1,931	-7.9%	-4.6%
<b>Consolidated revenue</b>	<b>8,494</b>	<b>7,073</b>	<b>-16.7%</b>	<b>-14.8%</b>

In 2020, worldwide automotive production fell by 14.4 million vehicles (down 16.8%), from 86.0 million to 71.6 million vehicles.

Plastic Omnium generated **economic revenue** of €7,732 million, down 15.8% compared with 2019 and down 13.8% at constant exchange rates. The figure includes a negative exchange-rate effect of €181 million. The Group achieved outperformance of 3 points relative to worldwide automotive production, driven by Plastic Omnium Modules (outperformance of 13.0 points).

Plastic Omnium's **consolidated revenue** totaled €7,073 million in 2020, down 16.7% or 14.8% at constant exchange rates, including a negative exchange-rate effect of €161 million.

Plastic Omnium's business activities fared significantly better than total production in Europe (outperformance of +8.3 points), China (outperformance of +6.0 points) and in Asia excluding China (outperformance of +9.7 points). They also outperformed by 2.0 points in North America.

The Group's geographical mix led to a **3-point outperformance** at the Group level.

Breakdown by geographical zone <i>In millions of euros and as a % of economic revenue</i>	2019	2020	Change	Like-for-like change	Outperformance / Automotive production
Europe	4,799 52.3%	4,131 53.4%	-13.9%	-13.7%	+8.3 pts
North America	2,630 28.6%	2,045 26.4%	-22.2%	-18.7%	+2.0 pts
China	857 9.3%	847 11.0%	-1.2%	+0.5%	+6.0 pts
Asia excluding China	624 6.8%	537 6.9%	-13.9%	-10.3%	+9.7 pts
Others	273 3.0%	172 2.3%	-36.8%	-22.6%	-0.2 pt
<b>Economic revenue</b>	<b>9,183</b>	<b>7,732</b>	<b>-15.8%</b>	<b>-13.8%</b>	<b>+3 pts</b>
Joint ventures	689	659	-4.4%	-1.5%	-
<b>Consolidated revenue</b>	<b>8,494</b>	<b>7,073</b>	<b>-16.7%</b>	<b>-14.8%</b>	<b>+2 pts</b>

In **Europe**, Plastic Omnium's revenue amounted to €4,131 million in 2020. Revenue in the region fell 13.7%, against a 22.0% decline in automotive production. This outperformance of 8.3 points was driven by Germany, Spain, France and Eastern Europe. The Group benefitted in particular from its successful positioning on new electric vehicle programs (Porsche and Volkswagen) and from the extension of its modules offering, which have increased its content per vehicle.

In **North America**, Plastic Omnium's revenue totaled €2,045 million in 2020. Revenue for the region fell 18.7% at constant exchange rates, while industry production was down 20.7%. The ramp-up of the five new plants opened in the last three years is now complete.

In **Asia excluding China**, revenue came to €537 million in 2020, down 10.3% at constant exchange rates. Against a market decline of 20.0%, this represented an outperformance of 9.7 points. Business benefited from a strong recovery in South Korea, India and Thailand.

In **China**, which accounts for 11% of Group economic revenue, Plastic Omnium posted revenue of €847 million. Revenue was stable (up 0.5% at constant exchange rates), which represented an outperformance of 6.0 points. This was thanks to market share gains and growth in the modules business, which launched in China in 2018.

In the **fourth quarter of 2020** more specifically, worldwide automotive production started growing again (up 2.1%) and Plastic Omnium generated economic revenue of €2,402 million, up 3.1% or 6.8% at constant exchange rates, representing an **outperformance of 4.7 points**. Per region, Plastic Omnium outperformed by 6.5 points in Europe, 8.7 points in China and 18.6 points in Asia excluding China. In North America, business was in line with automotive production.

## COST FLEXIBILITY AND REDUCTION PROGRAM: LIMITING THE IMPACT OF PRODUCTION DROP ON OPERATING INCOME IN THE FIRST HALF AND ALLOWING THE GROUP TO BENEFIT FROM THE SHARP UPTURN IN ACTIVITY IN THE SECOND HALF

Consolidated gross income totaled €642 million in 2020, down from €1,039 million in 2019. It represented 9.1% of consolidated revenue vs. 12.2% in 2019.

Already expecting a significant drop in automotive production in 2020, the Group started implementing **cost reduction and industrial footprint flexibility plans** in late 2019. It stepped up all of those measures as soon as production stoppages were announced in the first quarter of 2020, first affecting China and then the rest of the world. Those measures were managed site-by-site and on a daily basis, and then adjusted as closely as possible to local conditions in order to support the resumption of activity, which varied widely between regions. In the second half, the faster-than-expected rebound in worldwide automotive production amplified the positive effects of these measures.

In 2020 as a whole, staff costs were reduced by 12% (down €153 million), while production costs and general expenses were cut by 10% (down €87 million).

Gross R&D spend was €310 million, representing 4.4% of consolidated revenue (€383 million and 4.5% in 2019). Net R&D spend, i.e. after deduction of capitalized development costs and amounts recharged to customers, was €266 million (3.8% of consolidated revenue) compared to €253 million in 2019 (3.0% of consolidated revenue).



Selling costs totaled €34 million (0.5% of consolidated revenue) versus €37 million (0.4% of consolidated revenue) in 2019.

Administrative expenses fell from €248 million in 2019 to €230 million in 2020, and represent 3.3% of consolidated revenue vs. 2.9% in 2019.

Amortization of intangible assets acquired in business combinations represented an expense of €22 million in 2020 compared to €27 million in 2019.

The Group's share of the income of associates and joint ventures was €29 million versus €36 million in 2019.

In 2020, the Group's **operating margin** amounted to €118 million and represented 1.7% of consolidated revenue: €100 million for Plastic Omnium Industries (1.9% of revenue) and €19 million for Plastic Omnium Modules (1.0% of revenue).

In the second half of 2020, the Group's operating income amounted to €234 million and represented **5.7% of revenue (7.0%** for Plastic Omnium Industries and 2.5% for Plastic Omnium Modules). Operating margin improved relative to the second half of 2019 (5.4% of revenue including 6.5% for Plastic Omnium Industries and 2.3% for Plastic Omnium Modules), while business levels were slightly lower (consolidated revenue down 2.7%).

Consolidated revenue and operating margin by business <i>In millions of euros</i>	2019			2020		
	Revenue	Operating margin	% of revenue	Revenue	Operating margin	% of revenue
Plastic Omnium Industries	6,398	460	7.2%	5,143	100	1.9%
Plastic Omnium Modules	2,096	50	2.4%	1,931	19	1.0%
<b>Total</b>	<b>8,494</b>	<b>511</b>	<b>6.0%</b>	<b>7,073</b>	<b>118</b>	<b>1.7%</b>

**Against a background of ongoing market volatility, Plastic Omnium is continuing to find ways to gain flexibility in its cost structure.**

Along with these cost flexibility measures, the Group is adjusting its industrial facilities to take account of a market scenario in which worldwide automotive production is not expected recover to pre-crisis levels (92 million vehicles) before 2024/2025. Thus, the Group will achieve €40 million of annual cost savings by the end of 2022 by closing three plants (in Germany, Spain and Argentina), streamlining the German R&D footprint within the Intelligent Exterior Systems business, mothballing certain paint lines and achieving synergies in the organization of our Asian head office.

The action plan at the Greer plant in the USA is also moving forward as announced. During the plant shutdown in the second quarter, the Group completed work to transform its industrial and logistics processes, which has improved all industrial indicators. The plant is now operating at high output rates, and is delivering the quality and service expected by customers. **The Group confirms its target for the Greer plant to return to breakeven in 2021.**

## NET RESULT GROUP SHARE: -€251 MILLION AFTER -€255 MILLION OF ASSET IMPAIRMENT CHARGES

The Group recorded €334 million of **non-recurring expenses** in 2020. These included €255 million of impairment charges recorded over the year, due to the slump in volumes caused by the Covid-19 pandemic and the assumption of a slow recovery in worldwide automotive production, which in the medium term will remain significantly below pre-crisis forecasts.

**Net financial expense** amounted to €69 million in 2020 (1.0% of consolidated revenue) versus €78 million in 2019, as a result of a lower average cost of debt.

In 2020, the Group recorded **tax income** of €31 million versus an expense of €90 million in 2019, mainly because of the impact of deferred taxes.

As a result, the Group released a **net result Group share** of -€251 million compared to €258 million in 2019. In the second half of the year, the Group generated a net result Group share of €152 million (3.7% of revenue) compared to €103 million in the second half of 2019 (2.4% of revenue).

## POSITIVE FREE CASH GENERATION IN 2020 AS A WHOLE

**EBITDA** totaled €648 million in 2020 (9.2% of consolidated revenue) versus €1,005 million (11.8% of consolidated revenue) in 2019. In the second half of the year, EBITDA amounted to €477 million (11.6% of revenue) as opposed to €494 million in the second half of 2019 (11.7% of revenue) and €171 million in the first half of 2020 (5.8% of revenue).

**Investments** totaled €374 million or 5.3% of consolidated revenue (€512 million or 6.0% of consolidated revenue in 2019), **a reduction of 138 million (-27%)**. After an extensive capital expenditure program in recent years, the Group's current installed capacity is sufficient to support its future growth. As a result, investments will equal less than 6% of revenue in the coming years, even as the Group pursues its large-scale innovation program.

The **working capital requirement (WCR)** fell by €45 million year-on-year. In the first half of 2020, it deteriorated by €415 million due to the slump in business levels in Europe and North America in the second quarter. In the second half on the year, the WCR improved by €370 million relative to the first half as business levels recovered.

- Inventories and overdue receivables were reduced by €82 million through strict control.
- Sales of receivables amounted to €327 million at December 31, 2020, up €107 million compared with June 30, 2020 (€220 million) and similar to the end-2019 figure (€315 million).
- The difference between trade payables and trade receivables net of sales of receivables amounted to €557 million as opposed to €699 million at December 31, 2019 (€229 million at June 30, 2020).

In 2020, the Group generated **free cash-flow of €34 million, equal to 0.5% of consolidated revenue**. After an outflow of €572 million in the first half of the year, Plastic Omnium achieved positive free cash-flow of €606 million in the second half. In 2019, the Group's free cash-flow totaled €347 million, including €129 million from the disposal of non-industrial real-estate assets to Sofiparc. Excluding that disposal, it amounted to €218 million.

## SOLID FINANCIAL POSITION

At December 31, 2020, net debt totaled €807 million, quite similar to the end-2019 figure of €739 million.

On May 29, 2020, the Group repaid €500 million bonds as expected. During the year, it also obtained €560 million of new credit facilities from its banking partners.

In 2020, Compagnie Plastic Omnium SE paid €71 million of dividends with respect to 2019 (dividend of €0.49 per share, down 34% from the €0.74 dividend paid in the previous year and initially proposed with respect to 2019).

**At the end of 2020, the Group's net debt represented 41% of equity and 1.2 times 2020 EBITDA. It equaled 0.8 times annualized EBITDA for the second half of 2020.**

At December 31, 2020, the Group had €2.6 billion of liquidity, up €200 million compared with December 31, 2019, including:

- €730 million of available cash (€1.2 billion at December 31, 2019);
- €1.87 billion of confirmed, undrawn credit facilities, with an average maturity of 4.4 years and without any covenants (€1.2 billion at December 31, 2019 with an average maturity of 3.6 years).

## INVESTMENTS

After an extensive capital expenditure program in recent years, the Group's current installed capacity is sufficient to support its future growth. As a result, investments will equal less than 6% of revenue in the coming years, even as the Group pursues its large-scale innovation program.

## OUTLOOK AND SUBSEQUENT EVENTS

No event likely to have a material influence on the Group's business, financial position, results and assets as of December 31, 2020 has occurred since the closing date.

At its meeting of February 17, 2021, the Board of Directors of Compagnie Plastic Omnium SE decided to cancel 1,443,954 treasury shares, representing 0.97% of the share capital. This transaction was completed on February 25, 2021. Following this capital reduction through the cancellation of treasury shares, the share capital of Compagnie Plastic Omnium SE was reduced from 148,566,107 shares to 147,122,153 shares, each with a par value of €0.06, i.e. €8,827,329.18. After this transaction, the controlling holding company Burelle SA increased its stake from 58.78% to 59.35% of the share capital.

On March 1, 2021, the joint venture EKPO Fuel Cell Technologies was announced. The new joint venture, 60% owned by the German equipment manufacturer ElringKlinger and 40% by Compagnie Plastic Omnium SE, has a competitive offering, which meets the highest standards, of fuel cells and components for a wide range of applications for hydrogen mobility. In accordance with the agreement signed in October 2020, Plastic Omnium also acquires control of ElringKlinger Fuelcell Systems Austria GmbH (EKAT), an Austrian subsidiary of ElringKlinger specializing in integrated hydrogen systems. With this acquisition, Plastic Omnium complements its expertise in energy management and control of hydrogen systems.

## 2021 FINANCIAL OUTLOOK

In 2021 as a whole, worldwide automotive production is expected to grow by 14% to 81.5 million vehicles. For its own business planning purposes, Plastic Omnium is applying a 5% discount to that forecast.

For 2021, Plastic Omnium expects:

- a strong rebound in revenue;
- operating margin of 6%, similar to the level seen in 2019;
- free cash-flow of more than €220 million, higher than the 2019 figure.

Supply disruptions, particularly of semiconductor components, are currently leading many OEMs to reduce their production. Plastic Omnium, indirectly affected, manages the situation on a daily, site by site basis. The Group will receive regular information on how the situation evolves.

# 8/ COMMENTS ON THE STATUTORY FINANCIAL STATEMENTS

## BALANCE SHEET CHANGES

The main changes involved the following transactions:

- since February 13, 2020, Compagnie Plastic Omnium SE has held the shares of Plastic Omnium Modules, whose sole business today is to hold the shares of HBPO, a company specializing in the design, development and assembly of automotive modules. These shares, valued at €101.4 million, were granted by its subsidiary Plastic Omnium Auto Exteriors SA by way of a cash contribution. Prior to this transaction, Compagnie Plastic Omnium SE subscribed to a

capital increase of the subsidiary Plastic Omnium Auto Exteriors SA for €156.6 million on January 22, 2020;

- on May 29, 2020, Compagnie Plastic Omnium SE repaid the €500 million bond issued in 2013 that had reached maturity. At December 31, 2020, the amount of bonds and Schuldschein loans amounted to €1.1 billion;
- Compagnie Plastic Omnium SE set up an additional €530 million of credit lines, bringing the outstanding amount of confirmed medium-term credit lines to €1,870 million at December 31, 2020. In addition, €200.5 million of commercial paper has been issued by the Company at December 31, 2020;

- on November 23, 2020, Compagnie Plastic Omnium SE subscribed to a capital increase of the reserves its subsidiary Plastic Omnium GmbH with a cash contribution of €110 million. Plastic Omnium GmbH holds the shares of the German companies in the Intelligent Exterior Systems and Clean Energy Systems divisions. Furthermore, provisions for the impairment of the securities of this entity were recognized for €60 million at December 31, 2020;
- upon authorization by the Combined Shareholders' Meeting of April 26, 2018, the Board of Directors decided on December 11, 2020 to freely award 228,373 performance shares to the employees and corporate officers of Compagnie Plastic Omnium SE and/or of companies in its Group. Performance shares will vest on April 30, 2024. The cost associated with this plan was estimated at €3.6 million on December 31, 2020. On the vesting date of the shares, the relevant subsidiaries with plan beneficiaries will be re-invoiced;
- Compagnie Plastic Omnium SE continued its share buyback program under the authorization granted by the Combined Shareholders' Meeting of April 23, 2020. Buybacks carried out in fiscal year 2020 totaled €12.1 million;
- at December 31, 2020, Compagnie Plastic Omnium's financial position showed positive net cash of €335.5 million versus positive net cash of €532.9 million at December 31, 2019.

## EARNINGS PERFORMANCE

Compagnie Plastic Omnium SE posted operating revenue of €31.3 million in 2020, compared with €41.6 million in 2019. This revenue can be broken down as follows:

- €26.7 million in trademark license fees from subsidiaries;

- miscellaneous re-invoicing invoiced to Group companies for €3.2 million.

Net financial income for Compagnie Plastic Omnium SE was €98.5 million, versus €203.9 million in 2019. This financial income was largely due to:

- dividends from subsidiaries for €152.2 million in 2020 versus €204.9 million in 2019;
- net interest income on loans, receivables and borrowings of €8.6 million in 2020 versus a net income of €1.1 million in 2019;
- net charge for provisions of €62.8 million in 2020 versus a net charge for provisions of €2.6 million in 2019.

Non-recurring income of €1.8 million includes in particular €0.7 million in respect of transactions in treasury shares as part of the stock option programs and €0.6 million of residual income on previous transactions.

Profit before tax was €100.6 million in 2020, compared to €270.4 million in 2019.

Income tax was taxable income of €3.9 million in 2020, compared with €1.4 million in 2019.

As a result, the net profit for 2020 was €104.5 million, compared with €271.8 million in 2019.

No non-deductible overhead expenses were added back to taxable income during 2020, in application of Articles 223 *quater* and 223 *quinquies* of the French General Tax Code.

## 9/ CONSOLIDATED FINANCIAL STATEMENTS

### FINANCIAL INDICATORS

In the context of its financial communication, the Group uses financial indicators based on aggregates taken from the consolidated financial statements prepared in accordance with IFRS, as adopted in the European Union.

As indicated in Note 3.1 of the consolidated financial statements at December 31, 2020, on segment information, the Group uses

the notion of "economic revenue" for its operational management, which corresponds to the consolidated revenue of the Group and its joint ventures at their percentage stake: Yanfeng Plastic Omnium, the Chinese leader in exterior body parts, SHB Automotive modules, the leading Korean front-end module company and BPO, a major player in the Turkish exterior equipment market.

### Reconciliation of economic revenue with consolidated revenue

<i>In thousands of euros</i>	2020	2019
<b>Economic revenue</b>	<b>7,732,070</b>	<b>9,182,632</b>
Including revenue from joint ventures at the Group's percentage stake	658,843	689,082
<b>Consolidated revenue</b>	<b>7,073,227</b>	<b>8,493,550</b>

## BALANCE SHEET

<i>In thousands of euros</i>	December 31, 2020	December 31, 2019
<b>ASSETS</b>		
Goodwill	1,014,369	1,017,830
Other intangible assets	560,847	724,745
Property, plant and equipment	1,676,189	1,958,919
Investment property	30	30
Equity method and non-consolidated investments	180,342	195,129
Non-current financial assets <sup>(1)</sup>	18,062	70,958
Deferred tax assets	128,471	106,108
<b>Total non-current assets</b>	<b>3,578,310</b>	<b>4,073,719</b>
Inventories	656,812	735,846
Finance receivables <sup>(1)</sup>	6,340	13,100
Trade receivables	814,400	818,799
Other receivables	318,307	328,757
Other financial assets and financial receivables <sup>(1)</sup>	301	55,127
Hedging instruments <sup>(1)</sup>	7,625	5,027
Cash and cash equivalents <sup>(1)</sup>	829,989	1,142,953
<b>Total current assets</b>	<b>2,633,774</b>	<b>3,099,609</b>
Assets held for sale	-	750
<b>Total assets</b>	<b>6,212,084</b>	<b>7,174,078</b>
<b>EQUITY AND LIABILITIES</b>		
Capital	8,914	8,914
Treasury stock	-61,339	-54,071
Additional paid-in capital	17,389	17,389
Consolidated reserves	2,156,759	2,014,390
Net income for the period	-251,112	258,197
<b>Equity attributable to owners of the parent</b>	<b>1,870,611</b>	<b>2,244,819</b>
Attributable to non-controlling interests	69,677	98,774
<b>Total equity</b>	<b>1,940,288</b>	<b>2,343,593</b>
Non-current borrowings <sup>(1)</sup>	1,307,681	1,334,713
Provisions for pensions and other post-employment benefits	100,331	107,670
Provisions	30,926	29,970
Non-current government grants	9,781	3,769
Deferred tax liabilities	43,477	54,859
<b>Total non-current liabilities</b>	<b>1,492,196</b>	<b>1,530,981</b>
Bank overdrafts <sup>(1)</sup>	12,277	9,875
Current borrowings and financial debt <sup>(1)</sup>	349,160	678,762
Hedging instruments <sup>(1)</sup>	116	3,268
Provisions for liabilities and expenses	87,888	70,362
Current government grants	-	4,207
Trade payables	1,371,750	1,518,204
Other operating liabilities	958,409	1,014,826
<b>Total current liabilities</b>	<b>2,779,600</b>	<b>3,299,504</b>
<b>Total equity and liabilities</b>	<b>6,212,084</b>	<b>7,174,078</b>

(1) Components of net financial debt. Net financial debt stands at €807 million at December 31, 2020 compared with €740 million at December 31, 2019.

