

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

Press release

Paris, 16 December 2022

ALD announces the success of its EUR 1.2 billion capital increase with shareholders' preferential subscription rights in connection with the contemplated acquisition of LeasePlan

ALD (the “**Company**”) today announces that it has successfully completed its capital increase with preferential subscription rights (the “**Rights Issue**”) for an amount (including issue premium) of approximately EUR 1.2 billion, achieving an important milestone in the contemplated strategic acquisition of LeasePlan (the “**Acquisition**”) expected to close in Q1 2023.

Tim Albertsen, CEO of ALD, declared: *“I am delighted with the success of our rights issue, which was largely oversubscribed. I would like to thank our existing shareholders for their continued support and welcome new investors in our capital. ALD has completed a key step towards the creation of the leading global sustainable mobility player. Both ALD and LeasePlan teams are looking forward to joining forces and generating value for our customers and our shareholders.”*

Results of the Rights Issue

The final gross proceeds of the Rights Issue, including the issue premium, amount to approximately EUR 1.2 billion, corresponding to the issuance of 161,641,456 new shares (the “**New Shares**”) with a par value of EUR 1.50 at a subscription price of EUR 7.50 per share.

Following the subscription period, which ended on 13 December 2022, the total demand amounted to 202,156,829 shares, for an amount close to EUR 1.5 billion, corresponding to an oversubscription rate of approximately 125% (and approximately 175% excluding the subscription amount of Societe Generale¹):

¹ Ahead of the launch of the Rights Issue, Societe Generale had committed to participate in the Rights Issue for a total subscription amount of approximately EUR 803 million.

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

- 160,925,808 New Shares were subscribed on an irreducible basis (*à titre irréductible*), representing a take-up rate of approximately 99.6% of the New Shares to be issued;
- orders submitted on a reducible basis (*à titre réductible*) represented 41,231,021 shares and will therefore only be partially allocated for a number of 715,648 New Shares to be issued.

Next steps of the Acquisition

As of the date of this press release, and as stated on 28 November 2022, main regulatory and all expected anti-trust conditions precedent have been completed. The Acquisition is expected to close in Q1 2023 subject to remaining regulatory approvals and other customary closing conditions².

Subscription and underwriting commitment

In accordance with its commitment, Societe Generale as a majority shareholder of ALD subscribed for an amount of approximately EUR 803 million, representing approximately 66.3% of the Rights Issue and will hold approximately 75.9% of the Company's share capital following the completion of the Rights Issue.

On 28 November 2022, a placement agency agreement has been entered into by ALD, Citigroup, JP Morgan and Societe Generale, acting as joint global coordinators, joint lead managers and joint bookrunners (the "**Joint Global Coordinators**") and BofA Securities, Credit Suisse, Deutsche Bank, HSBC, ING, and Mediobanca acting as joint bookrunners (the "**Joint Bookrunners**").

Allocation of the share capital following the transaction

Following the settlement and delivery of the Rights Issue, the share capital of ALD will amount to EUR 848,617,644, comprised of 565,745,096 shares with a nominal value of EUR 1.50 each. On the basis of the information made available to the Company, the share capital is allocated as per the table below:

² Obtaining various regulatory clearances in foreign jurisdictions, approval of the Acquisition by the shareholders' general meetings of ALD and LeasePlan, delivery by each of ALD and LeasePlan of a pre-agreed book value at closing.

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

| Shareholders | Number of shares | % of capital | % of voting rights ⁽¹⁾ |
|--|--------------------|---------------|-----------------------------------|
| Societe Generale | 429,649,292 | 75.9% | 75.9% |
| Treasury Shares | 1,170,854 | 0.2% | 0.2% |
| Free Float | 134,924,950 | 23.9% | 23.9% |
| Total | 565,745,096 | 100.0% | 100.0% |
| (1) % of the voting rights = gross voting rights including those related to treasury shares. The treasury shares are deprived of voting rights exercisable at the shareholders' general meeting. | | | |

As a result of Societe Generale's subscription to the transaction being below its pro rata share in ALD and due to the fact that its underwriting was not exercised, ALD free float has increased from 19.9% to 23.9% of its share capital. In value, the free float has increased by c.50% following the completion of this rights issue.

As a reminder, c.251 million shares will be issued in the context of the LeasePlan acquisition to the benefit of its shareholders, subject to remaining regulatory approvals and other customary closing conditions. As a result, ALD shareholding will thus be as follows: 52.6% for Societe Generale, 30.75% for the LeasePlan shareholders and 16.5% for the free float.³

Timetable of the Rights Issue

Settlement and delivery of the New Shares and commencement of trading on Euronext Paris (segment A) will take place on 20 December 2022.

The New Shares will carry dividend rights and their holders will be entitled to any dividends declared by ALD as from their issue date. The New Shares will be, as from their issue date, fully fungible with ALD's existing shares and will be traded under the same ISIN code as ALD's existing shares (ISIN Code FR0013258662).

Lock-up agreements

ALD has committed to a lock-up period starting on the date of signing of the placement agency agreement relating to the Rights Issue and ending 180 calendar days after the date of settlement-delivery of the Rights Issue (subject to certain customary exceptions).

