

SoLocal Group

Public limited company (*société anonyme*) with a share capital of 233,259,384 euros
Registered office: Tours du Pont de Sèvres, 204, Rond-point du Pont de Sèvres,
92100 Boulogne-Billancourt, France
552 028 425 R.C.S. Nanterre

Compared to the text of the notice of meeting published on 12 September 2016, the caps of the contemplated issues and the formulas for the determination of the characteristics of the MCB and of the ABSA have been slightly amended to allow the adjustment of the restructuring plan in the event where the financial gross debt of the Company on the date of implementation of the restructuring operations would be slightly different (upwards or downwards) from 1.164 million euros (assumption used for the purposes of the notice of meeting). Moreover, a presentation of the contents and objectives of the draft resolutions relating to the financial restructuring will be posted on SoLocal Group website (www.solocalgroup.com/assemblee-generale-extraordinaire-2016).

NOTICE OF CONVENING

Shareholders of SoLocal Group are convened to the combined general meeting for 19 October 2016 at 5 p.m., Paris time, at the following address: Dock Pullman, 87 avenue des Magasins Généraux, 93 300 Aubervilliers, France.

The agenda and the draft resolutions set out in the notice of meeting to the shareholders' combined general meeting of the Company published in the *Bulletin des Annonces Légales Obligatoires* number 110 dated 12 September 2016 have been amended following (i) amendments made by the Board of Directors of the Company to the text of the draft resolutions and (ii) requests for inclusion on the agenda of draft resolutions submitted by certain shareholders:

- a) The Board of Directors of the Company has decided to (i) amend the agenda and the text of the draft of the fifteenth to twentieth resolutions relating to the financial restructuring, in particular to adjust the caps and substitute an allocation of free shares to the allocation of warrants to the shareholders which was initially envisaged, and (ii) add four draft resolutions, numbered from twenty-four to twenty-seven, relating to the appointment of Directors.
- b) The following shareholders have requested the inclusion of draft resolutions on the agenda of the general meeting, in accordance with Article L.225-105

— the company D&P Finance (494 124 977 R.C.S. Paris), represented by Mr Didier Calmels, and the company organised under English Law, marion partners Ltd (company number: 086224496), represented by Mr Arnaud Marion, have requested the inclusion of the following draft resolutions on the agenda of the general meeting:

- Removal of Mr Robert de Metz (draft resolution A);
- Appointment of Mr Arnaud Marion as Director (draft resolution B);
- Removal of Mr Jean-Pierre Remy (draft resolution C);
- Appointment of Mr Loïc de la Cochetière as Director (draft resolution D);
- Removal of Mr Rémy Sautter (draft resolution E);
- Appointment of Mrs Anne-Marie Cravero as Director (draft resolution F);
- Removal of Mrs Cécile Moulard (draft resolution G);
- Appointment of Mr Alexandre Loussert as Director (draft resolution H);
- Removal of Mr Jean-Marc Tassetto (draft resolution J);
- Appointment of Mr Roland Wolfrum as Director (draft resolution K);
- Appointment of Mr Christophe Deshayes as Director (draft resolution L);
- Appointment of Mr François-Xavier Barbier as Director (draft resolution M);

— the association RegroupementPPLocal, governed by the Law of 1st July 1901, Mr Alexandre Loussert, the company SAS Huiles Benoît (348 680 778 RCS Alès) and the company SARL SOFIM (325 241 339 RCS Montpellier) have requested the inclusion of the following draft resolutions on the agenda of the general meeting:

- Removal of Mr Robert de Metz from his office as Director (draft resolution N);
- Removal of Mr Jean-Pierre Remy from his office as Director (draft resolution O);
- Removal of Mr Rémy Sautter from his office as Director (draft resolution P);
- Removal of Mrs Cécile Moulard from her office as Director (draft resolution Q);
- Removal of Mr Jean-Marc Tassetto from his office as Director (draft resolution R);
- Appointment of Mr Loïc de la Cochetière as Director (draft resolution S);
- Appointment of Mr Arnaud Marion as Director (draft resolution T);
- Appointment of Mrs Anne-Marie Cravero as Director (draft resolution U);
- Appointment of Mr Alexandre Loussert as Director (draft resolution V);
- Appointment of Mr Roland Wolfrum as Director (draft resolution W);
- Appointment of Mr Christophe Deshayes as Director (draft resolution X);
- Appointment of Mr François-Xavier Barbier as Director (draft resolution Y).

The Board of Directors of the Company, during its meeting held on 26 September 2016, has not approved the draft resolutions referred to above, and invites the shareholders either not to approve them or to abstain from voting.

In order to facilitate the reading of the text of this notice of convening, the full agenda and the full text of the draft resolutions, as amended by the Board of Directors and supplemented by the draft resolutions submitted by shareholders, are published hereafter.

I. Agenda

As a result of the amendments made to the agenda by the Board of Directors of the Company and of the requests for inclusion on the agenda of draft resolutions submitted by certain shareholders, the Board of Directors of the Company has amended the agenda of the general meeting, which now reads as follows:

Ordinary items

- Board of Directors' management report;
- Board of Directors' report and complementary report;
- Report of the statutory auditors on the accounts for the year ended 31 December 2015;
- Special report of the statutory auditors on the agreements referred to in Article L.225-38 of the French Commercial Code;
- Approval of the annual financial statements for the financial year;
- Approval of the consolidated financial statements for the financial year;
- Allocation of the net income for the financial year ended 31 December 2015, as reported in the annual financial statements;
- Agreements within the scope of Article L.225-38 of the French Commercial Code;
- Authorisation to be granted to the Board of Directors to purchase or transfer SoLocal Group's shares;
- Non-binding vote on the components of the remuneration owed or granted to Mr Robert de Metz, Chairman of the Board of Directors, for the financial year ended 31 December 2015;
- Non-binding vote on the components of the remuneration owed or granted to Mr Jean-Pierre Remy, Chief Executive Officer, for the financial year ended 31 December 2015;
- Non-binding vote on the components of the remuneration owed or granted to Mr Christopher Pingard, Deputy Chief Executive Officer, for the financial year ended 31 December 2015;
- Appointment of Mrs Monica Menghini as Director;
- Renewal of the appointment of the statutory auditors and deputy statutory auditors;
- Ratification of the transfer of the registered office;

Extraordinary items

- Share capital decrease by reducing the par value of the shares;
- Delegation of authority to the Board of Directors to issue shares of the Company, with shareholders' preferential subscription rights preserved;
- Authorisation granted to the Board of Directors to increase the number of shares to be issued in the event of over-subscription to the issue, with shareholders' preferential subscription rights preserved, of Company' shares, pursuant to the sixteenth resolution submitted to the vote of the general

- meeting;
- Delegation of authority to the Board of Directors to proceed with the issue and allocation, free of charge, of new shares in favour of the shareholders of the Company, by way of incorporation of premiums into the share capital;
- Delegation of authority to the Board of Directors to issue mandatory convertible bonds (*obligations à option de conversion et remboursable en actions*), without shareholders' preferential subscription rights and reserved to a category of persons meeting specific criteria;
- Delegation of authority to the Board of Directors to issue new shares with warrants for shares attached (*ABSA*), without shareholders' preferential subscription rights and reserved to a category of persons meeting specific criteria;
- Delegation of authority to the Board of Directors to proceed with a share capital increase reserved to the members of the group savings plan of the SoLocal Group;
- Amendment to article 12 of the by-laws relating to the Board of Directors;
- Powers for formalities;

Ordinary items

- Appointment of four Directors (Mrs Anne-Marie Cravero, Mr John Slater, Mr Dominique d'Hinnin and Mr Alexandre Loussert);
- Removal of five Directors (Mrs Cécile Moulard, Mr Robert de Metz, Mr Jean-Pierre Remy, Mr Rémy Sautter and Mr Jean-Marc Tassetto) following requests for inclusion on the agenda of the general meeting of draft resolutions submitted by the company D&P Finance and the English law company marion partners Ltd;
- Appointment of seven Directors (Mrs Anne-Marie Cravero, Mr Loïc de la Cochetière, Mr Arnaud Marion, Mr Alexandre Loussert, Mr Roland Wolfrum, Mr Christophe Deshayes and Mr François-Xavier Barbier) following requests for inclusion on the agenda of the general meeting of draft resolutions submitted by the company D&P Finance and the English law company marion partners Ltd;
- Removal of five Directors (Mrs Cécile Moulard, Mr Robert de Metz, Mr Jean-Pierre Remy, Mr Rémy Sautter and Mr Jean-Marc Tassetto) following requests for inclusion on the agenda of the general meeting of draft resolutions submitted by the association RegroupementPPLocal, Mr Alexandre Loussert, the company SAS Huiles Benoît and SARL SOFIM;
- Appointment of seven Directors (Mrs Anne-Marie Cravero, Mr Loïc de la Cochetière, Mr Arnaud Marion, Mr Alexandre Loussert, Mr Roland Wolfrum, Mr Christophe Deshayes and Mr François-Xavier Barbier) following requests for inclusion on the agenda of the general meeting of draft resolutions submitted by the association RegroupementPPLocal, Mr Alexandre Loussert, the company SAS Huiles Benoît and SARL SOFIM.