## INCOME STATEMENT

<i>In thousands of euros</i>	2020	%	2019	%
<b>Consolidated sales (revenue)</b>	<b>7,073,227</b>	<b>100.0%</b>	<b>8,493,550</b>	<b>100.0%</b>
Cost of goods and services sold	-6,431,646	-90.9%	-7,454,127	-87.8%
<b>Gross profit</b>	<b>641,581</b>	<b>9.1%</b>	<b>1,039,423</b>	<b>12.2%</b>
Research and Development costs	-266,064	-3.8%	-253,249	-3.0%
Selling costs	-33,714	-0.5%	-37,280	-0.4%
Administrative expenses	-230,237	-3.3%	-247,506	-2.9%
<b>Operating margin before amortization of intangible assets acquired in business combinations and before share of profit of associates and joint ventures</b>	<b>111,567</b>	<b>1.6%</b>	<b>501,388</b>	<b>5.9%</b>
Amortization of intangible assets acquired in business combinations	-22,393	-0.3%	-27,210	-0.3%
Share of profit/loss of associates and joint ventures	29,101	0.4%	36,454	0.4%
<b>Operating margin</b>	<b>118,275</b>	<b>1.7%</b>	<b>510,632</b>	<b>6.0%</b>
Other operating income	27,234	0.4%	167,694	2.0%
Other operating expenses	-361,025	-5.1%	-234,731	-2.8%
Borrowing costs	-59,836	-0.8%	-77,068	-0.9%
Other financial income and expenses	-8,701	-0.1%	-697	-0.0%
<b>Profit from continuing operations before income tax and after share of profits of associates and joint ventures</b>	<b>-284,053</b>	<b>-4.0%</b>	<b>365,830</b>	<b>4.3%</b>
Income tax	31,002	0.4%	-89,860	-1.1%
<b>Net income</b>	<b>-253,051</b>	<b>-3.6%</b>	<b>275,970</b>	<b>3.2%</b>
Net profit attributable to non-controlling interests	-1,940	-0.0%	17,773	0.2%
<b>Net profit attributable to owners of the parent company</b>	<b>-251,112</b>	<b>-3.6%</b>	<b>258,197</b>	<b>3.0%</b>
Earnings per share attributable to owners of the parent company				
• Basic earnings per share <i>(in euros)</i> <sup>(1)</sup>	-1.72		1.77	
• Diluted earnings per share <i>(in euros)</i> <sup>(2)</sup>	-1.72		1.76	

(1) Basic earnings per share are calculated using the weighted average number of ordinary shares outstanding, less the average number of shares held in treasury stock.

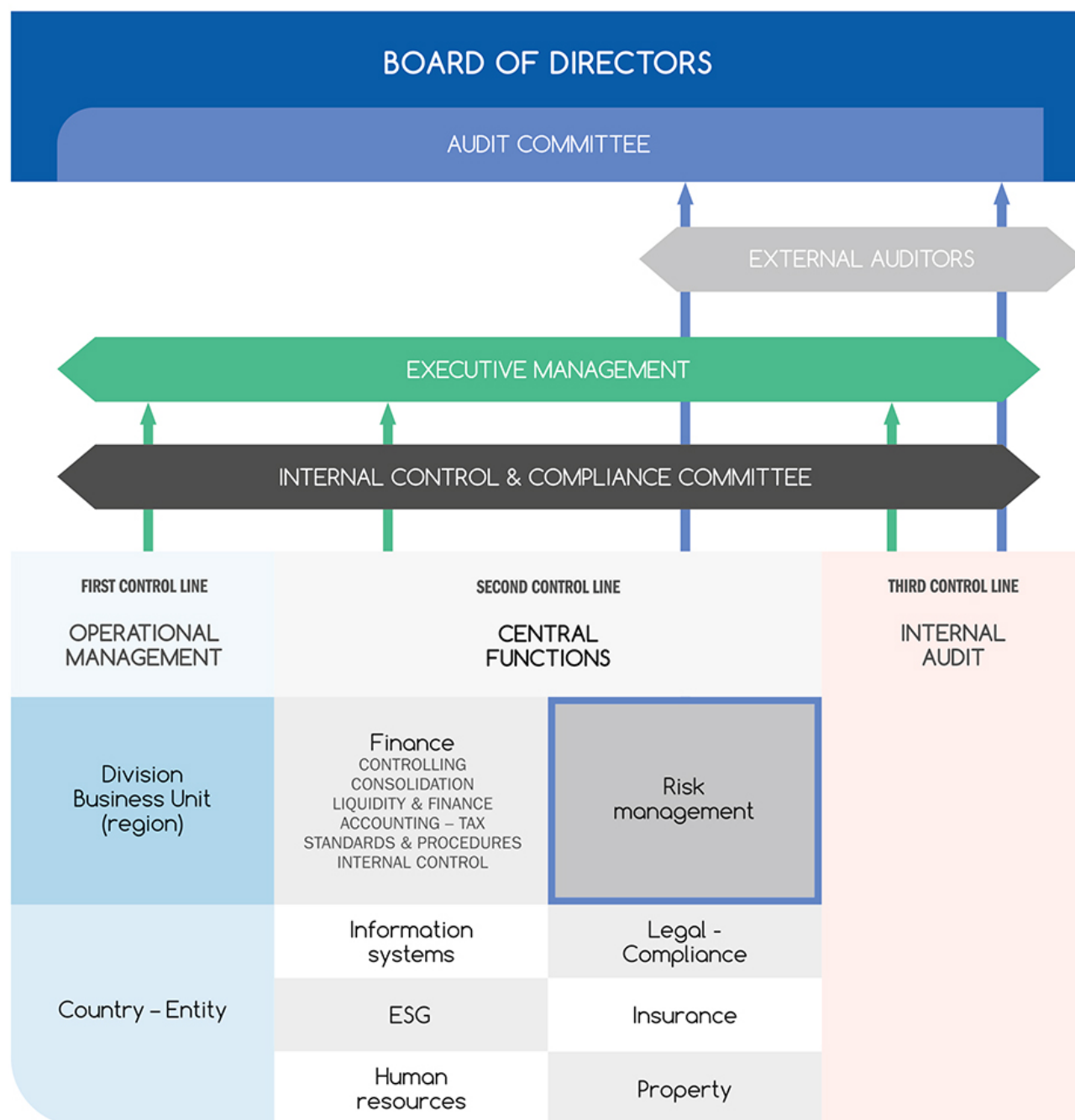
(2) Diluted earnings per share take into consideration the average number of treasury shares deducted from equity and shares related to the exercise of stock option programs.

## FIVE-YEAR FINANCIAL SUMMARY

<i>In thousands of euros</i>	2016	2017	2018	2019	2020
<b>1 – SHARE CAPITAL AT YEAR-END</b>					
a) Share capital	9,149	9,058	8,914	8,914	8,914
b) Number of shares issued	152,476,720	150,976,720	148,566,107	148,566,107	148,566,107
c) Number of convertible bonds outstanding	0	0	0	0	0
<b>2 – TRANSACTIONS AND PROFIT/(LOSS) FOR THE YEAR</b>					
a) Net sales excluding tax and other operating revenue	40,230	43,994	49,672	41,571	31,349
b) Profit before tax, depreciation, amortization and provisions	171,273	(11,484)	210,014	269,118	99,335
c) Income taxes	3,372	17,559	12,131	1,384	3,889
d) Profit after tax, depreciation, amortization and provisions	46,670	111,728	231,797	271,774	104,496
e) Amount of profits distributed	74,714	98,821	108,169	71,221	72,797
<b>3 – EARNINGS PER SHARE</b>					
a) Profit after tax, before depreciation, amortization and provisions	1.15	0.04	1.50	1.82	0.69
b) Profit after tax, depreciation, amortization and provisions	0.31	0.74	1.56	1.84	0.70
c) Dividend paid per share	0.49	0.67	0.74	0.49	0.49
<b>4 – PERSONNEL</b>					
a) Number of employees	0	0	0	0	0
b) Total payroll	0	0	0	0	1,875
c) Employee benefits expense (social security, private welfare programs, etc.)	0	0	0	0	562

## Risk control

As a global Group in a rapidly changing market, Plastic Omnium is exposed to various risks. Governance and process are in place to manage these through risk control organized in three lines: operational management, central functions and internal auditing.





# CORPORATE Governance

## Presentation of the Board of Directors of Compagnie Plastic Omnium SE



**Laurent Burelle**

**Chairman of the Board of Directors  
Director**

71 years old, French nationality

**Date of initial appointment:** June 18, 1981

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
802,000



**Laurent Favre**

**Chief Executive Officer  
Director**

49 years old, French nationality

**Date of initial appointment:** January 1, 2020

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
3,870



**Félicie Burelle**

**Managing Director  
Director**

41 years old, French nationality

**Date of initial appointment:** April 27, 2017

**Date of last renewal:** April 23, 2020

**End of current term:** 2023

**Number of Plastic Omnium share held:**  
900



**Jean Burelle**

**Honorary Chairman  
Director**

81 years old, French nationality

**Date of initial appointment:** January 1, 1970

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
416,278



**Anne Asensio\***

**Director  
Member of Compensation Committee**

58 years old, French nationality

**Date of initial appointment:** April 28, 2011

**Date of last renewal:** April 23, 2020

**End of current term:** 2023

**Number of Plastic Omnium share held:**  
900



**Anne-Marie Couderc\***

**Director  
Chairwoman of Appointments  
Committee  
Chairwoman of Compensation  
Committee**

70 years old, French nationality

**Date of initial appointment:** July 20, 2010

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
900



**Jérôme Gallot**

**Director**

61 years old, French nationality

**Date of initial appointment:**

December 15, 2006

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
5,500



**Prof. Dr. Bernd Gottschalk\***

**Director**

**Member of Compensation Committee**

77 years old, German nationality

**Date of initial appointment:** April 28, 2009

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
900



**Vincent Labruyère**

**Director  
Chairman of Audit Committee**

70 years old, French nationality

**Date of initial appointment:** May 16, 2002

**Date of last renewal:** April 23, 2020

**End of current term:** 2023

**Number of Plastic Omnium share held:**  
10,932



**Éliane Lemarié**

**Permanent representative of Burelle SA,  
director  
Member of Appointments Committee**

75 years old, French nationality

**First appointment of Burelle SA as  
director:** June 26, 1987

**First appointment of Ms. Éliane Lemarié  
as permanent representative of Burelle SA:**  
April 9, 2009

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
235,996

\* Independent Board member.





### Paul Henry Lemarié

#### Director

73 years old, French nationality

**Date of initial appointment:** June 26, 1987

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
315,900



### Lucie Maurel Aubert\*

#### Director

**Member of Audit Committee**

**Member of Appointments Committee**

59 years old, French nationality

**Date of initial appointment:**

December 15, 2015

**Date of last renewal:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
910



### Alexandre Mérieux\*

#### Director

46 years old, French nationality

**Date of initial appointment:** April 26, 2018

**End of current term:** 2021

**Number of Plastic Omnium share held:**  
1,000



### Cécile Moutet

#### Director

47 years old, French nationality

**Date of initial appointment:** April 27, 2017

**Date of last renewal:** April 23, 2020

**End of current term:** 2023

**Number of Plastic Omnium share held:**  
8,160



### Amélie Oudéa-Castéra\*

#### Director

42 years old, French nationality

**Date of initial appointment:**

January 1, 2014

**Date of last renewal:** April 25, 2019

**End of current term:** 2022

**Number of Plastic Omnium share held:**  
900



### Amandine Chaffois

#### Director representing the employees

40 years old, French nationality

**Date of first appointment as director**

**representing the employees:** July 4, 2019

**End of current term:** 2023

**Number of Plastic Omnium share held:**  
10,026



### Ireneusz Karolak

#### Director representing the employees

61 years old, Polish nationality

**Date of first appointment as Director**

**representing the employees:**

May 23, 2019

**End of current term:** 2023

**Does not hold Plastic Omnium shares**



**17**

DIRECTORS



**40%**

INDEPENDENT  
DIRECTORS  
AT 12/31/2020



**4**

MEETINGS  
PER YEAR



**60 YEARS**

AVERAGE AGE OF  
DIRECTORS AT 12/31/2020



**47%**

OF WOMEN  
DIRECTORS

\* Independent Board member.

# Summary presentation of the Board of Directors at December 31, 2020

First name and last name	Age	Sex <sup>(1)</sup>	Nationality	Number of Plastic Omnium shares held	Number of offices in other listed companies	Independent Board member	Date of initial appointment	End of current term	Years on the Board <sup>(2)</sup>	Membership of Board Committee <sup>(3)</sup>
Mr. Laurent Burelle	71	M	French	802,000	1		06/18/1981	2021	40	
Mr. Laurent Favre	49	M	French	3,870	0		01/01/2020	2021	1	
Ms. Félicie Burelle	41	F	French	900	1		04/27/2017	2023	3	
Mr. Jean Burelle	81	M	French	416,278	1		01/01/1970	2021	50	
Ms. Anne Asensio	58	F	French	900	1	■	04/28/2011	2023	9	CC
Ms. Anne-Marie Couderc	70	F	French	900	1	■	07/20/2010	2021	10	CC (Chairwoman) APC (Chairwoman)
Mr. Jérôme Gallot	61	M	French	5,500	1		12/15/2006	2021	14	
Prof. Dr. Bernd Gottschalk	77	M	German	900	2	■	04/28/2009	2021	11	CC
Mr. Vincent Labruyère	70	M	French	10,932	0		05/16/2002	2023	18	AC (Chairman)
Ms. Éliane Lemarié	75	F	French	235,996	1		04/09/2009	2021	11	APC
Mr. Paul Henry Lemarié	73	M	French	315,900	1		06/26/1987	2021	33	
Ms. Lucie Maurel Aubert	59	F	French	910	0	■	12/15/2015	2021	5	AC, APC
Mr. Alexandre Mérieux	46	M	French	1,000	1	■	04/26/2018	2021	2	
Ms. Cécile Moutet	47	F	French	8,160	0		04/27/2017	2023	3	
Ms. Amélie Oudéa-Castéra	42	F	French	900	1	■	01/01/2014	2022	7	AC
Ms. Amandine Chaffois	40	F	French	10,026	0		07/04/2019	2022	1	
Mr. Ireneusz Karolak	61	M	Polish	0	0		05/23/2019	2022	1	

(1) Female (F), Male (H).

(2) In elapsed years.

(3) AC: Audit Committee.

CC: Compensation Committee.

APC: Appointments Committee.

# PROPOSAL FOR THE RENEWAL of terms of office submitted to the Shareholders' Meeting of April 22, 2021

## Renewal of the terms of office of eight directors



71 years old  
French nationality  
First appointment:  
June 18, 1981  
End of current term: 2021  
Shares held: 802,000  
(at 12/31/2020)

### SIXTH RESOLUTION

#### LAURENT BURELLE

Laurent Burelle is a graduate of the Federal Institute of Technology (ETH) in Zurich, and holds a Master of Science Degree in Chemical Engineering from the Massachusetts Institute of Technology (MIT).

He began his career with the Plastic Omnium Group as a production engineer and assistant to the Director of the Langres plant.

In 1977, he was appointed Chief Executive Officer of Plastic Omnium SA in Valencia (Spain), going on to become Chairman and Chief Executive Officer. From 1981 to 1988, he served as Head of the Environment-Urban Systems Division, before becoming Vice Chairman and Chief Executive Officer of Compagnie Plastic Omnium in 1988. He was appointed Chairman of the Board of Directors and Chief Executive Officer of Compagnie Plastic Omnium in July 2001, an office he held until December 31, 2019, the effective date on which the division between the functions of Chairman and Chief Executive Officer became effective. Laurent Burelle is Chairman of the Board of Directors of Compagnie Plastic Omnium SE with effect from January 1, 2020, and Chairman and Chief Executive Officer of Burelle SA since January 1, 2019. He has also been Chairman of AFEP since 2017.

Laurent Burelle is also a Director of the *Fondation Jacques Chirac*.

He is a *Commandeur de la Légion d'honneur*.

### LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies and Associations	Positions and offices held
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>	
Burelle SA <sup>(1)(2)</sup>	Chairman and CEO
Sofiparc SAS <sup>(2)</sup>	Chairman and member of the Supervisory Committee
Burelle Participations SA <sup>(2)</sup>	Director
Plastic Omnium Auto Exteriors SA <sup>(2)</sup>	Chairman and Chief Executive Officer until June 2020
Plastic Omnium Auto Inergy SAS <sup>(2)</sup>	Chairman until June 2020
Plastic Omnium Modules SAS <sup>(2)</sup>	Chairman until June 2020
AFEP (association)	Chairman
Fondation Jacques Chirac (association)	Director – Founder
<b>INTERNATIONAL COMPANIES</b>	
Plastic Omnium Holding (Shanghai) Co. Ltd <sup>(2)</sup> (China)	Chairman until July 2020 Director
Plastic Omnium Inc. <sup>(2)</sup> (United States)	Chairman
SOGEC 2 SA (Belgium)	Chief Executive Officer
Compagnie Financière de la Cascade SA (Belgium)	Chairman – Chief Executive Officer

(1) Listed company.

(2) Company in the Compagnie Plastic Omnium Group/Burelle SA.



49 years old  
French nationality  
First appointment:  
January 1, 2020  
End of current term: 2021  
Shares held: 3,870  
(at 12/31/2020)

## SEVENTH RESOLUTION

### LAURENT FAVRE

With an engineering degree from ESTACA (*École Supérieure des Techniques Aéronautiques et de Construction Automobile*) Laurent Favre developed his career in the automotive sector in Germany.

For more than 20 years he has held various positions of responsibility with German automotive equipment manufacturers such as ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Chief Executive Officer of the Automotive Division.

Laurent Favre has been Chief Executive Officer of Compagnie Plastic Omnium SE since January 1, 2020.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>FRENCH COMPANIES</b>	
Plastic Omnium Auto Exteriors SA <sup>(1)</sup>	Chairman and Chief Executive Officer (since June 2020)
Plastic Omnium Auto Inergy SAS <sup>(1)</sup>	Chairman (since June 2020)
Plastic Omnium Finance SNC <sup>(1)</sup>	Manager (since January 2020)
Plastic Omnium Modules SAS <sup>(1)</sup>	Chairman (since June 2020)
<b>INTERNATIONAL COMPANIES</b>	
Plastic Omnium GmbH <sup>(1)</sup> (Germany)	Manager (since January 2020)
HBPO Beteiligungsgesellschaft GmbH <sup>(1)</sup> (Germany)	Member of the Shareholders Committee
Plastic Omnium New Energies <sup>(1)</sup> (Belgium)	Director (since January 2020)
Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd <sup>(1)</sup> (China)	Director
Plastic Omnium Holding (Shanghai) Co. Ltd <sup>(1)</sup> (China)	Vice Chairman (2020) Chairman of the Board of Directors (since July 2020)
Plastic Omnium Inc. <sup>(1)</sup> (United States)	Director

(1) Company in the Compagnie Plastic Omnium Group.



**75 years old**  
**French nationality**  
**First appointment of Burelle SA as Director:** June 26, 1987  
**First appointment of Ms. Éliane Lemarié as permanent representative of Burelle SA:** April 9, 2009  
**End of current term:** 2021  
**Shares held:** 235,996 (at 12/31/2020)

## EIGHTH RESOLUTION

### BURELLE SA, REPRESENTED BY ÉLIANE LEMARIÉ

After graduating with a master's degree in English from the University of Paris-Sorbonne and graduating from IEP Paris, Éliane Lemarié devoted her professional career to the corporate information and communication sector.

She began her career as a journalist and copy editor in various written press publications as part of the Permanent Assembly of Chambers of Commerce and Industry (APCCI) from 1969 to 1975.

In 1976, she was hired by SOGEC to set up and develop a Public Relations, Media Relations and Publishing Department, a position she held until 1983.

In 1983, she founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairman and Chief Executive Officer until 2010.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>FRENCH COMPANIES</b>	
Burelle SA <sup>(1)(2)</sup>	Director
Sofiparc SAS <sup>(2)</sup>	Member of the Supervisory Committee
Union Industrielle	Chairman of the Supervisory Committee
<b>INTERNATIONAL COMPANIES</b>	
SOGEC 2 SA (Belgium)	Chief Executive Officer
Garamond (Belgium)	Director

(1) Listed company.

(2) Company in the Compagnie Plastic Omnium Group/Burelle SA.



**70 years old**  
**French nationality**  
**First appointment:**  
July 20, 2010  
**End of current term:** 2021  
**Shares held:** 900  
(at 12/31/2020)

## NINTH RESOLUTION

### ANNE-MARIE COUDERC

After beginning her professional career in 1973 as an attorney in Paris, Anne-Marie Couderc joined the Hachette Group in 1982 as Deputy Corporate Secretary. She then became the Group's Deputy Chief Executive Officer in 1993.

A Paris city councilor, then Deputy Mayor and member of Parliament for Paris, she was appointed Secretary of State for Employment in the office of the Prime Minister in 1995, then Minister attached to the Ministry of Labor and Social Affairs with responsibility for Employment until 1997.

At the end of 1997, Anne-Marie Couderc was appointed Chief Executive Officer and member of the Editorial Committee of Hachette Filipacchi Medias, and Director of several publications.

She then became Corporate Secretary of Lagardère Active in 2007, before joining Presstalis as Chief Executive Officer in August 2010, and subsequently was Chairperson of the Board of Directors until June 2017. Anne-Marie Couderc has been Chairman of the Board of Directors of Air France KLM and of Air France since May 2016.

Anne-Marie Couderc is an *Officier de la Légion d'Honneur* and a *Commandeur de l'Ordre National du Mérite*.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>FRENCH COMPANIES</b>	
Air France-KLM <sup>(1)</sup>	Chairperson of the Board of Directors Chairperson of the Appointments Committee and Governance Committee Independent Board member
Air France	Chairman of the Board of Directors
Transdev	Director Member of the Audit Committee and the Strategy Committee
Ramsay – Générale de Santé	Director Member of the Supervisory Committee Chairwoman of the Compensation Committee and member of the Audit Committee
Ayming	Member of the Supervisory Committee
C.E.S.E.	Member

(1) Listed company.



**59 years old**  
**French nationality**  
**First appointment:**  
December 15, 2015  
**End of current term:** 2021  
**Shares held:** 910  
(at 12/31/2020)

## TENTH RESOLUTION

### LUCIE MAUREL AUBERT

After starting her professional career in 1985 as a business attorney in the law firm Gide Loyrette Nouel, Lucie Maurel Aubert joined, in 2002, the family bank Martin Maurel of which she has been a Director since 1999.

