

RENAULT

MIXED (ORDINARY AND EXTRAORDINARY) GENERAL MEETING

OF 29 APRIL 2011

Resolutions

As ordinary general meeting:

First resolution *(Approval of the consolidated financial statements)*

The General Meeting, having examined the management report from the Board of Directors and the report of the Statutory Auditors on the accounts of the financial year ended on 31 December 2010, hereby approves the consolidated financial statements as they have been presented to it, drawn up pursuant to Articles L 233-16 and seq. of the Commercial Code, showing net profits of 3,490,000,000 euros. It also approves the operations evidenced by these accounts or summarised in these reports.

Second resolution *(Approval of the company's financial statements)*

The General Meeting, having examined the management report from the Board of Directors and the general report of the Statutory Auditors on the accounts of the financial year ended 31 December 2010, hereby approves, as they have been presented, the accounts for this financial year showing net profits of 168,344,914.90 euros. It also approves the operations evidenced by these accounts or summarised in these reports.

Third resolution *(Appropriation of the results)*

The General Meeting, on the basis of a proposal from the Board of Directors, hereby decides to appropriate the results of the financial year as follows:

| | |
|--|--------------------|
| Net profits from the financial year | € 168,344,914.90 |
| Allocation to the statutory reserve | € 4,109,148.27 |
| Remainder | € 164,235,766.63 |
| Previous carry forward | € 6,350,915,692.95 |
| Distributable profits for the financial year | € 6,515,151,459.58 |
| Dividends | € 88,716,685.20 |

New carry forward € 6,426,434,774.38

A dividend equivalent to 0.30 euros per share will be distributed to each share of the Company which gives right to collect dividends.

The dividends will be paid on 16 May 2011.

Pursuant to article 158 of the General Tax Code, such dividends give right to a 40% tax reduction for individual shareholders whose tax residence is located in France.

If, at the time of paying the dividends, the Company holds part of its own shares according to the authorisations given, the dividends not distributed and related to such shares will be assigned to the *New carry forward* account.

In addition, the General Meeting acknowledges that, over the last three financial years, the following dividends have been paid out.

| <i>Financial year</i> | <i>Dividend per share (in euro)</i> |
|-----------------------|-------------------------------------|
| 2007 | 3.80 |
| 2008 | / |
| 2009 | / |

Fourth resolution (*Agreements referred to in Article L. 225-38 of the Commercial Code*)

The General Meeting, after having heard the reading of the report of the Statutory Auditors on agreements referred to in Article L 225-38 of the Commercial Code, and deciding on the basis of this report, hereby approves each of the agreements executed during 2010 referred to therein.

Fifth resolution (*Report by the Statutory Auditors on elements used to determine the remuneration of redeemable shares*)

The General Meeting takes note of the report of the Statutory Auditors on elements used for the determination of the remuneration of redeemable shares.

Sixth resolution (*Renewal of a director's term of office*)

The General Meeting hereby renews the term of office of Mr. Philippe LAGAYETTE, for a term of four years, i.e. until the General Meeting deciding on the accounts of the financial year ending 31 December 2014.

Seventh resolution (*Renewal of a director's term of office as a State representative*)

The General Meeting hereby takes note of the renewal of the term of office of Mr. Alexis KOHLER designated as a State representative by an order dated of 10 February 2011, published in the Official Journal dated of 18 February 2011, for a term of four years, i.e. until the General Meeting deciding on the accounts of the financial year ending 31 December 2014.

Eighth resolution (*Director's fees envelope*)

The General Meeting hereby decides to fix to 1,200,000 euros the annual amount of Directors' fees to be apportioned among the Directors for the current year and subsequent years, until further notice.