II. Draft resolutions

As a result of the amendments made to the text of the draft resolutions by the Board of Directors of the Company and of the requests for inclusion on the agenda of draft resolutions submitted by certain shareholders, the Board of Directors of the Company has amended and supplemented the text of the draft resolutions submitted to the general meeting, which now reads as follows:

Draft resolutions

Ordinary matters

First resolution, unchanged (*Approval of the annual financial statements for the financial year ended 31 December 2015*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' management report, the Board of Directors's report to this meeting and the statutory auditors' report, approves the annual financial statements of SoLocal Group for the financial year ended 31 December 2015, comprising the balance sheet, the income statement and the notes to the financial statements, as submitted to it, as well as the transactions reported in said financial statements and summarised in said reports. The general meeting confirms the loss for that financial year, as reported in said financial statements.

The general meeting approves the total amount of costs and expenses within the scope of Article 39-4 of the French General Tax Code for the financial year ended 31 December 2015, which amounted to 76,820 euros, and acknowledges that the tax thereon amounts to 29,192 euros.

Second resolution, unchanged (*Approval of the consolidated financial statements for the financial year ended 31 December 2015*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors’s management report, the Board of Directors’s report to this meeting and the statutory auditors’ report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended 31 December 2015, comprising the consolidated balance sheet and the income statement, as well as the notes to the consolidated financial statements, as submitted to it, as well as the transactions reported in said financial statements and summarised in said reports.

Third resolution, unchanged (*Allocation of the net income for the financial year ended 31 December 2015, as reported in the annual financial statements*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors’s management report and the Board of Directors’ report to this meeting,

- acknowledges that the loss for the financial year amounts to –1,785,324,772.73 euros;
- acknowledges, considering the positive retained earnings of 1,233,024,413.40 euros, the absence of distributable profit for the financial year ended 31 December 2015, and decides to allocate the entire loss of the financial year ended 31 December 2015 to the “retained earnings” account, resulting, after allocation, to a debit balance of 552,300,359.33 euros.

It is recalled that the dividends distributed for the past three financial years are as follows:

Year	Number of shares (1)	Dividend per share	Portion of the dividend eligible for the tax credit (2)
2012	280,984,754	0	Not applicable
2013	280,984,754	0	Not applicable
2014	1,161,727,170	0	Not applicable

(1) Number of shares before the stock split of 26 October 2015

(2) 40% tax credit provided for in Article 158, paragraph 3, sub-paragraph 2° of the French General Tax Code

Fourth resolution, unchanged (*Agreements within the scope of Article L.225-38 of the French Commercial Code*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the statutory auditors’ special report on the agreements within the scope of Article L.225-38 of the French Commercial Code, acknowledges the conclusions of that report and approves the agreements entered into during the financial year ended 31 December 2015, as described in that report.

Fifth resolution, unchanged (*Authorisation to be granted to the Board of Directors to purchase or transfer SoLocal Group’s shares*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors’s report,

- terminates, with immediate effect, for the unused portion thereof the authorization granted by the combined general meeting of 11 June 2015 pursuant to its fifth resolution to purchase the Company’s shares;

— authorises the Board of Directors, in accordance with Articles L.225-209 *et seq.* of the French Commercial Code, to purchase Company's shares, under the conditions set out below, and within the limit of 10% of the amount of the share capital:

- the maximum purchase price shall not exceed 5 euros per share, being specified that, in the event of transactions on the share capital, in particular by capitalisation of reserves and allocation of free shares, and/or stock split or reverse stock split, this price shall be adjusted accordingly;
- the maximum amount of funds allocated to the repurchase programme shall be 50,000,000 euros;
- this authorisation shall be valid for a period of 18 months;
- the purchases made by the Company pursuant to this authorisation shall not, under any circumstances, cause the Company to directly or indirectly hold at any time more than 10% of the shares comprising the share capital on the relevant date;
- these shares may be purchased or transferred by any means, notably on the market or *via* multilateral trading facilities or over-the-counter, including by purchasing or transferring blocks of shares, or using derivative financial instruments traded on a regulated market, multilateral trading facilities or over-the-counter;
- shares may be purchased or transferred at any time, except during the period of a tender offer for the Company's shares, in compliance with legal and regulatory provisions.

Such share purchases may be made with a view to any allocation permitted by law. The purposes of this share repurchase programme shall be:

- to undertake and comply with obligations associated with stock option programmes or other allocations of shares to employees of the Company or its affiliates, and, in particular, to allocate shares to employees of SoLocal Group in connection with (i) the Company's profit-sharing scheme and (ii) any share purchase plan, stock option plan or free allocation of shares (including any transfer of shares covered by Article L.3332-24 of the French Labour Code) for the benefit of all or some of the Company's employees and corporate officers, and to carry out any hedging operations relating to these transactions;
- to guarantee the liquidity of SoLocal Group's shares through a liquidity contract concluded with an investment service provider, in compliance with the code of ethics approved by the French Financial Markets Authority (AMF);
- to retain the shares and deliver them subsequently as an exchange or as payment in connection with potential external growth transactions;
- to undertake and comply with obligations relating to debt securities convertible into equity securities and, in particular, to deliver shares upon the exercise of rights attached to securities that confer an immediate or future right to shares by any means, and to carry out any transactions necessary to hedge the obligations of SoLocal Group with respect to such securities.

The general meeting grants full powers to the Board of Directors, with the right to sub-delegate, to decide the implementation and to implement this authorisation, if necessary to specify the terms and determines the procedures thereof, to place all stock market orders, to enter into all agreements, to draft all documents in particular information documents, to allocate and, if necessary, reallocate the shares purchased in accordance with the various purposes sought to be achieved, to carry out all formalities and file all declarations with all organizations and, in general, to take all necessary actions.

Sixth resolution, unchanged (*Non-binding vote on the components of the remuneration owed or granted to Mr Robert de Metz, Chairman of the Board of Directors, for the financial year ended 31 December 2015*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, consulted pursuant to the recommendation of section 24.3 of the Afep-Medef Code of June 2013, as amended in November 2015, which is the Company's code of reference pursuant to Article L.225-37 of the French Commercial Code, votes favourably on the components of the remuneration owed or granted to Mr Robert Metz in his capacity as Chairman of the Board of Directors for the financial year ended 31 December 2015, as presented in the Board of Directors' management report and in the 2015 reference document on page 98.

Seventh resolution, unchanged (Non-binding vote on the components of the remuneration owed or granted to Mr Jean-Pierre Remy, Chief Executive Officer, for the financial year ended 31 December 2015)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, consulted pursuant to the recommendation of section 24.3 of the Afep-Medef Code of June 2013, as amended in November 2015, which is the Company's code of reference pursuant to Article L.225-37 of the French Commercial Code, votes favourably on the components of the remuneration owed or granted to Mr Jean-Pierre Remy in his capacity as Chief Executive Officer for the financial year ended 31 December 2015, as presented in the Board of Directors' management report and in the 2015 reference document on pages 99 and 100.

Eighth resolution, unchanged (Non-binding vote on the components of the remuneration owed or granted to Mr Christopher Pingard, Deputy Chief Executive Officer, for the financial year ended 31 December 2015)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, consulted pursuant to the recommendation of section 24.3 of the Afep-Medef Code of June 2013, as amended in November 2015, which is the Company's code of reference pursuant to Article L.225-37 of the French Commercial Code, votes favourably on the components of the remuneration owed or granted to Mr Christophe Pingard in his capacity as Deputy Chief Executive Officer for the financial year ended 31 December 2015, as presented in the Board of Directors' management report and in the 2015 reference document on pages 101 and 102.

Ninth resolution, unchanged (Appointment of Mrs Monica Menghini as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, decides to appoint Mrs Monica Menghini as Director, for a term of four (4) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Tenth resolution, unchanged (Renewal of the appointment of a statutory auditor)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' report acknowledging the expiry of the term of office of Deloitte & Associés as statutory auditor at the close of this meeting, decides to renew the appointment of Deloitte & Associés as statutory auditor for a term of six (6) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2021.

Eleventh resolution, unchanged (Renewal of the appointment of a deputy statutory auditor)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' report acknowledging the expiry of the term of office of BEAS as deputy statutory auditor at the close of this meeting, decides to renew the appointment of BEAS as deputy statutory auditor for a term of six (6) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2021.