Appointed Chief Operating Officer of Compagnie Financière Martin Maurel in 2007, and then Vice Chairwoman Chief Operating Officer in 2011 and Chief Operating Officer of Banque Martin Maurel in 2013, she has been Vice Chairwoman of Rothschild Martin Maurel Associés since July 2017.

Lucie Maurel Aubert is a *Chevalier de la Légion d'Honneur*.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies and Associations	Positions and offices held
<b>FRENCH COMPANIES AND ASSOCIATIONS</b>	
Rothschild Martin Maurel Associés	Vice-Chairwoman
STEF-TFE	Director
Fonds de dotation du Grand Paris Express	Director
Rothschild & Co.	Vice-Chairwoman of the Supervisory Board
Association Française de Banques	Vice-Chairwoman
SNEF SA	Director
Festival d'Aix-en-Provence	Vice-Chairwoman



**77 years old**  
**German nationality**  
**First appointment:**  
April 28, 2009  
**End of current term:** 2021  
**Shares held:** 900  
(at 12/31/2020)

## ELEVENTH RESOLUTION

### PROF. DR. BERND GOTTSCHALK

Holder of a doctorate in economics, Prof. Dr. Bernd Gottschalk studied economics at the University of Hamburg and the University of Sarrebruck, then at Stanford University in California. He began his career at Daimler AG Group in Finance, then became a plant manager before becoming Chairman of Mercedes-Benz do Brasil.

In 1992, he was appointed to the Board of Management of the Daimler AG Group, Global Vice President of the Commercial Vehicles Division. In 1997, Prof. Dr. Berndt Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and in 2007 created AutoValue GmbH, an automotive consultancy that he has headed since that date.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>INTERNATIONAL COMPANIES</b>	
AutoValue GmbH (Germany)	Chairman
Schaeffler AG (Germany)	Director
Jost Werke AG <sup>(1)</sup> (Germany)	Director, Deputy Chairman
Serafin Groupe (Germany)	Member of the Advisory Board
Facton GmbH (Sweden)	Chairman of the Board of Directors (until May 2020)
Haldex AB <sup>(1)</sup> (Sweden)	Director (until June 2020)

(1) Listed company.





**73 years old**  
**French nationality**  
**First appointment:**  
June 26, 1987  
**End of current term:** 2021  
**Shares held:** 315,900  
(at 12/31/2020)

## TWELFTH RESOLUTION

### PAUL HENRY LEMARIÉ

Paul Henry Lemarié holds a doctorate in physics from University of Paris-Orsay and a post-graduate degree (DEA) in Management and Finance from University of Paris-Dauphine.

After completing a doctorate in physics at CEA, he began his career in the Finance Department of Paribas bank in 1973. He then joined Sofresid, an engineering group (steel, mining, offshore), before moving to Plastic Omnium Group in 1980 as Head of the 3P (Performance Plastics Products) Division. In 1985, he became Chairman of the Automotive Division. In 1987 he was appointed Deputy Chief Executive Officer of Compagnie Plastic Omnium SE, then Chief Executive Officer in 1988 and Chief Operating Officer from 2001 to December 31, 2019. He was appointed Chief Executive Officer of Burelle SA in April 1989, then Chief Operating Officer from 2001 until December 31, 2020.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>FRENCH COMPANIES</b>	
Burelle SA <sup>(1)(2)</sup>	Chief Operating Officer (until December 2020) Director
Burelle Participations SA <sup>(2)</sup>	Chief Operating Officer and Director
Sofiparc SAS <sup>(2)</sup>	Member of the Supervisory Committee
<b>INTERNATIONAL COMPANY</b>	
Garamond SA (Belgium)	Director

(1) Listed company.

(2) Company in the Compagnie Plastic Omnium Group/Burelle SA.



46 years old  
French nationality  
First appointment:  
April 26, 2018  
End of current term: 2021  
Shares held: 1,000  
(at 12/31/2020)

## THIRTEENTH RESOLUTION

### ALEXANDRE MÉRIEUX

Alexandre Mérieux graduated from the University of Lyon with a degree in biology and from HEC Montreal Business School.

From 1999 to 2004, Alexandre Mérieux was responsible for marketing in the USA and Europe at Silliker Group Corporation, then Director of Marketing and Business Unit Head.

Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

He has held various operational positions within bioMérieux: Deputy CEO since 2014 after having headed the Industrial Microbiology unit between 2005 and 2011, and the Microbiology unit between 2011 and 2014.

## LIST OF OFFICES AND POSITIONS OF CORPORATE OFFICERS HELD DURING THE FISCAL YEAR ENDED 12/31/2020

Companies	Positions and offices held
<b>FRENCH COMPANIES AND FOUNDATIONS</b>	
BioMérieux SA <sup>(1)</sup>	Chairman and Chief Executive Officer and Director
Institut Mérieux	Vice Chairman, Chief Operating Officer and Director
Finance Senior Mendel SAS	Representative of Mérieux Participation 2, Director
Fondation Christophe et Rodolphe Mérieux	Director
Fondation Mérieux	Director
Mérieux Equity Partners	Chairman
Mérieux Développement SAS	Chairman
Compagnie Mérieux Alliance	Managing Director
SCI ACCRA	Managing Director
Fondation Jacques Chirac	Director
<b>INTERNATIONAL COMPANY</b>	
Mérieux NutriSciences Corporation (USA)	Chairman

(1) Listed company.

# COMBINED SHAREHOLDERS' MEETING on April 22, 2021

## Report of the Board of Directors on the resolutions presented to the Ordinary Shareholders' Meeting

### → APPROVAL OF THE 2020 ANNUAL FINANCIAL STATEMENTS (1<sup>ST</sup> RESOLUTION)

The first resolution submits for your approval the annual financial statements for the year ended December 31, 2020 which resulted in a profit of €104,496,292 compared with €271,773,846 in 2019.

### → APPROPRIATION OF NET INCOME AND DETERMINATION OF THE DIVIDEND FOR 2020 (2<sup>ND</sup> RESOLUTION)

The second resolution concerns the appropriation of net income and determination of the dividend for the year ended December 31, 2020.

*In euros*

Retained earnings at February 25, 2021 of	1,264,217,225
And net income for the year ended December 31, 2020 was	104,496,292
<b>Total amount to be appropriated</b>	<b>1,368,713,517</b>

The Board of Directors proposes to the Shareholders' Meeting a net dividend for the financial year ended December 31, 2020 of €0.49 per share, identical to the previous year's dividend.

Upon payment, the dividend attributable to treasury shares held by the Company will be transferred to "Retained earnings."

If the Shareholders' Meeting approves this proposal, shares will trade ex-dividend as of April 28, 2021 at midnight (Paris time) and the dividend will be paid on May 3, 2021.

For individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code. The dividends for individual shareholders are subject to withholding at 12.8%.

As a reminder, the following dividends have been distributed over the past three years.

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code	
			Dividends	Other income	Dividends	Other income
2017	147,494,900	0.67	98,821,583	-	-	-
2018	146,173,826	0.74	108,168,631	-	-	-
2019	145,349,120	0.49	71,221,069			

The Board of Directors recommends that this amount be appropriated as follows:

*In euros*

<b>Total amount to be appropriated</b>	<b>1,368,713,517</b>
Appropriation: Net dividend distributed for 2020	72,089,855
Carried forward	1,296,623,662
<b>Total appropriated</b>	<b>1,368,713,517</b>

## → REPORT OF THE STATUTORY AUDITORS CONCERNING RELATED-PARTY AGREEMENTS ENTERED INTO OR CONTINUING DURING THE YEAR (3<sup>RD</sup> RESOLUTION)

The purpose of the third resolution, in accordance with Article L. 225-38 of the French Commercial Code, is to acknowledge the agreements mentioned in the special report of the statutory auditors on related-party agreements concluded previously by Compagnie Plastic Omnium SE and which continued during 2020.

We propose that you approve it.

## → APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR (4<sup>TH</sup> RESOLUTION)

The fourth resolution submits for your approval the consolidated financial statements for the year ended December 31, 2020, which show a Group share of consolidated net loss of -€251,112 thousand.

## → AUTHORIZATION TO THE BOARD OF DIRECTORS TO TRANSACT IN THE COMPANY'S SHARES (5<sup>TH</sup> RESOLUTION)

At the Shareholders' Meeting of April 23, 2020, the shareholders authorized the Company to buy back its own shares under the following terms and conditions:

Maximum purchase price	€60 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program	€905,860,320

Between April 24, 2020 and February 28, 2021, the Company:

- acquired 1,397,361 shares for a total value of €34,727,763, i.e. €24.85 per share, of which 965,829 shares under the liquidity contract and 431,532 shares outside this contract;
- sold under the liquidity contract 1,174,891 shares for a total disposal value of €25,943,388, i.e. €22.08 per share.

The detailed summary of the transactions carried out and the description of the authorization submitted for your vote are provided in section 3.5.5 of chapter 3 of the Company's 2020 Universal Registration Document.

The authorization to buy back the shares of the Company granted by the Shareholders' Meeting on April 23, 2020 expires on October 22, 2021.

You are being asked to grant the Board of Directors a new authorization to buy back the shares of the Company for a further period of 18 months.

Share buybacks allow an investment service provider to make a market in the Company's shares under a liquidity contract complying with the Code of Ethics issued by the *Association Française des Marchés Financiers* (AMAFI), while the subsequent cancellation of shares improves our return on equity and earnings per share.

Shares can also be repurchased to support external growth transactions, to implement stock option and free share plans for employees or executive directors, to cover securities granting rights to the allocation of the Company's shares within current regulations, or any market practice permitted by the market authorities.

The Board at Directors may not use this authorization during the course of a takeover bid for the Company's shares.

We are seeking to renew this authorization on the following terms:

Maximum purchase price	€80 per share
Maximum shares that may be held	10% of share capital
Maximum investment in the buyback program as of the day of the Shareholders' Meeting, i.e. April 22, 2021	€1,176,977,200

## → RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, MR. LAURENT BURELLE (6<sup>TH</sup> RESOLUTION)

The proposal that Mr. Laurent Burelle's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

After being appointed Chairman and Chief Executive Officer of Compagnie Plastic Omnium SE in July 2001, Mr. Laurent Burelle is currently Chairman of the Board of Directors following the split of the functions of Chairman of the Board of Directors and Chief Executive Officer. Mr. Laurent Burelle has also been Chairman and Chief Executive Officer of Burelle SA since 2019 and Chairman of AFEP since 2017.

Laurent Burelle has been a director of Compagnie Plastic Omnium SE since June 18, 1981. Since his first appointment, Mr. Laurent Burelle's attendance rate at the meetings of the Board of Directors has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Mr. Laurent Burelle's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

## → RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, MR. LAURENT FAVRE (7<sup>TH</sup> RESOLUTION)

The proposal that Mr. Laurent Favre's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

With an engineering degree from ESTACA (*École Supérieure des Techniques Aéronautiques et de Construction Automobile*), Mr. Laurent Favre developed his career in the automotive sector in Germany. Over a period of 23 years he has held various positions of responsibility with leading German automotive equipment manufacturers: ThyssenKrupp (steering systems), ZF (gearboxes and steering columns) and Benteler (structural components), where he was Managing Director of the Automotive Division.

Mr. Laurent Favre has been a director of Compagnie Plastic Omnium SE since January 1, 2020. Since his first appointment, Mr. Laurent Favre's attendance rate at the meetings of the Board of Directors has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Mr. Laurent Favre's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

→ **RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, BURELLE SA REPRESENTED BY MS. ÉLIANE LEMARIÉ (8<sup>TH</sup> RESOLUTION)**

The proposal that Burelle SA's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

Burelle SA, as a director, is represented by Ms. Éliane Lemarié.

Ms. Éliane Lemarié has devoted her professional career to corporate information and communication.

She founded and developed IRMA Communication, a corporate communications consultancy with a client roster of French and international companies listed in Paris, New York and Mumbai, serving as Chairman and Chief Executive Officer until 2010.

Burelle SA has been a director of Compagnie Plastic Omnium SE since June 26, 1987 and Ms. Éliane Lemarié has been the permanent representative of Burelle SA as a director since April 9, 2009. Since her first appointment, Ms. Éliane Lemarié's attendance rate at meetings of the Board of Directors and the Committee of which she was a member has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Burelle SA's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

→ **RENEWAL OF TERM OF OFFICE OF ONE DIRECTOR, MS. ANNE-MARIE COUDERC (9<sup>TH</sup> RESOLUTION)**

The proposal that Ms. Anne-Marie Couderc's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

After having embarked on a private and a public career, she was elected Paris Councilor, then Deputy Mayor before being appointed in 1995 Secretary of State to the Prime Minister, in charge of employment in Alain Juppé's first government, then Minister Delegate to the Minister of Labor and Social Affairs in his second government. She was also Managing Director of the French magazines within the Hachette Filipfachi press group. Ms. Anne-Marie Couderc is non-executive Chairwoman of the Air France-KLM Group and of the Board of Directors of Air France, Chairman of the Nomination and Governance Committee and member of the Audit Committee of the same Group.

Ms. Anne-Marie Couderc has been a director of Compagnie Plastic Omnium SE since July 20, 2010. Since her first appointment, Ms. Anne-Marie Couderc's attendance rate at meetings of the Board of Directors and the Committees of which she was a member has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Ms. Anne-Marie Couderc's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

Upon the recommendations of the Appointments Committee, the Board of Directors considers that Ms. Anne-Marie Couderc qualifies as an independent director in accordance with the recommendations of the AFEF-MEDEF Code.

→ **RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, MS. LUCIE MAUREL AUBERT (10<sup>TH</sup> RESOLUTION)**

As the term of office of Lucie Maurel Aubert expires in 2021, her renewal for a period of three years is submitted to the Meeting.

A business lawyer at Gide Loyrette Nouel for 15 years, Ms. Lucie Maurel Aubert has been Vice Chairwoman of Rothschild Martin Maurel Associés since July 2017.

Ms. Lucie Maurel Aubert has been a director of Compagnie Plastic Omnium SE since December 15, 2015. Since her first appointment, Ms. Lucie Maurel Aubert's attendance rate at meetings of the Board of Directors and the Committees of which she was a member has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Ms. Lucie Maurel Aubert's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

Upon the recommendations of the Appointments Committee, the Board of Directors considers that Ms. Lucie Maurel Aubert qualifies as an independent director in accordance with the recommendations of the AFEF-MEDEF Code.

→ **RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, PROF. DR. BERND GOTTSCHALK (11<sup>TH</sup> RESOLUTION)**

The proposal that Prof. Dr. Bernd Gottschalk's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

Of German nationality, Prof. Dr. Bernd Gottschalk began his career within the Daimler AG Group in the field of Finance, going on to become Plant Manager and then Chairman of Mercedes-Benz do Brasil. In 1997, Prof. Dr. Bernd Gottschalk was appointed Chairman of the Federation of German Automotive Industry (VDA) and in 2007 created AutoValue GmbH, an automotive consultancy that he has headed since that date.

Prof. Dr. Bernd Gottschalk has been a director of Compagnie Plastic Omnium SE since April 28, 2009. Since his first appointment, Prof. Dr. Bernd Gottschalk's attendance at the meetings of the Board of Directors and the Committees of which he was a member has been 90%.

If the Shareholders' Meeting approves the proposed renewal, the term of office of Prof. Dr. Bernd Gottschalk would end at the end of the Shareholders' Meeting to be held in 2024 to approve the financial statements for the financial year 2023.

**→ RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, MR. PAUL HENRY LEMARIÉ (12<sup>TH</sup> RESOLUTION)**

As the term of office of Paul Henry Lemarié expires in 2021, his renewal for a period of three years is submitted to the Meeting.

Mr. Paul Henry Lemarié joined the Plastic Omnium Group in 1980 as director of the 3P – High-Performance Plastic Products Division. In 1985, he became Chairman of the Automotive Division. He was Chief Operating Officer of Compagnie Plastic Omnium SE until 2019. Mr. Paul Henry Lemarié is currently Chief Operating Officer of Burelle SA.

Mr. Paul Henry Lemarié has been a director of Compagnie Plastic Omnium SE since June 26, 1987. Since his first appointment, Mr. Paul Henry Lemarié's attendance at meetings of the Board of Directors has been 100%.

If the Shareholders' Meeting votes to approve the proposed renewal, Mr. Paul Henry Lemarié's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

**→ RENEWAL OF THE TERM OF OFFICE OF A DIRECTOR, MR. ALEXANDRE MÉRIEUX (13<sup>TH</sup> RESOLUTION)**

The proposal that Mr. Alexandre Mérieux's term of office as director, which expires in 2021, be renewed for a period of three years is submitted to the Shareholders' Meeting.

Alexandre Mérieux graduated from the University of Lyon with a degree in biology and from HEC Montreal Business School. Chairman and Chief Executive Officer of bioMérieux since December 2017, Alexandre Mérieux is also Vice Chairman of the Institut Mérieux and Chairman of Mérieux Développement. He also chairs the Board of Directors at Mérieux NutriSciences.

Mr. Alexandre Mérieux has been a director of Compagnie Plastic Omnium SE since April 26, 2018. Since his first appointment,

Mr. Alexandre Mérieux's attendance at meetings of the Board of Directors has been 93%.

If the Shareholders' Meeting votes to approve the proposed renewal, Mr. Alexandre Mérieux's term of office will expire at the end of the Shareholders' Meeting called in 2024 to approve the 2023 financial statements.

The Board of Directors, after consulting the Appointments Committee, considers that Mr. Alexandre Mérieux qualifies as an independent director under the AFEP-MEDEF Code.

**→ NON-RENEWAL OF THE TERM OF OFFICE OF TWO DIRECTORS, MR. JEAN BURELLE AND MR. JÉRÔME GALLOT (14<sup>TH</sup> AND 15<sup>TH</sup> RESOLUTIONS)**

Messrs. Jean Burelle and Jérôme Gallot having informed the Board of Directors of their wish not to have their terms of office renewed on their expiry, the fourteenth and fifteenth resolutions propose to the General Meeting to acknowledge their non-renewal. The Board of Directors, after having appointed Mr. Jean Burelle as a non-voting member, on the recommendation of the Appointments Committee,

decided not to replace Mr. Jérôme Gallot and Mr. Jean Burelle as directors.

Mr. Jean Burelle was appointed a non-voting member of Compagnie Plastic Omnium SE by decision of the Board of Directors on February 17, 2021.

**→ APPROVAL OF THE COMPENSATION POLICY FOR EXECUTIVE DIRECTORS (16<sup>TH</sup> TO 19<sup>TH</sup> RESOLUTIONS)**

The sixteenth, seventeenth, eighteenth, and nineteenth resolutions submit to the vote of the Shareholders' Meeting the compensation policy of the corporate officers, i.e. the Chairman of the Board of Directors, the Chief Executive Officer, the Managing Director and the directors of Compagnie Plastic Omnium SE, in accordance with

Article L. 22-10-8-II and R. 225-29-1 of the French Commercial Code. This policy is in line with Compagnie Plastic Omnium SE's corporate interests, contributes to its sustainability and is part of its strategy. It is presented in section 3.2.2 of the Company's 2020 Universal Registration Document.

**→ APPROVAL OF ALL COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS FOR THE YEAR ENDED DECEMBER 31, 2020 (20<sup>TH</sup> RESOLUTION)**

The twentieth resolution asks the Shareholders' Meeting to vote on components of the compensation paid or awarded to each corporate officer pursuant to Article L. 225-10-9-I of the French Commercial

Code, the details of which can be found in section 3.2.1 of the Universal Registration Document.

**→ APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2020 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE OFFICER AND THE MANAGING DIRECTOR (21<sup>ST</sup> TO 23<sup>RD</sup> RESOLUTIONS)**

The twenty-first, twenty-second and twenty-third resolutions submit to the vote of the Shareholders' Meeting the components of the compensation paid or awarded for the year 2020 to the Chairman of the Board of Directors, Laurent Burelle, the Chief Executive Officer,

Laurent Favre, and the Managing Director, Ms. Félicie Burelle. Details of these components of compensation are provided in section 3.2.1 of the Universal Registration Document.



# Report of the Board of Directors on the resolutions presented to the Extraordinary Shareholders' Meeting

## → AUTHORIZATION TO GRANT STOCK OPTIONS IN THE COMPANY TO EMPLOYEES AND/OR CORPORATE OFFICERS OF THE COMPANY AND/OR GROUP COMPANIES (24<sup>TH</sup> RESOLUTION)

The authorization granted to the Board of Directors by the Combined Shareholders' Meeting of April 28, 2016 under its seventeenth resolution to grant stock options to employees and/or corporate officers of the Company and/or Group companies, expired in June 2019.

The purpose of the twenty-fourth resolution is to propose to the Shareholders' Meeting to grant the Board of Directors a new authorization to award options on existing shares held by the Company.

The beneficiaries of the stock options would be employees and certain corporate officers of the Company and certain related companies. The total number of options that may be granted under this authorization may not give the right to purchase a number of shares representing more than 0.5% of the share capital on the date of this Meeting, it being specified that, from this number of shares likely to be purchased through the exercise of stock options, would be deducted the number of shares likely to be freely awarded under the twenty-fifth resolution.

The purchase price of the shares by the beneficiaries will be set by the Board of Directors, in accordance with the provisions of Articles L. 22-10-56 and L. 225-179 of the French Commercial Code. This subscription price would be equal to the average price for the twenty trading sessions preceding the day on which the options would be granted, without the right to use the legal discount, and could not be less than 80% of the average purchase price of shares held by the Company under Articles L. 22-10-61 and L. 22-10-62 of the French Commercial Code.

