



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

Notice of Ordinary and Extraordinary General Meeting

Called for March 14, 2016

Advance 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.

Text of the resolutions

Extraordinary resolutions

First resolution

(Amendment of Article 21 of the Bylaws to give the Board of Directors the power to decide the issuance of bonds by the Company)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report, resolves to give the Board of Directors the power to decide the issuance of bonds by the Company and accordingly to amend the Company's Bylaws by deleting the second bullet point of the second paragraph of Article 21 "Annual General Meetings". The amended paragraph will read as follows:

"ARTICLE 21

ANNUAL GENERAL MEETINGS

[...]

The annual general meeting may also, like any other ordinary general meeting called during the year:

- ratify any decision by the Board of Directors to transfer the Company's head office, made pursuant to the stipulations of the second-to-last paragraph of Article 3 of the Bylaws, and

- more generally, decide or approve all matters submitted to shareholders by the Board of Directors that are not subject to the quorum and majority vote rules applicable to extraordinary general meetings.

[...]"

Second resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report, resolves to:

1. Amend the Company's Bylaws by deleting Article 11 "Directors' qualifying shares" and the ninth paragraph of Article 16 "Non-voting directors".
2. Adjust the numbering of the Company's Bylaws to take account of these deletions.

Third resolution

(Amendment of Article 13 of the Bylaws concerning decisions of the Board of Directors)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report, resolves to amend the second and fourth sections of Article 13 of the Company's Bylaws to allow directors to give a proxy to their fellow directors by e-mail and to participate in Board meetings via a telecommunications system. The amended article will read as follows:

"ARTICLE 13

DECISIONS OF THE BOARD

[...]

II. Any director may give proxy to a fellow director to represent him or her at Board meetings and to vote on his or her behalf on one, several or all of the decisions discussed during the meeting. Said proxy may be given by letter or by e-mail. No director may hold more than one proxy.

[...]

IV. For decisions of the Board to be enforceable, at least half of the serving directors must be present.

Decisions are adopted by a majority of votes cast by the directors present or represented by proxy.

Subject to compliance with the applicable laws and regulations, the Board of Directors' internal rules may stipulate that, for quorum and majority vote calculations, directors who participate in the meeting via a telecommunications system that meets the technical specifications set out in the applicable laws or regulations are considered as being present at the meeting.

However, this stipulation is not applicable for decisions governed by Articles L. 225-47, L. 225-53, L. 225-55, L. 232-1 and L. 233-16 of the Commercial Code.

In the case of a split decision, the chairman of the meeting has a casting vote. If the directors cannot agree on the choice of person to chair a meeting in the absence of the Chairman of the Board and the Chief Executive Officer if he or she is a director, the meeting will be chaired by the oldest candidate."

Fourth resolution

(Amendment of Article 20 of the Bylaws to allow the use of a simplified electronic signature system)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report, resolves to allow the use of a simplified electronic signature system by amending the final paragraph of Article 20 of the Company's Bylaws to read as follows:

"ARTICLE 20

OFFICERS OF THE MEETING – ATTENDANCE REGISTER – VOTES

[...]

If decided by the Board of Directors when the meeting is called, shareholders may participate and vote at general meetings by videoconference or any other electronic telecommunications system subject to compliance with the relevant provisions of the applicable laws and regulations. If an electronic voting form is used, it may be signed by the shareholder using secure electronic signature software or a process that reliably identifies the shareholder and securely links the shareholder to the form, for example by requiring a username and password to be entered. If such a decision is made, it will be announced in the advance notice of meeting published in the Bulletin des Annonces légales obligatoires (BALO)."

Fifth resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with the Commercial Code, particularly Articles L.225-127 to L.225-129, L.225-129-2, L.225-129-4, L.225-130, L.225-132 to L.225-134 and L.228-91 to L.228-94:

1. To delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions. The Board shall have full discretionary powers to decide the amounts of said issues and their timing, which may include the period when a takeover bid for the Company is in progress.

