



NOTICE

Chargeurs

French *Société Anonyme* with a Board of Directors

Share capital: €3,674,583.04

Head office: 112, avenue Kléber - 75116 Paris - France

Registered in Paris under no. 390 474 898

Call to Ordinary and Extraordinary General Meeting for March 14, 2016

Notice of Meeting

The shareholders of Chargeurs ("**the Company**") are invited to attend the Ordinary and Extraordinary General Meeting to be held on Monday, March 14, 2016 at 5:00 p.m. CET at Centre d'Affaires Paris Trocadéro - 112 avenue Kléber - 75116 Paris. The meeting's agenda is set out below:

Agenda

Extraordinary business

- 1- Amendment of Article 21 of the Bylaws to give the Board of Directors the power to issue bonds of the Company.
- 2- Elimination of the requirement in the Bylaws for voting and non-voting directors to hold Chargeurs shares - Deletion of Article 11 and the ninth paragraph of Article 16 of the Bylaws.
- 3- Amendment of Article 13 of the Bylaws concerning decisions of the Board of Directors.
- 4- Amendment of Article 20 of the Bylaws to allow the use of a simplified electronic signature system.
- 5- Delegation of authority to the Board of Directors to (i) issue, with preferential subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares, and/or (ii) issue shares to be paid up by capitalizing reserves, profits, additional paid-in capital or other capitalizable items.
- 6- Delegation of authority to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares, to be offered to the public.
- 7- Delegation of authority to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares, through a private placement governed by Article L.411-2 II of the Monetary and Financial Code.

- 8- Authorization for the Board of Directors to increase the number of securities with direct or indirect rights to shares offered in any issue with or without preferential subscription rights.
- 9- For issues without preferential subscription rights carried out pursuant to the sixth or seventh resolution, authorization for the Board of Directors to set the issue price of the securities, subject to compliance with the terms of the related resolution and provided that the issue would not result in the Company's capital being increased by more than 10%.
- 10- Delegation of authority to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares in payment for shares tendered to a public exchange offer launched by the Company for the shares of another company.
- 11- Delegation of authority to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares in payment for other companies' shares or securities with rights to shares contributed to the Company.
- 12- Delegation of authority to the Board of Directors to carry out one or several employee rights issues, without preferential subscription rights for existing shareholders.
- 13- Blanket ceiling on share issues carried out pursuant to the fifth to twelfth resolutions of the Meeting.
- 14- Authorization for the Board of Directors to reduce the capital by a maximum of 10% by canceling shares acquired under the buyback program.

Ordinary business

- 15- Authorization for the Board of Directors to trade in Chargeurs shares.
- 16- Ratification of the appointment of a director.
- 17- Ratification of the appointment of a director.
- 18- Ratification of the appointment of a director.
- 19- Powers to carry out 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 a proxy to another shareholder, your spouse or civil partner, or to any other person or legal entity to represent you at the Meeting¹.

If you want to participate in the Meeting in person, by proxy or by casting a postal vote you must have your shares recorded² (i) in your name or in the name of your bank or broker³ 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. CET 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 account⁴, with any of the following documents:

- The postal voting form
- The proxy form

¹ Article L.225-106 of the Commercial Code

² Article R.225-85 of the Commercial Code

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

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

- 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. CET 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 Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France.

You may also give or withdraw proxies electronically⁵ 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, 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, 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. CET 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 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.

⁵ Article R.225-79 of the Commercial Code

C) Written questions

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 from the twenty-first day preceding the Meeting.

The Board of Directors