

# Agenda of the Mixed (joint Ordinary and Extraordinary) General Meeting of May 2, 2007

## → As Ordinary General Meeting:

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- Approval of the consolidated accounts. (First resolution)
- Approval of the annual Company accounts. (Second resolution)
- Appropriation of the results. (Third resolution)
- Agreements referred to in Article L. 225-38 of the Commercial Code. (Fourth resolution)
- Renewal of a director's term of office. (Fifth resolution)
- Ratification of the co-opting of a director. (Sixth resolution)
- Ratification of the co-opting of a director and renewal of his term of office. (Seventh resolution)
- Appointment of a new director. (Eighth resolution)
- Report of the Statutory Auditors on elements used for the determination of the remuneration of equity loans. (Ninth resolution)
- Authorisation for the Company to trade in its own shares on the stock market. (Tenth resolution)

## → As Extraordinary General Meeting:

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- Authorisation to cancel holdings of the Company's own shares. (Eleventh resolution)
- Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the registered capital, with maintenance of the shareholders' preferential subscription right. (Twelfth resolution)
- Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the registered capital, with exclusion of the shareholders' preferential subscription right. (Thirteenth resolution)
- Authorisation granted to the Board of directors in the event of capital increase, with or without exclusion of the shareholders' preferential subscription right, to increase the number of securities to be issued. (Fourteenth resolution)
- Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the share capital, as remuneration for contributions in kind made to the Company in the form of shares or securities granting access to share capital. (Fifteenth resolution)
- Delegation of powers to increase the Company's capital by incorporating reserves or profits, share issue premiums or contribution issue premiums. (Sixteenth resolution)
- Global limitation of authorisations. (Seventeenth resolution)
- Capital increase by the issue of shares reserved to employees. (Eighteenth resolution)
- Amendment of Article 11 of the Articles of Association. (Nineteenth resolution)
- Amendment of Article 21 of the Articles of Association. (Twentieth resolution)

## → As Ordinary General Meeting:

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- Powers for formalities. (Twenty-first resolution)

# Text of the resolutions

## → As Ordinary General Meeting:

### First resolution

#### Approval of the consolidated accounts

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 December 31, 2006, hereby approves the consolidated accounts as they have been presented to it, drawn up pursuant to Articles L. 233-16 et seq. of the Commercial Code, showing net profits of 2,943,140,000 euros.

### Second resolution

#### Approval of the annual Company accounts

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 December 31, 2006, hereby approves, as they have been presented, the accounts for this financial year showing profits of 1,941,035,057.55 euros. It also approves the operations evidenced by these accounts or summarised in these reports.

### Third resolution

#### Appropriation of the results

The General Meeting hereby decides to appropriate the results of the financial year as follows:

Profits from the financial year	€1,941,035,057.55
Allocation to the statutory reserve	/
Remainder	€1,941,035,057.55
Previous carry forward	€6,041,234,279.09
Distributable profits for the financial year	€7,982,269,336.64
Dividends	€883,305,065.80
New carry forward	€7,098,964,270.84

A net dividend of 3.10 euros will therefore be distributed to each of the shares in the Company entitled to dividends, providing entitlement to the following where the recipients are natural persons domiciled in France:

- on the one hand, a tax allowance of 40%, (in accordance with Article 158-3-2° of the *Code général des impôts* [General Tax Code] in its new drafting);
- on the other hand, a fixed annual allowance of €1,525 for persons who are unmarried, divorced, married with separate taxation or widowed, or €3,050 for persons who are married and subject to joint taxation or in a civil union and subject to

joint taxation (pursuant to the new provisions of Article 158-3-5° of the General Tax Code).

The dividend shall be payable on May 15, 2007.

In the event that on this date the Company should hold some of its own shares, the amount corresponding to the dividend not paid out shall be appropriated to the carry forward account.