(a) Issuance, in France and/or abroad, with preferential subscription rights for existing shareholders, of:

(i) Chargeurs shares, and/or

(ii) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities, and/or

(iii) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities payable in both cases either in cash or by capitalizing debt, and/or

(b) Issuance of Chargeurs bonus shares or increase in the shares' par value, paid up by capitalizing profits, reserves, additional paid-in capital or any other capitalizable items.

2. That this delegation of authority may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares.

3. That securities issued pursuant to paragraph 1 (a) of this delegation of authority may consist of debt securities governed by or excluded from the scope of application of Articles L.228-91 *et seq.* of the Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. That the aggregate par value of the Chargeurs shares issued immediately or at a future date as a result of the Board's use of this delegation of authority may not exceed nine hundred thousand euros (€900,000), and that:

(a) This amount will be deducted from the blanket ceiling set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting.

(b) This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

5. That the aggregate face value of debt securities issued pursuant to this delegation of authority may not exceed one hundred million euros (€100,000,000) or the equivalent in any other currency or monetary unit as determined based on the exchange rate on the date the issue is decided, and that:

(a) The above amount represents the blanket ceiling for all debt securities issues carried out pursuant to this delegation of authority and the delegations and authorizations given in the sixth, seventh, eighth, tenth and

eleventh resolutions of this Meeting, such that the aggregate face value of debt securities issued pursuant to said delegations and authorizations will be deducted from the above blanket ceiling.

(b) The above ceiling does not include the face value of debt securities governed by Articles L.228-38 and L.228-92, paragraph 3, of the Commercial Code, the issue of which is decided or authorized in accordance with Articles L.228-36-A and L.228-40 of the Commercial Code as well as with the Company's Bylaws.

6. For issues of Chargeurs shares or other securities decided pursuant to paragraph 1 (a) of this delegation of authority:

(a) That shareholders shall have a preferential right to subscribe for the shares or other securities to be issued by the Company, in due proportion to their stake in the Company's capital.

(b) That the Board of Directors shall have the option of allowing shareholders to subscribe for any shares or other securities not taken up by other shareholders exercising their preferential rights. If the issue is oversubscribed, the available shares or debt securities will be allocated among participating shareholders proportionately to their stake in the Company's capital.

(c) That, in accordance with Article L.225-134 of the Commercial Code, if the issue is not taken up in full by shareholders exercising their preferential rights as described above, the Board of Directors may follow one or several of the courses of action described below, in the order of its choice: (i) freely allocate all or some of the unsubscribed shares or debt securities among chosen investors, (ii) offer the unsubscribed shares or debt securities for subscription by the public, and/or (iii) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the planned issue has been taken up.

(d) That in the case of a stock warrant issue, the warrants may be subscribed as described above and paid up in cash, or they may be allocated to existing shareholders without consideration, in which case the Board of Directors will have the option of deciding that rights to fractional shares will be non-transferable and that the underlying securities will be sold.

(e) That for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this delegation of authority will automatically entail the waiver by shareholders of their preferential right to subscribe for said new shares.

7. That, in the case of a share issue or an increase in the shares' par value paid up by capitalizing profits, reserves, additional paid-in capital or other capitalizable items, as provided for in paragraph 1 (b) of this resolution, rights to fractional shares shall be non-transferable and the underlying securities will be sold, with the proceeds allocated to the rights holders in accordance with the applicable regulatory stipulations.

8. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:

(a) Decide any share issue and, if applicable, postpone an issue.

(b) Decide the amount, features, terms and conditions of any issue, including the type of securities to be issued, the issue price, at par or with a premium, the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, by carrying out the applicable formalities.

(c) In the case of a debt securities issue, decide their ranking for repayment purposes (including, in the case of junior debt, their level of subordination in accordance with Article L.228-97 of the Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets.

(d) Taking into account legal restrictions, determine the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities.

