

Free translation – In the event of discrepancies between the French and the English versions, the French one shall prevail.

MEETINGS OF SHAREHOLDERS AND
UNITHOLDERS

ALD

Public limited company
Share capital: €606,155,460
Registered office: 1-3 Rue Eugène et Armand Peugeot - Corosa - 92500 Rueil-Malmaison
Company registration number 417 689 395 R.C.S. Nanterre

**Notice of amendment to notice of the meeting serving as convening notice published in the
BALO on April 17th, 2019 under the number 1901142**

The shareholders of ALD (the "**Company**") are hereby informed that they are invited to attend a Combined General Meeting on **Wednesday 22 May 2019 at 10:00 am**, at the Company's registered office located at 1-3 Rue Eugène et Armand Peugeot - Corosa - 92500 Rueil-Malmaison, for the purpose of discussing the agenda items and voting on the resolutions as indicated in the Notice of meeting serving as convening notice published in the BALO on April 17, 2019 under the number 1901142.

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NOTICES TO ATTEND

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Notice of meeting serving as convening notice

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Agenda

Portion falling under the competence of an Ordinary General Meeting:

1. Approval of the consolidated financial statements for the year ended 31 December 2018,
2. Approval of the corporate financial statements for the year ended 31 December 2018,
3. Allocation of income for the year ended 31 December 2018 and distribution of a dividend,
4. Renewal of Ms Karine DESTRE-BOHN as Director,
5. Renewal of Ms Patricia LACOSTE as Director,
6. Renewal of Mr Michael MASTERSON as Director,
7. Appointment of Mr Philippe HEIM as Director,
8. Ratification of the cooption of Mr Bernardo SANCHEZ-INCERA as Director,
9. Ratification of the cooption of Ms Laura CARRERE as Director,

10. Approval of the components of total compensation and benefits in kind paid or allocated to Mr Michael MASTERSON, Chief Executive Officer, in respect of the year ended 31 December 2018, in application of article L. 225-100 of the French Commercial Code,
11. Approval of the components of total compensation and benefits in kind paid or allocated to Mr Tim ALBERTSEN, Deputy Chief Executive Officer, in respect of the year ended 31 December 2018, in application of article L. 225-100 of the French Commercial Code,
12. Approval of the components of total compensation and benefits in kind paid or allocated to Mr Gilles BELLEMERE, Deputy Chief Executive Officer, in respect of the year ended 31 December 2018, in application of article L. 225-100 of the French Commercial Code,
13. Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Michael MASTERSON, Chief Executive Officer, in respect of the year ending 31 December 2019, in application of article L. 225-37-2 of the French Commercial Code,
14. Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Tim ALBERTSEN, Deputy Chief Executive Officer, in respect of the year ending 31 December 2019, in application of article L. 225-37-2 of the French Commercial Code,
15. Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Gilles BELLEMERE, Deputy Chief Executive Officer, in respect of the year ending 31 December 2019, in application of article L. 225-37-2 of the French Commercial Code,
16. Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr John SAFFRETT, Deputy Chief Executive Officer, in respect of the year ending 31 December 2019, in application of article L. 225-37-2 of the French Commercial Code,
17. Approval of regulated agreements and commitments for the benefit of Mr Michael MASTERSON, Chief Executive Officer,
18. Approval of regulated agreements and commitments for the benefit of Mr Tim ALBERTSEN, Deputy Chief Executive Officer,
19. Approval of regulated agreements and commitments for the benefit of Mr Gilles BELLEMERE, Deputy Chief Executive Officer,
20. Approval of regulated agreements and commitments for the benefit of Mr John SAFFRETT, Deputy Chief Executive Officer,
21. Renewal of DELOITTE & ASSOCIES as co-Principal Statutory Auditors,
22. Authorisation granted to the Board of Directors to trade in Company shares up to a limit of 5% of share capital,

Portion falling under the competence of an Extraordinary General Meeting:

23. Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares previously repurchased under the share buyback programme,
24. Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of equities or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities providing access to equity securities of the Company to be issued, with preferential subscription rights, within the limit of a maximum nominal amount of €300 million,

25. Delegation of authority granted to the Board of Directors to increase the share capital via the issue of equities or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity securities to be issued, with elimination of preferential subscription rights and via a public offering, within the limit of a maximum nominal amount of €60 million,
26. Delegation of authority granted to the Board of Directors to increase the share capital via the issue of equities or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity securities to be issued, with elimination of preferential subscription rights and via a private placement, within the limit of a maximum nominal amount of €60 million,
27. Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential subscription rights, within the limit of 15% of the initial issue,
28. Delegation of authority granted to the Board of Directors to increase the share capital via the incorporation of reserves, profits, premiums of other amounts whose capitalisation would be permitted, within the limit of a maximum nominal amount of €300 million,
29. Delegation of powers granted to the Board of Directors to increase the share capital via the issue of equities or equity securities giving access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity capital to be issued, within the limit of 10% of the share capital, in order to remunerate contributions in kind,
30. Delegation of authority granted to the Board of Directors to proceed, with elimination of preferential subscription rights, with transactions to increase the capital or to sell shares reserved for the members of a company or group savings plan within the limit of a maximum nominal amount of €1,818,466.38, i.e. 0.3% of the share capital,
31. Powers for formalities

Text of the resolutions

PORTION FALLING UNDER THE COMPETENCE OF AN ORDINARY GENERAL MEETING:

FIRST RESOLUTION (Approval of the consolidated financial statements for the year ended 31 December 2018)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' report regarding the consolidated financial statements for the year ended 31 December 2018, approves the consolidated financial statements for the year ended 31 December 2018 as presented as well as the transactions reflected in these statements or summarised in these reports.