The Board of Directors, on the basis of the recommendations of the Compensation Committee, have full powers to, in particular, approve the list of beneficiaries of the options and decide the number of shares that each may acquire, as well as the vesting conditions of the shares.

This authorization would be granted for a period of thirty-eight months from the date of this Shareholders' Meeting and would have the effect of canceling any previous delegation with the same purpose as from the same date.

## → AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO AWARD EXISTING AND/OR TO BE ISSUED FREE SHARES IN THE COMPANY TO EMPLOYEES AND/OR CORPORATE OFFICERS OF THE COMPANY AND/OR GROUP COMPANIES (25<sup>TH</sup> RESOLUTION)

The twenty-sixth resolution seeks to renew the authorization granted to the Board of Directors at the Shareholders' Meeting of April 26, 2018 in its twenty-first resolution. Its purpose is to grant the Board of Directors a new authorization to award existing and/or to be issued free shares to employees and/or corporate officers of the Company as well as to related companies under the conditions determined by law and in accordance with the provisions of Articles L. 22-10-49, L. 22-10-59, L. 225-197-2 and L. 22-10-60 of the French Commercial Code.

Under this authorization, the number of free shares that may be allocated may not exceed 0.2% of the share capital on their award date, it being specified that, from this number of shares that may be freely awarded, would be deducted the number of shares likely to be purchased through the exercise of the stock options under the twenty-fourth resolution authorizing the Board of Directors to grant stock options to employees and/or corporate officers of the Company and/or Group companies.

If the Shareholders' Meeting approves this resolution, any free share awards will be decided on the basis of the proposals of the Senior Management reviewed by the Compensation Committee.

The Board of Directors will determine the identity of the beneficiaries, the number of shares allocated to each one as well as, where applicable, the award criteria for these shares.

It could use this authorization on one or more occasions.

In accordance with Article L. 225-197-4 of the French Commercial Code, a special report will be prepared to inform the Shareholders' Meeting of the transactions carried out pursuant to this authorization.

The renewal of this authorization would cover a period of thirty-eight months from the date of this Shareholders' Meeting, thereby cancelling the authorization previously granted by the Shareholders' Meeting of April 26, 2018.

## → DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES PROVIDING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITH PREFERENTIAL SUBSCRIPTION RIGHTS (26<sup>TH</sup> RESOLUTION)

Because of a change in the reference to articles of the French Monetary and Financial Code cited in the financial resolutions voted at the Shareholders' Meeting of April 23, 2020, the Board of Directors is re-submitting to a vote by the Shareholders' Meeting of April 22, 2021 in its twenty-sixth resolution, a renewal of the delegation of authority conferred on the Board of Directors to issue securities with preferential subscription rights. This delegation of authority to

the Board of Directors enables it to have the flexibility, if needed, to carry out share issues that are best adapted to the market.

This delegation of authority concerns issues, with preferential subscription rights, of ordinary shares and/or equity securities giving access to other equity or other debt securities and/or securities giving access to the equity shares to be issued by the Company for a

consideration or free of charge, pursuant to Article L. 228-91 *et seq.* of the French Commercial Code.

It would be renewed for another twenty-six month period as of this Shareholders' Meeting and, as such, cancels and replaces all previous delegations of authority with the same purpose.

In the event of an issue of securities giving future access to new shares, the decision of the Shareholders' Meeting would waive shareholders' rights to subscribe to any shares that might be obtained from the securities initially issued.

This authorization would be renewed for a maximum nominal amount of capital increases likely to be carried out immediately or in the future under this delegation of four million euros, it being specified that this amount would be included in the nominal amount of capital increases that may be realized by virtue of the twenty-seventh, twenty-eighth and twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital.

→ **DELEGATION OF AUTHORITY GIVING POWERS TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, AND GIVING ACCESS TO OTHER EQUITY SECURITIES OR ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF A PUBLIC OFFERING AND/OR AS CONSIDERATION FOR SECURITIES AS PART OF A PUBLIC EXCHANGE OFFER (27<sup>TH</sup> RESOLUTION)**

The twenty-seventh resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company by way of a public offering, excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, for a maximum nominal amount of four million euros, it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-sixth, twenty-eighth and twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of one billion five hundred million euros, it being specified that this amount would be included in the nominal amount of debt securities that may be issued pursuant to the twenty-sixth, twenty-eighth and twenty-ninth resolutions.

In accordance with the same conditions as those provided for under the twenty-eighth resolution and subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, *i.e.* the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the

This delegation of authority would also cover the authorization to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of one billion five hundred million euros, it being specified that this amount would be included in the nominal amount of debt securities that may be issued pursuant to the twenty-seventh, twenty-eighth and twenty-ninth resolutions would be charged.

On these bases, the Board of Directors would be authorized to proceed with these issues, on one or more occasions, in the best interests of the Company and its shareholders, and could, in accordance with the law, establish a subscription right for shareholders on a reducible basis.

The Board of Directors would be authorized to issue warrants of Company shares by subscription offer as well as the free allocation of new shares to owners of old ones.

In addition, the Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;

- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

Pursuant to Article L. 22-10-51-5 of the French Commercial Code, the Board of Directors may grant shareholders, for a specific period of time and subject to conditions determined by the Board in compliance with applicable legal and regulatory provisions, and for all or part of any issue, a priority subscription right which does not constitute a negotiable right and must be exercised in proportion to the quantity of shares owned by each shareholder.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

In the event of an issue of securities carried out for the purpose of remunerating shares tendered in the context of a public exchange offer, the Board of Directors would have, within the limits set out above, the necessary powers to draw up the list of securities to be

tendered for the exchange and determine the issue conditions, the exchange parity and, if applicable, the amount of the cash payment to be paid, and the terms of the issue.

This delegation would be valid for a period of twenty-six months as of this Shareholders' Meeting and, as such, cancel and replace all previous delegations of authority with the same purpose.

→ **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES PROVIDING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, BY WAY OF AN OFFER REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (28<sup>TH</sup> RESOLUTION)**

The twenty-eighth resolution would confer powers on the Board of Directors to issue, without preferential subscription rights, on one or more occasions, ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company by way of a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, for a maximum nominal amount of one million seven hundred thousand euros, it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-sixth, twenty-seventh and twenty-ninth resolutions.

To this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital.

This resolution would also enable the Board of Directors to issue, under the conditions specified above, securities giving access to debt securities for a maximum nominal amount of one billion five hundred million euros, it being specified that this amount would be included in the nominal amount of debt securities that could be issued pursuant to the twenty-sixth, twenty-seventh and twenty-ninth resolutions and under the same terms applied to security issues that may be carried out pursuant to the twenty-seventh resolution, subject to the following:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by applicable regulatory provisions on the day of the issue, i.e. the weighted average of the last three trading days on the Euronext Paris market prior to the date the price is determined, minus the 10% discount permitted by law, after adjusting the average, if applicable, to take account of the difference between the vesting dates, it being specified that in the case of share warrant issues, the amount received by the Company upon subscription will be taken into account in the calculation;

→ **DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS THE POWER TO INCREASE THE NUMBER OF SHARES TO BE ISSUED, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, UNDER THE TWENTY-SIXTH THROUGH TWENTY-EIGHTH RESOLUTIONS, UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE (29<sup>TH</sup> RESOLUTION)**

As permitted by law, the twenty-ninth resolution would enable the Board of Directors to meet excess demand or deal with market volatility, as well as to decide in the context of capital increases with or without preferential subscription rights carried out under the twenty-sixth, twenty-seventh and twenty-eighth resolutions, to increase the number of securities to be issued at the same price as in the initial issue, within the time and limits provided for by the applicable regulations.

- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, be at least equal to the subscription price minimum defined above;
- in addition, the conversion, redemption and more generally the transformation of convertible bonds, reimbursable or otherwise transformable into shares, will take into account the par value of said bond in the form of a number of shares such that the amount received by the Company for each share is at least equal to the minimum subscription price for each share issued.

On the basis of these elements, the Board of Directors would have the power to determine the issue price of securities and, where applicable, the terms of payment of the debt securities, in the best interests of the Company and the shareholders and taking account of all the parameters involved.

If subscriptions, including those of shareholders if applicable, do not absorb the entire issue, the Board of Directors would be authorized, in the order it determines, (i) to limit the issue to the amount of the subscriptions on the condition that, in the case of ordinary share or security issues where the main security is a share, such amount is equal to at least three-quarters of the initial amount of the issue, and (ii) to freely distribute all or part of the unsubscribed securities.

The Board of Directors would have the power to charge all share issue costs incurred pursuant to this resolution to the amounts of the corresponding capital increase premiums, and to deduct from these premiums the sums necessary to constitute the legal reserve.

The decision of the Shareholders' Meeting would automatically waive shareholders' rights to subscribe to any shares that might be obtained from the securities giving access to the Company's share capital.

This delegation would be valid for a period of twenty-six months as of this Shareholders' Meeting and, as such, cancel and replace all previous delegations of authority with the same purpose.

This option would allow the Board of Directors to proceed, within thirty days of the end of the subscription period, to an additional issue of securities limited to 15% of the initial issue, at the same price, while remaining within the same limits of the nominal amount provided for in the twenty-sixth, twenty-seventh and twenty-eighth resolutions.

This new authorization would be valid for a period of twenty-six months as of this Shareholders' Meeting and cancels and replaces all previous delegations of authority with the same purpose.

→ **DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL BY ISSUING ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS TO MEMBERS OF A COMPANY SAVINGS SCHEME TO THE CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, UNDER ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE (30<sup>TH</sup> RESOLUTION)**

In the thirtieth resolution, the Shareholders' Meeting is asked to grant the Board of Directors the authority to carry out capital increases for the benefit of Group employees who are members of a company savings plan.

In accordance with Article L. 3332-19 of the French Labor Code, the issue price may not exceed the average share price over last twenty trading sessions preceding the decision to set the opening date of the subscription period. It can also not be more than 30% lower than this average, unless the lock-up period for subscribed

shares is at least ten years, in which case the issue price cannot be lower than 40% of this average.

The Shareholders' Meeting is therefore requested to delegate to the Board of Directors, within the limit of 3% of the share capital, the power to decide to carry out this capital increase.

This delegation is valid for a period of twenty-six months as of this Shareholders' Meeting and, as such, cancels and replaces all previous delegations of authority with the same purpose.

→ **RATIFICATION OF THE AMENDMENTS TO THE BYLAWS CARRIED OUT BY THE BOARD OF DIRECTORS TO RECONCILE WITH LEGAL AND REGULATORY PROVISIONS (31<sup>ST</sup> RESOLUTION)**

At its meeting of February 17, 2021, the Board of Directors made the following amendments to the bylaws pursuant to the authorization of the Shareholders' Meeting of April 23, 2020 in its twenty-seventh resolution in order to reconcile the bylaws with the provisions of Order no. 2020-1142 of September 16, 2020, on the creation within the French Commercial Code of a section related to listed companies.

To this end, in order to take into account the creation of the new chapter X of the French Commercial Code on the recodification of the provisions relating to listed companies, the Board of Directors has decided, subject to the ratification of the next Shareholders' Meeting, to make the corresponding amendments to the Company's bylaws as follows:

- harmonization of the first paragraph of Article 11 *bis* "Directors representing employees" with the new codification of Articles L. 225-27-1 in L. 22-10-7 and L. 225-23 in L. 22-10-3 of The French Commercial Code. The first paragraph of Article 11 *bis* of the bylaws would read as follows, the rest of the article remaining unchanged:

*"The Board of Directors also includes, pursuant to Article L. 22-10-7 of the French Commercial Code, two directors representing the Group's employees. In the event that the number of directors appointed by the Shareholders' Meeting, other than those representing employees appointed in accordance with Article L. 22-10-5 of the French Commercial Code, falls below eight, the number of directors representing employees will be reduced to one upon expiry of the term of office of said directors.";*

- harmonization of Article 13 "Related-party agreements" to take into account the new codification of Articles L. 225-39 in L. 22-10-12 and L. 225-40.2 (repealed) in L. 22-10-13 of the French Commercial Code. Article 13 of the bylaws would read as follows:

*"Pursuant to Article L. 229-7-6 of the French Commercial Code, the provisions of Articles L. 225-35 to L. 225-38 of the French Commercial Code are applicable to the Company's agreements."*

The purpose of the thirty-first resolution is to submit to the vote of the shareholders the ratification of the amendments presented above.

→ **DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS THE POWER TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS (32<sup>ND</sup> RESOLUTION)**

The thirty-second resolution proposes, in the interests of flexibility and speed, to renew the authorization granted by the Shareholders' Meeting of April 23, 2020 in its twenty-seventh resolution, to the Board of Directors, to amend the bylaws in order to bring them into line with the laws or regulations. This delegation of authority

would bring the bylaws into compliance with new legal or regulatory provisions without waiting for a Shareholders' Meeting to be called.

The amendments to the bylaws so decided would nonetheless be subject to ratification by the next Shareholders' Meeting.

→ **POWERS OF ATTORNEY TO CARRY OUT FORMALITIES (33<sup>RD</sup> RESOLUTION)**

The purpose of the thirty-third resolution is to authorize the bearer of an original, a copy or an extract of the minutes of the Shareholders' Meeting to carry out any and all legal filings and formalities in relation to the execution of the decisions of this Shareholders' Meeting.

## Summary of the applicable regulated agreements

Nature of the agreement	Date of approval by the General Meeting	Interested parties of the agreement	Description of the agreement	Total
Senior Management Services Agreement between Burelle SA and Compagnie Plastic Omnium SE	April 23, 2020 (rejected)	<ul style="list-style-type: none"> <li>Laurent Burelle, Chairman of the Board of Directors of Compagnie Plastic Omnium SE and Chairman and Chief Executive Officer of Burelle SA</li> <li>Félicie Burelle, Chief Operating Officer of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Jean Burelle, Honorary Chairman and Director of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Éliane Lemarié, Permanent Representative of Burelle SA, Director of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Paul Henry Lemarié, Director of Compagnie Plastic Omnium SE and Chief Operating Officer (until December 2020) and Director of Burelle SA</li> </ul>	On February 13, 2020, the Board of Directors approved the amendments to the agreements for the provision of performance and coordination services for all Compagnie Plastic Omnium SE activities carried out by the Group's Senior Management, relating to solutions for the re-invoicing and remuneration of Board Directors for the 2019 financial year.	As at December 31, 2020, Burelle SA has charged Compagnie Plastic Omnium SE a total of €591,950 for the provision of services for the Group's Senior Management.
License and technical assistance royalties agreement between Compagnie Plastic Omnium SE and BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S.	April 25, 2013	Compagnie Plastic Omnium SE holds 50% of the voting rights in BPO-B. PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S.	On February 26, 2013, the Board of Directors approved the use of Compagnie Plastic Omnium SE's drawings, models, processes, know-how and technical assistance by BPO-B. PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S.	As at December 31, 2020, Compagnie Plastic Omnium SE has charged BPO-B.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. A total of €248,578 in license and technical assistance royalties.
Additional Senior Management pension plan agreement between Burelle SA and Compagnie Plastic Omnium SE	April 22, 2004	<ul style="list-style-type: none"> <li>Laurent Burelle, Chairman of the Board of Directors of Compagnie Plastic Omnium SE and Chairman and Chief Executive Officer of Burelle SA</li> <li>Félicie Burelle, Chief Operating Officer of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Jean Burelle, Honorary Chairman and Director of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Éliane Lemarié, Permanent Representative of Burelle SA, Director of Compagnie Plastic Omnium SE and Director of Burelle SA</li> <li>Paul Henry Lemarié, Director of Compagnie Plastic Omnium SE and Chief Operating Officer (until December 2020) and Director of Burelle SA</li> </ul>	<p>On December 11, 2003, the Board of Directors approved the implementation of an additional pension plan granting, in particular, a supplementary pension of 10% of their current compensation to salaried Board members.</p> <p>A share is allocated to Compagnie Plastic Omnium SE in proportion to remuneration from Burelle SA and Compagnie Plastic Omnium SE.</p>	As at December 31, 2020, Burelle SA has charged Compagnie Plastic Omnium SE a total of €95,696 for its share of pension plan charge.
Trademark license fees agreement between Compagnie Plastic Omnium SE and Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD	April 25, 2013	<ul style="list-style-type: none"> <li>Laurent Favre, Chief Executive Officer of Compagnie Plastic Omnium SE and Director of Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD</li> <li>Compagnie Plastic Omnium SE holds 50% of the voting in Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD</li> </ul>	On February 26, 2013, the Board of Directors approved the use of trademarks owned by Compagnie Plastic Omnium SE by Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD.	As at December 31, 2020, Compagnie Plastic Omnium SE has charged Yanfeng Plastic Omnium Automotive Exterior Systems CO LTD a total of €1,901,879 for trademark license fees.



## Components of the compensation paid during the fiscal year 2020 or granted for the same fiscal year to each executive corporate officer of the Company, submitted to the vote of the shareholders

### Components of compensation paid during the 2020 fiscal year or granted for the 2020 fiscal year to Laurent Burelle, Chairman of the Board of Directors

Components of compensation	Amounts paid in fiscal year 2020	Amounts granted with respect to the fiscal year 2020	Comments
Fixed compensation	€1,875,000	€1,950,000	The annual fixed compensation of Laurent Burelle amounts to €1,950,000 from January 1, 2020.
Annual bonus	€2,598,337	0	Laurent Burelle does not receive any annual bonus as from fiscal year 2020.
Multi-year variable compensation	0	0	Laurent Burelle does not receive any multi-year variable compensation.
Exceptional compensation	0	0	Laurent Burelle does not receive any exceptional compensation.
Director's compensation	€54,491	€54,491	Laurent Burelle received compensation of €100,074 as a director.
Grant of stock options, performance shares or other long-term compensation	0	0	Laurent Burelle does not receive any stock options, performance shares or other long-term compensation.
Joining compensation or severance	0	0	Laurent Burelle does not receive any joining compensation or severance.
Supplementary pension plans	€95,688	€95,688	In addition to the pension rights of the mandatory plans, Laurent Burelle benefits from Compagnie Plastic Omnium SE's Group supplementary defined-benefit pension plans.
Benefits in kind	0	0	N/A

**Components of compensation paid during the 2020 fiscal year or granted for the 2020 fiscal year to Laurent Favre, Chief Executive Officer**

Components of compensation	Amounts paid in fiscal year 2020	Amounts granted with respect to the fiscal year 2020	Comments
Fixed compensation	€865,385	€900,000	The annual fixed compensation of Laurent Favre amounts to €900,000 from January 1, 2020.
Annual bonus	0	€783,000	<p>During the meeting of February 17, 2021, the Board of Directors, on the recommendation of the Compensation Committee, determined the amount of the bonus (quantifiable and qualitative part) of Mr. Laurent Favre with respect to the fiscal year 2020 at €783,000. During the meeting of December 13, 2019, the Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating his bonus as follows:</p> <ul style="list-style-type: none"> <li>• weighting of 60% for the quantifiable part and 40% for the qualitative part;</li> <li>• bonus target for 2020 (in the event the achievement of the objectives set by the Board of Directors) is 100% of the fixed annual compensation, guaranteed at 50%.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the bonus for 2020 was determined as follows:</p> <ul style="list-style-type: none"> <li>• For the quantifiable part, the parameters used are half (50%) for the change in the operating margin compared to the budget and the other half (50%) for the achievement of a level of free cash flow compared to the budget.</li> <li>• For the qualitative part, the parameters used were as follows: <ul style="list-style-type: none"> <li>– to develop sustainable growth drivers: strengthen organic growth from existing offers and through the development of new skills and solutions for OEMs, and through external growth transactions and adapting partnerships according to defined objectives (15%);</li> <li>– to develop the Group's Digital and Innovation strategy: anticipate market developments, accelerate the Group's digital transformation, continue improving industrial assets and accelerate the deployment of 4.0 (15%);</li> <li>– to anticipate and manage risks: refine the methodology to anticipate, identify and deal with risks that are serious or likely to impact the Group's businesses (5%);</li> <li>– focus on social, societal and environmental responsibility: monitor the evolution of non-financial ratings and pay particular attention to the health and safety of the Group's employees as well as gender equality, and improve the frequency rate of workplace accidents (5%).</li> </ul> </li> </ul> <p>At its meeting of February 17, 2021, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>• noted that the achievement rate of the quantifiable criteria is 89%, broken down as follows: operating margin: 78%, free cash flow: 100%;</li> <li>• established the achievement rate of the qualitative criteria to be 85%.</li> </ul> <p>Given the respective weightings of the quantifiable (60%) and qualitative (40%) criteria, this leads to determining the overall achievement rate at 87%. The amount of the bonus for 2020 is therefore €783,000. It will only be paid to Laurent Favre if the shareholders vote in favor at the Shareholders' Meeting of April 22, 2021.</p>
Multi-year variable compensation	None	None	Laurent Favre does not receive any multi-year compensation.
Equalization payment	€400,000	€400,000	At its meeting of July 18, 2019 the Board of Directors, on the recommendation of the Compensation Committee, decided to pay Mr. Laurent Favre a joining bonus of €400,000 in 2020, subject to his continued employment, granted in order to bring his compensation up to the level of his previous compensation prior to joining Compagnie Plastic Omnium SE. This compensation is also related to the fact that Laurent Favre is a new executive director from a company outside the Group (Article 25.4 of the AFEP-MEDEF Code). This was reported in a press release dated September 24, 2019.
Director's compensation	€40,270	€40,270	Laurent Favre received compensation for his directorship with respect to fiscal year 2020 of €40,270.