(e) Make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other circumstances; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares.

(f) Charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital.

(g) Place on record each successive capital increase and amend the Bylaws to reflect the new capital.

(h) Generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.

9. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Sixth resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with the provisions of the Commercial Code, particularly Articles L.225-127 to L.225-129, L.225-129-2, L.225-129-4, L.225-135, L.225-136, L.225-148 and L.228-91 to L.228-94:

1. To delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions. The Board shall have full discretionary powers to decide the amounts of said issues, which may be carried out in France and/or abroad through public offers without preferential subscription rights for existing shareholders, and their timing, which may include the period when a takeover bid for the Company is in progress. The issues may consist of:

(a) Chargeurs shares, and/or

(b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities, and/or

(c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities payable in both cases in cash or by capitalizing debt.

2. That this delegation of authority may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares.

3. That securities issued pursuant to this delegation of authority may consist of debt securities governed by or excluded from the scope of application of Articles L.228-91 *et seq.* of the Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. That any public offers decided pursuant to this delegation of authority may be combined, in the same issue or through several issues conducted simultaneously, with private placements governed by Article L.411-2 II of the Monetary and Financial Code that are decided pursuant to the seventh resolution of this Meeting.

5. That the aggregate par value of the Chargeurs shares issued immediately and/or at a future date as a result of the Board's use of this delegation of authority may not exceed three hundred and fifty thousand euros (€350,000), and that:

(a) This amount will be deducted from the blanket ceiling set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting.

(b) This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

6. That the aggregate face value of debt securities issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the fifth resolution of this Meeting.

7. That shareholders shall not have a preferential right to subscribe for shares and other securities issued pursuant to this delegation of authority but that the Board of Directors shall have the option of offering shareholders a priority right to subscribe for all or part of the issue, exercisable in due proportion to their stake in the Company's capital during a period and on terms to be decided by the Board of Directors in accordance with the applicable laws and regulations.

8. That for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this delegation of authority will automatically entail the waiver by shareholders of their preferential right to subscribe for said new shares.

9. That:

(a) New Chargeurs shares issued pursuant to this delegation of authority will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three trading days that precede the pricing date, less a discount of 0% to 5%, as specified in Articles L.225-136-1 paragraph 1 and R.225-119 of the Commercial Code), as adjusted if necessary for the difference in cum rights dates.

(b) Securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount to be received in the future, if any, for each share issued as a result of the securities issue, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.

10. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:

(a) Decide any share issue and, if applicable, postpone an issue.

(b) Decide the amount, features, terms and conditions of any issue, including the type of securities to be issued, the issue price, at par or with a premium, the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, by carrying out the applicable formalities.

(c) In the case of a debt securities issue, decide their ranking for repayment purposes (including, in the case of junior debt, their level of subordination in accordance with Article L.228-97 of the Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets.

(d) Taking into account legal restrictions, determine the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities.

(e) Make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other circumstances; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares.

(f) Charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital.

(g) Place on record each successive capital increase and amend the Bylaws to reflect the new capital.

(h) Generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.

11. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Seventh resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with the Commercial Code, particularly Articles L.225-127 to L.225-129, L.225-129-2, L.225-129-4, L.225-135, L.225-136, and L.228-91 to L.228-94, and Article L.411-2 II of the Monetary and Financial Code:

1. To delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions. The Board shall have full discretionary powers to decide (i) the amounts of said issues, which may be carried out in France and/or abroad and shall consist of offers governed by Article L.411-2 II of the Monetary and Financial Code, without preferential subscription rights for existing shareholders, and (ii) their timing, which may include the period when a takeover bid for the Company is in progress. The issues may consist of:

(a) Chargeurs shares, and/or

(b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities, and/or

(c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities payable in both cases in cash or by capitalizing debt.

