



Chargeurs

Société Anonyme governed by a Board of Directors
Share capital: €2,584,698.72
Registered office: 112 avenue Kléber - 75116 Paris - France
RCS Paris 390 474 898

Notice of Meeting

Dear Shareholders,

Notice is hereby given that the Annual General Meeting of Chargeurs will be held on May 5, 2015 at 10:30 a.m. at Centre de Conférences Capital 8 - 32 rue de Monceau - 75008 Paris - France.

The agenda of the meeting and the proposed resolutions are as follows.

AGENDA

- Approval of the parent company financial statements for the year ended December 31, 2014.
- Approval of the consolidated financial statements for the year ended December 31, 2014.
- Approval of agreements governed by article L.225-38 of the French Commercial Code.
- Appropriation of results and approval of a dividend.
- Re-election of a Director.
- New amount of Directors' fees.
- Powers to carry out legal formalities.

PROPOSED RESOLUTIONS

First resolution (Approval of the parent company financial statements for the year ended December 31, 2014)

The Annual General Meeting, having heard 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, 2014, as presented, showing profit for the year of €17,372,253.13, 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 discharge to the members of the Board of Directors for the fulfillment of their duties during the year ended December 31, 2014.

Second resolution (Approval of the consolidated financial statements for the year ended December 31, 2014)

The Annual General Meeting, having heard 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, 2014, as presented, showing profit for the year of €10.8 million, together with all the transactions for the year reflected in the financial statements or referred to in the aforementioned reports.

Third resolution (Approval of agreements governed by Article L.225-38 of the French Commercial Code)

Having heard the Statutory Auditors' special report, the Annual General Meeting approves this report and the agreement governed by article L.225-38 of the French Commercial Code (Code de Commerce) referred to therein.

Fourth resolution (Appropriation of results, and approval of a dividend)

The Annual General Meeting, having noted that 2014 profit of €17,372,253.13 and "Other reserves" of €66,678,066.12 together represent income available for distribution of €84,050,319.25, 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 dividend including the précompte equalization tax: €)1: €243,376

- To the payment of a dividend: €3,204,262.20

- To "Other reserves": €80,602,681.05

TOTAL: €84,050,319.25

Based on the 16,021,311 shares with a par value of €0.16 outstanding as of December 31, 2014, the dividend per share will amount to €0.20.

The amounts corresponding to dividends not paid on shares held in treasury stock on May 29, 2015 will be credited to "Other reserves".

The record date will be May 27, 2015 and the dividend will be paid on May 29, 2015.

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 any of the last three years.

Fifth resolution (Re-election of Mr Eduardo Malone as a Director)

Having noted that Eduardo Malone's term as a Director expires at the close of this Meeting, the Annual General Meeting resolves to re-elect Mr Malone as a Director for a three-year term expiring at the close of the Annual General Meeting to be held in 2018 to approve the 2017 financial statements.

Sixth resolution (New total amount of Directors' fees)

The Annual General Meeting resolves to set at €45,000 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.

Seventh 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.

¹ 2001 "précompte" dividend withholding tax adjustment resulting from the 100% tax relief granted on 1997 results.

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 Meeting².

If you want to participate in the Meeting in person, by proxy or by casting a postal vote you must have your shares recorded³ (i) in your name or in the name of your bank or broker⁴ 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 account⁵, 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 third 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.

² Article L.225-106 of the Commercial Code.

³ Article R225-85 of the Commercial Code.

⁴ The bank or broker must be registered with Chargeurs in accordance with article L.228-1 of the Commercial Code.

⁵ Article R.225-85 of the Commercial Code (with a footnote linking to article R.225-61)

To obtain the proxy documents provided for in articles R.225-81 and R.225-83 of the Commercial Code, write to BNP PARIBAS Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex, France.

You may also give or withdraw proxies electronically⁶ 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. 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 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 Meeting⁷. 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. CEST 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

⁶ Article R.225-79 of the Commercial Code.

⁷ Article R.225-73 of the Commercial Code