**COMBINED SHAREHOLDERS' MEETING ON APRIL 22, 2021**

Components of the compensation paid during the fiscal year 2020 or granted for the same fiscal year to each executive corporate officer of the Company, submitted to the vote of the shareholders

Components of compensation	Amounts paid in fiscal year 2020	Amounts granted with respect to the fiscal year 2020	Comments
Variable salary compensation	€100,000	0	Compensation paid for fiscal year 2019 pursuant to the employment contract of Laurent Favre, employment contract suspended since taking office as Chief Executive Officer on January 1, 2020.
Exceptional compensation	0	0	Laurent Favre does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	0	Valuation: €400,000	<p>With respect to the allocation of performance shares in 2020, the Board of Directors decided during the fiscal year to implement a new Performance Share Plan under the authorization requested from the Combined Shareholders' Meeting of April 26, 2018.</p> <p>The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. Half the number of shares vested would depend on the growth in net earnings per share, and the other half on the change in free cash flow. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons. The first full year taken into account for the assessment of the performance conditions for this grant will be 2020.</p> <p>The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons.</p> <p>In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors meeting of September 24, 2019 set the percentage of compensation corresponding to the performance shares granted to the executive director. On the recommendation of the Compensation Committee, the Board of Directors has decided that Laurent Favre will receive an equivalent performance share award capped at €400,000 gross with respect to 2020 (value calculated on the award date).</p>
Signing bonus and relocation assistance	€22,512	€22,512	Signing bonus approved by the Board of Directors on September 24, 2019.
Payment of rents	€34,276	€34,276	Payment of rents for a limited period approved by the Board of Directors on September 24, 2019.
Supplementary pension plans	No payment	No payment	Mr. Laurent Favre does not benefit in 2020 from Compagnie Plastic Omnium SE supplementary defined benefit collective pension plans.
Benefits in kind	Valuation: €13,057	Valuation: €13,057	Laurent Favre has a company car estimated to be valued at €13,057. Laurent Favre benefits from supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees in accordance with the decision of the Board of Directors of September 24, 2019.

**Components of compensation paid during the 2020 fiscal year or granted for the 2020 fiscal year to Félicie Burelle, Managing Director**

Components of compensation	Amounts paid in fiscal year 2020	Amounts granted with respect to the fiscal year 2020	Comments
Fixed compensation	€481,519	€500,000	The annual fixed compensation of Félicie Burelle amounts to €500,000 from January 1, 2020.
Annual bonus	0	€250,000	<p>During the meeting of February 17, 2021, the Board of Directors, on the recommendation of the Compensation Committee, determined the amount of the bonus (quantifiable and qualitative part) of Ms. Félicie Burelle with respect to the fiscal year 2020 at €250,000. During the meeting of December 13, 2019, the Board of Directors, on the recommendation of the Compensation Committee, decided to define the methods for calculating her bonus as follows:</p> <ul style="list-style-type: none"> <li>• weighting of 60% for the quantifiable part and 40% for the qualitative part;</li> <li>• bonus target for 2020 (in the event the achievement of the objectives set by the Board of Directors) is 100% of the fixed annual compensation, guaranteed at 50%.</li> </ul> <p>In application of these methods and the achievement of the criteria used to calculate the variable portion, the amount of the bonus for 2020 was determined as follows:</p> <ul style="list-style-type: none"> <li>• For the quantifiable part, in application of these terms and the achievement of the criteria used to calculate the bonus, this bonus for 2020 was determined as follows:</li> <li>• For the qualitative part, the parameters used were as follows: <ul style="list-style-type: none"> <li>– to develop sustainable growth drivers: strengthen organic growth from existing offers and through the development of new skills and solutions for OEMs, and through external growth transactions and adapting partnerships according to defined objectives (15%);</li> <li>– to develop the Group's Digital and Innovation strategy: anticipate market developments, accelerate the Group's digital transformation, continue improving industrial assets and accelerate the deployment of 4.0 (15%);</li> <li>– to anticipate and manage risks: refine the methodology to anticipate, identify and deal with risks that are serious or likely to impact the Group's businesses (5%);</li> <li>– focus on social, societal and environmental responsibility: monitor the evolution of non-financial ratings and pay particular attention to the health and safety of the Group's employees as well as gender equality, and improve the frequency rate of workplace accidents (5%).</li> </ul> </li> </ul> <p>At its meeting of February 17, 2021, the Board of Directors, on the recommendation of the Compensation Committee:</p> <ul style="list-style-type: none"> <li>• noted that the achievement rate of the quantifiable criteria is 89%, broken down as follows: operating margin: 78%, free cash flow: 100%;</li> <li>• established the achievement rate of the qualitative criteria to be 85%.</li> </ul> <p>Given the respective weightings of the quantifiable (60%) and qualitative (40%) criteria, this leads to determining the overall achievement rate at 87%. The amount of the bonus for 2020 is therefore €250,000. It will only be paid to Félicie Burelle if the shareholders vote in favor at the Shareholders' Meeting of April 22, 2021.</p>

## COMBINED SHAREHOLDERS' MEETING ON APRIL 22, 2021

Components of the compensation paid during the fiscal year 2020 or granted for the same fiscal year to each executive corporate officer of the Company, submitted to the vote of the shareholders

Components of compensation	Amounts paid in fiscal year 2020	Amounts granted with respect to the fiscal year 2020	Comments
Multi-year variable compensation	None	None	Félicie Burelle does not receive any multi-year compensation.
Joining compensation or severance	0	0	Ms. Félicie Burelle does not receive any compensation for starting or terminating her duties.
Director's compensation	€71,653	€71,653	With respect to 2020, Ms. Félicie Burelle was paid compensation, for both her directorships on the Boards of Directors of Compagnie Plastic Omnium SE and Burelle SA, a total of €71,653 by the companies concerned, namely €40,270 by Compagnie Plastic Omnium SE and €31,383 by Burelle SA.
Bonus	€150,000	0	Bonus paid in 2020 for the fiscal year 2019 pursuant to the employment contract of Ms. Félicie Burelle, suspended since January 1, 2020.
Exceptional compensation	0	0	Ms. Félicie Burelle does not receive any exceptional compensation.
Grant of stock options, performance shares or other long-term compensation	0	Valuation: €250,000	With respect to the allocation of performance shares in 2020, The Board of Directors decided during the fiscal year to implement a new Performance Share Plan under the authorization granted by Combined Shareholders' Meeting of April 26, 2018. The vesting of these shares is subject to the fulfillment of performance conditions which will be noted at the end of a vesting period of four years from the grant date. Half the number of shares vested would depend on the growth in net earnings per share, and the other half on the change in free cash flow. The first full year taken into account for the assessment of the performance conditions for this grant will be 2020. The Board of Directors defined a threshold for each of these criteria, below which no shares will be vested with respect to each of these criteria. These thresholds are not publicly disclosed for confidentiality reasons. In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors meeting of September 24, 2019 set the percentage of compensation corresponding to the performance shares granted to the executive director. On the recommendation of the Compensation Committee, the Board of Directors has decided that Félicie Burelle will receive an equivalent performance share award capped at 250,000.
Supplementary pension plans	€28,298	€28,298	In addition to the pension rights of the mandatory plans, Ms. Félicie Burelle benefits from the Group supplementary defined benefit pension plans of Compagnie Plastic Omnium SE.
Benefits in kind	Valuation: €11,814	Valuation: €11,814	Ms. Félicie Burelle has a company car. Ms. Félicie Burelle benefits from the supplementary social protection schemes, in particular the welfare and health insurance scheme for Group employees, in accordance with the Board of Directors' decision of September 24, 2019.

# Project of the resolutions submitted for approval by the Ordinary Shareholders' Meeting

## TEXT OF THE RESOLUTIONS SUBMITTED FOR APPROVAL BY THE ORDINARY SHAREHOLDERS' MEETING

### FIRST RESOLUTION

#### → APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020

After having read the Company financial statements for the year ended December 31, 2020, the report of the Board of Directors and the statutory auditors' report on the annual financial statements for the year ended December 31, 2020, and voting in accordance with the quorum and majority requirements for ordinary shareholders'

meetings, the Shareholders' Meeting approves the annual financial statements for the year ended December 31, 2020 as presented, showing a net profit of €104,496,292 as well as the transactions reflected in said financial statements or described in said reports.

### SECOND RESOLUTION

#### → APPROPRIATION OF NET INCOME FOR THE YEAR AND DETERMINATION OF THE DIVIDEND

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements for ordinary shareholders' meetings and noting the results for the year ended December 31, 2020 show a net profit of €104,496,292 and that retained earnings totaled €1,264,217,225 as of February 25, 2021, decides to appropriate the net sum of €1,368,713,517, namely:

*In euros*

<b>Total amount to be appropriated</b>	<b>1,368,713,517</b>
Appropriation:	
Net dividend distributed for 2020	72,089,855
Carried forward	1,296,623,662
<b>Total appropriated</b>	<b>1,368,713,517</b>

Consequently, the Shareholders' Meeting set the net dividend for 2020 at €0.49 per share. As a reminder, for individual shareholders resident for tax purposes in France, who do not opt for withholding at the flat rate of 30%, this dividend is eligible for the 40% tax relief resulting from the provisions of Article 158-3-2° of the French General Tax Code. The dividends for individual shareholders are subject to withholding at 12.8%.

The ex-dividend date will be on April 28, 2021.

The dividend will be paid on the date set by the Board of Directors, namely May 3, 2021.

Compagnie Plastic Omnium SE shares held in treasury on the dividend payment date will be stripped of dividend rights and the related dividends will be credited to retained earnings.

Breakdown after appropriation: After this appropriation shareholders' equity will stand at €1,333,543,118 and reserves at €1,307,326,680.

In accordance with the law, the Shareholders' Meeting notes that, after deducting dividends not paid on treasury stock, dividends for the last three years were as shown in the table below.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the following table summarizes the amount of dividends and other income distributed in respect of the three preceding fiscal years, as well as their eligibility for the 40% tax relief, provided for in Article 158-3-2° of the French General Tax Code, where applicable, for individual shareholders resident in France for tax purposes.

Fiscal year	Number of shares with dividend rights	Dividend per share	Income eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code		Income not eligible for the tax relief provided for in Article 158-3-2° of the French General Tax Code	
			Dividends	Other income	Dividends	Other income
2017	147,494,900	0,67	98,821,583	-	-	-
2018	146,173,826	0,74	108,168,631	-	-	-
2019	145,349,120	0,49	71,221,069			

**THIRD RESOLUTION****→ REPORT FROM THE STATUTORY AUDITORS ON RELATED-PARTY AGREEMENTS AND COMMITMENTS – OLD AGREEMENTS CONTINUED DURING THE FISCAL YEAR**

After having read the special report of the statutory auditors on related-party agreements and commitments referred to in Article L. 225-38 of the French Commercial Code, the Shareholders' Meeting

Meeting notes the information mentioned therein regarding the continuation during the current year of agreements signed in the course of previous years.

**FOURTH RESOLUTION****→ APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020**

After having read the Board of Directors report and the statutory auditors' report on the consolidated financial statements, and voting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, the Shareholders' Meeting

approves the consolidated financial statements for the year ended December 31, 2020 as presented, as well as the transactions reflected in these financial statements or summarized in these reports and which resulted in net loss (Group share) of -€251,112 thousand.

**FIFTH RESOLUTION****→ AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO TRANSACT IN THE COMPANY'S SHARES PURSUANT TO THE PROVISIONS OF ARTICLE L. 22-10-62 OF THE FRENCH COMMERCIAL CODE, DURATION OF THE AUTHORIZATION, PURPOSES, TERMS, CEILING**

The Shareholders' Meeting, having reviewed the report of the Board of Directors, voting in accordance with the quorum and majority requirements for ordinary shareholders' meetings, authorizes the latter, for a period of eighteen months, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, to proceed with the purchase, on one or more occasions that it will decide, of shares of the Company up to the limit of 10% of the number of shares comprising the share capital, if necessary adjusted to take into account any capital increase or decrease that may occur during the duration of the program.

Acquisitions may be made with a view to any use permitted by law, in particular:

- to ensure the promotion of the secondary market or the liquidity of the Compagnie Plastic Omnium share through an investment service provider via a liquidity contract in accordance with the practice accepted by the regulations;
- to retain the shares acquired and use them at a later date for exchange or in payment for any external growth transactions, with the understanding that shares purchased for this purpose may not exceed 5% of the Company's capital;
- to cover stock option and/or free share (or similar) plans awarded to Group employees and/or corporate officers and all allocations of shares as part of a company or group savings (or similar) plan, or for purposes of Company profit-sharing and/or any other form of allocation of shares to Group employees and/or corporate officers;
- to cover securities carrying rights to the allocation of the Company's shares within the current regulations;
- to implement any market practice that may be accepted by the AMF, and more generally carrying out any other transaction in accordance with the regulations in force;
- to cancel any shares acquired, in accordance with the authorization granted by the Shareholders' Meeting of April 23, 2020 in its twenty-first extraordinary resolution.

Shares may be purchased, sold or transferred using any method, including by purchasing blocks of shares, on the stock market or

over the counter. Transactions may be made at any time, except during a public offer period concerning the Company.

The Company does not intend to use options or derivative instruments.

The maximum number of shares that may be purchased by the Company may not exceed 10% of share capital on the date of this decision, i.e. a maximum number of 14,712,215 shares as of this date.

The maximum purchase price may not exceed €80 per share. In the event of a transaction affecting capital, in particular stock splits or reverse stock splits or free share allocations, the aforementioned amount will be adjusted in the same proportion (coefficient of the ratio between the number of shares comprising the equity capital before the transaction and the number of shares after the transaction).

At December 31, 2020 the Company held 2,834,235 treasury shares. If these shares were to be canceled or used, the maximum amount that the Company would be allowed to spend would be €1,176,977,200 for the purchase of 14,712,215 shares.

This authorization takes effect at the end of this Shareholders' Meeting and is valid for a period of eighteen months from today. It cancels and supersedes the authorization granted by the Combined Shareholders' Meeting of April 23, 2020 in its eighth resolution for the unused portion.

Unless it takes this action itself, the Shareholders' Meeting authorizes the Board of Directors to adjust the aforementioned maximum number of shares and maximum purchase price as necessary to take into account the impact on the share price of any change in the par value of the shares or any capital increase by incorporation of reserves and bonus share issues, any stock split or reverse stock split, any return of capital or any other capital transaction, within the aforementioned limits of 10% of share capital and €1,176,977,200.

The Shareholders' Meeting grants full powers to the Board of Directors to use this authorization, to conclude any agreements, carry out any filing and other formalities, notably with the French Financial Markets Authority or any other authority that may replace it, and, more generally, take all necessary action.

## SIXTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MR. LAURENT BURELLE

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Mr. Laurent Burelle as a director for a three-year term. His term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## SEVENTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MR. LAURENT FAVRE

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Mr. Laurent Favre as a director for a three-year term. His term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## EIGHTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF BURELLE SA, REPRESENTED BY MS. ÉLIANE LEMARIÉ

The Shareholder's Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report, renews the term of office as director of Burelle SA, represented by Éliane

Lemarié, for a three-year term. Its term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## NINTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. ANNE-MARIE COUDERC

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Ms. Anne-Marie Couderc as a director for a three-year term. Her term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## TENTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MS. LUCIE MAUREL AUBERT

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Ms. Lucie Maurel Aubert as a director for a three-year term. Her term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## ELEVENTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF PROF. DR. BERND GOTTSCHALK

After having read the Board of Directors' report, and voting in accordance with the quorum and majority rules applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews Prof.

Dr. Bernd Gottschalk as a director for a three-year term. His term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

## TWELFTH RESOLUTION

### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MR. PAUL HENRY LEMARIÉ

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Mr. Paul Henry Lemarié as a director for a three-year term. His term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

### THIRTEENTH RESOLUTION

#### → RENEWAL OF THE TERM OF OFFICE AS DIRECTOR OF MR. ALEXANDRE MÉRIEUX

After having read the Board of Directors' report, and voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, the Shareholders' Meeting renews

Mr. Alexandre Mérieux as a director for a three-year term. His term of office will expire at the close of the Shareholders' Meeting to be held in 2024 to approve the 2023 financial statements.

### FOURTEENTH RESOLUTION

#### → NON-RENEWAL OF MR. JEAN BURELLE AS A DIRECTOR

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having noted that the term of office of Mr. Jean Burelle

expired at the end of this Meeting, and following his appointment by the Board of Directors as a Censor, decides not to renew his term or office or replace him.

### FIFTEENTH RESOLUTION

#### → NON-RENEWAL AND NON-REPLACEMENT OF MR. JÉRÔME GALLOT AS DIRECTOR

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having noted that the term of office of Mr. Jérôme Gallot

expired at the end of this Meeting, decides not to renew his term or office or replace him.

### SIXTEENTH RESOLUTION

#### → APPROVAL OF THE COMPENSATION POLICY FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Articles L. 22-10-8-II and R. 225-29-1

of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors as described in section 3.2.2 of the Company's 2020 Universal Registration Document.

### SEVENTEENTH RESOLUTION

#### → APPROVAL OF THE COMPENSATION POLICY FOR THE CHIEF EXECUTIVE OFFICER IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Articles L. 22-10-8-II and

R. 225-29-1 of the French Commercial Code, the compensation policy for the Chief Executive Officer as described in section 3.2.2 of the Company's 2020 Universal Registration Document.

### EIGHTEENTH RESOLUTION

#### → APPROVAL OF THE COMPENSATION POLICY FOR THE MANAGING DIRECTOR IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Articles L. 22-10-8-II and

R. 225-29-1 of the French Commercial Code, the compensation policy for the Managing Director as described in section 3.2.2 of the Company's 2020 Universal Registration Document.



## NINETEENTH RESOLUTION

### → APPROVAL OF THE COMPENSATION POLICY FOR DIRECTORS IN ACCORDANCE WITH ARTICLE L. 22-10-8-II OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Articles L. 22-10-8-ii and

R. 225-29-1 of the French Commercial Code, the compensation policy for directors as described in section 3.2.2 of the Company's 2020 Universal Registration Document.

## TWENTIETH RESOLUTION

### → APPROVAL OF ALL COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS FOR THE YEAR ENDED DECEMBER 31, 2020 IN ACCORDANCE WITH ARTICLE L. 22-10-34-I OF THE FRENCH COMMERCIAL CODE

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34-I of the French Commercial Code, the information referred to in Article

L. 22-10-9-I of the French Commercial Code relating to compensation paid or awarded to corporate officers during the financial year ended December 31, 2020, as described in section 3.2.1 of the Company's Universal Registration Document.

## TWENTY-FIRST RESOLUTION

### → APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2020 TO LAURENT BURELLE, CHAIRMAN OF THE BOARD OF DIRECTORS

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to ordinary shareholder's meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, the elements of

fixed, variable and exceptional compensation comprising the total compensation and benefits of any kind paid or awarded to Laurent Burelle as Chairman of the Board of Directors in respect of the financial year ended December 31, 2020, as described in section 3.2.1 of the Company's 2020 Universal Registration Document.

## TWENTY-SECOND RESOLUTION

### → APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2020 TO LAURENT FAVRE, CHIEF EXECUTIVE OFFICER

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, the elements of fixed, variable and exceptional

compensation making up the total compensation and benefits of any kind paid or granted to Laurent Favre as Chief Executive Officer for the financial year ended on December 31, 2020, as described in section 3.2.1 of the Company's Universal Registration Document.

## TWENTY-THIRD RESOLUTION

### → APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR AWARDED FOR THE YEAR ENDED DECEMBER 31, 2020 TO FÉLICIE BURELLE, MANAGING DIRECTOR

The Shareholders' Meeting, ruling under the conditions of quorum and majority required for ordinary shareholders' meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with the provisions of Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional

compensation components of the total compensation and benefits of any kind paid or awarded to Félicie Burelle as Managing Director for the financial year ended on December 31, 2020, as described in section 3.2.1 of the Company's Universal Registration Document.

## TEXT OF THE RESOLUTIONS SUBMITTED FOR APPROVAL BY THE EXTRAORDINARY SHAREHOLDERS' MEETING

### TWENTY-FOURTH RESOLUTION

#### → AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO GRANT STOCK OPTIONS TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES, DURATION OF THE AUTHORIZATION, CEILING, EXERCISE PRICE, MAXIMUM OPTION TERM

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, acknowledging the Board of Directors' report and the statutory auditors' special report:

1. authorizes the Board of Directors, within the framework of the provisions of Articles L. 22-10-49, L. 225-177, and L. 22-10-56 to L. 22-10-58 of the French Commercial Code, to grant, in one or more installments, to the beneficiaries indicated below, options giving the right to purchase existing shares of the Company resulting from buybacks carried out under the conditions provided for by law;
2. sets the period of validity of this authorization at thirty-eight months from the date of this Shareholders' Meeting;
3. decides that the beneficiaries of these options may only be:
  - the employees or some of them, or certain categories of employees, of Compagnie Plastic Omnium SE and, where applicable, of companies or economic interest groups linked to it under the terms of Article L. 225-180 of the French Commercial Code,
  - or corporate officers who meet the conditions set by Article L. 22-10-57 of the French Commercial Code;
4. the total number of options that may be granted by the Board of Directors under this authorization may not give the right to purchase a number of shares greater than 0.5% of share capital existing on the date of this Meeting, it being specified that the total number of shares that may be freely awarded by the Board of Directors under the following authorization will be deducted from this ceiling; The total number of options that may be granted to the senior managers of the Company may not give the right to subscribe or purchase a number of shares greater than 0.25% of the capital within this authorization;
5. decides that the purchase price of the existing shares will be determined by the Board of Directors, in accordance with the provisions of Articles L. 22-10-56 and L. 225-179 of the French Commercial Code and without discount;

6. decides that no options may be granted:

- within ten trading days preceding and following the date on which the consolidated financial statements are made public,
- within the period between the date on which the Company's corporate bodies become aware of any information which, if made public, could have a significant impact on the price of the Company's shares, and the date after ten trading sessions when this information was made public,
- less than twenty trading sessions after the ex-dividend date or a capital increase;

7. delegates full powers to the Board of Directors, with the option of sub-delegation, to set the other terms and conditions for the award of options and their exercise and in particular to:

- set the conditions under which the options will be granted and draw up the list or categories of beneficiaries as provided for above, determine, where applicable, the length of service conditions to be met by these beneficiaries, decide on the conditions under which the price and the number of shares must be adjusted, in particular in the cases provided for in Articles R. 225-137 to R. 225-142 of the French Commercial Code,
- set the exercise period for the options thus granted, it being specified that the term of the options may not exceed a period of ten years from their award date,
- provide for the ability to temporarily suspend the exercise of options for a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares;

8. acknowledges that this authorization supersedes any previous authorization with the same purpose.