Twelfth resolution, unchanged (Renewal of the appointment of a statutory auditor)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' report acknowledging the expiry of the term of office of Ernst & Young Audit as statutory auditor at the close of this meeting, decides to renew the appointment of Ernst & Young Audit as statutory auditor for a term of six (6) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2021.

Thirteenth resolution, unchanged (Renewal of the appointment of a deputy statutory auditor)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' report acknowledging the expiry of the term of office of Auditex as deputy statutory auditor at the close of this meeting, decides to renew the appointment of Auditex as deputy statutory auditor for a term of six (6) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2021.

Fourteenth resolution, unchanged (Ratification of the transfer of the registered office)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' report, decides to ratify the transfer of the registered office decided by the Board of Directors at its meeting on 25 April 2016 and the subsequent amendment to article 4 of the Company's by-laws.

Extraordinary matters

Fifteenth resolution, amended (Share capital decrease by reducing the par value of the shares)

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed (i) the Board of Directors' report and complementary report, (ii) the statutory auditors' special report prepared in accordance with Article L.225-204 of the French Commercial Code and (iii) the financial statements for the financial year ended 31 December 2015,

— acknowledges that, given the adoption of the first and third resolutions submitted to vote at this general meeting, the balance sheet of the Company as at 31 December 2015 after allocation of the earnings for the financial year ended on that date has resulted in "retained earnings" with a debit balance of 552,300,359.33 euros;

— decides to partially reduce the debit balance of the retained earnings account by allocating it as follows on reserves or premium accounts:

- (i) allocation for an amount of 344,819,232.88 euros to the "share issue premium" account, the amount of which will thus be reduced to 4,000,000 euros;
- (ii) allocation for an amount of 18,283,923.79 euros to the "other reserves" account, the amount of which will thus be reduced to zero;

the balance of the "retained earnings" account being accordingly reduced from -552,300,359.33 euros to -189,197,202.66 euros;

— decides to proceed with a share capital decrease in a total amount of 229,371,727.60 euros, by reducing the par value of each share from six (6) euros (its current amount) to ten euro cents (€0.10);

— decides that the amount of such share capital decrease will be allocated:

- (i) up to 189,197,202.66 euros to discharge the debit balance of the retained earnings account, which will be thus reduced to zero; and
- (ii) for the remainder, *i.e.* 40,174,524.94 euros, to a special reserve account which will be entitled "special reserve from the share capital decrease decided on 19 October 2016";

— decides that the amounts on this special reserve account shall be unavailable and shall not be used for purposes other than discharge of potential losses of the financial year ended 31 December 2016 or of subsequent financial years;

— decides that the completion of this share capital decrease will be conditional upon the absence of objection from creditors of the Company within 20 calendar days as from the filing at the registry of the minutes of this general meeting or, if there is an objection, upon unconditional rejection of the objection(s) by the competent court or upon their waiver, by the repayment of receivables or the provision of sufficient guarantees by the Company, in accordance with Articles L.225-205 and R.225-152 of the French Commercial Code;

— acknowledges that, as a result of the share capital decrease under this resolution, the share capital will be reduced from 233,259,384 euros (its current amount) to 3,887,656.40 euros divided into 38,876,564 shares with a par value of ten euro cents (€0.10), each;

— decides, under the condition precedent of the completion of the share capital decrease under this resolution, to amend Article 6 “Share Capital” of the Company’s by-laws as follows:

“Article 6 - Share Capital

The share capital amounts to 3,887,656.40 euros.

It is divided into 38,876,564 shares with a par value of ten euro cents (€0.10) each, fully paid-up and all of the same category.”

— grants full powers to the Board of Directors, with the right to sub-delegate, under the conditions set by law and by this resolution, in order to:

- acknowledge the completion of the aforementioned condition precedent and do, for this purpose, anything that it deems necessary and appropriate in order to waive any objections that would be made to the aforementioned share capital decrease that is envisaged;
- acknowledge the final completion of the aforementioned share capital decrease and amend the Company’s by-laws;
- more generally, carry out all formalities.

Sixteenth resolution, amended (Delegation of authority to the Board of Directors to issue shares of the Company, with shareholders’ preferential subscription rights preserved)

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed the Board of Directors’ report and complementary report, voting in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, including Article L.225-129-2, after having acknowledged that the share capital is fully paid-up,

— delegates to the Board of Directors, with the right to sub-delegate, under the conditions set by law, for a period of 12 months as from the date of this meeting, its authority to decide to issue, with shareholders’ preferential subscription rights preserved, shares of the Company;

— decides that the subscription price of the shares issued pursuant to this resolution shall be equal to one (1) euro per new share, corresponding to a nominal value of ten euro cents (€0.10) and a premium of ninety euro cents (€0.90) (after taking into account the share capital decrease which is the subject matter of the fifteenth resolution);

— decides that the total nominal amount of share capital increase of the Company (issue premium excluded) resulting from issues carried out pursuant to this resolution shall not exceed 40,500,000 euros; it is specified that this limit may be increased to 46,575,000 euros under the conditions provided by the seventeenth resolution submitted to this meeting (subject to its approval);

— decides that subscriptions shall be paid in cash or by set-off with certain, due and payable receivables against the Company and that they shall be paid-up in full upon subscription;

— decides that shareholders shall have, in proportion to the number of shares they hold, a preferential subscription right to shares issued pursuant to this resolution and the shareholders will be granted a right to subscribe on a reducible basis to the shares issued pursuant to this resolution, which shall be exercised in proportion to their subscription rights and within the limit of their requests;

— decides that, if subscriptions for new shares made on a non-reducible basis and on a reducible basis do not absorb the entire issue, the Board of Directors may use the following rights or some of them, in the order of its choice: (i) limit the issue to the amount of subscriptions received provided that this amount reaches at least three quarters of the decided issue, (ii) distribute freely all or part of the unsubscribed shares, or (iii) offer to the public all or part of the unsubscribed shares, on the French and/or international and/or foreign markets;

— grants full powers to the Board of Directors, with the right to sub-delegate, under the terms set by law and by this resolution, to implement this delegation, and in particular to:

- decide the issue and, if necessary, postpone it;
- set, within the above limits, the final amount of the issue pursuant to this resolution, and the maximum number of shares to be issued;
- determine the dates of opening and closing of the subscription period;
- determine the number of subscription rights to be allocated to the shareholders of the Company depending on the number of existing shares of the Company which will be recorded on their securities account;
- as the case may be, establish a statement of receivables, in accordance with Article R.225-134 of the French Commercial Code;
- as the case may be, obtain from the statutory auditors a report certifying as true the statement of receivables established by the Board of Directors, in accordance with Article R.225-134 of the French Commercial Code;
- collect from the Company's shareholders the subscription for the new shares;
- as the case may be, allocate under the conditions set by this resolution, the unsubscribed shares;
- make any adjustments to take into account the effect of transactions on the share capital of the Company, in particular in case of change of the par value of the share, share capital increase upon exercise of securities giving access to the share capital of the Company or by incorporation of reserves, free allocation of shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization of capital, or any other transaction involving equity, and set the terms which, as the case may be, will ensure the preservation of the rights of holders of securities giving or possibly giving access to the share capital of the Company;
- close, if necessary in advance, the subscription period or extend its duration;
- acknowledge the full payment of all shares issued and, accordingly, the final completion of the capital increase resulting therefrom;
- carry out the corresponding publication and filing formalities relating to the completion of the share capital increase resulting from the issue of new shares and amend the Company's by-laws accordingly;
- enter into any agreement for the completion of the share capital increase under this resolution;
- if necessary, charge the costs of the share capital increase on the related premiums amount and deduct the sums necessary to fund the legal reserve;
- arrange for the admission to trading of the new shares on the regulated market of Euronext Paris;
- do whatever may be necessary to carry out the capital which is the subject matter of this resolution; and
- carry out all formalities resulting therefrom.

This resolution may not be implemented until after, and subject to, the prior completion of the share capital decrease referred to in the fifteenth resolution. The ceilings set or referred to in this resolution have been determined after taking into account the effect of said share capital decrease, and are independent from the ceilings set in the other resolutions submitted to vote at this meeting. The Board of Directors may not, without the prior authorisation of the general meeting, make use of this delegation as from the filing by a third party of a tender offer for the securities of the Company and until the end of the offer period.