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

Financial year	Dividend per share	Tax credit	Overall income per share
2003	1.40	either 0.70 or 0.21	either 2.10 or 1.61
2004	1.80	no tax credit	
2005	2.40	no tax credit	

### 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 these agreements referred to therein.

### Fifth resolution

#### Renewal of a director's term of office

The General Meeting hereby renews the term of office of Mr Henri Martre as director, for a term of four years, i.e. until the General Meeting deciding on the accounts of the financial year ending December 31, 2010.

### Sixth resolution

#### Ratification of the co-opting of a director

The General Meeting hereby ratifies the appointment of Mrs Catherine Bréchnignac, designated by government order of December 21, 2006 published in "Journal Officiel" of January 16, 2007 as representative of the State, which was the subject of a decision of the Board of directors at its meeting of February 7, 2007. Mrs Catherine Bréchnignac has succeeded to Mr Bernard Larrourou for the remainder of the latter's term of office, i.e. until the General Meeting deciding on the accounts of the financial year ending December 31, 2007.

### Seventh resolution

#### Ratification of the co-opting of a director and renewal of his term of office

The General Meeting hereby decides to:

- ratify the appointment of Mr Rémy Rioux, designated by government order of February 23, 2007 published in "Journal Officiel" of February 28, 2007 as representative of the State, which was the subject of a decision of the Board of directors at its meeting of February 28, 2007. Mr Rémy Rioux has succeeded to Mr Jean-Louis Girodolle for the remainder of the latter's term of office, i.e. until the General Meeting deciding on the accounts of the financial year ending December 31, 2006;
- renew the term of office of Mr Rémy Rioux as director, for a term of four years, i.e. until the General Meeting deciding on the accounts of the financial year ending December 31, 2010.

### Eighth resolution

#### Appointment of a new director

The General Meeting hereby appoints Mr Philippe Lagayette, replacing Mr Studer whose term of office shall expire at the end of this General Meeting, for a term of four years, i.e. until the General Meeting deciding on the accounts of the financial year ending December 31, 2010.

### Ninth resolution

#### Report of the Statutory Auditors on elements used for the determination of the remuneration of equity loans

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

### Tenth 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:

- use all or part of the shares acquired in order to cover stock option plans or other forms of allotment to the employees and directors of the Company and of its group, under those terms and conditions laid by law (including in particular for the gratuitous allotment of shares);
- 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;

- 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);
- 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;
- cancel them, subject to the adoption of the eleventh resolution by the Mixed General Meeting;
- implement any market practice as may be permitted by *Autorité des marchés financiers*, and generally proceed with any compliant transaction.

These purchases of shares may be undertaken by all means, including in over-the-counter sales and by block of shares, and through the use of financial derivatives, and at such times as the Board of directors may think fit, and the shares so acquired may be sold or transferred by any means in compliance with regulations in force.

The General Meeting hereby fixes the maximum purchase price at 150 euros per share, on the one hand, and the maximum number of shares that may be acquired at 10% of the registered capital, on the other hand, it being recalled that 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. The total amount that the Company may use for the purchase of its own shares may not exceed 2,849,371,180 euros.

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 allocation of shares or increase of the par value of shares, or in the event of either a division or consolidation of shares, 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 during a period of public purchase and/or exchange offer, as well as 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:

### Eleventh 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 tenth 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.

### Twelfth resolution

#### Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the registered capital, with maintenance of the shareholders' preferential subscription right

The General Meeting, having examined the report from the Board of directors and the special report from the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the Commercial Code:

1. delegates to the Board of directors such powers as are necessary in order to proceed, on one or more occasions, in such proportions and at such times as it may think fit, whether in France or abroad, with the issue of shares of the Company as well as any securities of any nature whatsoever providing access, whether immediately and/or at a future date, to shares in the Company;
2. decides that the amount of the capital increases liable to be made immediately and/or at a future date pursuant to the above delegation of powers may not exceed five hundred million euros, to which sum shall be added, where necessary, the par value of supplementary shares to be issued in order to preserve, in compliance with the law, the rights of holders of securities providing entitlement to shares;
3. decides, in addition, that the par value of the loan securities liable to be issued pursuant to the above delegation of powers may not be greater than three billion euros, or its equivalent in foreign currencies;
4. decides that the shareholders may exercise their preferential subscription rights for irreducible amounts under such conditions as provided by law. In addition, the Board of directors shall have the possibility of granting shareholders the right to subscribe, as reducible amounts, to a number of shares which is greater than the number they may subscribe to as irreducible amounts, proportionally to their subscription rights and, in any event, up to the limit of the number they request.  
  
