



**SHAREHOLDERS' COMBINED GENERAL MEETING  
ON 23 MAY 2019**

**A G E N D A**

**I - within the authority of the Ordinary General Meeting**

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- Reports of the Board of Directors and the Statutory Auditors for the 2018 financial year;
- Approval of the parent company financial statements for the 2018 financial year;
- Approval of the consolidated financial statements for the 2018 financial year;
- Appropriation of net income for the 2018 financial year and distribution of dividends;
- Special report of the Statutory Auditors on related party agreements and commitments falling within the scope of articles L.225-38 *et seq.* of the French Commercial Code;
- Authorization for the Board of Directors to purchase Company shares;
- Re-appointment of a Director (Mr. Jean-Laurent Bonnafé) ;
- Re-appointment of a Director (Mr. Wouter De Ploey) ;
- Re-appointment of a Director (Ms. Marion Guillou) ;
- Re-appointment of a Director (Mr. Michel Tilmant) ;
- Ratification of the co-option of a Director (Ms. Rajna Gibson-Brandon) ;
- Vote on the components of the remuneration policy attributable to the Chairman of the Board of Directors;
- Vote on the components of the remuneration policy attributable to the Chief Executive Officer and the Chief Operating Officer;
- Vote on the components of the remuneration paid or awarded in respect of fiscal year 2018 to Jean Lemierre, Chairman of the Board of Directors;
- Vote on the components of the remuneration paid or awarded in respect of fiscal year 2018 to Jean-Laurent Bonnafé, Chief Executive Officer;
- Vote on the components of the remuneration paid or awarded in respect of fiscal year 2018 to Philippe Bordenave, Chief Operating Officer;
- Advisory vote on the overall amount of remuneration of any kind paid during fiscal year 2018 to executives and certain categories of personnel.

## II - within the authority of the Extraordinary General Meeting

- Special report of the Statutory Auditors;
- Authorization for the Board of Directors to reduce the share capital by cancelling shares;
- Authority to complete legal formalities.