2. That this delegation of authority may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares.

3. That securities issued pursuant to this delegation of authority may consist of debt securities governed by or excluded from the scope of application of Articles L.228-91 *et seq.* of the Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. That any offers governed by Article L.411-2 II of the Monetary and Financial Code decided pursuant to this delegation of authority may be combined, in the same issue or through several issues conducted simultaneously, with public offers that are decided pursuant to the sixth resolution of this Meeting.

5. That the aggregate par value of the Chargeurs shares issued immediately and/or at a future date as a result of the Board's use of this delegation of authority may not exceed three hundred and fifty thousand euros (€350,000), and that:

(a) This amount will be deducted from the blanket ceiling set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting.

(b) Share issues carried out under this delegation of authority may not exceed the limits set in the applicable regulations (i.e., currently 20% of the Company's capital per year), as determined on the date of the Board's decision to use this delegation of authority.

(c) This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

6. That the aggregate face value of debt securities issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the fifth resolution of this Meeting.

7. That shareholders shall not have a preferential right to subscribe for the shares and other securities issued pursuant to this delegation of authority.

8. That for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this delegation of authority will automatically entail the waiver by shareholders of their preferential right to subscribe for said new shares.

9. That:

(a) New Chargeurs shares issued pursuant to this delegation of authority will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three trading days that precede the pricing date, less a discount of 0% to 5%, as specified in Articles L.225-136-1 paragraph 1 and R.225-119 of the Commercial Code), as adjusted if necessary for the difference in cum rights dates.

(b) Securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount to be received in the future, if any, for each share issued as a result of the securities issue, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.

10. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:

(a) Decide any share issue and, if applicable, postpone an issue.

(b) Decide the amount, features, terms and conditions of any issue, including the type of securities to be issued, the issue price, at par or with a premium, the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, by carrying out the applicable formalities.

(c) In the case of a debt securities issue, decide their ranking for repayment purposes (including, in the case of junior debt, their level of subordination in accordance with Article L.228-97 of the Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets.

(d) Taking into account legal restrictions, determine the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities.

(e) Make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other circumstances; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares.

(f) Charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital.

(g) Place on record each successive capital increase and amend the Bylaws to reflect the new capital.

(h) Generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.

11. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Eighth resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Article L.225-135-1 of the Commercial Code:

1. To authorize the Board of Directors, for each issue decided pursuant to the fifth, sixth or seventh resolutions of this Meeting, to increase the number of securities offered, at the same price as for the initial offer, within the period and the limit set in the regulations applicable on the original issue date (i.e., currently, within thirty days of the end of the subscription period and 15% of the initial offer) and also within the limits resulting from the ceiling(s) mentioned in the resolution under which the initial offer was decided.
2. That this authorization shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier authorization given by shareholders for the same purpose, for the remaining term thereof.

Ninth resolution

(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%)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, subject to adoption of the sixth and seventh resolutions and in accordance with Article L.225-136-1 of the Commercial Code:

1. To authorize the Board of Directors, for each issue of shares or other securities decided pursuant to the sixth or seventh resolution, to set the issue price in such a way that the amount received or receivable by the Company for each share issued pursuant to the relevant delegation of authority is not less than one of the following three amounts, to be chosen at the Board's discretion:
 - (i) the volume-weighted average share price for the twenty (20) trading sessions preceding the pricing date; or
 - (ii) the volume-weighted average share price for the ten (10) trading sessions preceding the pricing date; or
 - (iii) the volume-weighted average share price for the trading session preceding the pricing date,less a discount of 0% to 15%, provided that the amount to be received per share is at least equal to the par value.
2. That the aggregate par value of shares issued under this resolution may not exceed 10% of the share capital in any twelve (12) month period or the ceiling set in the thirteenth resolution, from which the share issues will be deducted.
3. That this delegation of authority shall be given for a period of twenty-six (26) months from the date of this Meeting.
4. That this delegation of authority supersedes any earlier delegation of authority given for the same purpose, as from the date of this Meeting.
5. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law, on the respective terms set out in the sixth and seventh resolutions.