Where subscriptions made irreducibly and, where applicable, reducibly do not absorb the entire issue of shares or securities as defined above, the Board of directors may make use of one or more of the following possibilities, in such order as it may think fit:
  - limit the issue to the number of subscriptions provided that this amounts to at least three quarters of the planned amount of the issue,
  - freely allot all or part of the unsubscribed securities,
  - offer all or part of the unsubscribed securities to the general public;
5. observes that, where necessary, the above delegation of powers shall fully and automatically carry with it, in favour of holders of securities providing entitlement to shares in the Company at a future date as may be issued, the waiver by the shareholders of their preferential right of subscription to the shares to which said securities provide entitlement;
6. decides to exclude the shareholders' preferential subscription rights for shares issued by the conversion of bonds or by the exercise of warrants;
7. decides that the sum collected by the Company or which is to be collected by it for each of the shares issued in the framework of the above delegation of powers, shall be at least equal to the par value of the shares;
8. decides that the Board of directors shall have all powers, with the right to sub-delegate, under those conditions laid down by law, to implement this delegation of powers, to determine the terms of issue, to observe the capital increases arising as a consequence, to proceed with any adjustments in order to take account of the impact of the operation on the Company's share capital and to fix the mechanism for the preservation of rights of holders of securities providing future access to the share capital of the Company, in accordance with laws and regulations, and to proceed with the correlative amendment of the Articles of Association. In addition, the Board may proceed, where necessary, with any and all deductions from the issue premium including in particular for expenses incurred for the completion of the issue, and shall generally take all necessary steps and conclude all agreements in order to complete such issues properly;
9. decides that in the event of an issue of loan securities, the Board of directors shall have all powers, with the possibility of sub-delegating said powers under those conditions laid down by law, in order to decide, in particular, on whether said securities shall be subordinated or not, on their interest rate, their issue currency, their term, the fixed or variable redemption price with or without a premium, the details of amortisation depending

on market conditions and the conditions under which said securities shall provide entitlement to shares in the Company.

The Board of directors shall report to the shareholders on the use which is made of this delegation of powers, under those conditions laid down in Article L. 225-100 paragraph 6 of the Commercial Code;

10. the delegation of powers thus granted to the Board of directors 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 2008 financial year; this delegation of powers shall cancel the effect of any prior delegation of powers concerning the same subject-matter.

### Thirteenth resolution

#### **Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the registered capital, with exclusion of the shareholders' preferential subscription right**

The General Meeting, having examined the report from the Board of directors and the special report from the Statutory Auditors, and pursuant to the provisions of Articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 et seq. of the Commercial Code:

1. delegates to the Board of directors such powers as are necessary in order to proceed by way of public offering, on one or more occasions, in such proportions and at such times as it may think fit, whether in France or abroad, with the issue of shares of the Company as well as any securities of any nature whatsoever providing access, whether immediately and/or at a future date, to shares in the Company, including where said securities are issued pursuant to Article L. 228-93 of the Commercial Code;
2. decides that the amount of capital increases liable to undertaken immediately and/or at a future date pursuant to the above delegation of powers may not be greater than three hundred million euros, to which sum shall be added, where necessary, the par value of supplementary shares to be issued in order to preserve, in compliance with the law, the rights of holders of securities providing entitlement to shares;
3. decides, in addition, that the par value of the loan securities liable to be issued pursuant to the above delegation of powers may not be greater than three billion euros, or its equivalent in foreign currencies;
4. decides to exclude shareholders' preferential subscription rights for the securities to be issued, it being understood that the Board of directors may grant shareholders priority in subscribing to all or part of the issue, according to such time-limits and conditions as it may fix in accordance with laws and regulations. This priority right shall not give rise to the creation of negotiable rights, but may, should the Board of directors think fit, be exercised for both irreducible and reducible amounts;
5. decides that if subscriptions by shareholders or members of the public do not absorb the entire issue of shares or securities as defined above, the Board of directors may use one or more of the following possibilities, in such order as it may think fit:
  - limit the issue to the number of subscriptions provided that this amounts to at least three quarters of the planned amount of the issue,
  - freely allot all or part of the unsubscribed securities,
  - offer all or part of the unsubscribed securities to the general public;
6. observes that, where necessary, the above delegation shall fully and automatically carry with it, in favour of holders of securities providing future entitlement to shares in the Company as may be issued, the waiver by shareholders of their preferential right of subscription to the shares to which said securities provide entitlement;
 

