



**DRAFT RESOLUTIONS SUBMITTED  
TO THE COMBINED GENERAL MEETING OF JUNE 5, 2018**

**RESOLUTIONS TO BE CONSIDERED BY THE ORDINARY GENERAL MEETING**

**FIRST RESOLUTION**

***(Approval of the parent company financial statements for the year ended December 31, 2017)***

Having heard the Board of Directors' report on the Company's management and the Statutory Auditors' report on the parent company financial statements, and having examined the financial statements for Recylex S.A. for the year ended December 31, 2017, including the balance sheet, the income statement and the notes to the financial statements for that year, the Ordinary General Meeting, acting under the required quorum and majority conditions, approves the said financial statements as presented, as well as all operations represented therein and mentioned in the said reports.

The Ordinary General Meeting records net income of €6,493,991.45 for 2017.

Consequently, it ratifies the Directors' acts of management in respect of the said year.

**SECOND RESOLUTION**

***(Approval of the consolidated financial statements for the year ended December 31, 2017)***

Having heard the Board of Directors' report on the Group's management and the Statutory Auditors' report on the consolidated financial statements, and having examined the consolidated financial statements of the Group for the year ended December 31, 2017, including the balance sheet, the income statement and the notes to the financial statements for that year, the Ordinary General Meeting, acting under the required quorum and majority conditions, hereby approves the said financial statements as presented, as well as all operations represented therein and mentioned in the said reports.

**THIRD RESOLUTION**

***(Appropriation of net income for the year ended December 31, 2017, as reflected in the parent company financial statements)***

Having heard the Board of Directors' report and the Statutory Auditors' report on the parent company financial statements, the Ordinary General Meeting, acting under the required quorum and majority conditions, hereby:

- Recognizes the net income for the year ended December 31, 2017, amounting to €6,493,991.45
- Resolves to appropriate €68,494.94 to the statutory reserve, thereby increasing it to €943,517.83 (10% of share capital)
- Recognizes, given the negative retained earnings brought forward of €493,311.63, that the amount of the profit available for distribution in respect of FY 2017 stands at €5,932,184.88
- Resolves to appropriate the entire profit available for distribution of €5,932,184.88 to the retained earnings account, which consequently shows a credit balance after appropriation of €5,932,184.88.

The General Meeting approves the amount of the non-deductible costs and expenses referred to in Article 39-4 of the General Taxation Code, amounting to €25,140.

The General Meeting, in accordance with the law, duly notes that no dividends have been paid out in the last three financial years.

#### **FOURTH RESOLUTION**

***(Approval of the related party agreements referred to in Article L.225-38 et seq. of the Commercial Code)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, and having heard the special report of the Statutory Auditors on the agreements referred to in Article L. 225-38 of the Commercial Code, hereby acknowledges the said report and approves the agreements mentioned therein.

#### **FIFTH RESOLUTION**

***(Reappointment as a director of Jean-Pierre Thomas)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, formally notes that the term in office as a director of Jean-Pierre Thomas comes to an end at the date of this Meeting and resolves to reappoint Jean-Pierre Thomas as a director for a term in office of three (3) years until the close of the General Meeting convened to approve the financial statements for the year ending on December 31, 2020.

#### **SIXTH RESOLUTION**

***(Ratification of the co-option of Sebastian Rudow as a director)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, ratifies the co-option of Sebastian Rudow as a director, replacing Yves Roche, for the remainder of the latter's term in office, that is until the General Meeting convened to approve the financial statements for the year ending on December 31, 2019.

#### **SEVENTH RESOLUTION**

***(Approval of remuneration paid or awarded in respect of FY 2017 to Yves Roche)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, deliberating in accordance with Article L. 225-100 of the Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or awarded in respect of FY 2017 until November 30, 2017 to Yves Roche for his appointment as Chairman and Chief Executive Officer as set forth in section 2.9 of the Company's management report entitled "Corporate governance disclosures" as stated in Article L. 225-37 of the Commercial Code.

#### **EIGHTH RESOLUTION**

***(Approval of remuneration paid or awarded in respect of FY 2017 to Sebastian Rudow)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, deliberating in accordance with Article L. 225-100 of the Commercial Code, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or awarded in respect of FY 2017 from November 30, 2017 onwards to Sebastian Rudow for his appointment as Chairman and Chief Executive Officer as set forth in section 2.9 of the Company's management report entitled "Corporate governance disclosures" as stated in Article L. 225-37 of the Commercial Code.

#### **NINTH RESOLUTION**

***(Approval of the principles and criteria for the determination, allocation and award of the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable in respect of FY 2018 to the Chairman and Chief Executive Officer)***

The Ordinary General Meeting, acting under the required quorum and majority conditions, approves in accordance with Article L 225-37-2 of the Commercial Code, the principles and criteria for the determination, allocation and award of the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable in respect of FY 2018 to the Chairman and Chief Executive Officer in respect of his appointment as set forth in section 2.9 of the Company's management report entitled "Corporate governance disclosures" as stated in Article L. 225-37 of the Commercial Code.