Seventeenth resolution, amended (Authorisation granted to the Board of Directors to increase the number of shares to be issued in the event of over-subscription to the issue, with shareholders' preferential subscription rights preserved, of Company' shares pursuant to the sixteenth resolution submitted to the vote of the general meeting)

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed the Board of Directors' report and complementary report, voting in accordance with Articles L.225-135-1 and R.225-118 of the French Commercial Code, subject to the approval by this general meeting of the sixteenth resolution:

— authorises the Board of Directors, with the right to sub-delegate under the conditions set by law, for a period of 12 months as from the date of this meeting, in the event of over-subscription to any issue decided pursuant to the sixteenth resolution above, to increase, under the conditions set by Article L.225-135-1 of the French Commercial Code, the number of shares to be issued, at the same price as that decided for the initial issue and up to a maximum of 15% of the amount of the initial issue; it being

specified that the increase in the number of securities to be issued may only be used to serve requests for subscription on a reductible basis made by shareholders and/or assignees of preferential subscription rights;

— decides that in case of implementation of this option to increase the number of shares to be issued, as provided under this resolution, the ceiling of the total nominal amount of the Company's share capital increase (share premium excluded) resulting from the issue carried out under the sixteenth resolution will be increased by 15% and, thus, increased from 40,500,000 euros to 46,575,000 euros;

— decides that this authorisation granted to the Board of Directors shall be implemented at the latest within thirty days of the closing of the subscription period of the initial issue; if the Board has not used it within this period, it shall be void;

— grants full powers to the Board of Directors, with the right to sub-delegate under the conditions set by law and by this resolution, to implement this delegation.

This resolution may not be implemented until after, and subject to, the prior completion of the share capital decrease referred to in the fifteenth resolution. It is specified that the ceilings set or referred to in this resolution have been determined after taking into account the effect of said share capital decrease.

Eighteenth resolution, new resolution (*Delegation of authority to the Board of Directors to proceed with the issue and allocation, free of charge, of new shares in favour of the shareholders of the Company, by way of incorporation of premiums into the share capital*)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, after having reviewed the Board of Directors' complementary report, voting in accordance with Articles L.225-127 *et seq.* of the French Commercial Code, particularly Article L.225-130

— delegates to the Board of Directors, with the right to sub-delegate under the conditions set by law, for a period of 12 months as from the date of this meeting, its authority to decide, in one single time, the issue and the allocation, free of charge, of shares of the Company in favor of the Company's shareholders;

— decides that the total nominal amount of the Company's share capital increase resulting from the issue carried out pursuant to this resolution shall not exceed a maximum nominal amount of 3,887,656.40 euros corresponding to the issue of a maximum of 38,876,564 new shares with a nominal value of ten euro cents (€0.10) each (the "**Free Shares**") (on the basis of the number of Company's shares as at 1st September 2016). This ceiling shall be increased, if applicable, by the nominal amount of shares that would be issued between 1st September 2016 and the date of issue and allocation of the Free Shares, excluding, however, if any, the shares that would be issued under other delegations submitted to vote at this meeting;

— decides that the share capital increase of the Company resulting from the issue carried out pursuant to this resolution shall be realised by incorporating onto the share capital a portion of the amounts appearing on the "issuance premium" account that is equal to the nominal amount of the share capital increase, within the limit of a maximum amount of 3,887,656.40 euros (subject to adjustments, if any);

— acknowledges that in accordance with law, as a consequence of this share capital increase by incorporation of issuance premium, the Company must undertake an adjustment of the conditions for exercising the options for subscription or purchase of shares (stock options) which it has attributed;

— decides that the Free Shares shall be allocated free of charge to all the Company's shareholders at the latest on the date of completion of the share capital increase with preferential subscription rights preserved referred to in the sixteenth resolution above, at the ratio of one (1) Free Share per Company share;

— decides that the Free Shares shall be attributed free of charge to all shareholders justifying an account registration of their securities on the relevant date;

— decides that the right of attribution of the Free Shares shall belong to the bare owner, subject to the rights of the beneficial owner;

— acknowledges that the shares which will be held by the Company as of the relevant date shall retain all of their rights of attribution of the Free Shares;

— decides that the Free Shares issued pursuant to this resolution shall bear right to dividends as from their issue date and shall, upon issue, be completely assimilated to the existing shares and subject to all the provisions of the by-laws and to the decisions of the general meeting;

— grants full powers to the Board of Directors, with the right to sub-delegate under the conditions set by law and by this resolution, to implement this delegation, and in particular to:

- decide the issue and, if necessary, postpone it;
- set, within the above limits, the amount of the issue carried out pursuant to this resolution as well as the number of Free Shares to be issued;
- make any adjustments to take into account the effect of transactions on the share capital of the Company, in particular in case of change of the par value of the share, share capital increase upon exercise of securities giving access to the share capital of the Company or by incorporation of reserves, free allocation of shares, stock split or reverse stock split,
- carry out the corresponding publication and filing formalities relating to the completion of the share capital increase resulting from the issue of the Free Shares and amend the Company's by-laws accordingly;
- arrange for the admission to trading of the Free Shares on the regulated market of Euronext Paris;
- do whatever may be necessary to carry out the capital increase which is the subject matter of this resolution; and
- carry out all formalities resulting therefrom.

This resolution may not be implemented until after, and subject to, the prior completion of the capital reduction referred to in the fifteenth resolution. The ceilings set or referred to in this resolution have been determined after taking into account the effect of said share capital decrease, and are independent from the ceilings set in the other resolutions submitted to this meeting. The Board of Directors may not, without the prior authorisation of the general meeting, make use of this delegation as from the filing by a third party of a tender offer for the securities of the Company and until the end of the offer period.

***Nineteenth resolution, amended** (Delegation of authority to the Board of Directors to issue mandatory convertible bonds (obligations à option de conversion remboursables en actions), without shareholders' preferential subscription rights and reserved to a category of persons meeting specific criteria)*

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed (i) the Board of Directors' report and complementary report, (ii) the statutory auditors' special report on the suppression of the shareholders' preferential subscription rights pursuant to the provisions of Article L.225-138 of the French Commercial Code and established in accordance with the provisions of Article L.225-135 of the French Commercial Code, voting in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.225-138 and L.228-91 *et seq.* of the French Commercial Code, after having acknowledged that the share capital is fully paid-up,

— delegates to the Board of Directors, with the right to sub-delegate under the conditions set by law, for a period of 12 months as from the date of this general meeting, its authority to issue, without shareholders' preferential subscription right, mandatory convertible bonds (“**MCB**”);

— decides that the nominal value of each MCB shall be two (2) euros;

— decides that the number of MCB to be issued pursuant to this resolution shall be determined on the basis of the total amount “**X**” of cash subscriptions (excluding any subscription by set-off of receivables) raised by the Company in the context of the share capital increase with shareholders' preferential subscription right preserved that would be decided pursuant to the sixteenth resolution above;

— decides that, for an outstanding financial debt under the credit agreement dated 24 October 2016, as amended from time to time (the “**Credit Agreement**”) of a total amount in principal amounting to 1,164,000,000 euros on the date of use of this delegation, the following calculation formula will be applied:

- (i) if X is greater than or equal to 75% of the initial amount of the issue of new shares with shareholders’ preferential subscription rights preserved that would be decided pursuant to the sixteenth resolution above, the number of MCB to be issued shall be equal to zero; or
- (ii) if X is equal to zero, the number of MCB to be issued shall be 100,000,000; or
- (iii) if X is greater than zero and strictly less than 75% of the initial amount of the issue of new shares with shareholders’ preferential subscription rights preserved that would be decided pursuant to the sixteenth resolution above, the number of MCB to be issued shall be the result of the following formula:
$$100,000,000 - X/3$$

(rounded up to the nearest unit);

— decides that in the event where, on the date of use of this delegation, the total amount in principal of the outstanding financial debt under the Credit Agreement is not equal to 1,164,000,000 euros, the parameters of the calculation formula referred to in the paragraph above shall be adjusted upwards or downwards in proportion to the gap between (i) the total amount in principal of the outstanding financial debt under the Credit Agreement on the date of use of this delegation and (ii) 1,164,000,000 euros;

— decides that in any event, the number of MCB to be issued pursuant to this resolution shall not exceed 101,000,000;

— decides that the MCB shall be issued at par, in euros, that they shall not bear interest and shall have a five (5) year maturity;

— decides that the subscription to the MCB shall be paid-up by set-off with certain, due and payable receivables against the Company and that the MCB shall be paid-up in full upon subscription;

— decides that the final issue date of the MCB shall correspond to the date of issuance of the statutory auditors’ report in lieu of depositary’s certificate, in accordance with the provisions of Article L.225-146 paragraph 2 of the French Commercial Code;

— decides to withdraw the shareholders’ preferential subscription right with respect to the issue of the MCB, and to reserve the subscription of all the MCB in favour of the financial creditors holding receivables against the Company under the Credit Agreement, up to a portion of their receivables, said creditors constituting a category of persons meeting specified criteria within the meaning of Article L. 225-138 of the French Commercial Code;