decides to exclude shareholders' preferential subscription rights for shares issued by the conversion of bonds or by the exercise of warrants;
7. decides that the issue price of the shares shall be at least equal to the minimum price as provided by laws and regulations in force at the time of the issue (which at the present date is the weighted average stock market price over the last three stock market sessions preceding the fixing of the price, with the possible application of a discount of up to 5%);
8. decides that the Board of directors shall have all powers, with the right to sub-delegate, under those conditions laid down by law, to implement this delegation of powers, to determine the terms of issue, to observe the capital increases arising as a consequence, to proceed with any adjustments in order to take account of the impact of the operation on the Company's share capital and to fix the mechanism for the preservation of rights of holders of securities providing future access to the share capital of the Company, in accordance with laws and regulations. In addition, the Board may proceed, where necessary, with any and all deductions from the issue premium including in particular for expenses incurred for the completion of the issue, and shall generally take all necessary steps and conclude all agreements in order to complete such issues properly;
9. decides that in the event of issue of ordinary shares or securities providing access to the Company's share capital for the purpose of remunerating securities contributed to the Company under a public exchange offer concerning the securities of a company which are admitted to one of the regulated markets referred to in Article L. 225-148 of the Commercial Code, the Board of directors shall have all powers, with the possibility of sub-delegating said powers under those conditions laid down by law, in order to fix the exchange ratio and any balancing cash adjustment to be paid, as applicable, to observe the number of securities provided in exchange and the number of ordinary shares or securities to be created to remunerate the same; to determine the dates and the terms of their issue, including notably their price and the date of entitlement to dividends for new ordinary shares or, as the case may be, of the securities granting access to the Company's share capital; to record the difference between the issue price of the new ordinary shares and their par value in an account entitled "contribution issue premiums" appearing among the equity and liabilities items of the balance sheet, to which all of the shareholders shall be entitled; and to proceed, where necessary, with any and all deductions from said "contribution issue premium" including in particular for expenses incurred for the authorised operation;

10. decides that in the event of an issue of loan securities, the Board of directors shall have all powers, with the possibility of sub-delegating said powers under those conditions laid down by law, in order to decide, in particular, on whether said securities shall be subordinated or not, on their interest rate, their issue currency, their term, the fixed or variable redemption price with or without a premium, the details of amortisation depending on market conditions and the conditions under which said securities shall provide entitlement to shares in the Company.

The Board of directors shall report to the shareholders on the use which is made of this delegation of powers, under those conditions laid down in Article L. 225-100 paragraph 6 of the Commercial Code;

11. the delegation of powers thus granted to the Board of directors 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 2008 financial year; this delegation of powers shall cancel the effect of any prior delegation of powers concerning the same subject-matter.

#### Fourteenth resolution

##### **Authorisation granted to the Board of directors in the event of capital increase, with or without exclusion of the shareholders' preferential subscription right, to increase the number of securities to be issued**

The General Meeting, after having examined the report from the Board of directors and the special report from the Statutory Auditors, authorises the Board of directors, in accordance with Article L. 225-135-1 of the Commercial Code, to decide for each issue decided upon pursuant to the preceding twelfth and thirteenth resolutions, to increase the number of securities to be issued within a limit of 15% of the initial issue, at the same price as that adopted for the initial issue and subject to the limits provided for in said resolutions.

