



Chargeurs

Société Anonyme. Share capital: €2,164,215.36
Registered office: 29-31 rue Washington - 75008 Paris - France
RCS Paris 390 474 898

Notice of Meeting

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of Chargeurs will be held on **April 30, 2013** at 10:30 a.m. at Centre de Conférences Capital 8 - 32 rue de Monceau - 75008 Paris.

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

AGENDA

Ordinary Resolutions

- Approval of the parent company financial statements for the year ended December 31, 2012.
- Approval of the consolidated financial statements for the year ended December 31, 2012.
- Approval of agreements governed by Article L.225-38 of the French Commercial Code.
- Appropriation of results.
- Re-election of two directors.
- Non re-election of a director.
- Powers to carry out legal formalities.

Extraordinary Resolutions

- Employee share issue.
- Ratification of the transfer of the head office and corresponding amendment to article 3 of the bylaws
- Powers to carry out legal formalities.

PROPOSED RESOLUTIONS

presented by the Board of Directors to the Annual General Meeting

ORDINARY RESOLUTIONS

FIRST RESOLUTION - Approval of the parent company financial statements for the year ended December 31, 2012

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, 2012, as presented, showing a loss for the year of €4,448,797.20, together with all the transactions for the year reflected in the accounts or referred to in the report of the Board of Directors.

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, 2012.

SECOND RESOLUTION - Approval of the consolidated financial statements for the year ended December 31, 2012

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, 2012, as presented, showing a loss for the year of €15.2 million, together with all the transactions for the year reflected in the accounts or referred to in the report of the Board of Directors.

THIRD RESOLUTION - Approval of agreements governed by Article L.225-38 of the French Commercial Code

The Annual General Meeting, having heard the Statutory Auditors' special report, approves this report and notes that the Statutory Auditors were not informed of any new agreements authorized by the Board of Directors during the year ended December 31, 2012.

FOURTH RESOLUTION - Appropriation of results

The Annual General Meeting, having noted that the loss for the year amounted to €4,448,797.20, resolves to appropriate the entire loss to "Other reserves", thus reducing the balance of this account from €75,678,567.32 to €71,229,770.12.

The Annual General Meeting resolves that no dividend will be paid in respect of 2012.

The Annual General Meeting notes that the following dividends have been paid over the last three years:

Year ended	Dividend per share (in euros)
December 31, 2011	-
December 31, 2010	-
December 31, 2009	-

FIFTH RESOLUTION - Re-election of Mr Jérôme Seydoux as a director

Having noted that Jérôme Seydoux's term as Director expires at the close of this Meeting, the Annual General Meeting resolves to re-elect Mr. Seydoux as a Director for a three-year term expiring at the close of the Annual General meeting to be held in 2016 to approve the 2015 financial statements.

SIXTH RESOLUTION – Re-election of Mr Georges Ralli as a director

Having noted that Georges Ralli's term as Director expires at the close of this Meeting, the Annual General Meeting resolves to re-elect Mr. Ralli as a Director for a three-year term expiring at the close of the Annual General meeting to be held in 2016 to approve the 2015 financial statements.

SEVENTH RESOLUTION – Acknowledgement that Salim Meir Ibrahim is standing down from the Board

Having noted that Salim Meir Ibrahim's term as Director expires today, the Annual General Meeting acknowledges that he has stood down from the Board.

EIGHTH 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.