#### **TENTH RESOLUTION**

***(Appointment of KPMG S.A. as principal Statutory Auditor)***

The Ordinary General Meeting, acting under the required quorum majority conditions, after formally noting that the appointment of KPMG Audit ID (registered on the Nanterre Trade and Companies Register under no. 512 802 489) comes to an end at the close of this Meeting, resolves not to renew its mandate and to appoint KPMG S.A., Tour EQHO, 2 avenue Gambetta, CS 60055, 92066 Paris La Défense Cedex, registered on the Nanterre Trade and Companies Register under no. 775 726 417 as principal Statutory Auditor for a term in office of six (6) financial years until the close of the General Meeting convened to approve the financial statements for the year ending on December 31, 2023.

**ELEVENTH RESOLUTION**  
**(Reappointment of Deloitte & Associés as principal Statutory Auditor)**

The Ordinary General Meeting, acting under the required quorum majority conditions, after formally noting that the appointment of Deloitte & Associés (S.A.), 185 avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, registered on the Nanterre Trade and Companies Register under no. 572 028 041, comes to an end at the close of this Meeting, resolves to reappoint Deloitte & Associés (S.A.) as principal Statutory Auditor for a term in office of six (6) financial years until the close of the General Meeting convened to approve the financial statements for the year ending on December 31, 2023.

**TWELFTH RESOLUTION**  
**(Authorization for the Board of Directors to buy or transfer shares of Recylex S.A.)**

The Ordinary General Meeting, acting under the required quorum and majority conditions, having heard the Board of Directors' report and the information in the program details prepared in accordance with Article L. 451-3 of the Monetary and Financial Code and Article 241-1 *et seq.* of the AMF's General Regulation:

- authorizes the Board of Directors to purchase or to arrange for the purchase of the Company's shares in accordance with Articles L. 225-209 *et seq.* of the Commercial Code under the conditions defined hereinafter and subject to an upper limit of 10% of the Company's share capital at the date of the General Meeting:
  - the maximum purchase price must not be any higher than €10 per share, it being stipulated that in the event of any capital transactions, involving capitalization of reserves and free share allotments, and/or stock splits or consolidation of shares, the price shall be adjusted accordingly
  - the maximum amount of the funds committed to the share repurchase program stands at €5,000,000
  - this authorization is valid for a period of eighteen (18) months effective from the date of the General Meeting
  - the acquisitions by the Company pursuant to this authorization may not in any circumstances lead it to hold, directly or indirectly, at any time, over 10% of the shares making up the share capital at the date under consideration
  - such shares may be acquired or transferred, in any way, namely on the market or in a private transaction, by block purchases or sales, via derivatives traded on a regulated market or in a private transaction provided that such transactions are carried out according to the rules and regulations in force at the time of the relevant transactions, and at such times as the Board of Directors or their delegated representative shall decide, except during periods of public offers for the Company's shares.

These share purchases may be made for any purpose permitted in law, with the objectives of this share repurchase program being to:

- establish and fulfill obligations with respect to stock option plans or other plans to allot shares to employees and corporate officers of the Company or other affiliated companies of the Recylex Group under (i) a corporate profit sharing plan and (ii) any plan involving stock purchases, options or free share allotments (including any stock transfer under Article L. 3332-24 of the French Labor Code) offered to some or all employees or corporate officers, and to carry out any hedging transactions in connection therewith
- reduce the Company's share capital by canceling shares, as set out in the Thirteenth Resolution submitted for approval to this General Meeting, subject to said resolution's adoption
- provide liquidity for the Company's shares through an investment services provider by way of a liquidity contract drafted according to the Compliance Charter recognized by the Autorité des Marchés Financiers
- hold shares in reserve for future exchanges or payment in connection with any corporate acquisitions
- establish and fulfill obligations with respect to debt instruments convertible into equity securities and to remit the Company's shares pursuant to the exercise of any rights attaching to securities giving immediate or future access to shares, and to carry out any hedging transactions in respect of any of the Company's obligations in connection with such securities

The Ordinary General Meeting grants all necessary powers to the Board of Directors, which may be delegated, to decide and implement this authorization, to stipulate, where appropriate, the terms and conditions and determine the arrangements, to place any stock market orders, enter into any agreements, prepare any documents, including for informational purposes, make allocations, and where appropriate reallocate shares acquired for the various intended purposes, perform any formalities and make any declarations to any authorities, and, generally, take whatever action is required.

## **RESOLUTIONS TO BE CONSIDERED BY THE EXTRAORDINARY GENERAL MEETING**

### **THIRTEENTH RESOLUTION**

***(Authorization for the Board of Directors to reduce the Company's share capital by canceling shares)***

Having heard the Board of Directors' report and the Statutory Auditors' special report, the Extraordinary General Meeting, acting under the required quorum and majority conditions and in accordance with Article L. 225-209 of the Commercial Code, hereby:

- delegates all necessary powers to the Board of Directors to cancel, on one or more occasions, subject to an upper limit of 10% of the Company's share capital per 24-month period, some or all of the Recylex S.A. shares acquired under the share repurchase programs authorized pursuant to the Twelfth Resolution submitted for approval at this General Meeting and those acquired under a share repurchase program authorized prior or subsequent to the date of this General Meeting,
- resolves that the amount by which the purchase cost of the shares exceeds their par value will be recognized in the Share premiums account or any other available reserves, including the statutory reserve, subject to a maximum of 10% of the reduction in capital for the latter,
- delegates to the Board of Directors all necessary powers, which may be delegated as provided for in law, to carry out the reduction in capital resulting from the cancellation of shares, to determine the arrangements for it, to duly note its completion, carry out the aforementioned appropriation, amend the Articles of Association accordingly, carry out all the requisite formalities and, generally, take whatever action is required to implement this authorization; and
- sets the period of this delegated authority at 24 months with effect from the date of this authorization.

