

***ANNUAL SHAREHOLDERS  
MEETING  
MAY 18, 2018***



# 1<sup>st</sup>, 3<sup>rd</sup> and 4<sup>th</sup> resolutions

- Approval of the Company financial statements
- Approval of the consolidated financial statements
- Related-party agreements

## 2<sup>nd</sup> resolution

- Appropriation of net income
- Approval of a dividend of €3.55
- The dividend will be paid as from May 24, 2018

## 5<sup>th</sup> resolution

- New authorization to carry out a share buyback program
  - Maximum purchase price: €180 per share
  - Maximum number of shares: equivalent to 10% of total shares outstanding
  - Not applicable during a public offer period

## 6<sup>th</sup> resolution

- Advisory vote on the components of the compensation due or awarded for 2017 to Jean-Dominique Senard, Chief Executive Officer

## 7<sup>th</sup> resolution

- Advisory vote on the components of the compensation due or awarded for 2017 to Michel Rollier, Chairman of the Supervisory Board

## 8<sup>th</sup> resolution

- Authorization for the Managing Partners or any one of them to issue bonds and debt-linked securities for a period of 26 months, representing a maximum nominal amount of €5 billion euros or the foreign currency equivalent

# 9<sup>th</sup>, 10<sup>th</sup> and 11<sup>th</sup> resolutions

- Election and re-election of Supervisory Board members
  - Re-election of Monique Leroux
  - Re-election of Cyrille Poughon
  - Election of Thierry Le Hénaff



# 12<sup>th</sup> and 13<sup>th</sup> resolutions

- Election of two new Managing Partners
  - Yves Chapot, Managing Partner
  - Florent Menegaux, General Managing Partner

# 14<sup>th</sup> resolution

- Authorization to issue ordinary shares or securities carrying rights to the Company's shares, with pre-emptive subscription rights for existing shareholders
  - Maximum nominal amount of the issues:
    - €126 million of shares (or less than 35% of the share capital)
    - €2.5 billion for securities carrying rights to shares
  - Validity: 26 months

# 15<sup>th</sup> resolution

- Authorization to issue ordinary shares or securities carrying rights to the Company's shares, through a public offer, without pre-emptive subscription rights for existing shareholders
  - Maximum nominal amount of the issues:
    - €36 million for shares (or less than 10% of the share capital)
    - €2.5 billion for securities carrying rights to shares
  - Issue price of the shares at least equal to the average of the opening prices quoted over the three trading days, less a maximum discount of 5% in accordance with the law
  - Validity: 26 months

# 16<sup>th</sup> resolution

- Authorization to issue ordinary shares or securities carrying rights to the Company's share through a private placement governed by paragraph II of Article L.411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders
  - Maximum nominal amount of the issues:
    - Same as in the 15<sup>th</sup> resolution
    - Included in the ceilings set in the 15<sup>th</sup> resolution
  - Share issue price: same as in the 15<sup>th</sup> resolution
  - Validity: 26 months

# 17<sup>th</sup> resolution

- Authorization to increase the number of shares issued under the authorizations with or without pre-emptive subscription rights:
  - Up to 15% of the original issue amount
  - At the same price and subject to the same ceilings as the original issue
  - Validity: 26 months

# 18<sup>th</sup> resolution

- Authorization to increase the Company's capital by capitalizing reserves, income or additional paid-in capital:
  - By up to €80 million
  - Validity: 26 months

# 19<sup>th</sup> resolution

- Authorization to increase the Company's capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment for contributed securities (up to 10% of the share capital):
  - The amount of any capital increases would be included in the ceiling for share issues without pre-emptive subscription rights for existing shareholders set in the 15<sup>th</sup> resolution
  - Validity: 26 months

# 20<sup>th</sup> resolution

- Authorization to issue or sell shares to members of a Group Employee Shareholder Plan:
  - Up to a maximum par value of €7 million, or less than 2% of the share capital
  - Validity: 26 months



## 21<sup>st</sup> resolution

- Blanket ceiling on the issue of shares, set at €126 million
- Blanket ceiling on the issue of shares and securities and debt securities carrying rights to shares, set at €2.5 billion

# 22<sup>nd</sup> resolution

- Authorization to reduce the Company's capital
  - By canceling treasury shares purchased under shareholder-approved buyback programs
  - Up to 10% of outstanding shares
  - Validity: 18 months

## 23<sup>rd</sup> resolution

- Change of the address of the Company's head office

# 24<sup>th</sup> resolution

- Alignment with French company law

# 25<sup>th</sup> resolution

- Powers to carry out formalities