EXTRA-ORDINARY RESOLUTIONS

NINETH RESOLUTION – (Employee share issue)

The Annual General Meeting, having heard the report of the Board of Directors and the Auditors' special report, resolves, in accordance with articles L.225-129-2, L.225-129-6, paragraph 2, and L.225-138-1 of the Commercial Code and articles L.3332-18 *et seq.* of the Labor Code:

1. To give to the Board of Directors, or any person designated by the Board in compliance with the applicable laws and regulations, full discretionary powers to carry out one or more employee share issues in France or abroad, for amounts and on dates to be decided by the Board. The shares will be offered to employees of the Company and/or related companies, within the meaning of article L.225-180 of the Commercial Code and articles L.3344-1 and 3344-2 of the Labor Code, who are members of an employee stock ownership plan, for subscription either directly or through a corporate mutual fund.
2. To waive shareholders' pre-emptive subscription rights, in favor of said employee stock ownership plan members, as well as all rights to any free shares that may be granted pursuant to this resolution.
3. That the beneficiaries of the share issues authorized in this resolution shall be members of an employee stock ownership plan set up by the Company or related companies, within the meaning of article L.225-180 of the Commercial Code and article L.3332-18 of the Labor Code, who fulfill any eligibility criteria that may be decided by the Board of Directors.
4. That the aggregate par value of the shares issued pursuant to this authorization shall not exceed €1 million not including any adjustments that may be made in accordance with applicable legal, regulatory or contractual provisions to protect the rights of holders of share equivalents.
5. That the price of the shares issued pursuant to this authorization shall be set in accordance with article L.3332-18 of the Labor Code, such that the discount on the average price quoted for the shares over the twenty trading days preceding the date when the opening date of the subscription period is decided will not exceed 20%. However, when this authorization is used, the Board of Directors may reduce the discount on a case-by-case basis in response to tax, accounting or employment law restrictions applicable in any of the countries in which a participating Group company has its headquarters. The Board of Directors may also decide to grant free shares to participants in place of the discount and/or as the employer's matching contribution.

6. That the Board of Directors, or any person designated by the Board in compliance with the applicable laws and regulations, shall have full powers to use this authorization, within the limits and subject to the conditions specified below, and to:
 - Prepare the list of companies whose current and former employees will be given the opportunity to participate in the issue, directly or through a corporate mutual fund, set the minimum service period and other eligibility criteria.
 - Set the amount of each issue, the issue price and dates, the subscription period, the terms and the process for the subscription, payment and delivery of the shares, and the retrospective or future date from which the new shares will have dividend and voting rights.
 - Decide, in accordance with article L.3332-18 of the Labor Code, to grant free shares – which may be either issued for this purpose or allocated out of treasury stock – in settlement of the employer’s matching payment and/or in place of the discount, provided that the financial benefit for the beneficiary, measured as the issue price, does not exceed the limits specified in articles L.3332-18 and L.3332-11 *et seq.* of the Labor Code.
 - Set the period granted to participants to pay for their shares.
 - Place on record or have placed on record the capital increase equal to the aggregate par value of the subscribed shares.
 - At the Board’s initiative, charge the costs of the share issue or issues against the related premium and deduct from the premium the amount required to increase the legal reserve to one-tenth of the new capital after each issue.
 - Generally, take any and all measures and carry out any and all formalities related to the issue and the listing of the shares to be issued pursuant to this authorization.
7. That this authorization supersedes, with immediate effect, the unused portion of any earlier authorization given to the Board of Directors to increase the Company’s capital by issuing shares or securities carrying rights to shares for subscription by members of an employee stock ownership plan, without pre-emptive subscription rights for existing shareholders. This authorization is given for a period of twenty-six months from the date of this Annual General Meeting.

TENTH RESOLUTION – *(Ratification of the transfer of the head office and corresponding amendment to article 3 of the bylaws).*

The Annual General Meeting, having heard the report of the Board of Directors, ratifies the Board’s decision to transfer the Company’s head office to the premises located 112 avenue Kléber, 75116 Paris, and consequently resolves, effective at the close of this Annual General Meeting, to amend the wording of the second paragraph of article 3 of the bylaws as follows:

“The Company’s head office is located at 112 avenue Kléber, 75016 Paris.”

ELEVENTH 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.

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. CEST on the third 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. 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.

¹ Article L.225-106 of the Commercial Code.

² Article R225-85 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 French 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 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. 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, 29-31, rue Washington, 75008 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. CEST on the third 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 – 29-31, rue Washington, 75008 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