

RATIFICATION OF THE BYLAWS OF COMPAGNIE PLASTIC OMNIUM SE AS OF FEBRUARY 17, 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 April 25, 2019.

It is governed by current community and national provisions (hereafter the "Law"), as well as by these bylaws.

ARTICLE 2 – NAME

The Company's corporate name is:

COMPAGNIE PLASTIC OMNIUM SE

In all acts and other documents issued by the Company, the Company's name will be preceded or followed by the legibly written words "SE" or the abbreviation "SE" and the amount of its share capital.

ARTICLE 3 – OBJECTS OF THE COMPANY

The Company's objects include:

- processing all forms of plastic, metal and other raw materials in order to manufacture all types of products and articles for all uses, particularly industrial;
- managing its property and capital assets;
- acquiring, building, leasing, developing, improving and exploiting any land or buildings;
- 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 investment portfolio of equity investments and securities;
- carrying out all works and services relating to general administration and building maintenance (other than acting as a building manager);
- and generally speaking, carrying out 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 – REGISTERED OFFICE

The registered office is fixed at: Lyon (69007), 19, boulevard Jules-Carteret.

It may be transferred to any other location in France, by the decision of the Board of Directors, subject to the ratification of this decision by the next Ordinary General Meeting. It can be transferred to another member state of the European Union by a decision of the Extraordinary General Meeting of Shareholders; and where necessary any mandatory General Meetings of Shareholders, 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 General Meeting on April 25, 2013. Accordingly, the Company's term will expire on April 24, 2112, barring early dissolution or extension.

ARTICLE 6 – SHARE CAPITAL

The share capital is set at €8,827,329.18. It is divided into 147,122,153 shares, each in the same category and with a par value of €0.06 each.

ARTICLE 7 – FORM OF SHARES

1. The shares are in registered or bearer form, as the holder chooses.
2. The Company is authorized at any time to ask, under the conditions fixed by law, for information pursuant to the law regarding the identification of owners of bearer securities that grant, immediately or at a future date, voting rights at Shareholders' Meetings as well as the number of securities held by each of them and, where applicable, the restrictions on said securities.

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 Meetings of Shareholders.

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 liquidation bonus 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 group together to form the required number of shares.
4. Voting rights attached to shares belong to the usufructuary in both Ordinary General Meetings and Extraordinary General Meetings of Shareholders.
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 – SALE OF SHARES

Shares can be freely transferred.

ARTICLE 10 – FULL PAYMENT OF SHARES

1. The amount of shares issued in a capital increase shall be payable in cash under the terms and conditions laid down by the Board of Directors.
2. Capital calls are announced to subscribers and shareholders fifteen days before each payment date by registered letter addressed to each shareholder or by a notice in a legal announcements newspaper published in the location of the registered office.
3. Any delay in the payment of amounts due on the unpaid amount of shares will automatically result in the payment of interest at the rate of 5% *per annum* for each day of delay, from the due date, without the need for any formalities whatsoever, and without prejudice to any personal action the Company may take against the defaulting shareholder and measures for compulsory enforcement provided for by the Law.

ARTICLE 11 – ADMINISTRATION

The Company is administered by a Board of Directors which sets the strategies for the Company's business and ensures their implementation in accordance with its corporate interest, taking into account the social and environmental issues of its business activities.

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.

Prior authorization of the Board of Directors 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 carries out the controls and verifications that it deems necessary.

The Board of Directors, appointed in accordance with the Law, is composed of three to eighteen members, natural persons or legal entities. This may be increased under conditions provided by the 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 Ordinary General Meeting of Shareholders 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.

Members of the Board of Directors must not disclose, even after the end of their duties, information in their possession regarding the Company which, if disclosed, would be likely to harm the Company, except where such disclosure is required or accepted by the legal or regulatory provisions in force or is in the public interest.

ARTICLE 11 BIS – DIRECTOR REPRESENTING THE EMPLOYEES

The Board of Directors also includes, pursuant to Article L. 22-10-7 of the French Commercial Code, two directors representing the Group's employees. If the number of directors appointed by the General Meeting of Shareholders, 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 French Commercial Code.

Notwithstanding the rule stated in Article 11 "Administration" herein for directors appointed by the General Meeting of Shareholders, 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 French Works Council;
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

The directors may convene meetings of the Board of Directors by any means, including verbally. Board meetings can be held wherever the convener 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 require and at least once every three months.

A director may represent another director at a meeting of the Board of Directors. However, each director may have only one proxy for the same session. Except where the French Commercial Code requires the actual presence or representation of directors, they may participate in Board meetings by any videoconference or telecommunications means, under conditions in compliance with the regulations.

The Board of Directors may only validly deliberate if at least half of its members are present or represented. Decisions are made by majority vote of the members in attendance or represented. In the event of a tied vote, the Chairman has a 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 committees are tasked with examining the questions submitted to them for an opinion by the Chairperson or the Board.

ARTICLE 13 – RELATED-PARTY AGREEMENTS

Pursuant to Article L. 229-7 subsection 6 of the French 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 – CHAIRMAN AND CHIEF EXECUTIVE OFFICERS

The Board of Directors shall elect one of its members as Chairman.

