

VALLOUREC S.A.

Société anonyme with a share capital of €228,993.88

Registered office: 27, avenue du Général Leclerc – 92100 Boulogne-Billancourt, France

To be taken into consideration, forms must be received no later than March 26, 2021 at 03:00 p.m. (Paris time) (by email) at the address set out below):

Lucid Issuer Services Limited

Tankerton Works

12 Argyle Walk London

WC1H 8HA United Kingdom

Attention: Thomas Choquet / Victor Parzyjagla

Email: vallourec@lucid-is.com

Tel: +44 (0) 20 7704 0880

**PARTICIPATION IN THE BONDHOLDERS' GENERAL MEETING VOTE
ON THE DRAFT SAFEGUARD PLAN**

ON MARCH 29, 2021

AT 04:00 P.M. (PARIS TIME)

BY VIDEOCONFERENCE WITH TRANSLATION

SERVICE

[DELETE AS APPLICABLE]

€55,000,000 principal amount of 4.125% Bonds due 2027, ISIN Code FR0011292457 (the “Notes”)

€500,000,000 principal amount of 2.250% Bonds due 2024, ISIN Code FR0012188456
(the “Notes”)

€249,999,998.30 principal amount of 4.125% Bonds with an option to convert and/or exchange it for
new and/or existing shares due 2022, ISIN Code FR0013285046 (the “Notes”)

EUROCLEAR FRANCE PROXY FORM

I, the undersigned ¹ _____, holder of
_____ referred to above recorded in a securities account maintained by an authorised
financial intermediary (a book entry certificate must be attached to this form) in Euroclear France,

acknowledge having received all documents and information required under any laws and regulations with respect to the bondholders' general meeting to be held by videoconference with translation service on **March 29, 2021 at 04:00 p.m. Paris time** (the "Meeting").

Please complete both Section 1 and Section 2 below:

Section 1: Appointment of Lucid as Proxy

☐ **I hereby empower the below appointed representative to represent me at the aforementioned Meeting and vote as per Section 2:**

Lucid Issuer Services Limited

Residing at

Tankerton Works, 12, Argyle Walk, London WC1H 8HA, United Kingdom

Accordingly, Lucid Issuer Services Limited virtually attending the aforementioned bondholders' general meeting shall sign electronically any attendance sheets and any other documentation, take part in all deliberations, agree or not to act as teller, abstain himself/herself/itself or vote on the Draft Safeguard Plan as provided for in Section 2 below and, more generally, do anything necessary.

Section 2: Voting instruction in respect of the Draft Safeguard Plan

FOR: ☐

AGAINST: ☐

Signed in _____, on _____ Signature

Surname, First name, address, capacity ²

¹ For natural persons: first names, family names and address.

For legal entities: legal name, registered office and legal form.

If the signatory is not a bondholder (example: (legal agent, guardian, etc.), he/she must indicate his/her surname, first name, and his/her capacity in which he/she signs the voting form.

² For legal entities, please mention signatory's surname, first name(s) and capacity. If the signatory is not himself the bondholder, please detail his surname, first name(s) and the capacity in which he is signing.

**ARRANGEMENTS FOR TAKING PART IN THE BONDHOLDERS' MEETING OF
MARCH 29, 2021 at 04:00 P.M. (Paris (France) time)**

If you hold Notes in Euroclear France, you may decide to virtually participate in the bondholders' general meeting to be held by videoconference or conference call with translation service on **March 29, 2021 at 04:00 p.m.** (Paris (France) time).

EVIDENCE OF YOUR STATUS AS BONDHOLDER

You are a bondholder

The Notes must have been entered in your name in the securities accounts maintained by an authorised intermediary no later than March 19, 2021 at 11:59 p.m., Paris time. The entry of the securities is evidenced by a "book entry certificate" (i.e. evidence of holding) delivered by the authorised intermediary.

THE VARIOUS OPTIONS FOR TAKING PART IN THE MEETING

1/ Appoint Lucid Issuer Services Limited as your proxy (Option 1)

In this case, you must tick the corresponding box of the form and provide Lucid Issuer Services Limited with Voting Instructions as per Section 2.

This form must be sent with the book entry certificate and with the following information: identity (such as the copy of a valid passport or I.D. card, or an excerpt from the Register of Trades & Companies or the equivalent, and a copy of any documents evidencing representation powers, as appropriate any delegation of powers, proxy or special mandate signed by the legal entity's legally authorized representatives) and contact information (email address and phone number).

These documents and information should be received by Lucid Issuer Services Limited no later than March 26, 2021 at 03:00 p.m., Paris (France) time by email (to the email address set out below).

2/ Attending the Meeting virtually (Option 2)

Any Holder who wishes to virtually attend the BGM either himself/herself/itself or through a specific duly authorized representative (other than Lucid) will be authorized to do so and cast a vote by electronic means at such BGM only if it provides the Tabulation and Information Agent, with (i) satisfactory evidence of its ownership of the Bonds, Senior Notes or 2022 OCEANES as of the Record Date, (ii) evidence of identity of the person virtually attending the BGM (e.g., a copy of their national identity card or passport) as well as (iii) any document or evidence required under the internal regulations of the BGM as set out by the Judicial Administrator, including (a) evidence of the power of the person attending the BGM to represent the Holder (i.e., as a result of by-laws, excerpt from the Register of Trades & Companies – or equivalent documents under the law applicable to the relevant legal entity – (where the Holder is a legal entity) and/or as appropriate any delegation of powers, proxy or special power of attorney) and (b) the form of certificate of capacity available in the data room, duly completed and signed.

The above-mentioned information shall be received by Lucid Issuer Services Limited by email no later than March 26, 2021 at 03:00 p.m., Paris (France) time.

This form is not required.

The Judicial Administrator shall assess the conformity of said documents and any other means evidencing the capacity of the Holders to vote at the BGM. The Judicial Administrator reserves the right to deny access to the BGM to any person not providing satisfactory evidence of its identity, its powers to represent the Holder, or the holding of the Holder by the Senior Notes, the Bonds or the 2022 OCEANES.

Voting by those Holders who virtually attend the BGM himself/herself/itself or through a duly authorized representative (other than Lucid) will be made by filling in the voting ballot available in the Data Room, to be sent by email at auo-vallourec@fhbx.eu, when indicated by the Judicial Administrator during the BGM.

RETURN OF THIS FORM

You must:

- 1) Request from your financial intermediary (directly affiliated with Euroclear France) a book entry certificate proving your capacity as bondholder and this certificate must be attached to the form.
- 2) Send the fully completed form to:

Lucid Issuer Services Limited
Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Attention: Thomas Choquet / Victor
Parzyjagla
Email: vallourec@lucid-is.com
Tel: +44 (0) 20 7704 0880

**ANY FORM RECEIVED WITHOUT A BOOK ENTRY CERTIFICATE SHALL BE
CONSIDERED AS NULL AND VOID**

DOCUMENTS AVAILABLE TO THE BONDHOLDERS

A French language version of the executed draft safeguard plan, together with a free English translation thereof for information purposes only, and any useful documents are being made available to bondholders by the Tabulation and Information Agent in a data room (the “**Data Room**”) concurrently herewith, which may be accessed at the following address: www.lucid-is.com/vallourec upon confirmation of your position in the bearer Notes as further described above.