



BOURBON

BOURBON

**a société anonyme [an incorporated joint-stock company under French law]
with an authorized capital of 47,360,582 euros
Registered office : 33 rue du Louvre, 75002 Paris
Listed in the Paris Register of Companies under n° 310 879 499**

NOTICE OF GENERAL MEETING

Shareholders of the company **BOURBON** are advised of a Combined General Meeting, to be held in the Eurosites George V auditorium, at n° **28 avenue George V, 75008 Paris, on May 20th 2014 at 3.00 p.m.**, to transact the following business:

1 Agenda of the ordinary general meeting

- ▶ Approval of the annual financial statements for the period ending December 31, 2013.
Approval of the consolidated financial statements for the period closed on December 31, 2013.
- ▶ Appropriation of income for the year and setting of the dividend.
- ▶ Statutory Auditors' special report on regulated agreements and commitments and approval of these agreements and commitments.
- ▶ Setting of Directors' fees.
- ▶ Renewal of Deloitte & Associés as Principal Statutory Auditor.
- ▶ Renewal of BEAS as Deputy Statutory Auditor.
- ▶ Renewal of Mr. Christian Munier as director.
- ▶ Appointment of Ms. Astrid de Bréon to replace Mr. Henri d'Armand de Chateaufieux as director.
- ▶ Renewal of Mr. Baudouin Monnoyeur as director.
- ▶ Appointment of Mr. Bernhard Schmidt to replace Mr. Guy Dupont as director.
- ▶ Appointment of Ms. Wang Xiaowei to replace Ms. Lan Vo Thi Huyen as director for the remainder of the term of office.
- ▶ Appointment of Mr. Philippe Salle to replace Mr. Philippe Sautter as director for the remainder of the term of office.
- ▶ Authorization to be given to the Board of Directors for the Company to repurchase treasury shares pursuant to Article L. 225-209 of the Commercial Code, duration of permission, purposes, procedures, ceiling.
- ▶ Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Jacques d'Armande Chateaufieux, Chairman of the Board of Directors.
- ▶ Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Christian Lefèvre, Chief Executive Officer.
- ▶ Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Laurent Renard and Mr. Gaël Bodénès, Executive Vice Presidents.

2 Agenda of the extraordinary general meeting

- ▶ Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to Article L. 225-209 of the Commercial Code, duration of authorization, ceiling.
- ▶ Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits and/or premiums, duration of the delegation, nominal maximum value of the capital increase, outcome of fractional shares.
- ▶ Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital (of the company or of a group company) and/ or conferring entitlement to the allocation of debt instruments with preferential subscription rights, duration of the delegation, nominal maximum value of the capital increase, option to offer unsubscribed securities to the public.
- ▶ Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital (of the company or of a group company) and/or conferring entitlement to the allocation of debt instruments with removal of preferential subscription rights, via an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, nominal maximum value of the capital increase, issue price, ability to limit to the value of the subscriptions or distribute unsubscribed securities.
- ▶ Authorization, in case of issue with elimination of the shareholders' pre-emptive subscription right, to set, within the limit of 10% of share capital per year, the issue price under the terms determined by the meeting.
- ▶ Authorization to increase the amount of issues in the case of excess requests.
- ▶ Delegation to be given to the Board of Directors to increase the share capital, up to 10% to compensate contributions in kind of capital securities or marketable securities giving access to the capital, duration of the delegation.
- ▶ Authorization to be given to the Board of Directors in order to give stock options to employees and/or certain corporate officers of the company or associated companies, waiver by shareholders of their preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option.
- ▶ Authorization to be given to the Board of Directors in order to give bonus shares (existing and/or to be issued) to employees and/or certain corporate officers of the company or associated companies, waiver by shareholders of their preferential subscription rights, duration of the authorization, ceiling, duration of acquisition periods, mainly in the event of invalidity and holding.
- ▶ Delegation of authorization to the Board of Directors to issue share subscription warrants, share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing shares (BSAAR) with elimination of the pre-emptive subscription right in favor of a defined class of persons, maximum nominal amount of the capital increase, duration of the delegation, exercise price.
- ▶ Delegation of authority to the Board of Directors to increase the capital by issuing shares with elimination of pre-emptive subscription rights for participants in a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to allocate bonus shares pursuant to Article L. 3332-21 of the French Labor Code.
- ▶ Overall limitation of ceilings on capital increases envisaged by the delegations shown in the nineteenth, twentieth, twenty-first, twenty-fourth and twenty-eighth resolutions of this Meeting.
- ▶ Powers to perform formalities.



Notwithstanding any provisions to the contrary in the articles of association, shareholders may take part in this meeting irrespective of the number of shares they hold.