Societe Generale intends to remain the long-term majority shareholder of ALD and has committed to a 40-month lock-up post-closing of the Acquisition in accordance with the provisions of the

³Assuming the full exercise of the warrants granted to LeasePlan's shareholders, Societe Generale will hold c. 51% of the new combined entity's share capital upon closing of the Acquisition and LeasePlan's shareholders up to 32.9% of the combined entity's share capital

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

framework agreement entered into on 22 April 2022 (subject to certain customary exceptions) and to a lock-up starting on the date of signing of the placement agency agreement relating to the Rights Issue and ending 180 calendar days following the settlement-delivery of the Rights Issue (subject to certain customary exceptions).

Availability of the Prospectus

The prospectus (the “**Prospectus**”) including (i) the 2021 Universal Registration Document filed with the AMF on 22 April 2022 under number D.22-0340, (ii) the amendment to the 2021 Universal Registration Document filed with the AMF on 28 November 2022 under number D.22-0340-A01 and (iii) a securities note (including the summary of the prospectus) which was filed with the AMF and received approval number n°22-470 dated 28 November 2022, is available on the website of the AMF (www.amf-france.org) and the company (www.aldautomotive.com). Copies of the Prospectus are available free of charge at ALD’s registered office (1-3 Rue Eugène et Armand Peugeot, Corosa, 92500 Rueil-Malmaison, France).

Risk Factors

Investors’ attention is drawn to the risk factors included in chapter 4 “Risk Factors” of the 2021 Universal Registration Document, as supplemented by section 10 “Risk Factors” of the amendment to the 2021 Universal Registration Document and in chapter 2 “Risk Factors” of the securities note.

Contacts

Béatrice Lan-Shun

ALD Investor Relations

InvestorRelations.ALD@aldautomotive.com

Stephanie Jonville

ALD Communication Department

Tel.: +33 (0)6 46 14 81 90

stephanie.jonville@aldautomotive.com

About ALD

ALD is a global leader in mobility solutions providing full service leasing and fleet management services across 43 countries to a client base of large corporates, SMEs, professionals and private individuals. A leader in its industry, ALD places sustainable mobility at the heart of its strategy, delivering innovative mobility solutions and technology-enabled services to its clients, helping them focus on their everyday business. With 7 050 employees around the globe, ALD manages 1.76 million vehicles (at end September

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

2022). ALD is listed on Compartment A of Euronext Paris (ISIN: FR0013258662; Ticker: ALD) and is included in the SBF120 index. Societe Generale is ALD's majority shareholder.

This press release does not constitute an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of ordinary shares or other securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The distribution of this document may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this document comes are required to inform themselves about and to observe any such potential local restrictions.

*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14th, 2017 (as amended, the "**Prospectus Regulation**"). Potential investors are advised to read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The approval of the Prospectus by the AMF should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.*

*With respect to the Member States of the European Economic Area (other than France) and the United Kingdom (each a "**Relevant State**"), no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any Relevant State. As a result, the securities may and have been offered in any Relevant State only (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State of the European Economic Area, or Regulation (EU) 2017/1129 as it forms part of national law under the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), for any investor in the United Kingdom, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) in accordance with the exemptions set forth in Article 1 (4) of the Prospectus Regulation or under any other circumstances which do not require the publication by ALD of a prospectus pursuant to Article 3 of the Prospectus Regulation and/or to applicable regulations of that Relevant State.*

*The distribution of this press release has not been made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Order**"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "**Relevant Persons**"). Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.*

*This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies). This press release does not constitute or form part of any offer of securities for sale or any solicitation to purchase or to subscribe for securities or any solicitation of sale of securities in the United States of America. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or the law of any State or other jurisdiction of the United States of America, and may not be offered or sold in the United States of America absent registration under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. ALD does not intend to register all or any portion of the securities under the Securities Act or to conduct a public offering of the securities in the United States of America.*

This press release may not be published, distributed or transmitted in any province or territory of Canada. Neither the Rights nor the shares issuable upon exercise of the Rights have been or will be qualified for distribution by prospectus in Canada. Subject to certain exceptions, the Rights may not be exercised or sold by existing holders that are located or resident in Canada, and the New Shares and Rights will not be offered or sold in Canada. Sales of the Rights or shares may be made in certain provinces of Canada pursuant to exemptions from the

Not to be published, distributed or circulated directly or indirectly in the United States of America, Canada, Australia or Japan. This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended.

prospectus requirements of Canadian securities laws, and otherwise in compliance with such laws. Investors in Canada are directed to the Canadian Supplement to the International Offering Memorandum which contains important additional information for persons located or resident in Canada.

Shareholders of ALD located or resident in Canada may only receive Rights in respect of existing shares held by them pursuant to procedures adopted by ALD to ensure compliance with applicable Canadian securities laws, as described in the Canadian Supplement to the International Offering Memorandum.

This announcement may not be published, forwarded or distributed, directly or indirectly, in the United States of America, Canada, Australia or Japan.