— decides:

- (i) that the MCB shall constitute direct subordinated, general, unconditional, lowest rank subordinated and unsecured commitments of the Company, ranking equally among themselves and *pari passu* with all other present or future, lowest rank subordinated commitments of the Company, and shall be subordinated to (i) all present or future equity securities and equity loans, issued or granted by the Company, (ii) all ordinary subordinated bonds of the Company, and (iii) all unsubordinated obligations of the Company;
- (ii) that the obligation of the Company to repay the principal and other sums due under the MCB shall not be guaranteed and shall not be secured;
- (iii) that in the event that a judgment ordering the liquidation of the Company would be given by a competent court, or in the event of a total sale of the business as a result of the opening of receivership proceedings, or if the Company is liquidated for any other reason, the payment of the Company’s creditors shall be made in the following order of priority

(subject, in each case, to full payment of creditors of higher rank): (a) non-subordinated creditors of the Company, (b) subordinated creditors of the Company, (c) lenders under equity loans granted to the Company and holders of equity securities issued by the Company, and (d) subordinated creditors of lowest rank of the Company;

- (iv) that the MCB shall benefit from a higher rank than the different classes of shares issued by the Company, whether ordinary or preference shares, being however specified that in case of judicial or conventional liquidation of the Company or, subject to applicable laws and regulations, safeguard or receivership proceedings, pursuant to the provisions of Title IV, Book VI of the French Commercial Code, the MCB shall be redeemed by allocation of new shares of the Company;

— decides that the MCB shall be redeemable:

- (i) in full on the fifth (5th) anniversary of their issue date (i) either by delivery of one (1) new share of the Company per MCB (subject to adjustments, as the case may be), (ii) or, at the option of the Company, by payment for each MCB of an amount equal to the par value of the MCB, *i.e.* two (2) euros; or
- (ii) in full, at any time upon request of the majority of the holders of MCB (representing at least 50% of the then outstanding MCB on the date of request), by delivery of one (1) new share of the Company per MCB (subject to adjustments, as the case may be); or
- (iii) at any time upon request of any holders of MCB, up to all or a block of at least 100,000 of MCB that he/she/it owns, by delivery of one (1) new share of the Company per MCB (subject to adjustments, as the case may be);

— acknowledges that consequently:

- (i) the maximum total number of new shares that may be issued upon redemption of the MCB shall be 101,000,000 (subject to adjustments, as the case may be);
- (ii) the total nominal amount of share capital increase resulting from the redemption of the MCB shall not exceed 10,100,000 euros (corresponding to 101 million shares with a par value of 0.10 euro each) (after taking into account the share capital decrease which is the subject matter of the fifteenth resolution);

it being specified that the maximum total number of new shares to be issued under redemption of the MCB and the above total nominal amount of share capital increase resulting from the redemption of the MCB do not take into account any adjustments that may be necessary in the event of transactions on the share capital referred to in Articles L.228-98 *et seq.* of the French Commercial Code;

— acknowledges that, in accordance with Article L.225-132 paragraph 6 of the French Commercial Code, the decision to issue the MCB entails the waiver by the shareholders of their preferential subscription right to Company's shares to which the MCB give right in case of redemption in shares;

— decides that the shares that would be issued upon redemption of the MCB shall bear the right to dividends as from their issue date and shall, upon issue, be completely assimilated to the existing shares and subject to all the provisions of the by-laws and to the decisions of the general meeting;

— decides that the MCB shall be freely tradable and, for this purpose, a request for admission to trading on the regulated market of Euronext Paris shall be made;

— decides that in the event of a share capital increase, absorption, merger, spin-off or issue of new shares or securities giving access to the share capital of the Company, or other financial transactions with preferential subscription rights or reserving a priority subscription period to the Company's shareholders, the Company shall be entitled to suspend the redemption of the MCB for a period of up to three months or any other deadline set by the applicable regulations;

— decides that the issue of the MCB pursuant to this resolution shall be decided only if (i) the issue of Company's shares, with shareholders' preferential subscription rights preserved, pursuant to the sixteenth resolution and (ii) the issue and allocation, free of charge, of the new shares of the Company, pursuant to the eighteenth resolution, have been completed;

— grants full powers to the Board of Directors, with the right to sub-delegate under the conditions set by law and by this resolution, to implement this delegation, and in particular to:

- carry out the issue referred to in this resolution and, if necessary, postpone it;
- determine the number of MCB to be issued pursuant to the above formula (adjusted, as the case may be, in the event where, on the date of use of this delegation, the total amount in principal of the outstanding financial debt under the Credit Agreement is not equal to 1,164,000,000 euros);
- determine the list of beneficiaries within the category of persons referred to above and the number of MCB to be subscribed by each of them;
- determine all the characteristics of the MCB and the terms of the issue (including the events of early repayment); it being specified that the terms of adjustment in case of transactions on the share capital shall be consistent with those described in the Board of Directors's report to this meeting;
- set the date for completion of the issue of the MCB;
- establish a statement of receivables in accordance with Article R.225-134 of the French Commercial Code;
- obtain from the statutory auditors a report certifying as true the statement of receivables established by the Board of Directors, in accordance with Article R.225-134 of the French Commercial Code;
- receive subscriptions and acknowledges these subscriptions by way of set-off with certain, due and payable receivables against the Company;
- set the conditions under which the Company shall have, as the case may be, the right to purchase or exchange on the stock exchange or otherwise, at any time or during specific periods, the MCB, in accordance with legal provisions;
- determine and make all adjustments to take into account the effect of transactions on the share capital of the Company;
- acknowledge the completion of shares capital increases resulting from the issue of the shares upon redemption of the MCB and amend the by-laws of the Company accordingly;
- proceed to any action, as the case may be, for the admission, as the case may be, to trading on the regulated market of Euronext Paris of the MCB and the shares issued upon redemption of the MCB;
- as the case may be, charge the cost of the issues on the related premiums amount and deduct the sums necessary to fund the legal reserve;
- in general, enter into any agreement, in particular to ensure the success of the contemplated issues, take any measures and carry out any formalities required for the issue, listing and financial servicing of securities issued pursuant to this delegation and the exercise of the rights attached thereto.

This resolution may not be implemented until after, and subject to, the prior completion of the share capital decrease referred to in the fifteenth resolution. The ceilings set or referred to in this resolution have been determined after taking into account the effect of said share capital decrease, and are independent from the ceilings set in the other resolutions submitted to this meeting. The Board of Directors may not, without the prior authorisation of the general meeting, make use of this delegation as from the filing by a third party of a tender offer for the securities of the Company and until the end of the offer period.

Twentieth resolution, amended (*Delegation of authority to the Board of Directors to issue new shares with warrants for shares attached (ABSA), without shareholders' preferential subscription rights and reserved to a category of persons meeting specific criteria*)

The shareholders, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed (i) the Board of Directors' report et complementary report and (ii) the statutory auditors' special report on the suppression of the shareholders' preferential subscription rights pursuant to the provisions of Article L.225-138 of the French Commercial Code and established in accordance with the provisions of Article L.225-135 of the French Commercial Code, voting in accordance with the provisions of Articles L.225-129 to L.225-129-6, L.225-135 and L.225-

138 *et seq.* of the French Commercial Code, after having acknowledged that the share capital is fully paid-up,

— delegates to the Board of Directors, with the right to sub-delegate, under the conditions set by law, for a period of 12 months as from the date of this meeting, its authority to decide to issue, without shareholders' preferential subscription right, shares with warrants for Company's shares attached ("**ABSA**");

— decides that the total amount of the share capital increase of the Company to be carried out pursuant to this resolution (excluding share capital increase upon exercise of the warrants for shares attached to the shares issued pursuant to this resolution), as well as the number of ABSA to be issued pursuant to this resolution, shall be determined by applying the following formula, on the basis in particular of the total amount "**X**" of cash subscription (excluding any subscription by set-off of receivables) to the share capital increase with shareholders' preferential subscription right preserved that would be decided pursuant to the sixteenth and seventeenth resolutions above (the "**Rights Issue**");

— decides that, for an outstanding financial debt under the credit agreement dated 24 October 2016, as amended from time to time (the "**Credit Agreement**") of a total amount in principal amounting to 1,164,000,000 euros on the date of use of this delegation, the total amount of the ABSA issue (issue premium included) shall be equal to: $A + B$

Where

"**A**" shall be equal to 75,000,000 euros

"**B**" shall be equal to the result of the following calculation:

(a) amount in principal of the outstanding debt under the Credit Agreement on the relevant date (referred to as "**Y**")

