

OPmobility SE

Societas Europaea with Board of Directors and share capital of €8,731,329.18

Divided into 147,122,153 shares each worth €0.06

19 boulevard Jules Carteret 69007 Lyon

955 512 611 RCS LYON

**Articles of Association updated
on 24 April 2024**

Previous update: 1st September 2022

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

Article 6 - Share capital

The share capital is fixed at the sum of €8,731,329.18. It is divided into 145,522,153 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. As provided for by law, the Company is authorized to request at any time the information required by law concerning the identity of the owners of bearer shares conferring immediately or at term the voting right at shareholder's meetings, as well as the number of shares held by each of them and where relevant any restrictions applying to 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 of amounts outstanding on the not fully paid-up amount of the shares, interest will be charged from their due date on any amounts outstanding in this respect at the rate of 5% per day of delay, ipso jure and without any formalities, without prejudice to any personal action the Company may bring against the defaulting shareholder 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 11a - 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 3 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 and non-voting board members

The Board of Directors freely apportions between its members, and where applicable the non-voting board 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 favour 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 1st January and ends on 31 December 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.

Articles of Association updated on 24 April 2024