



*This "Report of the Board of Directors on draft resolutions" is a non-official translation into English of the "Rapport du Conseil d'administration sur les projets de résolutions" issued in French language and 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.*

## **REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL MEETING OF DECEMBER 16, 2020 ON DRAFT RESOLUTIONS**

Ladies and Gentlemen Shareholders,

We have called this General Meeting to report to you on the activities of Recylex S.A. (hereinafter the "Company") and its subsidiaries during the fiscal year beginning January 1, 2019 and ending December 31, 2019, and to submit for your approval the Company's corporate and consolidated financial statements for this fiscal year.

We have also called this meeting in order to ask you to vote on:

- the approval of the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code,
- the ratification of the cooptation of a director,

The activity of the Company and its subsidiaries during the fiscal year ended December 31, 2019, as well as the progress of corporate affairs since the beginning of the current fiscal year, has been reported in the management report of the Board of Directors, which has been communicated to you in accordance with the law.

The purpose of this report is to present to you the draft resolutions submitted to your vote.

### **I. APPROVAL OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS - APPROPRIATION OF EARNINGS (FIRST, SECOND AND THIRD RESOLUTIONS)**

The Board of Directors proposes that the General Meeting approve the financial statements for the financial year ended December 31, 2019 as approved by the Board of Directors, in view of the net income for the financial year ending December 31, 2019, which amounts to 2,444,815.39 euros, to allocate the entire income of 2,444,815.39 euros to the "retained earnings" account, the balance of which, after allocation, would amount to a debit amount of 56,674,756.51 euros.

In accordance with legal provisions, the Board of Directors proposes that the General Meeting of Shareholders approve the amount of expenses and charges referred to in Article 39-4 of the French General Tax Code that are not deductible from income, amounting to 30,272 euros for the year ended December 31, 2019.

We remind you that no dividend has been distributed for the last three financial years.

### **II. APPROVAL OF THE AGREEMENTS REFERRED TO IN ARTICLES L.225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE (FOURTH RESOLUTION)**

The Board of Directors proposes that the General Meeting take note of the conclusions of the special report of the auditors on the agreements referred to in Articles L.225-38 et seq. of the French Commercial Code and approve the agreements mentioned in this report. These agreements were authorized by the Board of Directors and entered into during the 2019 financial year.

In accordance with article L.225-40 of the French Commercial Code, interested parties may not take part in the vote on this resolution.

### **III. RATIFICATION OF THE COOPTATION OF MR. NICK POPOVIC AS DIRECTOR (FIFTH RESOLUTION)**

The Board of Directors proposes that the General Meeting ratify the co-option by the Board of Directors at its meeting on September 3, 2020 of Mr. Nick POPOVIC as Director, as a replacement of Mr. Christopher ESKDALE.

Born in 1970, Mr. Nick POPOVIC started his career at Glencore International AG in 1992 as a trader for the Zinc Department of London, Switzerland and Moscow. In April 1998, he is appointed Chief Executive Director of Kazzinc in Kazakhstan and

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continue his progress inside the Glencore Group where he occupies the position of asset manager since 2006. Appointed Chairman of the Board of Directors of Kazzinc Holdings in 2014, he is head of the Lead and Zinc marketing department of Glencore International AG since July 2020.

Nick Popovic holds a Master of Arts degree from the University of Cambridge and has nearly 30 years of experience in the metals sector within the Glencore Group. He is a specialist in the Lead and Zinc industry.

#### **IV. POWERS TO COMPLETE THE FORMALITIES (SIXTH RESOLUTION)**

Finally, it is proposed to grant all necessary powers to the holder of an original, copy or extract of the minutes of this General Meeting to complete all legal and/or administrative formalities, to file any documents and to satisfy any publication requirements provided for by the legislation in force.

We trust that these proposals will meet your approval and, accordingly ask you to vote in favor of the draft resolutions submitted to you.

The Board of Directors