Ninth resolution (*Authorisation for the Company to trade in its own shares on the stock market*)

The General Meeting, having examined the report from the Board of Directors, authorises the Board of Directors, pursuant to the provisions of Article L. 225-209 of the Commercial Code, to deal in the Company's own shares under the conditions and within the limits set forth in law and regulations. The purpose of this authorisation is to allow the Company to make use of the possibilities accorded by the provisions of the law for dealing in its own shares, in particular in order to:

- (i) use all or part of the shares acquired in order to cover stock option plans or bonus share award plans, in order to offset the dilution associated with the exercise of share subscription options or with the purchase of bonus shares to be issued, or to cover any other forms of allotment intended for employees and officers of the Company and its Group under those terms and conditions laid by law;
- (ii) cancel them, subject to the adoption of the tenth resolution by the Mixed General Meeting;
- (iii) deliver its shares for the exercise of rights attached to securities which provide entitlement, either by conversion, exercise, redemption or exchange, to the attribution of shares in the Company, in the framework of stock market regulations;
- (iv) animate and maintain the secondary market or the liquidity of Renault's shares through an Investment Services Provider via a liquidity agreement in accordance with the good trade practices charter recognised by the *Autorité des Marchés Financiers* (French financial markets authority);
- (v) use all or part of the shares acquired for conservation and later delivery as exchange or as payment in the context of any external growth operations;

The purchase, sale, transfer or exchange of these shares may be undertaken by all means, subject to compliance with regulations in force, including in over-the-counter sales and by block of shares, and through the use of financial derivatives, and the use of option-based strategies (purchase and sale of call and put options, and all combinations thereof in compliance with regulations in force), and at such times as the Board of Directors may think fit.

At the time of a public takeover bid, these transactions may only be carried out in strict compliance with the conditions of Article 232-15 of the General Regulations of the *Autorité des Marchés Financiers* (AMF), in order to allow the Company to meet its prior commitments, and solely:

- if, on the one hand, the takeover bid for Renault shares is fully paid in cash;
- and if, on the other hand, the acquisition transactions (a) are carried out in the continuation of a programme which is already under way, (b) enter within the objectives set out above in points (i) to (iii) and (v) above, and (c) are not liable to cause the bid to fail.

The General Meeting hereby fixes the maximum purchase price at 100 euros per share, excluding acquisition costs, on the one hand, and the maximum number of shares that may be acquired at 5% of the registered capital, on the other hand, it being recalled that A) this limit applies to an amount of the Company's share capital as adjusted, where applicable, to take account of any transactions affecting the registered capital after this General Meeting and that B) where the shares are bought in order to favour liquidity under those conditions defined by the AMF's General Regulations, the number of shares taken into account for the calculation of 5% of the share capital as provided for in the first paragraph corresponds to the number of shares acquired, after deducting the number of shares resold over the duration of the authorisation. On 31 December 2010, such 5% of the share capital limit was equivalent to 14,786,114 shares. The total amount that the Company may use for the purchase of its own shares may not exceed 1,478 million euros (*i.e. the number of shares specified above multiplied by 100 euros*).

In accordance with the provisions of Article L 225-210 of the Commercial Code, the Company may not hold, directly or through the intermediary of any person or entity acting in its own name, more than 10% of the total of its own shares, nor more than 10% of any given class of shares.

The number of shares acquired by the Company with a view to their conservation or exchange in the context of a merger, demerger, spin-off or capital contribution may not exceed 5% of its share capital.

In the event of a capital increase by incorporation of reserves, gratuitous awards of shares or increase in the par value of shares, or in the event of either a share split or reverse split, or any other transaction concerning shareholders' equity, the prices indicated hereinabove shall be adjusted by a multiplying ratio equal to the ratio between the number of shares making up the registered capital prior to the operation and this number after the operation.

The General Meeting notes that the shareholders shall be informed, at the next annual General Meeting, of the precise allocation of acquired shares to the various pursued aims for all acquisitions of the company's own shares.

The General Meeting decides that this authorisation may also be used for a share price guarantee procedure, in compliance with regulations in force.

This authorisation is granted for a duration, which shall end on the next Annual General Meeting for the approval of the accounts, without however exceeding a maximum duration of eighteen months. All powers are hereby granted to the Board of Directors, with the possibility of sub-delegation, in order to make all stock market orders, conclude any and all agreements, draw up all documents including notably for information purposes, proceed with all formalities and declarations with respect to all bodies and, in general, do all that is necessary.