Tenth resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Articles L.225-129 *et seq.* of the Commercial Code, and especially Articles L.225-129-2 and L.225-148:

1. To delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions. The Board shall have full discretionary powers to decide the amounts of said issues and their timing, which may include the period when a takeover bid for the Company is in progress. The issues may consist of:

(a) Chargeurs shares, and/or

(b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities, and/or

(c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities, issued in payment for securities tendered to a public exchange offer (including a paper offer with a cash alternative or a cash offer with a paper alternative) initiated by the Company, in France or abroad in compliance with local rules, for the shares of another company that are traded on one of the regulated markets referred to in Article L.225-148 of the Commercial Code.

2. That this delegation of authority may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares.

3. That securities issued pursuant to this delegation of authority may consist of debt securities governed by or excluded from the scope of application of Articles L.228-91 *et seq.* of the Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. That the shares or other securities issued under this delegation of authority will be offered exclusively to holders of the securities tendered to the public exchange offers referred to in paragraph 1 and that existing shareholders' preferential right to subscribe for said shares or other securities will automatically be canceled. The General Meeting notes that if the Company issues securities with rights to new Chargeurs shares, this delegation of authority will automatically entail the waiver, by existing shareholders, of their preferential right to subscribe for the shares to be issued immediately or at a future date following the conversion, exchange, redemption or exercise of said securities.

5. That the aggregate par value of the Chargeurs shares issued immediately or at a future date as a result of the Board's use of this delegation of authority may not exceed nine hundred thousand euros (€900,000), and that:

(a) This amount will be deducted from the blanket ceiling set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting.

(b) This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

6. That the aggregate face value of debt securities issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the fifth resolution of this Meeting.

7. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:

- (a) Approve the list of shares or other securities eligible to be tendered to the offer, and note the quantity.
 - (b) Approve the amounts, features and issuance terms and conditions of the securities to be issued in payment for those tendered to the Company, including the nature of the securities, the quantity, the issue price and the cum rights date, and if applicable determine the terms and conditions for exercising the rights attached to securities with immediate or deferred rights to Chargeurs shares, and the conditions governing the exchange of these securities for shares, and amend, during the life of the securities, the terms and conditions referred to above, subject to compliance with the applicable formalities.
 - (c) Set the exchange ratio and determine the amount of any balance to be paid in cash.
 - (d) Make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares.
 - (e) Charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital.
 - (f) Place on record each successive capital increase and amend the Bylaws to reflect the new capital.
 - (g) Generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
8. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Eleventh resolution

(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)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Articles L.225-129 *et seq.* of the Commercial Code, and especially Articles L.225-129-2 and L.225-147 paragraph 6:

1. To delegate to the Board of Directors the authority to carry out the securities issues described below, on one or several occasions at its sole discretion and based on the report of the expert appraiser(s) of capital contributions. The Board shall have full discretionary powers to decide the amounts of said issues and their timing, which may include the period when a takeover bid for the Company is in progress. The issues may consist of:

- (a) Chargeurs shares, and/or
- (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities, and/or
- (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities to be issued in payment for other companies' shares or securities with rights to shares, where Article L.225-148 of the Commercial Code does not apply.

2. That this delegation of authority may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares.

3. That securities issued pursuant to this delegation of authority may consist of debt securities governed by or excluded from the scope of application of Articles L.228-91 *et seq.* of the Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. That the shares or other securities issued under this delegation of authority shall be offered exclusively to holders of other companies' shares or securities in a transaction described in paragraph 1 and that existing shareholders' preferential right to subscribe for said shares or other securities shall automatically be canceled. The General Meeting notes that if the Company issues securities with rights to new Chargeurs shares, this delegation of authority will automatically entail the waiver, by existing shareholders, of their preferential right to subscribe for the shares to be issued immediately or at a future date following the conversion, exchange, redemption or exercise of said securities.