The Chairman organizes and directs the work of the Board of Directors and reports on said work to the General Meeting of Shareholders. 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.

Either the Chairman of the Board of Directors or another natural person appointed by the Board of Directors as Chief Executive Officer is responsible for running the Company.

The Board of Directors chooses in a free and majority vote one of the two modes of supervision and can at any moment by a majority vote modify its choice.

The Board of Directors may, in accordance with the Law, appoint one or more natural persons as Managing Director to assist either the Chairman, if he assumes the office of Chief Executive Officer, or the Chief Executive Officer. There can be no more than five Managing Directors.

The powers of the Chairman of the Board of Directors, if he is responsible for running the Company, and those of the Chief Executive Officer are set out by law. His powers may be limited by the Board of Directors in accordance with the Company's decision-making structures.

The Board of Directors determines, in accordance with the Law, the extent and duration of the powers conferred on the Managing Directors. Managing Directors have the same powers as the Chief Executive Officer with regard to third parties.

The age limit for the position of Chairman of the Board of Directors shall be eighty years.

The age limit for the positions of Chief Executive Officer and Managing Director shall be seventy-five years.

ARTICLE 15 – DIRECTORS' COMPENSATION

The Board of Directors freely distributes among its members the compensation that may be allocated to them by the General Meeting of Shareholders. 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 Ordinary General Meeting appoints one or more Principal Statutory Auditors to the duties determined by the Law. He or they are engaged for six fiscal years, in compliance with the conditions of eligibility laid down by law. They are re-eligible.

The appointed Statutory Auditors may be natural persons or legal entities. They must be registered with the French Association of Chartered Accountants.

The Ordinary General Meeting may appoint, under the same conditions and for the same term, one or more Alternate Auditors. The Alternate Auditor will replace the Statutory Auditor in the event of refusal, unavailability, resignation or death. This appointment is required if the principal Statutory Auditor is a natural person or a single-owner company in accordance with the Law.

ARTICLE 17 – NON-VOTING BOARD MEMBERS

The Board of Directors may appoint one or more non-voting board members, either natural persons or legal entities, who may or may not be chosen from among the shareholders and whose number shall in no event exceed three.

They are appointed for a term of three years ending at the end of the Ordinary General Meeting ruling on the accounts of the last fiscal year and convened in the year in which their term expires.

The non-voting board members shall be called to the meetings of the Board of Directors and take part in its deliberations on a consultative basis, and their absence shall not affect the validity of the deliberations.

The Board of Directors can award non-voting board members compensation commensurate with their activity. The Board determines their share of compensation and apportions it among them. This share is deducted from the total amount of compensation set by the Ordinary General Meeting.

ARTICLE 18 – GENERAL MEETINGS OF SHAREHOLDERS

1. General Meetings of Shareholders are convened and deliberate under the conditions laid down by law. You are reminded that to calculate the Meeting's majority, votes cast do not include those attached to shares in respect of which the shareholder did not vote, abstained or cast a blank or spoiled vote.
2. Meetings are held at the registered office or any other place specified in the meeting notice.
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 French 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 at the place stated in the meeting notice.
4. Meetings are chaired by the Chairman of the Board of Directors or, in the absence of the Chairman, by a director specially delegated by the Board. Failing which, the meeting elects its own Chairperson.
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 General 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, using a secure electronic signature process as defined by Article 1367 of the French Civil Code, or using a digital signature process decided by the Board of Directors.

SHAREHOLDERS' MEETING

Ratification of the bylaws of Compagnie Plastic Omnium SE as of february 17, 2022

Attendance at General Meetings by means of teletransmission

9. If the Board of Directors so allows at the time of convening the General Meeting, shareholders may attend by videoconference or any means of telecommunication, including the Internet, that ensures 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 General Meeting has as many votes as the shares 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 favor 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 – STATUTORY FINANCIAL STATEMENTS

1. Each accounting year starts on January 1 and ends on December 31 every year.
2. The fiscal year's profit or loss is the difference between the fiscal year's income and expenses, after deduction of depreciation, amortization and provisions, as calculated in the income statement.
3. A mandatory charge of at least five percent, less prior losses where applicable, is deducted from the fiscal year's profits and allocated to a reserve fund called the "legal reserve". This deduction ceases to be mandatory when the reserve fund equals one tenth of the share capital.
4. If there is any balance remaining, the General Meeting of Shareholders decides either to distribute it, carry it forward, or add it to one or more reserve items for which it controls the allocation and use.
5. After acknowledging the existence of available reserves, the General Meeting of Shareholders may decide to distribute amounts drawn from these reserves. In that case, the decision must expressly state the reserve accounts from which distributions are made.
6. The General Meeting of Shareholders is able to grant to shareholders, for all or part of the dividend or interim dividends distributed, an option between payment of the dividend or interim dividend in cash or in shares.

ARTICLE 20 – DISSOLUTION

1. Upon dissolution of the Company decided by the Extraordinary General Meeting of Shareholders, one or more liquidators shall be appointed by the General Meeting of Shareholders under the quorum and majority conditions provided 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. Net assets remaining after reimbursement of shares at their par value shall be distributed among shareholders in proportion to their stake in the share 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.