



## 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 Annual General Meeting

Called for May 4, 2016

### Advance Notice of Meeting

The shareholders of Chargeurs ("the Company") are invited to attend the Annual General Meeting to be held on Wednesday, May 4, 2016 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, 2015.*
2. *Approval of the consolidated financial statements for the year ended December 31, 2015.*
3. *Appropriation of profit and approval of a dividend.*
4. *Approval of agreements governed by article L.225-38 of the French Commercial Code.*
5. *New total amount of Directors' fees.*
6. *Election of an independent Director.*
7. *Re-election of a Director.*
8. *Election of a non-voting Director.*
9. *Powers to carry out legal formalities.*

## Text of the resolutions

### Ordinary resolutions

#### *First resolution*

*(Approval of the parent company financial statements for the year ended December 31, 2015)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having seen the report of the Board of Directors and the Statutory Auditors' report on the parent company financial statements, approves the parent company financial statements for the year ended December 31, 2015, as presented, showing profit for the year of €45,495,733.69, together with all the transactions for the year reflected in the financial statements or referred to in the aforementioned reports.

The Annual General Meeting therefore gives full discharge to the members of the Board of Directors for the fulfillment of their duties during the year ended December 31, 2015.

#### *Second resolution*

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

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having seen the report of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2015, as presented, showing profit for the year of €15.3 million, together with all the transactions for the year reflected in the consolidated financial statements or referred to in the aforementioned reports.

#### *Third resolution*

*(Appropriation of profit and approval of a dividend)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having noted that 2015 profit of €45,495,733.69 and "Other reserves" of €80,605,348.07 together represent income available for distribution of €126,101,081.76, approves the appropriations recommended by the Board of Directors.

The Annual General Meeting therefore resolves to appropriate income available for distribution as follows:

- To the payment of a dividend: €6,887,519.70

- To "Other reserves": €119,213,562.06

Total: €126,101,081.76

Based on the 22,958,399 shares with a par value of €0.16 outstanding as of December 31, 2015, the dividend per share will amount to €0.30.

The amounts corresponding to dividends not paid on shares held in treasury stock on May 19, 2016 will be credited to "Other reserves".

The ex-dividend date will be May 17, 2016 and the dividend will be paid on May 19, 2016.

The total dividend is eligible for the 40% deduction provided for in article 158-3-2 of the French General Tax Code (*Code Général des Impôts*) for individual taxpayers domiciled in France.

In accordance with the provisions of article 243 bis of the French General Tax Code, the Annual General Meeting is hereby informed that no dividend was paid in respect of 2012 or 2013 and that a dividend of €3,204,262.20 was paid in 2015 in respect of 2014.

The total amount of the dividend paid in respect of 2014 (€3,204,262.20) entitled individual shareholders domiciled in France to a 40% tax deduction, in accordance with article 158-3-2 of the Code.

#### ***Fourth resolution***

*(Approval of agreements governed by article L.225-38 of the French Commercial Code)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having heard the Statutory Auditors' special report, approves this report and all the agreements governed by article L.225-38 of the French Commercial Code (Code de Commerce) referred to therein.

#### ***Fifth resolution***

*(New total amount of Directors' fees)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, resolves to set at €200,000 the total fees payable to Directors for the current year and all subsequent years until a new amount is set by the Annual General Meeting.

#### ***Sixth resolution***

*(Election of an independent Director)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, resolves to elect Isabelle Guichot as an independent Director for a three-year term expiring at the close of the Annual General Meeting to be held in 2019 to approve the 2018 financial statements.

#### ***Seventh resolution***

*(Re-election of a Director)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having noted that Columbus Holding SAS' term of office expires at the close of this Meeting, resolves to re-elect Columbus Holding SAS as a Director for a three-year term expiring at the close of the Annual General Meeting to be held in 2019 to approve the 2018 financial statements.

#### ***Eighth resolution***

*(Election of a non-voting Director)*

The Annual General Meeting, voting in accordance with the quorum and majority vote rules applicable to ordinary meetings, having noted that Georges Ralli's term of office as a Director expires at the close of this Meeting, resolves to elect Mr. Ralli as a non-voting Director for a three-year term expiring at the close of the Annual General Meeting to be held in 2019 to approve the 2018 financial statements.

#### ***Ninth resolution***

*(Powers to carry out legal formalities)*

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

## 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 Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France.

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

<sup>2</sup> Article R225-85 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)

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.

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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