5. That the aggregate par value of shares issued immediately or at a future date pursuant to this delegation of authority may not exceed 10% of the share capital on the issue date, as adjusted if applicable for the effects of any corporate actions carried out since the date of this Meeting, and that:

(a) This amount will be deducted from the blanket ceiling set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting.

(b) This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

6. That the aggregate face value of debt securities issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the fifth resolution of this Meeting.

7. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:

(a) Decide any share issue in payment for the contributed shares or other securities of another company, and, if applicable, postpone an issue.

(b) Approve the amounts, features and issuance terms and conditions of the securities to be issued in payment for the contributed shares or other securities of another company, including the nature of the securities, the quantity, the issue price and the cum rights date, and if applicable determine the terms and conditions for exercising the rights attached to securities with immediate or deferred rights to Chargeurs shares, and the conditions governing the exchange of these securities for shares, and amend, during the life of the securities, the terms and conditions referred to above, subject to compliance with the applicable formalities.

(c) Approve the list of contributed shares or other securities, approve the report of the expert appraiser(s) of capital contributions and the value attributed to the contributed shares or other securities; determine the amount of the balance payable in cash, if any; approve the granting of any special benefits and, if the holders of the contributed shares or other securities agree, reduce the value attributed thereto or the remuneration of special benefits.

(d) Make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other circumstances; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares.

(e) Charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital.

(f) Place on record each successive capital increase and amend the Bylaws to reflect the new capital.

(g) Generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.

8. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Twelfth resolution

(Delegation of authority to the Board of Directors to carry out one or several employee rights issues, without preferential subscription rights for existing shareholders)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 of the Commercial Code and Articles L.3332-1 *et seq.* of the Labor Code:

1. To delegate to the Board of Directors the authority to carry out one or several ordinary share issues governed by Articles L.3332-18 to L.3332-20 of the Labor Code, to be offered for subscription by employees and other eligible persons as defined by law who are members of a company or group employee savings plan set up by the Company or by any French or foreign related companies within the meaning of Articles L.225-180 of the Commercial Code and L.3344-1 of the Labor Code.
2. That this delegation of authority may not be used to issue preference shares.
3. That the aggregate par value of shares issued pursuant to this delegation of authority may not exceed one hundred thousand euros (€100,000) and that this amount will be deducted from the blanket ceiling on share issues set in the thirteenth resolution, subject to said thirteenth resolution being adopted by this Meeting
4. To cancel shareholders' preferential right to subscribe for the shares issued pursuant to this delegation of authority, which will be offered for subscription, either directly or through a corporate mutual fund or any other vehicle or entity allowed under the applicable laws and regulations, by employees and other eligible persons as defined by law who are members of a company or group employee savings plan set up by the Company or by any French or foreign related companies within the meaning of Articles L.225-180 of the Commercial Code and L.3344-1 of the Labor Code.
5. That the shares may not be offered at a price that is greater than the average (as calculated in accordance with Article L.3332-19 of the Labor Code) of the prices quoted for Chargeurs shares over the twenty trading days preceding the date of the decision setting the opening date of the subscription period, nor may they be offered at a discount of more than 20% of this average. The Board of Directors shall be authorized to reduce or eliminate said discount, if appropriate, in particular due to differences in foreign laws, regulations and tax rules.
6. That, in accordance with Article L.3332-21 of the Labor Code, the Board of Directors may allocate free shares to the above persons, to be paid up by capitalizing profits, reserves or additional paid-in capital or to be taken from treasury stock, in respect of (i) the employer's matching contribution, if any, provided for in the employee savings plan rules, and/or (ii) the discount, provided that their monetary value, determined by reference to the subscription price, would not lead to the limits specified in Articles L.3332-11 and L.3332-19 of the Labor Code being exceeded.
7. That the Board of Directors shall have full powers to use this delegation of authority, directly or through any duly authorized representative subject to compliance with the law and the Company's Bylaws. In particular, the Board shall have full powers to:
 - (a) Set the amount of the share issue or issues, within the authorized limit, their timing and the terms and conditions of each issue.
 - (b) Decide the issue price of the new shares in accordance with Article L.3332-19 of the Labor Code, the method by which the shares will be paid up, the subscription price and the method by which employees and other eligible persons may exercise their subscription rights as defined above.
 - (c) Charge the taxes, fees and other expenses associated with the share issues against the related premiums and deduct from the premiums the amount required to increase the legal reserve to one tenth of the new capital after each issue.
 - (d) Allow for any adjustments to be made to comply with the applicable laws and regulations, by the method to be determined by the Board.
 - (e) In the case of a free share issue carried out in accordance with paragraph 6 above, determine the amounts to be capitalized to pay up the shares and decide the reserve, profit or additional paid-in capital account from which the amounts involved are to be transferred.