As extraordinary general meeting:

Tenth resolution (*Authorisation to cancel holdings of the company's own shares*)

The General Meeting, having examined the report from the Board of Directors and the special report of the Statutory Auditors, authorises the Board of Directors, pursuant to Article L 225-209 of the Commercial Code, with the possibility to sub-delegate such authorisation:

- to cancel, on one or more occasions, any shares acquired through the implementation of the authorisation granted in the ninth resolution submitted to this General Meeting, or any resolution which may be substituted for the same, up to a limit, within any period of twenty-four months, of 10% of the total number of shares making up the registered capital at the time of such operation, and, correlatively, to reduce the registered capital by applying the amount of the difference between the redemption value of the shares and their par value against any issue premium item or reserve item in the accounts.
- to amend the Articles of Association as a consequence and fulfil all necessary formalities.

This authorisation has been granted for a period which shall end at the next annual General Meeting called to approve the accounts, without however exceeding a maximum duration of eighteen months.

Eleventh resolution: (*Authorisation granted to the Board of Directors to grant options for subscription to or purchase of Renault shares to certain employees and to the corporate officers*)

The General Meeting, after having examined the report from the Board of Directors and the special report of the Statutory Auditors, hereby authorises the Board of Directors, pursuant to Article L 225-177 of the Commercial Code, to grant, on one or more occasions, in favour of certain management staff in the Company and in the companies and groupings which are bound to it under those conditions referred to in Article L 225-180 of the Commercial Code, stock options providing entitlement to the subscription of new shares in the Company issued by way of a capital increase, or

the purchase of shares in the Company as acquired by the company itself under statutory and regulatory conditions.

The General Meeting, in addition, hereby authorises the Board of Directors, pursuant to Article L 225-185, to grant said options to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Deputy Chief Executives, provided that it is satisfied to at least one of the conditions defined in Article L 225-186-1 of the Commercial Code.

The Board of Directors shall have a period not exceeding thirty-eight months as of the date of this General Meeting, in order to use this authorisation on one or more occasions.

The total number of stock options which may be granted in this way may not provide entitlement to purchase or subscribe to a number of shares which is greater than 0.48 % of the amount of the shares making up the registered capital on the date hereof,.

Moreover, the General Meeting hereby takes note that, pursuant to Article L 225-178 of the Commercial Code, this authorisation includes, for the beneficiaries of options for subscription, the express waiver by the shareholders of their preferential subscription right for shares issued progressively with the exercise of options.

As of the date of attribution of stock options by the Board of Directors, the beneficiaries of these options shall have a minimum period of four years and a maximum of eight years in order to exercise this option. After this period has expired, the stock option shall lapse definitively.

The following may not benefit from stock options: company officers and members of staff of the Company and of Groupings which are connected under those conditions referred to in Article L 225-180 of the Commercial Code, who hold more than 10% of the registered capital of the Company.

The price to be paid on exercise of a subscription and/or purchase option by the beneficiaries shall be determined on the date on which the stock options are granted by the Board of Directors. The subscription and/or purchase price for the shares shall be fixed by the Board of Directors on the date on which the options are granted, within those limits and according to those terms laid down by law, it being specified that the Board of Directors may not apply any rebate or discount and the price shall therefore be at least equal to the average of the weighted average list price over the twenty stock market sessions preceding the date on which the option is granted.

No option may be granted less than twenty stock market sessions after the detachment of a coupon providing entitlement to dividends or capital increase.

No option may be granted:

- within a period of ten stock market sessions preceding and following the

date on which the consolidated financial statements, or in their absence the company's financial statements, were made public.

- during the period between the date on which the corporate decision-making bodies became aware of information which, if it were made public, could have a significant effect on the market price of Renault shares, and the date which follows ten stock market sessions after the date on which said information was made public.

The General Meeting hereby expressly makes the attribution and/or exercise of purchase or subscription options conditional upon individual and collective performance criteria, which shall notably be defined by the Board of Directors within the plan of the Company "*Renault 2016: Drive the change*" for the period 2011-2013.

In the event of departure from the company, and in the absence of a decision to the contrary, the employee will lose the benefit of purchase or subscription options attributed to him or her which have not been exercised.

