



Chargeurs

Société Anonyme. Share capital: €166,033,552
Registered office: 29-31 rue Washington - 75008 Paris - France
RCS Paris 390 474 898

Notice of Meeting

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of Chargeurs will be held on Thursday, May 7, 2009 at 10:30 a.m. at Centre Etoile-Saint Honoré - 21/25 rue Balzac - 75008 Paris. The agenda of the meeting and the proposed resolutions are as follows.

AGENDA

Ordinary Resolutions

- Reports of the Board of Directors and the Auditors on the consolidated financial statements for the year ended December 31, 2008 and approval of said financial statements.
- Reports of the Board of Directors and the Auditors on the parent company financial statements for the year ended December 31, 2008 and approval of said financial statements and discharge to the Directors.
- Approval of agreements governed by Article L.225-38 of the French Commercial Code.
- Appropriation of results, dividend.
- Re-election of a Director.
- Replacement of a substitute Auditor who has resigned.
- Powers to carry out legal formalities.

Extraordinary Resolutions

- Reports of the Board of Directors and the Auditors on the extraordinary resolutions.
- Employee share issue.
- Powers to carry out legal formalities.

PROPOSED RESOLUTIONS

presented by the Board of Directors to the Annual General Meeting

ORDINARY RESOLUTIONS

First resolution

The Annual General Meeting, having heard the report of the Board of Directors and the Auditors' report on the parent company financial statements, approves the parent company financial statements for the year ended December 31, 2008 and the balance sheet at that date, as presented, showing a net loss of €84,531,655.73, together with all the transactions for the year reflected in the accounts or referred to in the report of the Board of Directors.

The Annual General Meeting therefore gives discharge to the members of the Board of Directors for the fulfillment of their duties during the year ended December 31, 2008.

Second resolution

The Annual General Meeting, having heard the report of the Board of Directors and the Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2008 and the consolidated balance sheet at that date, as presented, showing a consolidated net loss of €56,171,000, together with all the transactions for the year reflected in the accounts or referred to in the report of the Board of Directors.

Third resolution

Having heard the Statutory Auditors' special report, the Annual General Meeting approves this report and all the agreements governed by article L. 225-38 of the French Commercial Code (*Code de Commerce*) referred to therein.

Fourth resolution

The Annual General Meeting, having noted that the net loss for the year amounts to €84,531,655.73, resolves to appropriate the loss for the year and the deficit brought forward from 2007 to "Other Reserves", which have therefore been reduced to €86,023,698.72 from €170,555,354.45.

The Annual General Meeting resolves that no dividend will be paid in respect of 2008.

The Annual General Meeting notes that the following dividends have been paid over the last three years:

Year	Dividend per share (in €)
2007	0.65
2006	0.65
2005	-

Fifth resolution

The Annual General Meeting re-elects Eduardo Malone as Director for a three-year term expiring at the close of the Annual General Meeting to be called to approve the 2011 financial statements.

Sixth resolution

The Annual General Meeting notes the resignation of Mrs Maryse Le Goff as substitute Auditor and appoints Mr Yves-Alain Ach to replace her as substitute Auditor for the remainder of her term. This appointment shall take effect at the close of the Annual General Meeting to be called to approve the 2010 financial statements.

Seventh resolution

The Annual General Meeting notes that the representative of S & W Associés has changed, in application of the French financial security act, and confirms that S & W Associés shall continue to serve as a Statutory Auditor until its term expires at the end of the normal six-year period.

Eighth resolution

The Annual General Meeting gives full powers to the bearer of an extract or copy of the minutes of the Meeting to carry out all publication, filing and other formalities.

EXTRAORDINARY RESOLUTIONS

Nineth resolution

The Extraordinary General Meeting, having considered the report of the Board of Directors and the Auditors' special report, resolves, in accordance with article L.225-129 VI of the French Commercial Code, to carry out an employee share issue for cash, governed by article L.3332-18 of the French Labor Code.

The Extraordinary General Meeting resolves:

- That the Chairman of the Board of Directors may set up an Employee Stock Ownership Plan governed by articles L. 3331-1 et seq. of the French Labor Code, within six months of the date of this Meeting.
- To authorize the Board of Directors to carry out a share issue reserved for employees participating in said Employee Stock Ownership Plan, in accordance with article L. 3332-18 of the French Labor Code, within six months of the date of this Meeting. The amount of the issue may not exceed €800,000. Shareholders shall automatically be required to waive their pre-emptive rights to subscribe to said issue.

Tenth resolution

The Extraordinary General Meeting gives full powers to the bearer of an extract or copy of the minutes of the Meeting to carry out all publication, filing and other formalities.

Shareholders meeting the conditions set out in article R. 225-71 of the French Commercial Code may table resolutions at the Annual General Meeting by sending their request by registered mail, return receipt requested, to Company headquarters at least 25 calendar days before the date of the meeting. Requests must be accompanied by a certificate of share ownership.

In order for the resolution to be considered, the authors of the request must send a second certificate attesting that their shares continue to be held in the same share account as previously, as of midnight CET on April 30, 2009.

All shareholders are entitled to participate in the Annual General Meeting, regardless of the number of shares they own. Shareholders may appoint only their spouse or another shareholder as their proxy (article L. 225-106 of the French Commercial Code).

In accordance with article R.225-85 of the French Commercial Code, shareholders wishing to attend the Meeting must provide evidence of their share ownership by midnight CET on April 30, 2009. For registered shares, ownership is evidenced by the registration of the shares in the name of the shareholder or nominee (article L. 228-1-7 of the French Commercial Code) in the share register held by the Company or its agent. For bearer shares, ownership is evidenced by an entry in a share account kept by an accredited bank or broker.

Holders of bearer shares must submit a certificate issued either in paper form or electronically by the bank or broker that manages the share account, in accordance with article R.225-61 of the French Commercial Code, with any of the following documents:

- The postal voting form
- The proxy form
- The request for an admission card in the name of the shareholder or the shareholder's nominee

A certificate will also be sent to shareholders who wish to attend the Meeting in person and who have not received an admission card by midnight CET on April 30, 2009.

Shareholders may obtain a postal voting form or proxy form from their bank or broker.

The bank or broker will send the certificate and the appropriate form to:

BNP Paribas Securities Services

GCT Emetteurs

Assemblées

Immeuble Tolbiac

75450 Paris Cedex 09

Postal votes will only be counted if the voting form has been properly completed and received by the Company or BNP Paribas Securities Services at least three calendar days before the date of meeting.

The Board of Directors