



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 JUNE 16, 2021

RESOLUTIONS TO BE CONSIDERED BY THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

(Approval of the annual financial statements for the year ended December 31, 2020)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors' report on the annual financial statements 2020, and having examined the financial statements of Recylex S.A. for the financial year ended December 31, 2020, including the balance sheet, the income statement and the notes to the financial statements for that year, hereby approves the said financial statements as presented, as well as all operations represented therein and mentioned in the said reports.

The General Meeting acknowledges a net loss of €12,136,766.68.

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, 2020)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors' report on the 2020 consolidated financial statements, and having examined the consolidated financial statements of the Group for the financial year ended December 31, 2020, including the balance sheet, the income statement and the notes to the financial statements for that year, 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 loss for the year ended December 31, 2020, as reflected in the annual financial statements)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors' report on the annual financial statements for the financial year ended December 31, 2020, hereby:

- acknowledges that the annual financial statements for the year ended December 31, 2020 approved by the General Meeting, reflects a net loss amounting to €12,136,766.68,
- resolves to appropriate the net loss of €12,136,766.68 to the "retained earnings" account, which consequently shows a debit balance after appropriation of €68,811,523.19.

The General Meeting approves the amount of the non-deductible costs and expenses referred to in Article 39-4 of the French General Taxation Code, amounting to €23,059.

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 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 and seq. of the Commercial Code, hereby acknowledges, approves and, where necessary, ratifies the said report and the agreements mentioned therein and entered

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into during the financial year ended December 31, 2020 or after this date and up until the meeting of the Board of Directors during which the financial statements for the year ended December 31, 2020 have been approved.

FIFTH RESOLUTION

(Ratification of the cooptation of Mr. Thomas HÜSER as director)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, ratifies the cooptation of Mr. Thomas HÜSER as Director by the Board of Director at its meeting of February 25, 2021, in replacement of Mr. Sebastian RUDOW for the remainder of the latter's term of office, i.e., until the General Meeting called to approve the financial statements for the financial year ending on December 31, 2022.

SIXTH RESOLUTION

(Renewal of Mr. Jean-Pierre THOMAS' term of office as director)

The General Meeting, acting under the required quorum and majority conditions, formally acknowledges that the term in office as director of Mr. Jean-Pierre THOMAS comes to an end at the date of this general meeting and resolves to reappoint Mr. Jean-Pierre THOMAS as director for a term in office of three years until the close of the General Meeting called to approve the financial statements for the financial year ending on December 31, 2023.

SEVENTH RESOLUTION

(Approval of the information relating to the compensation of corporate officers mentioned in Article L.22-10-9, I of the French Commercial Code, in accordance with Article L. 22-10-34, I of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to 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, as set out in section 2.9 of the Company's management report entitled "Corporate Governance Report".

EIGHTH RESOLUTION

(Approval of the fixed, variable and exceptional components of the global compensation and benefits of any kind paid during the financial year ending on December 31, 2020 or granted for the same financial year to Mr. Sebastian RUDOW, in his capacity as Chairman and Chief Executive Officer, in accordance with Article L. 22-10-34, II of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with the provisions of Article L. 22-10-34, II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the financial year ended December 31, 2020 or granted in respect of the same financial year to Mr. Sebastian RUDOW in his capacity as Chairman and Chief Executive Officer, as set out in section 2.9 of the Company's management report entitled "Corporate Governance Report".

NINTH RESOLUTION

(Approval of the compensation policy for the Chairman of the Board of Directors for the financial year 2021, in accordance with Article L. 22-10-8 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Chairman of the Board of Directors, as set out in section 2.9 of the Company's management report entitled "Corporate Governance Report".

TENTH RESOLUTION

(Approval of the compensation policy for the Chief Executive Officer for the financial year 2021, in accordance with Article L. 22-10-8 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for

the Chief Executive Officer, as set out in section 2.9 of the Company's management report entitled "Corporate Governance Report".

ELEVENTH RESOLUTION

(Approval of the compensation policy for Directors for the financial year 2021, in accordance with Article L. 22-10-8 of the French Commercial Code)

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having reviewed the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-8 of the French Commercial Code, the remuneration policy for Directors, as set out in section 2.9 of the Company's management report entitled "Corporate Governance Report".

TWELFTH 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 and regulations in force.