The Board of directors may within statutory limits delegate those powers arising under this resolution according to law.

This delegation of powers 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 2008 financial year.

#### Fifteenth resolution

##### **Delegation of powers to the Board of directors in order to issue ordinary shares and securities granting access to the share capital, as remuneration for contributions in kind made to the Company in the form of shares or securities granting access to share capital**

The General Meeting, after having examined the report from the Board of directors and the special report from the Statutory Auditors, authorises the Board of directors, on the basis of a report by the Statutory Auditor and within a limit of 10% of its registered capital, to issue ordinary shares and securities granting access to

the share capital with a view to remunerating contributions in kind made to the Company in the form of shares or securities granting access to the capital of another company, where the provisions of Article L. 225-148 of the Commercial Code do not apply.

The General Meeting observes that:

- this delegation shall fully and automatically carry with it, in favour of holders of securities providing access to the Company's share capital, the waiver by shareholders of their preferential right of subscription for those shares to which said securities provide entitlement;
- in addition to the statutory limit of 10% of the registered capital, laid down in Article L. 225-147 of the Commercial Code, issues made pursuant to this delegation of powers must remain within those limits provided for in the thirteenth resolution submitted to this General Meeting;
- the Board of directors shall have all powers in order to implement this delegation, including notably to decide, on the basis of a report by the Statutory Auditor, on the evaluation of capital contributions and the granting of special advantages and the value thereof, to observe the final completion of the capital increases made pursuant to this delegation, to proceed with the correlative amendment of the Articles of Association, to proceed with all formalities and, generally, to do all that is necessary;

The authorisation hereby granted to the Board of directors 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 2008 financial year; this delegation of powers shall cancel the effect of any prior delegation of powers concerning the same subject-matter.

#### Sixteenth resolution

##### **Delegation of powers to increase the Company's capital by incorporating reserves or profits, share issue premiums or contribution issue premiums**

The Extraordinary General Meeting, deciding under the quorum and majority conditions required for ordinary general meetings, after having examined the report from the Board of directors, and deciding pursuant to Articles L. 225-129 to L. 225-129-6 and L. 225-130, hereby delegates the necessary powers to the Board of directors in order to increase the share capital, on one or more occasions, by an amount of up to a maximum par value of one billion euros by successive or simultaneous incorporation into the capital of all or part of the reserves, profits or share issue premiums, contribution issue premiums or merger issue premiums, to be undertaken by the creation and gratuitous allotment of shares or by the increase of the par value of shares or by the joint use of both of these processes.

The General Meeting decides that fractions of rights arising therefrom shall not be negotiable and the corresponding shares shall be sold; the sums arising from the sale shall be granted to the owners of the rights at the latest thirty days after the date of registration in their account of the whole number of allotted shares.

The General Meeting hereby grants all powers to the Board of directors, with the right to sub-delegate, under those conditions laid down by law, in order to implement this delegation and in particular

to determine the dates and mechanism of issue, to fix the issue price and conditions, to fix the amounts to be issued and, more generally, to take all steps in order to ensure the proper completion of the same, to accomplish all acts and formalities in order to make the corresponding capital increase(s) definitive and to make the correlative amendments to the Articles of Association.

This delegation of powers 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 2008 financial year; this delegation of powers shall cancel the effect of any prior delegation of powers concerning the same subject-matter.

### Seventeenth resolution

#### Global limitation of authorisations

The General Meeting, having examined the report from the Board of directors, and as a consequence of the adoption of the 12th, 13th, 14th, 15th resolutions, decides:

- to fix the maximum par value of loan securities liable to be issued pursuant to the authorisation granted by the aforementioned resolutions at the sum of three billion euros, or its equivalent in foreign currencies; and,
- to fix the maximum par value of capital increases, whether immediate and/or at a future date, liable to be undertaken pursuant to the authorisations granted by the aforementioned resolutions, at the sum of five hundred million euros, it being specified that to this par value shall be added, where necessary, the par value of supplementary shares to be issued in order to preserve, in accordance with the law, the rights of holders of securities providing entitlement to shares.

