

- Election of a new woman independent director, giving the Board of Directors a fully balanced membership structure with 50% women and 50% independent directors
- Say-on-pay resolutions approving the Chairman and Chief Executive Officer’s 2018 compensation package and the compensation policy set for him for 2019
- Approval of a dividend of €0.67 per share (including the €0.30 interim dividend paid in September 2018)
- Approval of a dividend reinvestment option for shareholders, with the new shares immediately carrying dividend rights

The Annual General Meeting of Chargeurs shareholders was held today (Monday May 6, 2019), chaired by the Company’s Chairman and Chief Executive Officer, Michaël Fribourg. Shareholders holding 61.41% of the voting rights were present or represented at the meeting and approved, by a large majority, all of the ordinary resolutions (including those concerning approval of the 2018 financial statements of the parent company and the Group), as well as all of the extraordinary resolutions put forward by the Board of Directors. The purpose of these extraordinary resolutions is to enable the Group to raise the resources it requires to pursue its business development.

Governance

At the Annual General Meeting on May 6, 2019, the following resolutions were adopted in relation to the Board of Directors’ membership:

- Election of **Maria Varciu** as an independent director for a three-year term.

Maria Varciu has considerable experience in international commercial development for perfume and high-end cosmetic brands, which she has acquired both in France and abroad. Since 2015, Maria Varciu has served as Vice-President of Skincare at ID Beauty.

- Re-election of **Colombus Holding SAS** as a corporate director, represented by **Emmanuel Coquoin**.
- Ratification of the appointment of **Nicolas Urbain** as a director.
- Re-election of **Isabelle Guichot** as an independent director.
- Re-election of **Georges Ralli** as a non-voting director.

Chargeurs’ Board of Directors currently comprises six members, including three independent directors (all of whom are women), as well as a non-voting member who attends Board meetings in a purely advisory capacity.

With the election of Maria Varciu, **50% of the Board’s members are now women and 50% are independent directors**. Consequently, the proportion of women directors exceeds the mandatory 40% female Board membership quota set in France’s Copé-Zimmerman Act for fiscal years commencing January 1, 2019.

Compensation policy for the Chairman and Chief Executive Officer

Having been asked to cast say-on-pay votes as required under paragraph 1 of article L.225-37-2 and article L.225-100 of the French Commercial Code, the shareholders approved (i) the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits payable to the Chairman and Chief Executive Officer for 2018 and (ii) the fixed, variable and exceptional components of the total compensation and benefits paid or awarded to the Chairman and Chief Executive officer for 2018.

The shareholders also approved the related-party agreements concerning the Chairman and Chief Executive Officer.

Dividend

The shareholders approved the payment of a **€0.67 per-share dividend** for 2018. An interim dividend of €0.30 per share was paid on September 28, 2018 and the final dividend of €0.37 per share will be paid (in cash or shares) on **May 29, 2019**.

At the AGM, the shareholders resolved to offer the **option of reinvesting** the final 2018 dividend in new Chargeurs shares. The new shares issued to shareholders who exercise the dividend reinvestment option will **immediately carry dividend rights** and **rank pari passu** with the Company's existing shares. Shareholders who **take up the option to reinvest their final 2018 dividend** must notify their bank or broker between **May 14, 2019** (the start date of the exercise period for the dividend reinvestment option) **and May 23, 2019**. The issue price of the new shares delivered as payment for the final dividend will be €16.51 per share. The Company will issue a separate press release detailing the procedures to follow for shareholders who wish to take up the dividend reinvestment option.

Lastly, the shareholders at the AGM also approved a reinvestment option for any interim dividend(s) paid for **2019**. Any new shares issued as payment for the 2019 interim dividend(s) will also **immediately carry dividend rights** and **rank pari passu** with the Company's existing shares.

Timeline for final dividend payment:

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| • Ex-dividend date | May 10, 2019 |
| • Start of reinvestment option period | May 14, 2019 |
| • End of reinvestment option period | May 23, 2019 |
| • Announcement of reinvestment results | May 27, 2019 |
| • Delivery of shares and payment of cash final dividend | May 29, 2019 |

The new shares issued as payment of the final dividend for 2018 will rank *pari passu* with Chargeurs' existing shares from the following date:

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| • Shares issued as payment for the final dividend | May 29, 2019 |
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Financial Calendar

Thursday, September 12, 2019 (before the start of trading)

First-half 2019 results

Thursday, November 14, 2019 (after the close of trading)

Third-quarter 2019 financial information



ABOUT CHARGEURS

Chargeurs is a global manufacturing and services group with leading positions in four segments: temporary surface protection, garment interlinings, technical substrates and combed wool.

It has over 2,000 employees based in 45 countries on five continents, who serve a diversified customer base spanning more than 90 countries.

In 2018, revenue totaled €573.3 million, of which more than 90% was generated outside France.

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