### TWENTY-FIFTH RESOLUTION

#### → AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO FREELY EXISTING AND/OR TO BE ISSUED EXISTING SHARES TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR RELATED COMPANIES, DURATION OF THE AUTHORIZATION, CEILING, DURATION OF THE VESTING PERIODS, PARTICULARLY IN THE EVENT OF DISABILITY AND RETENTION

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, authorizes the Board of Directors to proceed, on one or more occasions, in accordance with Articles L. 22-10-49, L. 22-10-59, L. 225-197-2 and L. 22-10-60 of the French Commercial Code, to award existing and/or to be issued ordinary shares in favor of:

- employees of the Company or of companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;

- and/or corporate officers who meet the conditions set by Article L. 22-10-59 of the French Commercial Code.

The total number of free shares thus awarded may not exceed 0.2% of the share capital on the date of the decision to award them by the Board of Directors, it being specified that the total number of shares to which the options that may be granted by the Board of Directors under the foregoing authorization would give right will be deducted from this ceiling. The total number of free shares that may be awarded to corporate officers of the Company may not exceed 0.1% of the capital within this authorization.

The vesting of free shares, including for executive directors, will be expressly subject, pursuant to this authorization, to compliance with a presence condition and the achievement of one or more specific performance conditions determined by the Board of Directors at the time of the decision to award them.

The Board of Directors will set, in accordance with the law, at the time of each award decision, the vesting period, at the end of which the shares will vest. The vesting period may not be less than one year from the award date of the shares.

The Board of Directors will set, in accordance with the law, at the time of each award decision, the required holding period for the Company's shares by the beneficiaries, which shall run from the vesting date of the shares. The holding period may not be less than one year. However, in the event that the vesting period is greater than or equal to two years, the holding period may be canceled by the Board of Directors.

As an exception, vesting will take place before the end of the vesting period in the event of disability of the beneficiary corresponding to the classification in the second and third categories provided for in Article L. 341-4 of the French Social Security Code.

The existing shares that may be awarded under this resolution must be acquired by the Company, as part of the share buyback program authorized by the fifth ordinary resolution adopted by this Meeting in accordance with Article L. 22-10-62 of the French Commercial Code or any share buyback program applicable before or after the adoption of this resolution.

Full powers are granted to the Board of Directors, with the option of sub-delegation, for the purpose of:

- setting the conditions and, where applicable, the criteria for the award of shares;
- determining the identity of the beneficiaries and the number of shares awarded to each of them;
- determining the impact on the rights of the beneficiaries of transactions that modify the share capital or that are likely to affect the value of the shares granted and carried out during the vesting and holding periods and, accordingly, modify or adjust, if necessary, the number of shares granted to preserve the rights of beneficiaries;
- determining, within the limits set by this resolution, the length of the vesting period and, where applicable, the holding period of the free shares awarded;
- where applicable:
  - acquiring the shares required under the share buyback program and allocate them to the performance share plan,
  - taking all necessary measures to ensure compliance with the holding requirements of beneficiaries,
  - and, in general, doing whatever the implementation of this authorization requires, within the framework of the legislation in force.

It is granted for a period of thirty-eight months from the date of this Meeting.

It supersedes any previous authorization with the same purpose.

## TWENTY-SIXTH RESOLUTION

### → DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES WITH PREFERENTIAL SUBSCRIPTION RIGHTS, GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE AND WHETHER TO LAUNCH A PUBLIC OFFER FOR UNSUBSCRIBED SHARES

The Shareholders' Meeting, having read the report of the Board of Directors and the special report of the statutory auditors and in accordance with the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-49, L. 228-91, L. 228-92 and L. 225-132 et seq.:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, a foreign currency or any other account unit established on the basis of a series of currencies, ordinary shares and/or equity shares, with preferential subscription rights, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company;
2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:
  - the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of four million euros or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal

amount of the capital increases that could be carried out pursuant to the twenty-seventh, twenty-eighth and twenty-ninth resolutions, subject to their adoption by the Shareholders' Meeting,

- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital,
  - the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of one billion five hundred million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to the twenty-seventh, twenty-eighth and twenty-ninth resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting;
3. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

## 4. in the event that the Board of Directors uses this delegation:

- decides that shareholders could, in accordance with the law, exercise their preferential subscription rights. In addition, the Board of Directors may introduce a reducible subscription right for shareholders which they could exercise in proportion to their subscription rights and within the limit of their requests,
- decides that, if irreducible and, where applicable, reducible subscriptions do not absorb the entire ordinary share or security issue as defined above, the Board of Directors may, use in the order it considers appropriate, each or some of the options provided for in Article L. 225-134 of the French Commercial Code,
- notes that, when necessary, this delegation of authority automatically waives, in favor of holders of securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights to the shares to which these securities would give entitlement;

## 5. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the conditions of the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),

- decide, in the event of an issue of debt securities, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determines their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the par value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved and modifies the bylaws accordingly,
- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carries out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

## TWENTY-SEVENTH RESOLUTION

→ **DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, GIVING ACCESS TO OTHER EQUITY SECURITIES OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY BY WAY OF A PUBLIC OFFER, EXCLUDING THE OFFERS REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, AND/OR AS CONSIDERATION FOR SECURITIES AS PART OF A PUBLIC EXCHANGE OFFER, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, ABILITY TO LIMIT THE AMOUNT OF SUBSCRIPTIONS OR DISTRIBUTE UNSUBSCRIBED SHARES**

The Shareholders' Meeting, having read the report of the Board of Directors and the special report; of the statutory auditors and in accordance with provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-49, L. 22-10-52, L. 22-10-54 and L. 228-92:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, either in euros, or a foreign currency or any other account unit established on the basis of a series of currencies, by way of a public offer excluding offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, ordinary shares and/or debt securities, without preferential subscription rights, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company; public offerings made pursuant to this resolution, may

be associated, in the context of one issue or several issues carried out simultaneously, with the offerings mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code and decided in accordance with the twenty-eighth resolution submitted to this Shareholders' Meeting;

2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

- the total amount of capital increases that may be realized, immediately or in the future, pursuant to this delegation is limited to a nominal amount of four million euros or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal amount of the capital increases that could be carried out pursuant to the twenty-sixth, twenty-eighth and twenty-ninth resolutions, subject to their adoption by the Shareholders' Meeting,

- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital,
  - the total amount of debt securities of the Company that could result from this delegation will be limited to a nominal amount of one billion five hundred million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to the twenty-sixth, twenty-eighth and twenty-ninth resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting;
3. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;
4. decides to waive shareholders' preferential subscription rights to the securities covered by this resolution, while allowing the Board of Directors', under the terms of Article L. 22-10-51, paragraph 5 of the French Commercial Code, to use the option to grant to the shareholders, for a certain period of time and on terms to be determined by the Board of Directors in compliance with the applicable law and regulations and, for some or all of the issue carried out, a priority subscription period which does not constitute a negotiable right. It must be exercised in proportion to the quantity of shares owned by each shareholder and may be supplemented by a reducible subscription right;
5. decides that, if irreducible and, where applicable, reducible subscriptions do not absorb the entire issue of shares or securities as defined above, the Board of Directors may use, in the order it considers appropriate, each or some of the options provided for in Article L. 225-134 of the French Commercial Code;
6. notes that, when necessary, this delegation of authority automatically waives in favor of holders of securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders preferential subscription rights related to shares to which these securities would give entitlement;
7. resolves that, in accordance with Article L. 22-10-52 of the French Commercial Code:
- the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used,
  - the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
  - the conversion, redemption and more generally the transformation into shares of each security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;
8. decides, in the event that securities are issued as consideration for securities tendered as part of a public exchange offer, that the Board of Directors shall have the necessary powers, in accordance with the terms and conditions set forth in Article L. 22-10-54 of the French Commercial Code, and within the limits defined above, to approve the list of securities tendered, to set the terms and conditions of the issue, the exchange ratio, as well as the amount of the cash adjustment to be paid, where appropriate, and establish the procedures for the issue;
9. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the conditions of the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:
- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),
  - decide, in the event of an issue of debt securities, including securities giving entitlement to the allocation of debt securities referred to in Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determine their interest rate (fixed or variable rate of interest, zero coupon or indexed as the case may be), their term and the conditions under which such securities could give access to the capital of the Company or companies in which it directly or indirectly owns more than half of the capital,
  - on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
  - set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company, in particular in the event of a change in the par value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved and modifies the bylaws accordingly,
  - and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carries out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.



**TWENTY-EIGHTH RESOLUTION**

→ **DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO ISSUE ORDINARY SHARES AND/OR EQUITY SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, GIVING ACCESS TO OTHER EQUITY SECURITIES, OR GRANTING ENTITLEMENT TO THE ALLOCATION OF DEBT SECURITIES AND/OR SECURITIES GIVING ACCESS TO EQUITY SECURITIES TO BE ISSUED BY THE COMPANY, BY WAY OF A PUBLIC OFFERING REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE, DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, ABILITY TO LIMIT THE AMOUNT OF SUBSCRIPTIONS OR DISTRIBUTE UNSUBSCRIBED SHARES**

The Shareholders' Meeting, having read the report of the Board of Directors and the special report; of the statutory auditors and in accordance with provisions of the French Commercial Code, particularly Articles L. 225-129-2, L. 22-10-52 and L. 228-92:

1. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to issue, on one or more occasions and in the quantities and at the times it deems appropriate, by way of an offering as referred to in Section I of Article L. 411-2 of the French Monetary and Financial Code, either in euros, a foreign currency or any other account-unit established on the basis of a series of currencies, ordinary shares and/or equity shares, without preferential subscription rights, giving access to other equity securities, or granting entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company. Offers covered by 1° Article L. 411-2 of the French Monetary and Financial Code and decided pursuant to this resolution may be associated, in the context of one issue or several issues carried out simultaneously, with the public offerings decided pursuant to the twenty-seventh resolution submitted to this Shareholders' Meeting.

The Board of Directors may, under the conditions fixed by law, delegate powers to decide to proceed with, or postpone, a share issue;

2. sets the limits of issue amounts authorized in the event that the Board of Directors uses this delegation of authority, as follows:

- the total nominal amount of capital increases that may be realized pursuant to this delegation is limited to the nominal amount of one million seven hundred thousand euros or the equivalent value of this amount on the date the issue is decided upon in the event of an issue in another currency or in an account unit established on the basis of a series of currencies, it being specified that this amount would be included in the nominal amount of the capital increases that could be carried out pursuant to the twenty-sixth, twenty-seventh and twenty-ninth resolutions,
- to this ceiling shall be added, if necessary, the nominal amount of additional shares that may be issued in the event of any new financial transactions, in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of stock options and/or securities giving access to the share capital,
- the total amount of debt securities of the Company that could result from this delegation would be limited to a nominal amount of one billion five hundred million euros or the equivalent of this amount on the date the issue is decided upon for the foreign currency equivalent, it being specified that this amount would be included in the nominal amount of the debt securities that could be issued pursuant to twenty-sixth, twenty-seventh and twenty-ninth resolutions of this Shareholders' Meeting, subject to their adoption by the Shareholders' Meeting.

Moreover, in accordance with the provisions set forth in Article L. 22-10-52 of the French Commercial Code, all issues of equity securities will be capped at 20% of equity capital and assessed at the date of issue;

3. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose;

4. decides to waive preferential subscription rights of shareholders within the context of this resolution;

5. notes that, when necessary, this delegation of authority automatically waives in favor of holders of securities giving future access to Company shares that may be issued pursuant to this resolution, the shareholders' preferential subscription rights to shares to which these securities would give entitlement;

6. resolves that, in accordance with Article L. 22-10-52 of the French Commercial Code:

- the issue price of shares shall be at least equal to the minimum authorized price as defined by law in force at the time this delegation is used, the Shareholders' Meeting authorizing the Board of Directors to use the ability offered by the second paragraph of Article L. 22-10-52-1 of the French Commercial Code in this context,
- the issue price of the securities giving access to the capital shall be such that the sum received immediately by the Company, plus, where applicable, the amount likely to be received subsequently by the Company for each share issued as a result of the issuance of these securities, shall be at least equal to the subscription price minimum defined in the preceding paragraph,
- the conversion, redemption and more generally the transformation into shares of each security giving access to the capital shall take into account the nominal value of said securities which shall be such as to ensure that the amount of shares issued would enable the Company to receive a per-share value at least equal to the minimum subscription price as defined for the issue of shares in the same resolution;

7. decides that, if subscriptions do not absorb the entire issue of securities, the Board of Directors may use, in the order it considers appropriate, one or both of the following options:

- limit the issue to the amount of the subscriptions on the condition that, in the case of ordinary share or security issues where the main security is a share, such amount is equal to at least three-quarters of the initial amount of the issue,
- freely allocate all or some of the unsubscribed shares;

8. confers all powers to the Board of Directors, including that of sub-delegation under the conditions fixed by law, to implement this delegation of authority and, in particular to determine the conditions concerning the conditions of the issue, its subscription and settlement, to report the completion of any resulting capital increases carried out and to amend the bylaws accordingly, and to:

- set, if necessary, the conditions applied to exercising the rights attached to ordinary shares or securities giving access to the share capital, or debt securities to be issued and determines the terms for the exercise of rights (rights to conversion, exchange or redemption as the case may be, including delivery of Company assets such as securities already issued by the Company),

- decide, in the event of an issue of debt securities, including securities giving entitlement to the allocation of debt securities pursuant to Article L. 228-91 of the French Commercial Code, whether these be subordinated or not (and, where relevant, their level of subordination in accordance with the provisions of Article L. 228-97 of the French Commercial Code) and determines their interest rate (fixed or variable rate of interest, zero coupon or indexed), and the terms and the conditions under which such securities could give access to the share capital of the Company,
- on the Board's sole initiative, charge all capital increase costs to the corresponding issuance premiums, and deduct from these premiums the sums necessary to raise the legal reserve to one-tenth of the new capital after each capital increase,
- set and make all adjustments destined to take account of the impact of transactions involving the capital of the Company,

in particular in the event of a change in the par value of the share, an increase in the share capital by incorporation of reserves, the allocation of free shares, a stock split or a reverse stock split, the distribution of reserves or of any other assets, the redemption of capital or any other transaction affecting shareholders' equity, and to set the terms under which all rights of holders of securities giving access to share capital will be preserved and modifies the bylaws accordingly,

- and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, takes all measures and decisions and carries out all formalities appropriate for the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto or resulting from the increases in share capital carried out.

## TWENTY-NINTH RESOLUTION

### → DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS THE POWER TO INCREASE THE NUMBER OF SHARES TO BE ISSUED, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, UNDER THE TWENTY-SIXTH THROUGH TWENTY-EIGHTH RESOLUTIONS, UP TO A MAXIMUM OF 15% OF THE INITIAL ISSUE

Having considered the Board of Directors' report and the statutory auditors' report, voting in accordance with the quorum and majority rules applicable to extraordinary shareholders' meetings, and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code, the Shareholders' Meeting:

1. decides, if the Board of Directors finds there is excess demand, that for each issue of ordinary shares or of securities giving access to share capital that was authorized pursuant to the twenty-sixth, twenty-seventh and twenty-eighth resolutions, the number of shares to be issued may be increased at the same price as that of the initial issue as provided in Articles L. 225-135-1 and R. 225-118

of the French Commercial Code, within the same time-frame and subject to the same limitations provided for by applicable regulations at the date of the issuance (currently, within thirty days of the subscription closure date and for up to 15% of the initial issue) and pursuant to the resolution upon which the issue was decided;

2. sets the period of validity of this delegation at twenty-six months from the date of this meeting and notes that this delegation supersedes as of this date any previous delegation with the same purpose.

## THIRTIETH RESOLUTION

### → DELEGATION OF AUTHORITY GRANTING THE BOARD OF DIRECTORS POWERS TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO COMPANY SHARES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN PURSUANT TO ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE, THE DURATION OF THE DELEGATION, THE MAXIMUM NOMINAL AMOUNT OF THE CAPITAL INCREASE, THE ISSUE PRICE, OPTION TO GRANT FREE SHARES IN APPLICATION OF ARTICLE L. 3332-21 OF THE FRENCH LABOR CODE

After having read the Board of Directors' report and the statutory auditors' report on the application of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labor Code:

- the Shareholders' Meeting authorizes the Board of Directors, if it deems it appropriate and on its sole decision, to increase the share capital on one or several occasions by issuing ordinary shares or securities reserved for employees and managers who are members of one or more savings plans of the Company and/or any French or foreign companies affiliated to it under the terms of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code;
- waives, in favor of these persons, shareholders' preferential subscription rights to shares that could be issued pursuant this delegation;

- sets the validity period of this delegation at twenty-six months as of this Shareholders' Meeting;
- caps the nominal amount of the capital increase(s) that may be carried out under this authorization at 3% of the share capital on the date the Board of Directors decides to carry out this capital increase, this ceiling being independent and separate from the ceilings set by any other authorizations to increase the share capital. To this amount shall be added, if necessary, the additional amount of ordinary shares that may be issued in order to preserve, as required by law, any contractual stipulations providing for other adjustments in order to protect the rights of holders of securities giving access to the Company's share capital;



- decides that the price of shares to be issued under this delegation, may not be less than 30%, or 40% when the lock-up period provided for in Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or more than ten years, the average opening share price over the last twenty trading sessions preceding the Board of Directors' decision to increase the capital and issue the corresponding number of shares; or exceed this 20-day average;
- decides that, pursuant to Article L. 3332-21 of the French Commercial Code, the Board of Directors may freely allocate to beneficiaries defined in the first paragraph above, existing or to be issued shares, or other existing or to be issued securities giving

access to the share capital of the Company in respect of (i) the contribution that may be paid pursuant to the regulations of the employee savings plan of the Company or of the Group and/or (ii) if applicable, the discount;

- acknowledges that this delegation cancels any prior delegation with the same purpose.

The Board of Directors may decide whether or not to implement this authorization, and take all steps and carry out all formalities as necessary.

### THIRTY-FIRST RESOLUTION

#### → RATIFICATION OF THE AMENDMENTS CARRIED OUT BY THE BOARD OF DIRECTORS TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS

The Shareholders' Meeting, having reviewed the Board of Directors' report and in accordance with the provisions of Article L. 225-36 paragraph 2 of the French Commercial Code ratifies the amendments

made by the Board of Directors to the Company's bylaws in order to comply with the new legislative and regulatory provisions as detailed in the report of the Board of Directors.

### THIRTY-SECOND RESOLUTION

#### → DELEGATION GRANTING THE BOARD OF DIRECTORS THE POWER TO RECONCILE THE COMPANY BYLAWS WITH LEGAL AND REGULATORY PROVISIONS

The Shareholders' Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary shareholders' meetings, having reviewed the Board of Directors' report, grants full

powers to the Board to reconcile the Company's bylaws with legal and regulatory provisions, subject to ratification of these amendments by the next Extraordinary Shareholders' Meeting.

### THIRTY-THIRD RESOLUTION

#### → POWERS FOR FORMALITIES

The Shareholders' Meeting grants full powers to the bearer of an original, a copy or an extract of the minutes of the Meeting to carry out any and all legal filings and formalities.

# Authorizations and delegations proposed to the Shareholders' Meeting of April 22, 2021 relating to the share capital and securities giving entitlement to the allocation of debt securities

Resolution No.	Type of authorization and delegated power	Duration and expiry date	Maximum amount per authorization or delegated power
5	Buyback by the Company of its own shares	18 months – until October 21, 2022	Maximum purchase price: €80 – Maximum holding: 10% of share capital – Accumulated value of acquisitions: €1,188,528
24	Authorization to grant stock options to corporate officers and/or employees of the Company and/or Group companies	38 months – until June 21, 2024	Maximum holding: 0.5% of share capital, to be deducted from the 0.2% in the 25 <sup>th</sup> resolution approved at the Shareholders' Meeting on April 28, 2016
25	Authorization to grant performance shares to corporate officers and employees of the Company and/or Group companies	38 months – until June 21, 2024	Maximum holding: 0.2% of share capital, to be deducted from the 0.5% in the 24 <sup>th</sup> resolution approved at the Shareholders' Meeting on April 26, 2018
26	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, with preferential subscription rights	26 months – until June 21, 2023	€4 million for shares and €1,500 million for debt securities
27	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities or entitling the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, without preferential subscription rights, through a public offer and/or as consideration for securities as part of a public exchange offer during the delegation	26 months – until June 21, 2023	€4 million for shares and €1,500 million for debt securities
28	Delegation of authority to the Board of Directors to issue ordinary shares and/or equity securities providing access to other equity securities, or granting entitlement to the allocation of debt securities and/or investment securities providing access to equity securities to be issued by the Company, without preferential subscription rights by way of an offer referred to in par. II of Article L. 411-2 of the French Monetary and Financial Code	26 months – until June 21, 2023	€1.7 million for the shares through an offer referred to in Article L. 411-2 of the French Monetary and Financial Code €1,500 million for debt securities
29	Delegation of authority to increase the number of shares or securities to be issued when a share issue with or without preferential subscription rights is carried out under the 26 <sup>th</sup> to 28 <sup>th</sup> resolutions up to a maximum of 15% of the initial issue	26 months – until June 21, 2023	15% of the initial issue
30	Share capital increase reserved for Plastic Omnium employees savings plan (PEE)	26 months – until June 21, 2023	Maximum holding: 3% of the equity capital at the date of the Shareholders' Meeting (i.e. a maximum of 4,456,983 shares at December 31, 2020)

# Ratification of the bylaws of Compagnie Plastic Omnium SE as of February 25, 2021

## ARTICLE 1 – FORM

The Company, initially formed as a *société anonyme* (=public limited company), was converted into a *Societas Europaea* (SE) by a decision of the Extraordinary General Meeting of Shareholders on April 25, 2019.

