



## NOTICE

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### Chargeurs

French *Société Anonyme* with a Board of Directors  
Share capital: €3 768 280,80  
Head office: 112, avenue Kléber - 75116 Paris - France  
Registered in Paris under no. 390 474 898

### Call to Annual General Meeting for May 6<sup>th</sup>, 2019

#### Notice of Meeting

The shareholders of Chargeurs ("**the Company**") are invited to attend the Annual General Meeting to be held on Monday, May 6<sup>th</sup>, 2019 at 10:30 a.m. CEST at Centre de Conférences Capital 8 - 32 rue de Monceau – 75008 Paris. The meeting's agenda is set out below:

#### Agenda

##### Ordinary business

1. *Approval of the parent company financial statements for the year ended December 31, 2018.*
2. *Approval of the consolidated financial statements for the year ended December 31, 2018.*
3. *Appropriation of profit for 2018 and approval of a dividend.*
4. *Stock dividend alternative for the 2018 final dividend.*
5. *Stock dividend alternative for the 2019 interim dividend.*
6. *Approval of agreements governed by article L.225-38 of the French Commercial Code.*
7. *Setting directors' fees.*

8. *Election of Maria Varciu as an independent director.*
9. *Ratification of the appointment of Nicolas Urbain as a director.*
10. *Re-election of Colombus Holding SAS as a director.*
11. *Re-election of Isabelle Guichot as an independent director.*
12. *Re-election of Georges Ralli as a non-voting director.*
13. *Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits payable to the Chairman and Chief Executive Officer.*
14. *Approval of the fixed, variable and exceptional components making up the total compensation and benefits paid or awarded to the Chairman and Chief Executive Officer for 2018.*
15. *Approval, in accordance with article L. 225-42-1 of the French Commercial Code, of the commitment given to Michaël Fribourg – Chairman and Chief Executive Officer – concerning a non-compete indemnity payable if he ceases to hold office.*
16. *Approval, in accordance with article L. 225-42-1 of the French Commercial Code, of the commitment given to Michaël Fribourg – Chairman and Chief Executive Officer – concerning a termination benefit payable in the event of a termination or change in his duties or if the roles of Chairman and Chief Executive Officer are separated*
17. *Authorization for the Board of Directors to carry out a share buyback program.*

### **Extraordinary business**

18. *Authorization for the Board of Directors to grant free shares to employees and/or officers, without pre-emptive subscription rights for existing shareholders.*
19. *Authorization for the Board of Directors to grant stock options without pre-emptive subscription rights for existing shareholders.*
20. *Authorization for the Board of Directors to carry out employee share issues, without pre-emptive subscription rights for existing shareholders.*
21. *Powers to carry out legal formalities.*

## Participation in the General Meeting

### A) Formalities to be carried out to participate in the General Meeting

As a Chargeurs shareholder, you are eligible to participate in the Annual General Meeting whatever the number of shares held. You may also give proxy to another shareholder, your spouse or civil partner, or to any other person or legal entity to represent you at the Meeting<sup>1</sup>.

If you want to participate in the Meeting in person, by proxy or by casting a postal vote you must have your shares recorded<sup>2</sup> (i) in your name or in the name of your bank or broker<sup>3</sup> in the Company's share register (for registered shares) or (ii) in your share account with your bank or broker (for bearer shares). This formality must be completed no later than 0.00 a.m. CEST on the second calendar day before the Meeting date.

If you hold bearer shares, you will need to submit a certificate of share ownership ("*attestation de participation*") issued either in paper form or electronically by the bank or broker that manages your share account<sup>4</sup>, with any of the following documents:

- The postal voting form
- The proxy form
- The request for an admission card in your name or in the name of the bank or broker that will represent you at the Meeting.

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 0.00 a.m. CEST on the second day before the Meeting date.

### B) Methods of participating in the General Meeting

If you want to participate in the Meeting in person, you can request an admission card as follows:

- **Holders of registered shares:** write to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France. Alternatively, you can ask for a card on the day of the Meeting simply by presenting an ID card or other form of identification.
- **Holders of bearer shares:** contact the bank or broker that manages your share account and instruct them to ask for an admission card.

If you are unable to attend the Meeting and wish to either vote by post or give proxy to the Meeting Chairman, your spouse or civil partner or any other person:

- **Holders of registered shares:** return the postal voting form/proxy received with the Notice of Meeting to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France.
- **Holders of bearer shares:** contact your bank or broker and ask them for a postal voting form/proxy. You should return this form with the certificate of share ownership ("*attestation de participation*") received from your bank or broker to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France.

To be taken into account, postal votes/proxies must be received by Chargeurs or BNP PARIBAS Securities Services at least three days before the Meeting date.

To obtain the proxy documents provided for in articles R.225-81 and R.225-83 of the Commercial Code; write to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de

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<sup>1</sup> Article L.225-106 of the Commercial Code

<sup>2</sup> Article R.225-85 of the Commercial Code

<sup>3</sup> The bank or broker must be registered with Chargeurs in accordance with article L.228-1 of the Commercial Code

<sup>4</sup> Article R.225-85 of the Commercial Code (with a footnote linking to article R.225-61)

Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France. You may also give or withdraw proxies electronically<sup>5</sup> as follows:

- **Holders of registered shares recorded directly in the Company's share register:** by sending an email, including an electronic signature that you have obtained from an accredited certification service provider, to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), indicating the company's name (Chargeurs), the Meeting date, your first and last names, address and BNP PARIBAS Securities Services ID and the first and last names and address of the person to whom you are giving proxy or from whom the proxy is being withdrawn.

- **Holders of shares registered in the name of the bank or broker that manages the share account and of bearer shares:** by sending an e-mail, including an electronic signature that you have obtained from an accredited certification service provider, to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), indicating the company's name (Chargeurs), the Meeting date, your first and last names, address and full bank details, and the first and last names and address of the person to whom you are giving proxy or from whom the proxy is being withdrawn. You should also ask your bank or broker to write to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France, confirming your instructions.

Only duly completed and signed notifications received by 3:00 p.m. CEST the day before the Meeting will be taken into account. Notifications sent by post must be received at least three days before the Meeting date.

The address [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) should only be used to send e-mails giving or withdrawing proxies. Requests or notifications concerning other matters will not be taken into account and/or processed.

### **C) Written questions and resolutions tabled by shareholders**

Shareholders who meet the conditions set out in article R.225-71 of the Commercial Code may table resolutions at the Annual General Meeting by sending their request by registered mail, return receipt requested, to Chargeurs SA – 112, avenue Kléber, 75116 Paris, France, at least 25 calendar days before the date of the Meeting<sup>6</sup>. Requests must be accompanied by a certificate of share ownership.

For the resolution to be put to the vote during the Meeting, the shareholders concerned must provide a further certificate of ownership evidencing that the shares are still recorded in their account as of 0.00 a.m. CET on the second day before the Meeting date.

If you have any questions that you would like the Board to answer during the meeting, you should submit them in writing by registered mail, return receipt requested, to Chargeurs SA – 112, avenue Kléber, 75116 Paris, France – at least four business days before the date of the Meeting.

### **D) Proxy documents**

All the documents and information provided for in Article R.225-73-1 of the Commercial Code will be posted on the Company's website, [www.chargeurs.fr](http://www.chargeurs.fr) from the twenty-first day preceding the Meeting.

The Board of Directors

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<sup>5</sup> Article R.225-79 of the Commercial Code

<sup>6</sup> Article R.225-73 of the Commercial Code