The Board of Directors is hereby granted all powers within the above limits in order to determine all of the terms and conditions of the operation, including in particular:

- to fix the date of opening and exercising of options;
- to adopt the list of beneficiaries;
- to assess compliance with the performance criteria, according to which the options shall be granted, and to add any conditions and criteria that it deems fit; to fix the quantities of shares to which such conditions will apply;
- to decide on the conditions under which the price or number of shares may be adjusted in order to take account of financial operations undertaken by the Company and, where necessary, the conditions under which the exercise of options may be suspended;
- to draw up the regulations for the stock option plan or the notice which shall fix the purchase price and terms under which the beneficiaries of these options may exercise their rights;
- to proceed with all acts and formalities in order to finalise the corresponding capital increase(s) arising under the authorisation provided in this resolution, and to make the correlative amendments to the Articles of Association; where necessary to sub-delegate to the Chief Executive Officer the powers to proceed with the aforementioned acts and formalities;
- on its simple decision, if it thinks fit, to apply the expenses of the capital increases against the amount of issue premiums pertaining to these capital increases and to deduct the necessary sums from this amount in order to increase the statutory reserve to one tenth of the new registered capital after each capital increase;
- and, generally, to do all that is necessary;

The Board of Directors shall inform the Annual General Meeting each year as to operations undertaken under this resolution.

Twelfth resolution: *(Authorisation granted to the Board of Directors to proceed with bonus share awards to eligible employees and corporate officers in the Company and in the companies and groupings which are bound to it)*

The General Meeting, after having examined the report from the Board of Directors and the special report of the Statutory Auditors, hereby authorises the Board of Directors, pursuant to Article L. 225-197-1 of the Commercial Code, to proceed, in favour of members of the salaried personnel of the company or certain categories of them and of companies and groupings which are bound to it under those conditions referred to in Article L 225-197-2 of the Commercial Code, with the gratuitous award of bonus shares, whether such shares already exist or are to be issued.

In addition, the General Meeting hereby authorises the Board of Directors, pursuant to Article L225-197-1 II of the Commercial Code, to proceed with the award of bonus shares, in the same conditions set forth for members of the salaried personnel, in favour of the Chief Executive Officer and to the Deputy Chief Executives, provided that it is satisfied to at least one of the conditions defined in Article L 225-197-6 of the Commercial Code.

The Board of Directors shall have a period not exceeding Thirty-eight months as of the date of this General Meeting, in order to use this authorisation on one or more occasions.

The total number of shares awarded gratuitously cannot exceed 1,04% of the amount of shares comprising the registered capital at the date hereof.

The General Meeting hereby expressly makes the final award of bonus shares, whether existing or to be issued, conditional upon meeting individual and collective performance criteria, which shall notably be defined by the Board of Directors within the plan of the Company "*Renault 2016: Drive the change*" for the period 2011-2013..

The award of shares to their beneficiaries shall be definitive at the end of a minimum vesting period which will be defined by the Board of Directors but which will not be of less than two years.

The rights arising from bonus share awards shall be non-transferable until the end of the vesting period.

As of the date of definitive allocation of the shares, the beneficiaries of these shares shall be obliged to conserve the shares for a minimum period which will be defined by the Board of Directors, but which will not be of less than two years as of the date of definitive allocation of the shares. However, the General Meeting authorizes the Board of Directors, if the acquisition period of part or the totality of one or several

allocations is equal to four years minimum, not to impose any minimum conservation period for such shares. It is reminded that the Board of Directors may define acquisition and conservation periods longer than those defined above.

Corporate officers and members of the personnel of the Company and of Groupings bound to it under those conditions referred to in Article L 225-197-2 of the Commercial Code, holding more than 10% of the registered capital of the Company, shall be excluded from the benefit of the awards. In addition, bonus share awards cannot have the effect of causing any of the aforementioned persons to hold more than 10% of the registered capital.

Moreover, the General Meeting formally notes that this authorisation includes, for the beneficiaries of bonus share awards, the express waiver by the shareholders of their preferential subscription right for shares issued progressively with the awards.

In the event of departure from the company, and in the absence of a decision to the contrary, the employee will lose the benefit of shares awarded to him or her, which have not been transferred.