It is governed by current community and national provisions (hereafter the "Law"), as well as by these articles of association.

## ARTICLE 2 – NAME

The Company's corporate name is:

**Compagnie Plastic Omnium SE**

This name must be preceded or followed legibly by «SE» and the amount of the share capital on all deeds and documents issued by the Company.

## ARTICLE 3 – OBJECTS OF THE COMPANY

The Company's objects include:

- the treatment and processing of any plastic, metal or other raw materials, with a view to manufacturing any products and articles for any uses, industrial uses in particular;
- managing its immovable and movable assets;
- acquiring, constructing, leasing, fitting out, developing and operating any land, buildings and constructions;
- acquiring any interests and stakes in any French or foreign companies, enterprises and businesses, whatever their objects, and in any manner whatsoever, including acquisition and subscription of any transferable securities, partnership shares and other ownership interests;
- managing its portfolio of equity investments and holdings;

- carrying out any works and services relating to common services and building maintenance (other than management thereof);
- and generally speaking, any commercial, industrial, property, movable and financial transactions directly or indirectly related to or useful for these objects or facilitate the implementation thereof.

In France and abroad, the Company may create, acquire, exploit or cause to be exploited, any manufacturing, commercial or service trademarks, models and drawings, patents and manufacturing processes related to the aforementioned objects.

The Company may directly or indirectly operate in any country, either on its own behalf or on behalf of third parties, through partnerships, holdings, groupings or companies, with all individuals or companies, and make any transaction within the scope of its objects in any form whatsoever.

## ARTICLE 4 – HEAD OFFICE

The head office is fixed at: Lyon (69007), 19, boulevard Jules-Carteret.

It can be transferred anywhere in France by a decision of the Board, subject to ratification thereof by the next General Shareholders' Meeting.

Meeting. It can be transferred to another member state of the European Union by a decision of the Extraordinary Shareholders' Meeting; and where necessary any mandatory general shareholders' meetings, subject to the provisions of the Law.

## ARTICLE 5 – TERM OF THE COMPANY

The term of the Company, initially set at 99 years from the time of registration at the Trade & Companies Register, was extended by 99 years further to a decision of the Combined Shareholders' Meeting

on April 25, 2013. Accordingly, the Company's term will expire on April 24, 2112, barring early dissolution or extension.

## ARTICLE 6 – SHARE CAPITAL

The share capital is fixed at the sum of €8,827,329.18. It is divided into 147,122,153 shares each worth €0.06, all of the same category.

## ARTICLE 7 – FORM OF THE SHARES

1. Shares may be registered or bearer shares, as the shareholder chooses.
2. The Company is authorized to request at any time, either from the central depository holding its share issue account, or directly from one or more intermediaries mentioned in Article L. 211-3 of the Monetary and Financial Code, any information as required by law in connection with the identity of share warrant holders immediately or eventually conferring the right to vote at shareholders' meetings, as well as the number of shares they each hold, and where relevant any restrictions on the said shares.

The Company is additionally entitled, as provided for by law, to request the identity of shareholders and the number of shares they each hold when it deems that certain holders whose identity has been disclosed to it hold shares on behalf of third parties.

The Company may ask any legal entity owning more than 2.5% of the share capital or voting rights to reveal the identity of persons directly or indirectly holding more than one third of the share capital of the said legal entity or the voting rights at its general shareholders' meetings.

## ARTICLE 8 – RIGHTS ATTACHED TO EACH SHARE

1. The rights and obligations attached to shares remain attached to them, regardless of their holder.
2. Each share entitles its holder to a share of the Company's assets, profits and final dividend proportional to the number and value of existing shares.
3. Whenever a certain number of shares is required to exercise a right, it is up to the owners not having the said number to pool the required number.

4. Voting rights attached to shares belong to the usufructuary in ordinary general meetings and to the bare owner in extraordinary general meetings.

5. All shares making up the share capital are treated equally with regard to tax liability. Accordingly, all direct or indirect taxes that may be payable for any reason whatsoever in the event of repayment of the capital, either during the lifetime of the Company or on its liquidation, will be apportioned uniformly between all the shares making up the capital, in such a way that the sum allotted to each share is the same for them all, allowance made however for the nominal value of each of them.

## ARTICLE 9 – TRANSFER OF SHARES

Shares can be freely transferred.

## ARTICLE 10 – FULL PAYMENT OF SHARES

1. The amount of shares issued for a capital increase and payable in cash is payable under the conditions laid down by the Board of Directors.
2. Subscribers and shareholders are informed of calls for funds at least fifteen days before the date set for each payment, by registered letter with acknowledgement of receipt addressed to each shareholder or by a notice in a paper that publishes legal notices in the *département* of the head office.

3. In case of late payment, interest will be charged, *ipso jure* and without any formalities, from the due date at the annual rate of 5% rate per day of delay, on any amounts outstanding in this respect, without prejudice to any personal action the Company may bring against the defaulting Partner and any enforcement measures provided for by law.

## ARTICLE 11 – ADMINISTRATION

The Company is administered by a Board of Directors, which lays down guidelines for the Company's business and ensures they are followed, in accordance with its corporate interest, taking into consideration the social and environmental aspects of its business.

Subject to the powers expressly conferred on shareholders' meetings and within the limits of the Company's objects, the Board examines any question in connection with the smooth running of the Company and through its deliberations settles matters concerning it.

The Board of Directors' prior approval is required for the following transactions:

- collateral security, sureties and guarantees given by the Company, under the conditions of Article L. 225-35 of the Commercial Code;

- regulated agreements, under the conditions of Article 13 herein.

The Board of Directors may carry out any checks and verifications it sees fit.

The Board of Directors, appointed as required by law, is made up of three to eighteen members, who may be natural persons or legal entities, the number thereof may be increased under the conditions laid down by law.

During their term of office, all directors must own at least 900 shares. Directors are appointed for three years and are re-eligible.

A director's term of office expires at the end of the general shareholders' meetings ruling on the accounts of the past year convened in the year in which the term of office of the director in question expires.

The number of directors who are natural persons and permanent representative of legal-entity directors over the age of seventy-five cannot exceed half (rounded up to the nearest integer) the directors in office.

Even after their term of office ends, members of the Board of Directors shall not disclose any information on the Company that if disclosed would harm its interests, unless such disclosure is required or accepted by current statutory or regulatory provisions or is in the public interest.

## ARTICLE 11 BIS – DIRECTOR REPRESENTING EMPLOYEES

Pursuant to Article L. 22-10-7 of the Commercial Code, the Board of Directors also includes two directors representing the Group's employees. If the number of directors appointed by the General Meeting, apart from directors representing shareholder employees appointed under Article L. 22-10-5 of the Commercial Code, were to fall to eight or less, the number of directors representing employees would be reduced to one at the end of their term of office.

The term of office of directors representing employees is three years.

If the seat of a director representing employees falls vacant for any reason whatsoever, the vacant seat will be filled as provided for by Article L. 225-34 of the Commercial Code.

Notwithstanding the rule stated in Article 11 "Administration" herein for directors appointed by the General Meeting, directors representing employees are not required to own a minimum number of shares.

### Appointment procedures:

Directors representing employees are appointed under the following procedure:

1. one of them is appointed by the Group Works Council France;
2. the other by the staff representative body of the *Societas Europaea*.

Directors representing employees must meet the conditions of appointment specified by the statutory and regulatory requirements on the subject.

## ARTICLE 12 – DELIBERATIONS OF THE BOARD OF DIRECTORS

Directors may be invited to Board meetings by any means, even verbally. Board meetings can be held wherever the convenor chooses. However, the Board may adopt decisions specified by current regulations by written consultation.

The Board of Directors meets as often as the Company's interests so require and at least once every three months.

A director may be represented by another director at Board meetings. However, each director may have only one proxy for the same session. Directors can attend Board meetings by any videoconferencing or telecommunications means, in conditions compliant with regulations, unless the Commercial Code requires them to be physically in attendance or represented.

The Board of Directors can only validly deliberate if at least half its members are in attendance or represented. Decisions are made by majority vote of the members in attendance or represented. In the event of an equal division of votes, the Chairman of the Board has the casting vote.

The minutes are drawn up and copies or extracts of the deliberations are issued and certified as required by law.

The Board can appoint Committees and fix their composition and remit. The members of these Committee are tasked with examining the questions submitted to them for an opinion by the Chair or the Board.

## ARTICLE 13 – REGULATED AGREEMENTS

Pursuant to Article L. 229-7 subsection 6 of the Commercial Code, the provisions of Articles L. 225-35, L. 225-38 and L. 22-10-12 to

L. 22-10-13 of the Commercial Code apply to agreements entered into by the Company.

## ARTICLE 14 – CHAIR AND MANAGING DIRECTORS

The Board of Directors elects one of its members as Chair.

The Chair organizes and directs the Board of Directors' work and reports on it to the General Shareholders' Meeting. He sees to the smooth running of the Company's bodies and more particularly ensures that the directors are in a position to carry out their duties.

General Management of the Company is conducted, under his or her own responsibility, either by the Chair of the Board or by another natural person appointed by the Board of Directors as Managing Director.

The Board of Directors freely chooses its members by a majority between two terms of office of the General Management and may at any time modify its choice by a majority of its members.

The Board of Directors may legally appoint one or more natural persons as Deputy Managing Directors to assist either the Chair, if he assumes the duties of managing director, or the Managing Director. There can be no more than five Deputy Managing Directors.

The powers of the Chair of the Board of Directors, if he acts as Managing Director, and those of the Managing Director, are those laid down by law. With regard to the Company's internal organization, his powers may be restricted by a decision of the Board of Directors.

The Board of Directors legally fixes the scope and term of the powers vested in the Deputy Managing Directors. Deputy Managing

Directors hold the same powers as the Managing Director vis-à-vis third parties.

The age limit for the Chair of the Board of Directors is eighty.

The age limit for the Managing Director and Deputy Managing Directors is seventy-five.

## ARTICLE 15 – REMUNERATION OF DIRECTORS

The Board of Directors freely apportions between its members the remuneration that may be allocated to them by the General Meeting. A higher proportion than that awarded to other directors may be awarded to directors who are members of the Committees

provided for in Article 12. The Board of Directors can award directors exceptional remunerations in the cases and under the conditions laid down by law.

## ARTICLE 16 – STATUTORY AUDITORS

The General Shareholders' Meeting confers on one or more statutory auditors the duties laid down by law. He or they are engaged for six financial years, in compliance with the conditions of eligibility laid down by law. They are re-eligible.

The statutory auditor(s) engaged may be natural or legal persons. They must be registered with the French association of chartered accountants.

The General Shareholders' Meeting may engage one or more substitute auditors under the same conditions and for the same period. The latter will be engaged in lieu of the statutory auditor in the event of refusal, impediment, resignation or death of the latter. Engagement of a substitute auditor is mandatory (in France) if the incumbent statutory auditor is a natural person or a single-owner company, as required by law.

## ARTICLE 17 – OBSERVERS (NON-VOTING BOARD MEMBERS)

The Board of Directors can appoint up to three observers, who may be natural or legal persons and may be chosen from among the shareholders.

They are appointed for a term of three years ending at the end of the General Shareholders' Meeting ruling on the accounts of the last financial year and convened in the year in which their term expires.

Observers are called to attend meetings of the Board of Directors and take part in the deliberations in an advisory role, their absence not affecting the validity of the deliberations.

The Board of Directors can award observers remuneration commensurate with their activity. The Board determines their share of remuneration and apportions it among them. This share is deducted from the total directors' remuneration package as fixed by the General Shareholders' Meeting.

## ARTICLE 18 – SHAREHOLDERS' MEETINGS

1. Shareholders' meetings are convened and deliberate under the conditions laid down by law, it being recalled that to calculation the majority quorum, votes cast do not include those attached to shares for which the shareholder did not vote, abstained or cast a blank or spoiled vote.
2. The meetings are held at the head office or any other place specified in the notice of meeting.
3. Any owner of shares may attend meetings in person or through a proxy holder, subject to providing proof of identity and to the said shares being registered in the person's name or that of the intermediary registered on their own account pursuant to the seventh subsection of Article L. 228-1 of the Commercial Code, on the second working day preceding the meeting at midnight Paris time, either in the Company's account of registered shares or in the accounts of bearer securities held by an authorized intermediary, such registration in the bearer securities accounts being proven by a sworn statement of attendance within the same deadline and in the place stated in the notice of meeting.
4. Meetings are chaired by the Chair of the Board of Directors, or in his absence by a director specially empowered so to do by the Board. Failing which, the meeting elects its own Chair.
5. The minutes of meetings are drawn up and copies thereof are certified and issued as laid down by law.

### Postal voting, electronic voting and voting by proxy:

6. All shareholders can vote by post as provided for by law. To be taken into account, a postal voting form must be received by the Company at least two days before the day of the meeting, together with proof of registration of shares or a sworn statement of attendance as stated above.  
  
However, shareholders can use the electronic voting form available on the Company's site for that purpose, if they vote no later than 3 pm Paris time the day before the General Meeting. This electronic form must bear the voter's digital signature as provided for by this article.
7. Shareholders may be represented by another shareholder, their spouse or civil partner. They may also be represented by any natural or legal person of their choosing. A proxy can be named and withdrawn by electronic means.
8. The remote voting form and proxy given by a shareholder are signed by the latter, where necessary by a secure electronic signature process as defined by Article 1367 of the Civil Code, or by a digital signature process decided by the Board of Directors.



**Attendance at meetings by teletransmission means:**

9. If the Board of Directors so allows at the time of convening the meeting, shareholders may attend by any means of telecommunication, including the Internet, that ensure they can be duly identified under the conditions and according to the procedures laid down by current regulations.
10. Shareholders attending by such means are deemed to be in attendance when determining the quorum and majority.
11. Each member of the meeting has as many votes as they own or represent. However, a double voting right with respect to the share of capital they represent compared with voting rights attached to other shares is awarded to all fully paid-up shares

that can be proved to have been registered in the name of the same shareholder for at least two years. This right is attached when the shares are issued, in the event of a capital increase through incorporation of reserves, profits or share premiums, to registered shares awarded free of charge to shareholders for former shares for which they benefit from this right. Any shares transferred freehold lose this double voting right; however, transfer further to inheritance, liquidation of community of property between spouses or donation *inter vivos* in favor of a spouse or legal heir, does not withdraw this vested right and does not interrupt the two-year period if it is in progress. Merger of the Company has no effect on a double voting right, which can be exercised in the acquiring company if the latter benefits from it.

**ARTICLE 19 – INDIVIDUAL FINANCIAL STATEMENTS**

1. Each accounting year starts on January 1 and ends on December 31 every year.
2. The accounting year's profit or loss is the difference between the period's revenue and expenses after deduction of amortization and provisions, as attested to by the profit and loss statement.
3. A mandatory charge of at least five percent, less prior losses where applicable, is deducted from the period's profits and allocated to a reserve fund called "legal reserve". This deduction ceases to be mandatory when the reserve fund equals one tenth of the share capital.
4. If there is a cash balance, the General Shareholders' Meeting may decide to distribute it, post it to retained earnings or allocate it to one or more reserve accounts the allocation or use of which it controls.
5. After noting the existence of reserves at its disposal, the General Meeting may decide to distribute sums deducted from such reserves. In that case, the decision must expressly state the reserve accounts from which distributions are made.
6. For some or all of the distributed dividend or interim dividend, the General Meeting can award shareholders the choice between payment of the dividend or interim dividend in cash or in shares.

**ARTICLE 20 – DISSOLUTION**

1. On dissolution of the Company as decided by the Extraordinary General Meeting, one or more liquidators are appointed under the same conditions of quorum and majority as for ordinary general meetings. These appointments terminate the terms of office of the directors and the engagements of statutory auditors.
2. The liquidator represents the Company. He has full power to sell the assets, including amicably. He is empowered to pay the creditors and to share out the cash balance.
3. After reimbursement of the par value of the shares, the remaining net worth is shared between the shareholders in proportion to their stake in the capital.

**ARTICLE 21 – DISPUTES**

Any disputes arising between the Company and the shareholders, or between shareholders themselves about corporate matters during

the Company's lifetime or on its liquidation will be brought before the courts having jurisdiction over the registered office.

# — STATUTORY AUDITORS' reports

## Statutory auditors' report on the consolidated financial statements for the year ended December 31, 2020

*This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of Compagnie Plastic Omnium SE,

### OPINION

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Compagnie Plastic Omnium for the year ended December 31, 2020.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### BASIS FOR OPINION

#### → AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the statutory auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

#### → INDEPENDENCE

We conducted our audit engagement in compliance with independence rules provided for in the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*code de déontologie*) for statutory auditors for the period from January 1, 2020 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5-(1) of Regulation (EU) No. 537/2014.

### JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and the performance of the audits.

It is this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

## → EVALUATION OF REVENUE

Note 1.3.2 "Revenue" / "Revenue from contracts with Customers" of the notes to the consolidated financial statements. As of December 31, 2020, consolidated revenue of Compagnie Plastic Omnium amounts to €7,073 million.

## → KEY AUDIT MATTERS

Revenue from sales of parts is recorded when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually upon delivery of the goods, and measured at the fair value of the consideration received, after deducting discounts, rebates and other sales taxes and customs duties.

Regarding the revenue from services and creation of specific tooling:

- The accounting treatment applied is based on the identification by the Group in most cases of two performance obligations, distinct from the production of parts, under the Design business and the supply of certain specific tooling whose control is transferred to clients.
- Products, including those explicitly included in the part price, are recognized at the start of production life. Payments received before the start of series life are recorded in customer advances. The costs related to these two performance obligations are recognized in inventories during the project phase and then in expenses when their control is transferred to the client, i.e. when series production is launched.

We considered the valuation of Parts revenue and the valuation of revenue from services and creation of specific tooling as a key audit matter given:

- Regular discussions between the Group and its customers on parts prices, discounts and rebates.
- Judgments have to be made by Group Management to estimate revenue relating to these performance obligations to the extent that such revenue is not necessarily or directly identifiable within the contracts and therefore requires a specific assessment by Management as to their valuation.

## → OUR RESPONSE

We have reviewed the process and identified key controls implemented by Management regarding revenue recognition.

In order to assess the recognition of revenues related to the sale of parts, we conducted tests on a sample of contracts by:

- comparing the sale prices applied to the deliveries of parts with the contractual prices;
- examining the credit notes issued during the period.

In order to assess the recognition of the turnover related to services and realization of specific tooling, we conducted tests on a sample of contracts by:

- comparing the sales prices applied to services and realization of specific tooling and recognized at the start of the series life with the valuation made by the Management and contractual documentation;
- examining revenue and costs allocated to performance obligations.

## → EVALUATION OF FIXED ASSETS RELATED TO THE DEVELOPMENT COSTS AND TANGIBLE ASSETS

Notes 1.6.2 "Intangible assets", 1.6.3 "Property, plant and equipment", 1.6.4.2 "Impairment of depreciable property, plant and equipment and intangible assets" in the notes to the consolidated financial statements.

As of December 31, 2020, the net value of the fixed assets related to the development costs and to property, plant and equipment amounts respectively to €468 million and €1,476 million, representing approximately 31% of total assets as of December 31, 2020.

## → KEY AUDIT MATTERS

Note 1.6.2 describes the accounting methods in intangible assets of the development costs incurred during the project phase and related to the execution of the contract with the client not fulfilling a performance obligation as well as those used for their amortization. Note 1.6.3 describes the accounting methods in tangible assets of the property, plant and equipment and tangible assets in progress as well as those used for their amortization.

As described in Note 1.6.4.2, the Group performs loss of value tests on these intangible and tangible assets when there are indications of loss of value, and at least once a year at year-end for intangible assets in progress. The criteria used by the Group to assess the existence of an indication of impairment loss include recurring losses for an entity, decisions to stop selling production or site closures.

As describe in Note 2.1.2, Indicators of impairment were identified during the fiscal year in connection with the global Covid-19 pandemic, in particular decreases in revenue across all Group entities in connection with site closings and a reduction in global production estimated by IHS at around -16.8% for the full year compared to 2019 and a performance for 2020 and the following years significantly lower than forecasted before the crisis.

The valuation of capital assets related to development costs and the valuation of property, plant and equipment are considered as a key audit matter due to (i) their significant value in the Group's consolidated financial statements, (ii) judgments to be made by Management to estimate the existence of an indication of impairment loss, including those related to the Covid-19 global pandemic and (iii) the assumptions used to assess the recoverable value of these assets.

