

*Translation for information purposes only*

**Boulogne-Billancourt, on July 27, 2016**

**Components of Renault Chairman and Chief Executive Officer's remuneration  
for the 2016 financial year**

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On July 27, 2016, upon proposal of the Remunerations Committee, Renault's Board of Directors approved the principles of the Chairman and Chief Executive Officer's compensation for the 2016 financial year.

Such remuneration shall comprise:

**I. A fixed part**

The amount of the fixed portion shall be equal to EUR 1,230,000. This amount has remained unchanged since 2011.

**II. A variable part**

The variable part represents a percentage of the fixed part, the amount of which shall be set on the basis of performance criteria. These performance criteria were set and their achievement shall be assessed by the Board of Directors, upon proposal of the Remunerations Committee.

For the 2016 financial year, the variable part can amount to 120% of the fixed part, if all the performance objectives are achieved.

In the event that all the performance criteria (quantitative and qualitative) are achieved, an exceptional compensation of 60% could be allocated, increasing the variable part up to 180% of the fixed part, subject to achievement of additional performance objectives.

➤ **Nature of the performance criteria**

The performance criteria set by the Board of directors for the 2016 year are the following:

3 quantitative criteria (financial criteria)

- Return On Equity rate,
- Operational Margin,
- Free Cash Flow,

1 qualitative criterion

- Criterion related to the managerial quality, which is based on the four following items :
  - o monitoring of the competitiveness agreement in France,
  - o quality of the environmental responsibility,
  - o development of a multi-year R&D strategy,
  - o development of partnerships and Alliance synergies.

Criteria for the payment of an exceptional compensation are the following:

- Operational Margin,
- Free Cash Flow.

➤ **Performance criteria objectives**

<b>Variable Part (from 0 to 120%)</b>			
	<u>Criteria</u>	<u>Weighting</u>	<u>Threshold</u>
Quantitative criteria	ROE	15%	10 % if ROE $\geq$ 8% 15 % if ROE $\geq$ 10%  Linear variation between these values.
	Automobile Operational Margin (AOM)	35%	0 % if AOM < Budget 20 % if AOM = Budget 25 % if AOM = Budget + 0,2 point 35 % if AOM $\geq$ Budget + 0,5 point  Linear variation between these values.
	FCF	35%	0 % if FCF < Budget 20 % if FCF = Budget 25 % if FCF = Budget + 36% 35 % if FCF $\geq$ Budget + 100%  Linear variation between these values.
Qualitative criterion	Managerial Quality	35%	7 % Monitoring of the competitiveness agreement in France 8 % Quality of the CSR commitment 8 % Partnerships and Alliance synergies 12 % Development of a multi-year R&D strategy  Linear variation between these values.
		120%	

<b>Exceptional variable part (from 120% to 180%)</b>			
Quantitative criteria	AOM	30%	if $AOM \geq \text{Budget} + 1 \text{ point}$
	FCF	30%	if $FCF \geq \text{Budget} + 150\%$
		60%	
<b>Total</b>		<b>180%</b>	

➤ **Payment conditions of the variable part**

The variable part for the 2016 financial year shall be paid in two instalments:

- i. a first part (25%) shall be immediately paid in cash,
- ii. the balance (75%) shall be paid in shares on a deferred basis.

Definitive vesting of the shares acquired under the deferred variable part can only occur from 2019, subject to a presence condition of the Chairman and Chief Executive Officer within Renault in 2019.

The number of shares allocated to the Chairman and Chief Executive Officer shall be determined on the basis of the amount of the deferred variable part (in Euro) divided by the average of the 20 last trading days preceding the date of the Board's allocation decision.

Moreover, it is specified that, contrary to the previous years, the deferred variable part shall not be subject to any adjustment. This new payment method will apply to all the compensations due as from 2016.

**III. Performance shares**

Allocation for the Chairman and Chief Executive Officer is of 100,000 performance shares.

Allocation of performance shares is subject to the achievement of performance criteria, as set out hereinafter.

<b>Performance shares</b>			
	<u>Criteria</u>	<u>Weighting</u>	<u>Threshold</u>
Criteria	TSR <sup>1</sup>	33.3%	0 % if TSR < Benchmark 15.0 % if TSR = Benchmark 33.33 % if TSR ≥ Benchmark+ 10%  Linear variation between these values.
	% Average vs panel average <sup>2</sup>	33.3%	0 % if AOM < Average 26.7 % if AOM = Average 33.33 % if AOM ≥ Average + 10%  Linear variation between these values.
	FCF	33.3%	0 % if FCF < Budget 26.7 % if FCF = Budget 33.3% if FCF ≥ Budget + 10%  Linear variation between these values.
		100%	

In addition, definitive vesting of the performance shares is subject to a four-year presence condition, i.e. until 2020.

Proposed criteria for the 2016 plan of the Chairman and Chief Executive Officer shall be assessed over the years 2016, 2017 and 2018.

The Chairman and Chief Executive Officer is not subject to a holding period in respect of the plan in addition to the vesting period, but he is subject to an obligation to keep 25% of the Company's shares as company officer, until the end of his office.

<sup>1</sup> TSR shall be calculated by reference to the average TSR for Euro Stoxx ex Financials, and TSR for Euro Stoxx Automobile & Parts.

<sup>2</sup> The panel comprises the following manufacturers: Fiat, PSA, Skoda, Volkswagen and Renault.