The Board of Directors is hereby granted all powers within the above limits in order to implement this authorisation, including in particular:

- to make bonus share awards;
- to adopt the list of beneficiaries, the number of ordinary shares to be awarded to each of them, the method of allotment of the ordinary shares, and in particular the vesting period and conservation period for the ordinary shares;
- to assess compliance with the performance criteria, according to which the shares shall be awarded, and to add any conditions and criteria that it deems fit;
- to decide to make any adjustments pursuant to such terms and methods that it shall determine, during the vesting period for the allocated shares, in order to take account of the impact of operations concerning the Company's capital and, in particular, to determine the conditions under which the number of awarded ordinary shares shall be adjusted.
- to carry out or have carried out any and all acts and formalities in order to make final the capital increases which may be made pursuant to the authorisation forming the subject-matter of this resolution, and to amend the Articles of Association as a consequence;
- on its simple decision, if it thinks fit, to apply the expenses of the capital increases against the amount of issue premiums pertaining to these capital increases and to deduct the necessary sums from this amount in order to increase the statutory reserve to one tenth of the new registered capital after each capital increase;
- and, generally, to do all that is necessary.

The Board of Directors shall inform the Annual General Meeting each year as to

operations undertaken under this resolution.

Thirteenth resolution (*Capital increase by the issue of shares reserved to employees*)

The General Meeting, deciding under the quorum and majority conditions required for extraordinary general meetings and in the framework of Articles L. 3332-18 et seq. of the Employment Code and Articles L 225-129-2, L 225-129-6 and L. 225-138-1 of the Commercial Code, having examined the report from the Board of Directors and the special report from the Statutory Auditors:

1. Delegates to the Board of Directors all powers necessary in order to proceed with a capital increase within a limit of 1% of the share capital, on one or more occasions, by its simple decision alone, through the issue of shares or other securities providing entitlement to the share capital of the Company and reserved to members of (i) an enterprise-level company savings scheme, or (ii) a group-level company savings scheme, who are employees or corporate officers of the Company or of a French or foreign company in the group which is tied to the group within the meaning of Article L. 225-180 of the Commercial Code and Article L. 3344-1 of the Employment Code, and which is majority-held either directly or indirectly by the Company;
2. Decides to exclude the preferential subscription rights of shareholders, in favour of said beneficiaries;
3. Decides that the Board of Directors may provide for the gratuitous attribution of shares which already exist or are to be issued or other securities granting access to the Company's share capital, it being understood that the total advantage arising from such attribution and, where applicable, from the company's complementary contribution and discount on the subscription price, may not exceed the statutory or regulatory limits;
4. Decides that:

the subscription price for new shares may neither be higher than the average of the opening price quoted in the last twenty stock-market sessions preceding the date of the meeting of the Board of Directors fixing the dates of beginning of subscriptions, nor more than 20% less than said average;

the characteristics of the issues of other securities providing entitlement to the share capital of the Company shall be determined by the Board of Directors under such conditions as laid down by regulations.

The General Meeting hereby grants all powers to the Board of Directors in order to implement this delegation of powers, including in particular:

- to decide on and fix the terms of the issue and attribution of gratuitous shares or other securities providing entitlement to the share capital, pursuant to the

authorisation granted above;

- to decide on the amount to issue, the issue price, and the terms of each issue;
- to determine the dates for the beginning and end of the subscription period;
- to fix, within statutory limits, the period granted to subscribers in order to pay up shares and, where applicable, other securities providing entitlement to the share capital of the Company;
- to determine the date, which may be retroactive, for possession and entitlement to dividends for the new shares and, as applicable, the other securities providing entitlement to the share capital of the Company;
- to determine the terms and conditions of operations to be undertaken pursuant to this authorisation and to request the listing of the created securities on the stock market wherever it may decide.

The Board of Directors shall also have all powers, with the right to sub-delegate such powers, in order to observe formally the capital increases up to the amount of the shares actually subscribed to, proceed with the correlative amendment of the Articles of Association, accomplish, either directly or through an agent, all operations and formalities as are connected to the capital increases by its simple decision, and, where it deems it fitting, to deduct the costs of the capital increases from the share issue premiums pertaining thereto and deduct the necessary sums from said amount in order to increase the statutory reserve to one-tenth of the new share capital after each capital increase and to proceed with all formalities and declarations with all bodies and do all that is otherwise necessary.

This authorisation granted to the Board of Directors, with the power to sub-delegate as necessary, shall be valid for a period of twenty-six months as of this date, and, within this limit, until the meeting of the General Meeting called to decide on the accounts for the 2012 financial year.

As ordinary general meeting:

Fourteenth resolution (*Powers for formalities*)

The General Meeting confers all powers on the bearer of a copy or an extract of the minutes of this Meeting in order to proceed with all necessary filing and publication formalities as provided for by law.