(f) Place on record the resulting capital increases, amend the Bylaws to reflect the new capital, prepare any and all deeds and carry out any and all formalities, directly or through a representative, and generally do everything necessary.

8. That this delegation of authority shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier delegation of authority given by shareholders for the same purpose, for the remaining term thereof.

Thirteenth resolution

(Blanket ceiling on share issues carried out pursuant to the fifth to twelfth resolutions of this Meeting)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Article L.225-129-2 of the Commercial Code:

That the aggregate par value of all immediate and deferred share issues that may be carried out pursuant to the delegations of authority and authorizations given in the fifth, sixth, seventh, eighth, ninth, tenth, eleventh and twelfth resolutions of this Meeting, shall not exceed one million five hundred thousand euros (€1,500,000). This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

Fourteenth resolution

(Authorization for the Board of Directors to reduce the capital by a maximum of 10% by canceling shares acquired under the buyback program)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to extraordinary meetings, having reviewed the Board of Directors' report and the Auditors' special report, resolves, in accordance with Article L.225-209 of the Commercial Code:

1. To authorize the Board of Directors to cancel, at its sole discretion and on one or several occasions, all or some of the Chargeurs shares held by the Company, now or in the future, within the limit of 10% of the issued capital per twenty-four month period.

2. That the difference between the book value of the canceled shares and their par value will be charged against any available reserve or additional paid-in capital accounts.

3. That the Board of Directors shall have full powers to carry out one or several capital reductions, directly or through any duly authorized representative, by canceling shares as described above, amend the Bylaws to reflect the new capital, to carry out any and all publication formalities and to take any and all measures that contribute, directly or indirectly, to the completion of the capital reduction or reductions.

4. That this authorization shall be given for a period of twenty-six months from the date of this Meeting, and shall replace the unused portion of any earlier authorization given by shareholders for the same purpose, for the remaining term thereof.

Ordinary business

Fifteenth resolution

(Authorization for the Board of Directors to trade in Chargeurs shares)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having reviewed the Board of Directors' report, resolves, in accordance with Articles L.225-209 *et seq.* of the Commercial Code:

1. To authorize the Board of Directors, or any duly authorized representative, to purchase up to two million two hundred and ninety-six thousand six hundred and fourteen (2,296,614) Chargeurs shares, directly or through a representative. The shares may be purchased in one or several transactions, the timing of which will be determined by the Board. Under no circumstances may these purchases lead to the Company holding over 10% of its capital.

2. That the shares may be bought back and held in accordance with the applicable laws and regulations for the following purposes:

(a) To ensure the shares' liquidity or to make a market in the shares through an investment service provider under a liquidity contract that complies with a code of ethics approved by France's securities supervisor, *Autorité des Marchés Financiers*.

(b) To hold shares for future delivery in payment or exchange for the securities of other companies, in cash, stock-for-stock or capital contribution transactions conducted as part of the Company's external growth strategy, within the limits set by the applicable regulations.