## → OUR RESPONSE

Regarding the evaluation of property, plant and equipment we have:

- acknowledged the process and analyses performed by the Group;
- reconciled the file of assets subject to the impairment test with the consolidated financial statements;
- verified the arithmetical accuracy of the models used to determine the values in use;
- analyzed the key data and assumptions used to determine the recoverable amount by interviewing the Division CFO, the Group CFO and the CEO, and especially in the context of the Covid-19 global pandemic and its impact on performance in future years.

Regarding the evaluation of the fixed assets related to the development costs, we have:

- obtain an understanding of the process performed by the Group to identify the development costs to capitalize;
- examine the estimated development costs incurred for a sample of automotive projects;
- test the amortization methods used in accordance with the principles set out in the consolidated financial statements;
- examine the process for the Management to estimate the existence of an indication of impairment loss at year-end and the key data and assumptions used to determine the recoverable amount, especially in the context of the Covid-19 global pandemic and its impact on performance in future years.

Finally, regarding the valuation of these assets, we have as well:

- compared the discount rates and long-term growth rates used with our internal databases and the support of our evaluation specialists;
- performed sensitivity analyses on the main assumptions used.

## SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's management report, it being specified that, in accordance with Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### → FORMAT OF PRESENTATION OF THE FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

In accordance with Article 222-3, III of the AMF General Regulation, the Company's Management informed us of its decision to postpone the presentation of the consolidated financial statements in compliance with the European single electronic format as defined in the European Delegated Regulation No. 2019/815 of December 17, 2018 to years beginning on or after January 1, 2021. Therefore, this report does not include a conclusion on the compliance with this format of the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*).

### → APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Compagnie Plastic Omnium SE by the Annual General Meeting held on December 28, 1977 for MAZARS and on April 29, 2010 for ERNST & YOUNG et Autres.

As at December 31, 2020, MAZARS and ERNST & YOUNG et Autres were in the 43<sup>rd</sup> year and 10<sup>th</sup> year of total uninterrupted engagement respectively.

Previously, ERNST & YOUNG Audit was statutory auditor since 2001.

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### → OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements;
- assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

## REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN

# Statutory auditors' report on the financial statements for the year ended December 31, 2020

*This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

To the Annual General Meeting of Compagnie Plastic Omnium SE,

## OPINION

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Compagnie Plastic Omnium for the year ended December 31, 2020.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

## BASIS FOR OPINION

### → AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the statutory auditors' Responsibilities for the Audit of the Financial Statements section of our report.

### → INDEPENDENCE

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5-(1) of Regulation (EU) No. 537/2014 or in the French Code of ethics (*code de déontologie*) for statutory auditors.

## JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and the performance of the audits.

It is this complex and evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.



## VALUATION OF EQUITY INVESTMENTS AND RECEIVABLES RELATED TO EQUITY INVESTMENTS

Note "Accounting principles and methods – Equity investments and related receivables", Note C "Investments" and Note L "Depreciation, amortization and impairment" of the notes to the financial statements.

Equity investments of Compagnie Plastic Omnium SE. amount to €1,231 million as of December 31, 2020.

### → KEY AUDIT MATTER

As described in the note «Accounting principles and methods – Equity investments and related receivables» in the appendix to the financial statements, a provision for impairment is recorded when the value in use or the probable realization value is lower than the net book value. Value in use is determined by taking into account the share of net equity and profit outlook in view of current market conditions as set out in the subsidiaries' medium-term business plans.

As described in the Note C "Investments" in the appendix of the financial statements, in the current context of the Covid-19 sanitary crisis and the decrease in business activity, impairment tests have been performed on subsidiaries' equity investments.

The valuation of equity investments is considered as a key audit matter given the importance of equity investments in the balance sheet and because of the judgments to be made by Management to estimate the profit outlook of the subsidiaries, including those related to the health crisis linked to Covid-19 and the decrease in business activity.

### → OUR RESPONSE

Our work consisted in:

- comparing the net book value of equity securities with the net equity of these companies;
- reviewing the analyses conducted by your Company;
- examining the existence of indication of impairment by:
  - interviewing the Group's Finance Department on the results and profit outlook of the different companies;
  - reviewing the minutes of the meetings of the Board of Directors of Compagnie Plastic Omnium.
- examining, when applicable, the valuation methodology and the arithmetical accuracy of the calculation of the recoverable value and verifying the consistency of assumptions used with the economic environment at the reporting and closing dates, in particular in the context of the Covid-19 pandemic and its impact on the profitability prospects of your Company's subsidiaries.
- comparing the discount and long-term growth rates used to our internal databases with the help of our valuation specialists.

## SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law and regulations.

## INFORMATION GIVEN IN THE MANAGEMENT REPORT AND OTHER DOCUMENTS SENT TO SHAREHOLDERS ON THE FINANCIAL POSITION AND THE FINANCIAL STATEMENTS

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents addressed to the shareholders with respect to the financial position and the financial statements.

In accordance with French law, we report to you that the information relating to payment times referred to in Article D. 441-6 of the French Commercial Code (*Code de commerce*) is fairly presented and consistent with the financial statements.

**→ REPORT ON CORPORATE GOVERNANCE**

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information provided in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to remunerations and benefits paid or granted to corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements or with the data used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled by it that are included in the scope of consolidation. Based on this work, we attest to the accuracy and fairness of this information.

Concerning the information relating to the elements that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided in accordance with the provisions of Article L. 22-10-11 of the French Commercial Code, we have verified its compliance with the documents from which it was derived, and which were communicated to us. Based on this work, we have no observations to make on this information.

**→ OTHER INFORMATION**

In accordance with the French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights have been disclosed in the management report.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS****→ FORMAT FOR THE PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS FOR INCLUSION IN THE ANNUAL FINANCIAL REPORT**

In accordance with Article 222-3, III of the AMF General Regulation, the Company's Management informed us of its decision to postpone the presentation of the financial statements in compliance with the European single electronic format as defined in the European Delegated Regulation No. 2019/815 of December 17, 2018 to years beginning on or after January 1, 2021. Therefore, this report does not include a conclusion on the compliance with this format of the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2-1 of the French Monetary and Financial Code (*Code monétaire et financier*).

**→ APPOINTMENT OF THE STATUTORY AUDITORS**

We were appointed as statutory auditors of Compagnie Plastic Omnium by the Annual General Meeting held on December 28, 1977 for MAZARS and on April 29, 2010 for ERNST & YOUNG et Autres.

As at December 31, 2020, MAZARS and ERNST & YOUNG et Autres were in the 44<sup>th</sup> year and 11<sup>th</sup> year of total uninterrupted engagement respectively.

Previously, ERNST & YOUNG Audit was statutory auditor since 2001.

**RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

## STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

### → OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements;
- assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

## REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN

# Special report of the statutory auditors on related party agreements

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

To the Shareholders,

In our capacity as statutory auditors of your Company, we hereby present our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended December 31, 2020, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of statutory auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

## AGREEMENTS SUBMITTED FOR APPROVAL TO THE ANNUAL GENERAL MEETING

We hereby inform you that we have not been notified of any agreements authorized during the year ended December 31, 2020 to be submitted to the Annual General Meeting for approval in accordance with Article L. 225-38 of the French Commercial Code (*Code de commerce*).

## AGREEMENTS PREVIOUSLY APPROVED BY THE ANNUAL GENERAL MEETING

In accordance with Article R. 225-30 of the French Commercial Code (*Code de commerce*), we have been notified that the implementation of the following agreements, which were approved by the Annual General Meeting in prior years, continued during the year ended December 31, 2020.

## WITH THE ENTITY BURELLE, WHICH DIRECTLY OWNS 58.78% OF YOUR COMPANY'S SHARE CAPITAL

### → PERSONS CONCERNED

Mr. Laurent Burelle, President and CEO of Burelle, Mr. Paul Henry Lemarié, Managing Director of Burelle, Mr. Jean Burelle and Ms. Éliane Lemarié and Félicie Burelle, directors of Burelle.

### 1. AGREEMENT FOR THE PROVISION OF SERVICES BY THE GENERAL MANAGEMENT OF YOUR GROUP

#### → NATURE AND PURPOSE

This agreement relates to amendments to the agreement for the provision of services for the animation and the coordination of all your Company's activities, provided by your Group's General Management, relating to the re-invoicing keys for the remuneration of executive directors for year ended December 31, 2019.

This agreement was authorized by your Board of Directors on December 13, 2019 and rejected by your Shareholders' Meeting of April 23, 2020.

Following the rejection by your Company's shareholders of the fifth resolution concerning these changes in allocation keys, your Board of Directors' meeting of July 22, 2020 decided not to implement this amended agreement and to maintain the previous provisions, i.e., those relating to fiscal year 2018, authorized by your Board of Directors' meeting of February 14, 2018 and approved by your Shareholders' Meeting of April 25, 2019.

The agreement for the provision of services by the General Management of your Group therefore continued to have effect on the fiscal year 2020. In this respect, Burelle invoiced your Company, for fiscal year 2019, an additional expense related to the application of the 2018 re-invoicing keys.

As of December 31, 2020, your Company recognized an expense of €591,950 for services provided by the General Management of your Group.

## **2. ADDITIONAL RETIREMENT PLAN AGREEMENT OF THE GENERAL MANAGEMENT GROUP**

### **→ NATURE AND PURPOSE**

This agreement was authorized by the Board of Directors on December 11, 2003 and approved by your Shareholders' Meeting on April 22, 2004. Its aim is the re-invoicing, by the entity Burelle SA, of the share of the cost for the supplementary retirement plan, which provides to social agents in salaried positions, an additional pension of 10% of their current compensation. This share is proportional to the compensation supported by Burelle and your Company.

As of December 31, 2020, your Company recognized an expense of €95,696 for its share of the pension plan expense.

## **WITH BPO-B.PLAS PLASTIC OMNIUM OTOMOTIV PLASTIK VE METAL YAN SANAYI A.S., WHOSE 50% OF THE VOTING RIGHTS IS OWNED BY YOUR COMPANY**

### **ROYALTY AGREEMENT FOR LICENSING AND TECHNICAL ASSISTANCE**

#### **→ NATURE AND PURPOSE**

This agreement was authorized by the Board of Directors on February 26, 2013 and approved by your Shareholders' Meeting on April 25, 2013. It has a purpose of utilizing designs, models, industrial processes, know-how, and related technical assistance services associated with your Company. The agreement, entered on December 21, 2001, had a duration of five years and is tacitly renewable.

#### **→ TERMS AND CONDITIONS**

The royalties will be billed by your Company at the rate of 1.5% of the net sales of the licensed products made by BPO-B.PLAS-Plastic Omnium Otomotiv Plastik A.S.

On December 31, 2020, your Company had billed BPO.PLAS Plastic Omnium Otomotiv Plastik Ve Metal Yan Sanayi A.S. for an amount of €248,578.

## **WITH YANFENG PLASTIC OMNIUM AUTOMOTIVE SYSTEMS CO. LTD, WHOSE 49.95% OF THE SHARE CAPITAL IS INDIRECTLY OWNED BY YOUR COMPANY**

### **→ PERSONS CONCERNED**

Mr. Laurent Favre, director and Managing Director of your Company and director of Yanfeng Plastic Omnium Automotive Exterior Systems Co. Ltd.

## ROYALTY AGREEMENT FOR TRADEMARK CONCESSION FOR COMPANY PLASTIC OMNIUM

### → NATURE AND PURPOSE

This agreement was authorized by the Board of Directors on February 26, 2013 and approved by your Shareholders' Meeting of Shareholders on April 25, 2013. It has a purpose of using the trademarks of your Company.

### → TERMS AND CONDITIONS

Royalties will be billed by your Company at a rate of 0,25% of the benefits the Company receives from the agreement. The agreement has a duration of 30 years.

On December 31, 2020, your Company has recognised income in the respect of royalty to be charged to Yanfeng Plastic Omnium Automotive Systems Exterior Systems CO Ltd for an amount of €1,901,879.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN

# Report of the statutory auditors on the authorization to award stock option

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.  
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

## COMBINED SHAREHOLDERS' MEETING OF APRIL 22, 2021

### Twenty-fourth resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 225-177 and R. 225-144 of the French Commercial Code (*Code de commerce*), we hereby report on the authorization for allocation of stock options reserved for salaried personnel and/or the corporate officers of your Company and companies associated with it within the meaning of Article L. 225-180 and L. 225-185 of the French Commercial Code (*Code de commerce*), an operation upon which you are called to vote.

The total number of stock options likely to be allocated pursuant to this authorization may not give the right to purchase a number of shares representing more than 0.5% of the share capital on the day of the present Shareholders' Meeting, it being specified that this ceiling is common with the allocations likely to be made in accordance with the twenty-fifth resolution.

The total number of options that may be granted to the Company's corporate officers may not entitle them to subscribe for or purchase a number of shares exceeding 0.25% of the share capital within this limit.

Your Board of Directors proposes that, on the basis of its report, it be authorized, for a period of thirty-eight months as from the date of this Shareholder's Meeting, to grant stock options.

It is the responsibility of the Board of Directors to prepare a report on the reasons for the stock options and on the proposed methods used to determine the stock option purchase price. Our role is to report on the proposed methods to determine the subscription price for the shares.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying that the methods proposed to determine the subscription price for the shares are included in the Board of Directors' report and, are in accordance with French laws and regulations.

We have no matters to report on the proposed methods for the determination of the purchase price of the shares.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN



# Report of the statutory auditors on award on free existing or to be issued shares

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

## COMBINED SHAREHOLDERS' MEETING OF APRIL 22, 2021

### Twenty-fifth resolution

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed free allocation of existing or issuable shares, reserved for employees and/or directors of your Company and companies associated with it within the meaning of Article L. 225-197-2 of the French Commercial Code (*Code de commerce*), an operation upon which you are called to vote.

The total number of shares that may be free allocated by the present authorization shall not exceed more than 0.2% of ordinary shares of the share capital at the date of the decision of the allocation by the Board of Directors. It being specified that the total number of shares to which the options that may be allocated by the Board of Directors under the authorization referred to in the twenty-fourth resolution will be deducted from this limit. The total number of shares that may be allocated free of charge to the Company's executive officers shall not exceed 0.1% of the share capital within this limit.

The shares to be allocated under the present resolution shall be acquired by your Company, as part of the shares purchase plan authorized by the fifth resolution voted by the present General Meeting under Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) or any other share purchase plan applicable before or after the vote of this resolution.

Your Board of Directors proposes that on the basis of its report it be authorized for a period of thirty-eight months from this General Meeting to allocate, for free, existing or issuable shares.

It is the responsibility of the Board of Directors to prepare a report on the proposed operation. Our role is to report on any matters relating to the information regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted mainly of verifying that the proposed methods described in the Board of Directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the Board of Directors' report relating to the proposed free allocation of shares.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN

# Statutory auditors' report to be issued of shares and/or various securities with and/or without cancellation of the preferential subscription rights

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.  
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

## COMBINED SHAREHOLDERS' MEETING OF APRIL 22, 2021

### Twenty-sixth, twenty-seventh, twenty-eighth and twenty-ninth resolutions

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 et seq. and Article L. 22-10-52 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed issue of shares and/or securities, an operation upon which you are called to vote.

Your Board of Directors proposes that, on the basis of its report, it be authorized, for a period of twenty-six months, on the following operations, to determine the conditions of these issues and proposes, where relevant, to cancel or maintain your preferential subscription rights:

- issue – with preferential subscription rights (twenty-sixth resolution) – of ordinary shares of the Company and/or equity securities providing access to other equity securities or granting entitlement to the allocation of debt securities, and/or securities giving access to equity;
- issue – with cancellation of preferential subscription rights (twenty-seventh resolution) – of ordinary shares of the Company and/or equity securities giving access to other equity securities or entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued by the Company, by way of a public offering excluding offers referred to 1° in Article L. 411-2 of the Monetary and Financial Code (*Code monétaire et financier*) and/or as consideration for securities as part of a public exchange offer provided for under Article L. 22-10-54 of the French Commercial Code (*Code de commerce*);
- issue – with cancellation of preferential subscription rights, through offerings in accordance with 1° of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) for an amount that does not exceed 20% of the share capital per year (twenty-eighth resolution) – of ordinary shares and/or equity securities giving access to other equity securities or granting entitlement to the allocation of debt securities and/or securities providing access to equity securities to be issued by the Company.

The nominal amount of the capital increases that may be carried out immediately or in the future may not exceed:

- under the twenty-sixth resolution €4,000,000, it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-seventh, twenty-eighth and twenty-ninth resolutions, subject to their adoption by this Assembly;
- under the twenty-seventh resolution €4,000,000, it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-sixth, twenty-eighth and twenty-ninth resolutions, subject to their adoption by this Assembly;
- under the twenty-eighth resolution €1,700,000, it being specified that this amount would be included in the nominal amount of capital increases that could be carried out under the twenty-sixth, twenty-seventh and twenty-ninth resolutions, subject to their adoption by this Assembly.

The total nominal amount of debt securities that may be carried out may not exceed:

- under the twenty-sixth resolution €1,500,000,000, it being specified that this amount would be included in the nominal amount of debt securities that could be issued pursuant to the twenty-seventh, twenty-eighth and twenty-ninth resolutions, subject to their adoption by this Assembly;
- under the twenty-seventh resolution €1,500,000,000, it being specified that this amount would be included in the nominal amount of debt securities that could be issued pursuant to the twenty-sixth, twenty-eighth and twenty-ninth resolutions, subject to their adoption by this Assembly;
- under the twenty-eighth resolution €1,500,000,000, it being specified that this amount would be included in the nominal amount of debt securities that could be issued pursuant to the twenty-sixth, twenty-seventh and twenty-ninth resolutions, subject to their adoption by this Assembly.

These ceilings take into account the additional number of securities to be created within the framework of the implementation of the delegations referred to in the twenty-sixth, twenty-seventh and twenty-eighth resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code, if you adopt the twenty-ninth resolution.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

## STATUTORY AUDITORS' REPORTS

Statutory auditors' report to be issued of shares and/or various securities  
with and/or without cancellation of the preferential subscription rights

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to these operations and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report as to the methods used to determine the issue price of the equity securities to be issued provided in the Board of Directors' report by virtue of the twenty-seventh, twenty-eighth and twenty-ninth resolutions.

Furthermore, since this report does not specify the method of determining the issue price of the equity securities to be issued as part of the implementation of the twenty-sixth resolution, we are not able to give our opinion on the choice of computational elements of this issue price.

As the final conditions for the issues have not yet been determined, we cannot report on these conditions, and, consequently, on the proposed cancellation of preferential subscription rights made under the twenty-seventh and twenty-eighth resolutions.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, on the use of these delegations by the Board of Directors in the case of issues of equity securities giving access to other equity securities or debt securities, in the case of issues of securities giving access to equity securities to be issued and in the case of issues of shares without preferential subscription rights.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN

# Statutory auditors' report on the issue of shares and/or securities reserved for members of a company savings plan

*This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.*

## COMBINED SHAREHOLDERS' MEETING OF APRIL 22, 2021

### Thirtieth resolution

To shareholders,

In our capacity as auditors of your Company and in compliance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize your Board of Directors whether to proceed an issue of ordinary shares and/or securities giving access to the capital with cancellation of preferential subscription rights, reserved for members of a company savings plan, for a maximum amount of 3% of the share capital, an operation on which you are called to vote.

This process is subject to your approval in accordance with Articles L. 225-129-6 of the French Commercial Code (*Code de commerce*) and L. 3332-18 *et seq.* of the French Labor Code (*Code du travail*).

Your Board of Directors proposes that, on the basis of its report, it be authorized for a period of twenty-six months to decide on whether to proceed with an increase in capital and proposes to cancel your preferential subscription rights to the ordinary shares and/or securities to be issued. If applicable, it shall determine the final conditions of this operation.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Board of Directors' report relating to this operation and the methods used to determine the issue price of capital securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the method used to determine the issue price of the capital securities to be issued provided in the Board of Directors' report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, when these authorizations are used by your Board of Directors in the event of the issue of ordinary shares and/or securities which are equity securities giving access to other equity securities and in the event of the issue of securities giving access to equity securities to be issued.

Paris-La Défense, March 9, 2021

The statutory auditors

*French original signed by*

MAZARS

ERNST & YOUNG et Autres

Juliette DECOUX-GUILLEMOT

May KASSIS-MORIN



# DOCUMENTATION AND INFORMATION request form

(Art. R. 225-81; R. 225-83; R. 225-88 of the French Commercial Code)



**COMBINED  
GENERAL MEETING**

Thursday April 22, 2021

I, the undersigned: .....  
(Acting as a representative of the Company)

Residing at: .....  
.....

Owner of: ..... shares in the company Compagnie Plastic Omnium SE, would like to request copies of the documentation and information covered in Article R. 225-83 of the French Commercial Code, including, in particular, the 2020 Universal Registration Document, for the Company's closed Combined General Meeting, which is due to take place on Thursday April 22, 2021 at 17:00, at 1, allée Pierre-Burelle 92300 Levallois-Perret.

Signed in: .....

On: .....

Signature:

Registered shareholders may submit a single request to the Company to obtain copies of the documentation and information covered in Articles R. 225-81 and R. 225-83 of the French Commercial Code for all future General Meetings. Shareholders who wish to benefit from this option should stipulate their wish on the present request form.











PLASTIC OMNIUM



Compagnie  
Plastic Omnium  
1, Allée Pierre Burelle,  
92 593 Levallois Cedex  
France  
Tel.:+33 (0)1 40 87 64 00



Individual Shareholder  
investor.relations  
@plasticomnium.com

0 800 777 889 Service & appel  
gratuits



BNP Paribas Securities Services  
Service Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère,  
93500 Pantin  
France  
Tel.:+33 (0)826 109 119