Less

(b) $X - 20,000,000$ euros if X is comprised between 20,000,000 euros and 465,750,000 euros (in case the extension option provided for by the seventeenth resolution is used), or zero if X is strictly less than 20,000,000 euros

Less

(c) portion of Y used by the Company's financial creditors to subscribe by set-off of receivables to the Rights Issue

Less

(d) 400,000,000 euros (corresponding to the amount of the anticipated residual debt for an amount "**Y**" equal to 1,164,000,000 euros)

Less

(e) the nominal amount of the MCB possibly issued or to be issued pursuant to the nineteenth resolution

Less

(f) 75,000,000 euros

Plus

(g) the portion of the amount of the Rights Issue exceeding the amount of the initial issue and arising from the use of the extension option provided for by the seventeenth resolution (as the case may be)

(rounded down to the nearest multiple of the subscription price per ABSA, determined according to the below);

— decides that in the event where, on the date of use of this delegation, the total amount in principal of the outstanding financial debt under the Credit Agreement is not equal to 1,164,000,000 euros, the amount of 75,000,000 euros referred to as A above and the amounts referred to in paragraphs (d) and (f) above shall be adjusted upwards or downwards in proportion to the gap between (i) the total amount in principal of the outstanding financial debt under the Credit Agreement on the date of use of this delegation and (ii) 1,164,000,000 euros;

— acknowledges that, in any event, the total nominal amount of share capital increase of the Company (issue premium excluded) resulting from the issue carried out pursuant to this resolution (excluding share capital increase upon exercise of the warrants for shares attached to the shares issued pursuant to this resolution) shall not exceed 8,200,000 euros;

— decides that the subscription price of each ABSA shall be equal to the result of the following formula (rounded down to the nearest euro cent): $[A + B]$ divided by $[A + (B/50)]$ (the amounts A and B being as the case may be adjusted as indicated above);

— decides that in any event, the subscription price shall not be less than two euros and fourteen cents (€1.14) per ABSA (10 euro cents of par value and 2.04 euros of issue premium) (or two euros and twelve cents (€1.12) per ABSA (10 euro cents of par value and 2.02 euros of issue premium) in the event where, on the date of use of this delegation, the total amount in principal of the outstanding financial debt under the Credit Agreement is not equal to 1,164,000,000 euros) (after taking into account and subject to completion of the share capital decrease which is the subject matter of the fifteenth resolution);

— decides that the subscription to the ABSA shall be paid-up in full by set-off with certain, due and payable receivables against the Company and that the ABSA shall be paid in full upon subscription;

— decides that the date of final completion of the share capital increase resulting from the subscription and full payment of the issued ABSA shall correspond to the date of issuance of the statutory auditors' report in lieu of depositary's certificate, in accordance with the provisions Article L.225-146 paragraph 2 of the French Commercial Code;

— decides to withdraw the shareholders' preferential subscription right with respect to the issue of the ABSA, and to reserve the subscription of all the ABSA in favour of the financial creditors holding receivables against the Company under the Credit Agreement, up to a portion of their receivables, said creditors constituting a category of persons meeting specified criteria within the meaning of Article L.225-138 of the French Commercial Code;

— decides that the shares issued shall bear the right to dividends as from their issue date and shall, upon issue, be completely assimilated to the existing shares and subject to all the provisions of the by-laws and to the decisions of the general meeting;

— decides that to each new share issued pursuant to this resolution shall be attached a number of warrants for Company's shares ("**creditors' Warrants**") equal to $B/2$ divided by the number of ABSA issued (the result of this division being rounded to the nearest tenth) (where B is as the case may be adjusted as indicated above);

— decides that, in any event, the total number of shares to which all the creditors' Warrants issued pursuant to this resolution shall give the right to subscribe shall not exceed 156,000,000;

— decides that each creditors' Warrants shall have an exercise period of (5) years and, until expiry of such period, shall give right to subscribe to one (1) new Company's share for a strike price of two (2) euros (*i.e.* 10 euro cents par value and 1.90 euro of share premium, after taking into account the share capital decrease which is the subject matter of the fifteenth resolution), without prejudice to any subsequent adjustments, in accordance with laws and regulations and contractual provisions;

— decides accordingly that the total nominal amount of additional share capital increase of the Company resulting from the exercise of the creditors' Warrants which would be issued pursuant to this resolution shall not exceed 15,600,000 euros. This ceiling shall be increased, as the case may be, by the par value of shares to be issued in order to preserve (in accordance with laws and regulations and, as the case may be, contractual provisions providing for other cases of adjustment) the rights of the holders of creditors' Warrants;

— decides that the shares issued upon exercise of the creditors' Warrants shall be fully paid-up upon subscription;

— acknowledges that, in accordance with Article L.225-132 paragraph 6 of the French Commercial Code, the decision to issue the ABSA entails the waiver by the shareholders of their preferential subscription right to Company's shares to which the creditors' Warrants give right;

— decides that the shares which would be issued upon exercise of the creditors' Warrants shall bear the right to dividends as from their issue date and shall, upon issue, be completely assimilated to the existing shares and subject to all the provisions of the by-laws and to the decisions of the general meeting;

— decides that the creditors' Warrants shall be freely tradable and, for this purpose, a request for admission to trading on the regulated market of Euronext Paris shall be made;

— decides that in the event of a share capital increase, absorption, merger, spin-off or issue of new shares or securities giving access to the share capital, or other financial transactions with preferential subscription rights or reserving a priority subscription period to the Company's shareholders, the Company shall be entitled to suspend the exercise of the creditors' Warrants for a period of up to three months or any other deadline set by the applicable regulations;

— decides that the issue of ABSA pursuant to this resolution shall be decided only if (i) the issue of Company's shares, with shareholders' preferential subscription rights preserved, pursuant to the sixteenth resolution and (ii) the issue and allocation, free of charge, of new shares of the Company, pursuant to the eighteenth resolution, have been completed;

— grants full powers to the Board of Directors, with the right to sub-delegate under the conditions set by law and by this resolution, to implement this delegation, and in particular to:

- decide the share capital increase and, as the case may be, to postpone it;
- determine the total nominal amount of the share capital increase of the Company to be carried out and the number of ABSA to be issued by applying the calculation formula provided for to such effect in this resolution (adjusted, as the case may be, in the event where, on the date of use of this delegation, the total amount in principal of the outstanding financial debt under the Credit Agreement is not equal to 1,164,000,000 euros);
- determine the subscription price per ABSA, by applying the calculation formula provided to such effect in this resolution;
- determine the number of creditors' Warrants attached to each ABSA, by applying the calculation formula provided to such effect in this resolution;
- set the terms of the issue of ABSA carried out pursuant to this resolution, as well as the characteristics and conditions of the ABSA issued; it being specified that the terms of adjustment in case of transactions on the share capital shall be consistent with those described in the Board of Directors's report to this meeting;
- determine the characteristics and conditions of the creditors' Warrants;
- determine the list of beneficiaries within the category defined above, and the final number of ABSA to be subscribed by each of them within the limit of the maximum number of ABSA determined as indicated above, and determine the final amount of the resulting share capital increase;
- establish a statement of receivables in accordance with Article R.225-134 of the French Commercial Code;
- obtain from the statutory auditors a report certifying as true the statement of receivables established by the Board of Directors, in accordance with Article R.225-134 of the French Commercial Code;
- determine the dates of opening and closing of the subscription period;

- receive from the final beneficiaries the subscription to the ABSA;
- close, as the case may be in advance, the subscription period or extend its duration;
- acknowledge the full payment of all the ABSA issued and, accordingly, the final completion of the share capital increase resulting therefrom;
- carry out the corresponding publication and filing formalities relating to the completion of the share capital increase resulting from the issue of the ABSA and amend the Company's by-laws accordingly;
- as the case may be, charge the cost of the issue on the related premiums amount and deduct the sums necessary to fund the legal reserve;
- arrange for the admission to trading of the new shares and creditors' Warrants on the regulated market of Euronext Paris;
- set the conditions under which the Company shall have, as the case may be, the right to purchase or exchange on the stock exchange or otherwise, at any time or during specific periods, the creditors' Warrants, in accordance with legal provisions;
- do whatever may be necessary to carry out the capital increase pursuant to this resolution; and
- carry out all formalities resulting therefrom.

The Board of Directors may perform, as necessary and outside of the above ceilings, a share capital increase for a nominal amount corresponding to the shares to be issued under any potential adjustments in accordance with applicable laws and regulations and, as the case may be, the specific contractual provisions providing for other cases of adjustment, to preserve the rights of the holders of securities or other instruments giving access to the share capital of the Company.