### Eighteenth 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. 443-1 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. terminates, as of this General Meeting, the authorisation granted to the Board of directors by the Mixed General Meeting of April 29, 2005, in the framework of the eighteenth resolution;
2. delegates to the Board of directors all powers necessary in order to proceed with a capital increase within a limit of 4% 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, or (iii) a voluntary partnered group- or enterprise-level company savings scheme, employees or corporate officers of the Company or of a French or foreign company in the Group and which is tied to the Group within the meaning of Article L. 225-180 of the Commercial Code and Article L. 444-3 of the Employment Code, and which is majority-held either directly or indirectly by the Company;

3. decides to exclude the preferential subscription rights of shareholders, in favour of said beneficiaries;
4. decides that the Board of directors may provide for the gratuitous attribution of shares or other securities granting access to the share capital of the Company, 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;
5. 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 less than 20% of said average or 30%, respectively, for the case of a savings scheme or voluntary partnered employees' savings scheme,
  - 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 2008 financial year.

### Nineteenth resolution

#### Amendment of Article 11 of the Articles of Association

The Extraordinary General Meeting, after having examined the report from the Board of directors, decides, pursuant to law No. 2006-1770 of December 30, 2006 for the development of the holdings of employee shareholders, to complete Article 11 of the Articles of Association setting out the conditions and terms shareholders' appointment for the election of directors representing employee shareholders.

The paragraph concerning the designation of candidates shall be amended as follows:

*“Designation of candidates:*

*The calendar for the designation of candidates shall be fixed by the Chairman of the Board of directors. It shall be posted in the companies concerned at least one month prior to the General Meeting called to appoint the director representing the employee shareholders.*

*The Chairman of the Board of directors shall consult the employee shareholders holding securities with a view to designating their candidates before holding the General Meeting called to appoint the director representing the employee shareholders.*

*Minutes shall be drawn up indicating the number of voting rights polled by each candidate.*

*The two candidates having polled the greatest number of votes among those with a number of votes at least equal to 5% of the employee shareholders, shall be candidates for election by the Ordinary General Meeting.*

*In the event that no candidate attains the threshold of 5%, the two candidates with the largest number of votes shall be presented for election by the Ordinary General Meeting of Renault shareholders.*

*Each candidate shall present himself with a substitute who will take the place of the principal candidate in the event that he definitively leaves office as director during the term of office to*

*which he is elected. In that case, the substitute shall replace the principal for the remaining duration of the latter's term of office.*

*In addition to the voting conditions described above, regulations drawn up on the designation of the director representing the employee shareholders shall describe the practical terms for this vote.”*

The remainder of Article 11 remains unchanged.

The General Meeting approves and adopts all of the provisions of the new version of this subsection.

### Twentieth resolution

#### Amendment of Article 21 of the Articles of Association

The Extraordinary General Meeting, after having examined the report from the Board of directors, decides, pursuant to decree No. 2006-1566 of December 11, 2006, to amend Article 21 of the Articles of Association in order to replace the practice of non-transferability certificates by a “record date” mechanism, fixed at 3 days before the General Meeting.

Article 21 will therefore be amended as follows:

*“The General Meeting is comprised of all shareholders whose shares were registered in their name, at the latest three clear days before the date of the meeting under the following conditions.*

*Proof of entitlement to attend General Meetings shall take the form of an accounting record of the shares in the shareholder's name or in the name of the intermediary registered on the shareholder's behalf in accordance with Article L. 228-1 of the Commercial Code, on the third business day preceding the General Meeting at midnight, Paris time, either in the registered share accounts kept by the Company or in the bearer share accounts held by the authorised intermediary.*

*For bearer shares, the registration or the accounting records of shares held in accounts kept by the authorised intermediary shall be recorded in a shareholding certificate issued by said intermediary.”*

The remainder of the Article remains unchanged.

The General Meeting approves and adopts all of the provisions of the new version of this subsection.

## → As Ordinary General Meeting:

### Twenty-first 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.