



This "Draft resolutions" is a non-official translation into English of the "Projets de résolutions" issued in French language and is provided solely for the convenience of English-speaking users. This document should be read in conjunction with and construed in accordance with French law.

**DRAFT RESOLUTIONS**  
**SUBMITTED TO THE ORDINARY GENERAL MEETING OF DECEMBER 16, 2020**

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

**FIRST RESOLUTION**

***(Approval of the parent company financial statements for the year ended December 31, 2019)***

Having heard the Board of Directors' report on the Company's management and the Statutory Auditors' report on the parent company financial statements 2019, and having examined the financial statements for Recylex SA for the financial year ended December 31, 2019, 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.

The Ordinary General Meeting acknowledges a net income of €2,444,815.39

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

**SECOND RESOLUTION**

***(Approval of the consolidated financial statements for the year ended December 31, 2019)***

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 2019 consolidated financial statements of the Group for the financial year ended December 31, 2019, 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, 2019, as reflected in the parent company financial statements)***

Having heard the Board of Directors' report and the Statutory Auditors' report on the parent company 2019 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, 2018, amounting to €2,444,815.39 ,
- resolves to appropriate the net income of €2,444,815.39 to the retained earnings account, which consequently shows a debit balance after appropriation of €56,674,756.51 .

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 €30,272.

The General Meeting, in accordance with the law, hereby acknowledges that no dividend has 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, these agreements being authorized by the Board of Directors and entered into during the financial year ended December 31, 2019.

**Recylex S.A.** Société Anonyme with a share capital of 9.577.998,34 € | R.C.S. 542 097 704 Paris

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**FIFTH RESOLUTION**

***(Ratification of the cooptation of Mr. Nick POPOVIC as director)***

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, ratifies the cooptation of Mr. Nick POPOVIC as Director by the Board of Director at its meeting of September 3, 2020, in replacement of Mr. Christopher ESKDALE.

**SIXTH 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.