This resolution may not be implemented until after, and subject to, the prior completion of the share capital decrease referred to in the fifteenth resolution. The ceilings set or referred to in this resolution have been determined after taking into account the effect of said share capital decrease, and are independent from the ceilings set in the other resolutions submitted to this meeting. The Board of Directors may not, without the prior authorisation of the general meeting, make use of this delegation as from the filing by a third party of a tender offer for the securities of the Company and until the end of the offer period.

Twenty-first resolution, unchanged (*Delegation of authority to the Board of Directors to proceed with a share capital increase reserved to the members of the group savings plan of the SoLocal Group*)

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed (i) the Board of Directors' report and (ii) the statutory auditors' special report, voting in accordance with Articles L.225-129-6, L.225-138 I and L.225-138-1 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labour Code,

— grants full powers to the Board of Directors, with the right to sub-delegate under the conditions set by law, for a period of 26 months as from the date of this meeting, to decide to increase the share capital, on its sole decisions, in one or more installments, at the time it will deem fit, by issuing shares reserved to the employees and former employees who are members of the savings plan of the SoLocal Group.

The ceiling of the nominal amount of the share capital increase, whether immediate or deferred, resulting from the issue carried out pursuant to this delegation (including by incorporation of reserves, profits or premiums under the conditions and limits set by the aforementioned Articles of the French Labour Code) shall be 50,000 euros.

The general meeting decides to withdraw in favour of these employees and former employees the shareholders' preferential subscription rights to the shares to be issued pursuant to this delegation.

The general meeting decides to set the discount offered under the company savings plan at 20% of the average opening prices of SoLocal Group's share quoted on the regulated market of Euronext Paris during the 20 trading days preceding the day of the decision setting the opening date of the subscriptions, it being specified that the Board of Directors may reduce this discount as it will deem fit.

The Board of Directors shall have full powers, with the right to sub-delegate under the conditions set by law, for the purpose of implementing this resolution and in particular to:

- decide that the issues may be made directly to the beneficiaries or through collective bodies;
- establish, among the entities likely to be included in the scope of the company savings plan, the list of companies or groups whose employees and former employees may subscribe to the issued shares;
- determine the nature and the terms of the share capital increase;
- set the seniority conditions which shall be met by the beneficiaries of the new shares issued under the share capital increase made pursuant to this resolution;
- acknowledge the completion of the share capital increase;
- determine, if applicable, the amounts to be incorporated in the share capital within the limit set above, the equity entry/entries from which they shall be drawn and the dividend entitlement date of these shares;
- if necessary, charge the cost of the capital increase on the related premiums amount and deduct the sums necessary to fund the legal reserve;
- take all measures to complete the capital increases, to carry out the formalities resulting therefrom, including relating to the listing of the issued securities, and amend the by-laws accordingly to reflect these capital increases, and generally do all that may be necessary.

It is specified that the ceiling set by this resolution has been determined after taking into account the effect of the share capital decrease referred to in the fifteenth resolution, and is independent from the ceilings set in the other resolutions submitted to this meeting.

Twenty-second resolution, unchanged (Amendment to article 12 of the by-laws relating to the Board of Directors)

The general meeting, voting in accordance with the quorum and majority requirements for extraordinary general meetings, after having reviewed the Board of Directors' report, decides, in order to further specify the procedure for the election of the director representing the employees, to replace the last three paragraphs of article 12 of the Company's by-laws by the following four paragraphs:

"The vote is expressed by electronic means and/or on paper.

In case of vote on paper, the vote takes place on one day, at the workplace and during business hours. However, the following persons can vote by correspondence:

- *employees who are expected to be absent on voting day;*
- *employees who, because of the nature or the conditions of their work, happen to be away from the polling station to which they have been assigned;*
- *employees working on sites which do not have a polling station.*

In case of voting by electronic means and/or on paper, the terms for the organization and the conduct of the election of the director representing the employees which are not provided for by applicable laws and regulations or by these by-laws are adopted by the Board of Directors or upon delegation by the Chief Executive Officer.

In the event of vacancy, for any reason whatsoever, of the director representing the employees' seat that cannot be replaced in accordance with Article L.225-34 of the French Commercial Code, the Board of Directors, regularly composed of the remaining members, shall be able to validly meet and deliberate before the election of the new director representing the employees."

Twenty-third resolution, unchanged (Powers for formalities)

The general meeting grants full powers to the bearer of an original, copy or extract of the minutes of this meeting to carry out all legal and administrative formalities and comply with all filing and publication requirements in accordance with the laws in force.

Ordinary matters

Twenty-fourth resolution – New resolution (Appointment of Mr John Slater as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, decides to appoint Mr John Slater as Director, for a term of four (4) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Twenty-fifth resolution – New resolution (Appointment of Mr Dominique d’Hinnin as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, decides to appoint Mr Dominique d’Hinnin as Director, for a term of four (4) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Twenty-sixth resolution – New resolution (Appointment of Mrs Anne-Marie Cravero as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, decides to appoint Mrs Anne-Marie Cravero as Director, for a term of four (4) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Twenty-seventh resolution – New resolution (Appointment of Mr Alexandre Loussert as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, decides to appoint Mr Alexandre Loussert as Director, for a term of four (4) years that will expire at the close of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Draft ordinary resolutions filed by the company D&P Finance SAS and by the company organised under English law, marion partners Ltd

Resolution A – not approved by the Board of Directors (Removal of Mr Robert de Metz)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Robert de Metz from his functions as Director of the Company with effect as of this general meeting.

Resolution B – not approved by the Board of Directors (Appointment of Mr Arnaud Marion as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr Arnaud Marion, 50 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution C – not approved by the Board of Directors (Removal of Mr Jean-Pierre Remy)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Jean-Pierre Remy from his functions as Director of the Company with effect as of this general meeting.

Resolution D – not approved by the Board of Directors (Appointment of Mr Loïc de la Cochetière as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr Loïc de la Cochetière, 65 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution E – not approved by the Board of Directors (Removal of Mr Rémy Sautter)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Rémy Sautter from his functions as Director of the Company with effect as of this general meeting.

Resolution F – not approved by the Board of Directors (Appointment of Mrs Anne-Marie Cravero as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mrs Anne-Marie Cravero, 53 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution G – not approved by the Board of Directors (Removal of Mrs Cécile Moulard)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present her comments, revokes Mrs Cécile Moulard from her functions as Director of the Company with effect as of this general meeting.

Resolution H – not approved by the Board of Directors (Appointment of Mr Alexandre Loussert as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr Alexandre Loussert, 36 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution J – not approved by the Board of Directors (Removal of Mr Jean-Marc Tassetto)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Jean-Marc Tassetto from his functions as Director of the Company with effect as of this general meeting.

Resolution K – not approved by the Board of Directors (Appointment of Mr Roland Wolfrum as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr Roland Wolfrum, 52 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution L – not approved by the Board of Directors (Appointment of Mr Christophe Desayes as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr Christophe Desayes, 53 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Resolution M – not approved by the Board of Directors (Appointment of Mr François-Xavier Barbier as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders representing the percentage of share capital provided for by Law, decides to appoint as a Director of the Company Mr François-Xavier Barbier, 60 years old, a French citizen, for a duration of 4 years that will expire at the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Draft ordinary resolutions filed by the association RegroupementPPLocal, Mr Alexandre Loussert, SAS Huiles Benoît and SARL SOFIM

Resolution N – not approved by the Board of Directors (Removal of Mr Robert de Metz from his office as Director)

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Robert de Metz from his mandate and functions as Director of the Company as of this shareholders' general meeting, in accordance with Articles L. 225-18, paragraph 2, L. 225-105, paragraphs 2 and 3, and R. 225-71 of the Commercial Code.

Resolution O – not approved by the Board of Directors (Removal of Mr Jean-Pierre Remy from his office as Director)

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Jean-Pierre Remy from his mandate and functions as Director of the Company as of this shareholders' general meeting, in accordance with Articles L. 225-18, paragraph 2, L. 225-105, paragraphs 2 and 3, and R. 225-71 of the Commercial Code.

Resolution P – not approved by the Board of Directors (Removal of Mr Rémy Sautter from his office as Director)

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Rémy Sautter from his mandate and functions as Director of the Company as of this shareholders' general meeting, in accordance with Articles L. 225-18, paragraph 2, L. 225-105, paragraphs 2 and 3, and R. 225-71 of the Commercial Code.

Resolution Q – not approved by the Board of Directors (Removal of Mrs Cécile Moulard from her office as Director)

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present her comments, revokes Mrs Cécile Moulard from her mandate and functions as a Director of the Company as of this shareholders' general meeting, in accordance with Articles L. 225-18, paragraph 2, L. 225-105, paragraphs 2 and 3, and R. 225-71 of the Commercial Code.