### **FOURTEENTH RESOLUTION**

***(Authorization for the Board of Directors to allot the Company's shares free of charge)***

After hearing the Board of Directors' report and the Statutory Auditors' special report, the Extraordinary General Meeting, acting under the required quorum and majority conditions and in accordance with Articles L. 225-197-1 *et seq.* of the Commercial Code:

- terminates, with immediate effect, the unused portion of the authorization given by the General Meeting of July 11, 2017 in its Fifteenth Resolution
- authorizes the Board of Directors, which may delegate this authority as provided for in law, to carry out, on one or more occasions and as it deems fit, subject to the restrictions laid down in this authorization, new or existing shares in the Company free of charge, as provided for below
- resolves that the allottees shall be employees or corporate officers of the Company or of other French or non-French companies or groupings affiliated with it as defined in Article L. 225-197-2 of the Commercial Code or of certain categories of such companies
- resolves that the total number of shares that may be allotted free of charge under this authorization may not amount to more than 3% of the Company's share capital at the date of this General Meeting
- resolves that the shares awarded free of charge to the Company's Chairman and Chief Executive Officer may not account for more than 1% of the Company's share capital at the date of this General Meeting
- resolves that the Board of Directors shall determine the vesting period, which may be no shorter than one (1) year and, where appropriate, the holding period, it being specified that the overall duration of the vesting and holding periods may be no shorter than two (2) years
- resolves that the shares may be awarded definitively prior to the end of the vesting period should the allottee suffer a disability meeting the conditions laid down in law or die
- resolves that the existing shares that may be awarded pursuant to this resolution must be acquired by the Company, either pursuant to Article L. 225-208 of the Commercial Code or, as appropriate, under the share repurchase program authorized pursuant to the Twelfth Resolution, provided that said resolution is adopted by this General Meeting, pursuant to Article L. 225-209 of the Commercial Code or any other share repurchase program applicable previously or subsequently
- takes due note thereof and resolves, as appropriate, that, for the benefit of the allottees of new or existing shares, this authorization entails the waiver by shareholders of: (i) their preferential subscription right to the shares to be issued as and when the shares vest definitively, (ii) any rights to the shares to be allotted free of charge on the basis of this authorization, and (iii) any right to the amount of any reserves and premiums recognized in respect of the issue of the new shares

- resolves that one or more performance conditions to be set by the Board of Directors must be met as a condition before the shares allotted pursuant to this resolution vest definitively with all the beneficiaries
- grants full powers to the Board of Directors, which may be delegated as provided for in law, to implement this authorization, within the restrictions laid down above, for the purpose of:
  - o setting the terms and conditions and, where appropriate, the criteria for allotment of the shares
  - o setting, as provided for in law and subject to the statutory restrictions, the dates on which the free share allotments shall be made
  - o deciding the date from which the newly issued shares shall carry dividend rights, even retrospectively
  - o determining the identity of the allottees, the number of shares to be awarded to each of them, the arrangements for allotment of the shares and in particular the vesting and, where appropriate, holding periods applicable to the shares to be awarded free of charge
  - o deciding to carry out one or more increases in the Company's share capital resulting from the allotments of free shares to be issued by the Company pursuant to this resolution
  - o adjusting, as appropriate, the number of shares to be allotted should transactions affecting the Company's share capital or equity lead to a change in the value of the shares making up the share capital in order to protect the rights of the allottees of the shares awarded free of charge
  - o carrying out the publication and filing formalities associated with the increase(s) in the Company's share capital resulting from allotments free of charge of shares to be issued by the Company pursuant to this resolution and to amend the Articles of Association accordingly, and
  - o more generally, entering into any agreements, drafting any documents, completing any formalities and making any statements to any relevant bodies and taking whatever other action is required
- sets the validity period of this delegated authority at thirty-eight (38) months with effect from the date of this authorization.

The Board of Directors shall inform the General Meeting of the Shareholders every year of any allotments conducted pursuant to this resolution in accordance with Article L. 225-197-4 of the Commercial Code.

## **RESOLUTIONS TO BE CONSIDERED BY THE ORDINARY AND EXTRAORDINARY GENERAL MEETING**

### **FIFTEENTH RESOLUTION (Powers)**

The General Meeting hereby grants all necessary powers to the holder of an original, a copy or an excerpt of the minutes of this General Meeting to carry out any legal or administrative formalities, to file any documents and to satisfy any publication requirements provided for by the legislation in force.