(c) To reduce the Company's capital by canceling the acquired shares.

(d) To hold shares for delivery or exchange upon exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for Chargeurs shares.

(e) For allocation under stock option plans set up by the Company and governed by Articles L.225-177 *et seq.* of the Commercial Code or any similar plan.

(f) For allocation or sale to employees in connection with employee profit-sharing schemes or any employee savings plan set up at company or group level or any similar plan in accordance with the law, especially Articles L.3332-1 *et seq.* of the Labor Code.

(g) For allocation under free share plans governed by Articles L.225-197-1 *et seq.* of the Commercial Code, and/or

(h) For the implementation of any accepted market practice or any market practice that may in the future become legally accepted or recognized by France's securities supervisor, *Autorité des Marchés Financiers*.

3. That the shares may be purchased, sold or transferred by any method and at any time (including when a takeover bid for the Company is in progress) within the limits allowed under the applicable regulations, in on- or off-market transactions, including through block purchases or sales, or through the use of options or derivatives traded on a regulated market or over-the-counter, including all call options.

4. That the maximum purchase price shall be sixteen euros (€16) per share, to be adjusted by the Board of Directors if appropriate to take into account the effect of any corporate actions. The maximum amount that may be invested in the buyback program will therefore be thirty-six million seven hundred and forty-five thousand eight hundred and twenty-four euros (€36,745,824).

5. That the Board shall have full powers to use this authorization, directly or through a legally authorized representative, to place any and all buy and sell orders on all markets or carry out any and all off-market transactions, enter into all agreements, prepare all documents, carry out all filing and other formalities with all authorities and organizations, allocate or re-allocate the purchased shares to the various objectives in compliance with the applicable laws and regulations, and generally do everything necessary for the execution of the decisions made by the Board of Directors pursuant to this authorization.

6. That this authorization shall be given for a period of eighteen months from the date of this Meeting, and shall replace the unused portion of any earlier authorization given by shareholders for the same purpose, for the remaining term thereof.

Sixteenth resolution

(Ratification of the appointment of a director)

The General Meeting notes the resignation from the Board of Jérôme Seydoux, placed on record during the Board meeting of October 30, 2015, and ratifies the appointment as director of Columbus Holding, a *société par actions simplifiée* with share capital of €2,857,290, whose principal place of business is at 55 avenue Marceau, 75116 Paris, registered in Paris under no. 813 938 990, placed on record during the same meeting. Columbus Holding will hold office for the remainder of its predecessor's term, which expires at the close of the Annual General Meeting to be held in 2016 to approve the 2015 financial statements.

Seventeenth resolution

(Ratification of the appointment of a director)

The General Meeting notes the resignation from the Board of Eduardo Malone, placed on record during the Board meeting of October 30, 2015, and ratifies the appointment as director of Michaël Fribourg, placed on record during the same meeting. Michaël Fribourg will hold office for the remainder of his predecessor's term, which expires at the close of the Annual General Meeting to be held in 2018 to approve the 2017 financial statements.

Eighteenth resolution

(Ratification of the appointment of a director)

The General Meeting notes the resignation from the Board of Martine Odillard, placed on record during the Board meeting of October 30, 2015, and ratifies the appointment as director of Emmanuel Coquoin, placed on record during the same meeting. Emmanuel Coquoin will hold office for the remainder of his predecessor's term, which expires at the close of the Annual General Meeting to be held in 2017 to approve the 2016 financial statements.

Nineteenth resolution

(Powers to carry out formalities)

The General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, gives full powers to the bearer of an original, copy or extract of the minutes of this Meeting to carry out all filing and other formalities required by law.

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 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
- 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.

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)

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.

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 Meeting⁶. 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 from the twenty-first day preceding the Meeting.

The Board of Directors

⁵ Article R.225-79 of the Commercial Code

⁶ Article R.225-73 of the Commercial Code