Resolution R – not approved by the Board of Directors (Removal of Mr Jean-Marc Tassetto from his office as Director)

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, after consideration of the reasons set out and after providing the interested party the capacity to present his comments, revokes Mr Jean-Marc Tassetto from his mandate and functions as a Director of the Company as of this shareholders' general meeting, in accordance with Articles L. 225-18, paragraph 2, L. 225-105, paragraphs 2 and 3, and R. 225-71 of the Commercial Code.

Resolution S – not approved by the Board of Directors (Appointment of Mr Loïc de la Cochetière as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr Loïc de la Cochetière as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr Loïc de la Cochetière declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

Resolution T – not approved by the Board of Directors (Appointment of Mr Arnaud Marion as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr Arnaud Marion as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr Arnaud Marion declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

Resolution U – not approved by the Board of Directors (Appointment of Mrs Anne-Marie Cravero as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mrs Anne-Marie Cravero as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mrs Anne-Marie Cravero declared that she accepts the functions that have been entrusted to her and that she meets all of the conditions to perform them.

Resolution V – not approved by the Board of Directors (Appointment of Mr Alexandre Loussert as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr Alexandre Loussert as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr Alexandre Loussert declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

Resolution W – not approved by the Board of Directors (Appointment of Mr Roland Wolfrum as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr Roland Wolfrum as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr Roland Wolfrum declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

Resolution X – not approved by the Board of Directors (Appointment of Mr Christophe Desayes as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr Christophe Desayes as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr Christophe Desayes declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

Resolution Y – not approved by the Board of Directors (Appointment of Mr François-Xavier Barbier as Director)

The general meeting, voting in accordance with the quorum and majority requirements for ordinary general meetings, on the proposal of several shareholders, including the association RegroupementPPLocal, representing the percentage of share capital provided for by Law, decides to appoint Mr François-Xavier Barbier as a Director for a duration of four (4) years that will expire at the end of the ordinary general meeting convened to vote on the financial statements for the financial year ending 31 December 2019.

Mr François-Xavier Barbier declared that he accepts the functions that have been entrusted to him and that he meets all of the conditions to perform them.

1. Preliminary formalities to be carried out in order to participate in the general meeting

The general meeting is composed of all of the shareholders regardless of the number of shares they hold.

Any shareholder may be represented at the general meeting by another shareholder, his/her spouse or the partner with whom he/she has concluded a civil solidarity pact. He/she may also be represented by any other physical person or legal entity of his/her choice (Article L.225-106 of the Commercial Code).

In accordance with Article R.225-85 of the Commercial Code, the right to participate in the general meeting is justified by the registration of the shares in the name of the shareholder or the intermediary recorded for his/her account (in application of paragraph 7 of Article L.228-1 of the Commercial Code), as of the second working day preceding the meeting at zero o'clock Paris time, or in the registered share accounts maintained by the Company (or its agent), or in the bearer accounts maintained by the authorised intermediary.

The accounting recording or registration of the shares in the bearer share accounts maintained by the financial intermediaries is confirmed by an attestation of participation provided by these intermediaries (or by electronic means, as the case may be) under the conditions provided for by Article R.225-85 of the Commercial Code (by reference to Article R.225-61 of the same Code), as an annex to:

- the remote voting form;
- the voting proxy;
- the request for an admission card prepared in the name of the shareholder or on behalf of the shareholder represented by the recorded intermediary.

An attestation is also issued to any shareholder who wishes to participate personally in the meeting and who has not received his/her admission card as of the second working day preceding the meeting, at zero o'clock Paris time.

2. Method of participation in the general meeting.

Shareholders who wish to attend the general meeting personally may request an admission card in the following manner:

- **for registered shareholders:** on the day of the meeting, go directly to the window specially provided for this purpose, with an identification document, or request an admission card from BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex;

- **for bearer shareholders:** ask the authorised intermediary that manages the shares account to send an admission card.

Shareholders who do not personally attend this meeting and who wish to vote by correspondence or to be represented by granting a power of attorney to the Chairman of the meeting, to their spouse or the partner with whom they have concluded a civil solidarity pact or to another person may:

- **for registered shareholders:** send the unified form for voting by correspondence or by proxy that will be sent to them along with the convocation to the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex;

- **for bearer shareholders:** request this form from the intermediary that manages the shares account as from the date of the convocation to the meeting. The unified form for voting by correspondence or by proxy must be accompanied by an attestation of participation issued by the financial intermediary and returned to the following address: BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex;

In order to be taken into account, the forms for voting by correspondence must be received by the Company or the General Meetings Service of BNP Paribas Securities no later than 3:00 pm on the day preceding the meeting.

The shareholders may obtain the documents provided for by Articles R.225-81 and R.225-83 of the Commercial Code within the legal timeframes by a sending a request to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex.

In addition, the shareholders also have the possibility to vote by internet before the general meeting under the conditions described below:

- For the registered shareholders:

In order to connect to the dedicated secure site for the meeting, the holders of registered shares who wish to vote by internet before the general meeting must use the identification number and the password that allow them to connect to the Planetshares site in order to consult the account in their name. After connecting, the shareholder must follow the instructions on the screen in order to vote.

The holders of registered shares under administration will receive a letter of convocation containing their identifier that will allow them to access the dedicated secure site for the general meeting. After connecting, the shareholder must follow the instructions on the screen in order to vote.

- For the bearer shareholders:

The bearer shareholders who wish to vote by internet before the general meeting must ask the authorised intermediary that manages their shares account to prepare an attestation of participation (for the quantity specified by the shareholder) and must indicate their electronic mail address. According to the standard procedure, the establishment holding the account will then transmit the attestation of participation and the electronic mail address of the shareholder to BNP Paribas Securities Services – CTS – Assemblées, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.

This electronic mail address will be used by BNP Paribas Securities Services to communicate an identifier to the shareholder that will allow him/her to connect to the dedicated secure site for advance voting at the meeting. The shareholder must then follow the instructions on the screen in order to obtain a connection password and then vote.

The secure internet site dedicated to advance voting for the general meeting will be open as from 3 October 2016 at the following address (for registered shareholders): <https://planetshares.bnpparibas.com>.

The possibility to vote by internet before the general meeting will end on the day before the meeting, namely 18 October 2016, at 3:00 pm Paris time. However, in order to avoid any possible clogging of the internet site dedicated to advance voting for the general meeting, the shareholders are recommended not to wait for the day before the meeting in order to vote.

In accordance with the provisions of Article R.225-79 of the Commercial Code, the notification of the appointment or revocation of a proxy may also be made by electronic means as follows:

Pure registered shareholders

- the shareholder must send an e-mail to the address paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail must contain the following information: name of the Company in question, the date of the meeting, the full name, address and registered current account number person granting the proxy, if necessary, as well as the full name and, if possible, the address of the proxy holder.

- the shareholder must confirm his/her request on PlanetShares/My Shares or PlanetShares/My Plans by connecting with his/her usual identifiers and by going to the page “My shareholder space – My General Meetings” then by clicking on the button “Appoint or revoke a proxy.”

Bearer shareholders or administered registered shareholders

- the shareholder must send an e-mail to the address paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail must contain the following information: name of the Company in question, the date of the meeting, the full name, address and banking references of the person granting the proxy, as well as the full name and, if possible, the address of the proxy holder.

- the shareholder must request from his/her financial intermediary that manages his/her shares account to send a written confirmation to the General Meetings Service of BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex.

Only notifications of appointment or revocation of proxies may be sent to the electronic address noted above, no other request or notification concerning another subject may be taken into account and/or processed.

In order for the appointments or revocations of proxies to be validly taken into account, the confirmations must be received:

- by electronic means, no later than the day preceding the meeting, 18 October 2016, at 3:00 pm (Paris time),
- by post, no later than the day preceding the meeting, 18 October 2016, at 3:00 pm (Paris time).

No shareholder, whether he/she holds shares recorded in a registered shares account or in a bearer account, who has decided to vote remotely can choose another method of participating in the general meeting once the vote has been received by BNP Paribas Securities Services, CTS Emetteurs-Assemblées.

3. Written questions by the shareholders

Written questions must be sent to the head office, addressed to the Chairman of the Board of Directors by registered letter with proof of delivery. They must be accompanied by an attestation of participation either in the registered shares accounts or in the bearer shares accounts maintained by a financial intermediary. This must be sent no later than four working days preceding the date of the general meeting. In accordance with legislation in force, the response to a written question shall be considered to have been given when it appears on the internet site of the Company under the heading dedicated to questions and answers.

All of the documents and information provided for by Article R.225-73-1 of the Commercial Code may be consulted on the Company's site: <http://www.solocalgroup.com/>.

The Board of Directors