Legal entitlement to participate in the General Meetings of companies is justified by registration of shares, in the name of the shareholder or of the intermediary registered on his behalf, as prescribed by article L.228-1 of the French Commercial Code, at least three working days prior to the meeting, *i.e.* by 00.00 hours, Paris time, on **15th May 2014**, either in the registered share accounts kept by the company or in the bearer share accounts kept by the accredited intermediary.

Account registration or entry of shares in the bearer share accounts kept by the accredited intermediary must be evidenced by an attendance certificate issued by the latter, by electronic transmission if need be as provided for under article R.225-61 of the French Commercial Code, and appended to the postal voting form or the proxy form or to the application for an admittance card made out in the name of the shareholder or on behalf of the shareholder represented by the accredited intermediary.

A certificate is also issued to any shareholder, wishing to be physically present at the meeting, who has not received his admittance card by 00.00 hours, Paris time, three working days prior to the meeting.

In lieu of personal attendance at the meeting, shareholders may choose one of the three following means of participation:

1. they may send a proxy form to the company, without naming a proxy ;
2. they may appoint as proxy any natural or artificial person of their choice, as provided for under article L.225-106 I of the French Commercial Code. Thus the shareholder may send CACEIS Corporate Trust a proxy form, completed and signed, indicating his own full name and address together with those of his chosen proxy, accompanied by photocopies of their respective means of identification (ID cards, for example). Proxies may be revoked with the same procedure as for appointment.
3. they may vote by post.

As provided for under article R.225-79 of the French Commercial Code, notification of the appointment or revocation of a proxy may also be given by electronic transmission, as indicated below:

► for registered shareholders : by sending an e-mail bearing an electronic signature. This signature is obtained by the shareholder from a third-party certification authority, duly accredited in accordance with current legislation and regulations, at the following electronic address: mandataires@bourbon-online.com. In addition to the full name of the proxy appointed or revoked, the shareholder must indicate his full name, address and (for those directly registered) his CACEIS Corporate Trust identifier as shown on the upper left of his share account statement or (for those registered through an intermediary) his identifier from the financial intermediary ;

► for bearer shareholders : by sending an e-mail bearing an electronic signature. This signature is obtained by the shareholder from a third-party certification authority, duly accredited in accordance with current legislation and regulations, at the following electronic address: mandataires@bourbon-online.com. In addition to the full name of the proxy appointed or revoked, the shareholder must indicate his full name, address and complete bank references. The shareholder must then request the financial intermediary managing his share account to send a written confirmation (by surface mail) to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux cedex 9, France** (or by fax to 01 49 08 05 82).

Only those notifications of appointment or revocation of proxies, duly signed, completed and received at least three days prior to the date of the general meeting or within the time-limits defined by article R.225-80 of the French Commercial Code can be accepted. It should also be noted that the above-mentioned electronic address can only be used for notifications of



BOURBON

appointment or revocation of proxies; no other requests, or notifications on other subjects, can be accepted.

Any shareholder having sent a postal vote or proxy form, or having requested an admission card or an attendance certificate, may nevertheless transfer all or any of his shares at any time. If the transfer takes place three working days prior to the meeting, *i.e.* before 00.00 hours, Paris time, **15th May 2014**, the company will cancel or accordingly amend, as the case may be, the postal vote, the proxy form, the admission card or the attendance certificate. For this purpose, the accredited intermediary holding the account notifies the company or its agent of the transfer and forwards the necessary details.

Notwithstanding any agreement to the contrary, no transfer or other transaction made after 00.00 hours, Paris time, three working days prior to the meeting, whatever the means employed, will notified by the accredited intermediary or taken into consideration by the company.

Proxy forms and postal voting forms are sent automatically to shareholders registered in pure nominee accounts or accounts managed by post.

As required by French legislation, all the documents which must be communicated to this general meeting will be put at the shareholders' disposal, within and for the legal time-limits, at **BOURBON's** registered offices and posted on the Company's website (<http://www.bourbon-online.com>) or sent upon request made by normal post to CACEIS Corporate Trust.

As regards bearer shareholders, proxy forms and postal voting forms will be sent to them upon request, made by recorded-delivery mail with acknowledgement of receipt, to **CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14 rue Rouget de Lisle - 92862 Issy-les-Moulineaux cedex 9**, at least six days prior to the date of the meeting.

To be counted, the postal voting form, duly completed and signed, must be returned to the same address (**CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14 rue Rouget de Lisle - 92862 Issy-les-Moulineaux cedex 9**) at least three days prior to the scheduled date of the meeting.

Once the shareholder has cast his vote by post, sent a proxy form or requested his admission card or an attendance certificate, he can no longer choose another form of participation in the meeting unless this is provided for in the articles of association.

Shareholders may pose the Company written questions as of release of this notice. These questions must be sent to the registered office of the Company, by recorded-delivery letter with acknowledgement of receipt, at least four working days prior to the date of the meeting, accompanied by proof of share registration.

THE BOARD OF DIRECTORS



BOURBON