
AGENDA OF THE COMBINED GENERAL MEETING OF MAY 23, 2017

1. AGENDA OF THE ORDINARY GENERAL MEETING

- ▶ Approval of annual financial statements for the year ended December 31, 2016.
- ▶ Approval of consolidated financial statements for the year ended December 31, 2016.
- ▶ Appropriation of net income for the period and fixing of dividend.
- ▶ Option to pay the dividend in cash or in shares, issuance price for the shares to be issued, fractional shares, option periods.
- ▶ Special report of the Statutory Auditors on related party agreements and commitments - Acknowledgment of the absence of any new agreements entered into during the fiscal year ended December 31, 2016.
- ▶ Renewal of EurAAudit CRC as Principal Statutory Auditor.
- ▶ Non-renewal and non-replacement of Mr. Jean-Marie Cadren as Alternate Statutory Auditor.
- ▶ Renewal of Mr. Guillaume d'Armand de Chateaueux as a Director.
- ▶ Appointment of Ms. Elisabeth Van Damme as a Director to replace Mr. Bernhard Schmidt.
- ▶ Renewal of Mr. Baudouin Monnoyeur, as a Director.
- ▶ Ratification of the provisional appointment of Ms. Adeline Challon-Kemoun to replace Ms. Astrid de Lancrau de Bréon as a Director.
- ▶ Renewal of Ms. Adeline Challon-Kemoun to replace Ms. Astrid de Lancrau de Bréon as a Director.
- ▶ Approval of the principles and criteria for determining, allocating, and granting the components of Executive Director compensation.
- ▶ Mandatory vote on the components of the compensation due or granted for the fiscal year ended December 31, 2016 to Mr. Jacques d'Armand de Chateaueux, Chairman and Chief Executive Officer.
- ▶ Mandatory vote on the components of the compensation due or granted for the fiscal year ended December 31, 2016 to Messrs. Christian Lefèvre and Gaël Bodénès, Executive Vice Presidents.
- ▶ Authorization for the Board of Directors to have the Company buy back its own shares, as provided for under Article L. 225-209 of the French Commercial Code. Duration, purpose, terms and ceiling of this authorization.

2. AGENDA OF THE EXTRAORDINARY GENERAL MEETING

- ▶ Authorization for the Board of Directors to cancel shares bought back by the Company within the terms of Article L. 225-209 of the French Commercial Code. Duration and ceiling of this authorization.
- ▶ Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or equity securities giving access to other equity securities or giving the right to a grant of debt securities and/or securities giving access to equity securities to be issued (by the Company or by another company in the Group) without pre-emptive subscription rights, by means of an offering to the public and/or in consideration of securities in connection with an exchange offer, duration of the delegation, maximum nominal amount of the capital increase, issuance price, ability to limit the number of subscriptions or to reallocate unsubscribed securities.
- ▶ Authorization, in the event of an issuance without pre-emptive subscription rights, to set the issuance price pursuant to the conditions determined by the meeting, up to a maximum of 10% of the capital per year.
- ▶ Authorization to increase the amount of issuances in the event of excess demand.
- ▶ Delegation of authority to be given to the Board of Directors to increase the capital by issuance of ordinary shares and/or securities giving access to the share capital, without pre-emptive subscription rights, for the benefit of the 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, issuance price, ability to grant free shares pursuant to Article L. 3332-21 of the French Labor Code.
- ▶ Authorization to be given to the Board of Directors to grant stock subscription and/or purchase options to employees and/or certain corporate officers of the Company or of its related companies, waiver by the shareholders of their pre-emptive subscription right, duration of the authorization, ceiling, exercise price, maximum option period.
- ▶ Delegation to be given to the Board of Directors to realign the Company's memorandum and Articles of Association with applicable laws and regulations.
- ▶ Realignment of section 2 of Article 4 "Head Office", of the Company's Articles of Association.
- ▶ Realignment of section 2 of Article 21, "Statutory Auditor", of the Company's Articles of Association.
- ▶ Powers for completion of formalities.