SECOND RESOLUTION (Approval of the corporate financial statements for the year ended 31 December 2018)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' report regarding the corporate financial statements for the year ended 31 December 2018, approves the corporate financial statements for the year ended 31 December 2018 as presented as well as the transactions reflected in these statements or summarised in these reports and records that the net income for the year ended 31 December 2018 totalled €35,688,602.03.

Pursuant to article 223 quater of the French General Tax Code, the General Meeting approves the total amount of expenses and charges that are non-deductible for tax purposes referred to in article 39 (4) of said Code, which amounted to €10,365 during the past financial year, and the theoretical tax pertaining to these expenses and charges amounting to €7,429.

THIRD RESOLUTION (Allocation of income for the year ended 31 December 2018 and distribution of a dividend)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, and on the proposal of the Board of Directors:

1. resolves to withhold an amount of €26,784,430.10 from the net profit for the year ended 31 December 2018, totalling €35,688,602.03, to be allocated to the legal reserve;

following this allocation, the net available balance from the financial year stands at €08,904,171.93. This amount, added to the retained earnings in the opening balance sheet, which amounted to €3,186,050.24, represents a distributable total of €12,090,222.17,

2. resolves to distribute, in the form of a dividend, the sum of €234,380,111.20, calculated on the basis of a share capital of 404,103,640 shares at 31 December 2018, by withholding the sum of €234,380,111.20 from distributable profit for the financial year;

accordingly, the dividend per share is €0.58,

In the event of a change in the number of shares entitled to a dividend in relation to the 404,103,640 shares making up the share capital at 31 December 2018, the overall amount of the dividend will be adjusted accordingly and the amount allocated to retained earnings will be determined based on the dividends actually paid,

3. resolves that the amount of dividends pertaining to any potential treasury shares on the date of payment that are not entitled to the dividend pursuant to article L. 225-210 of the French Commercial Code, will be allocated to retained earnings;
4. resolves that the dividend will be detached on 29 May 2019 and paid on 31 May 2019. For any individual shareholders resident for tax purposes in France, it should be noted that this distribution of €0.58 per share is taxable as income tax at a flat rate of 12.8% but may be taxed, according to the overall option specified in item 2 of article 200 A of the French General Tax Code relating to shareholders, at the progressive income tax scale; in this case, the dividend is eligible for the deduction of 40% pursuant to article 158-3-2° of the French General Tax Code.
5. Officially records that following these allocations:
 - reserves, which stood at €2,826,548.94 after allocation of 2017 income, now total €9,610,979.04;

- retained earnings, which stood at €3,186,050.24 after payment of the dividend for the year ended 31 December 2017, now total €77,710,110.97. This will be adjusted according to the change in the number of shares entitled to a dividend: it will be increased by the fraction of the dividend corresponding to potential treasury shares at the time the dividend is paid;
 - the share premium amount, which totalled €67,049,946.20 at 31 December 2018, remains unchanged.
6. A legally mandated reminder is hereby provided that the dividends per share allocated during the three preceding financial year were as follows:

	2015	2016	2017
Net dividend distributed per share eligible for the 40% reduction ⁽¹⁾	€3.70	€3.85	€0.53
Other revenue distributed per share eligible for the 40% reduction ⁽²⁾	€0	€0	€0.008
Other distributed revenue not eligible for the 40% reduction ⁽²⁾	€0	€0	€0.012
Total amount of distributed income ⁽³⁾	€149,518,346.80	€55,579,901.40	€17,406,219.64

- (1) For the financial years 2015 and 2016, the number of securities eligible for distribution of a dividend was 40,410,364. At the General Shareholders' Meeting of March 17, 2017, with an effective date of April 3, 2017, the nominal value of the shares of the Company was reduced by dividing it by ten and simultaneously the number of shares composing the registered capital was multiplied by this same figure.
- (2) For the 2017 financial year, the Company distributed €0.02 in share premiums per share, including a fraction amounting to €0.008 per share representing investment income for tax purposes and the remaining balance of €0.012 representing the non-taxable repayment of a contribution.
- (3) For the 2017 financial year, 2,860 treasury shares were held at the ex-dividend date. The undistributed amount pertaining to these shares (€1,573.00) was allocated to *retained earnings*.

FOURTH RESOLUTION (Renewal of Ms Karine DESTRE-BOHN as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, renews the term of office of Ms Karine DESTRE-BOHN as Director for four years.

Ms DESTRE-BOHN's term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

FIFTH RESOLUTION (Renewal of Ms Patricia LACOSTE as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, renews the term of office of Ms Patricia LACOSTE as Director for four years.

Ms LACOSTE's term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

SIXTH RESOLUTION (Renewal of Mr Michael MASTERSON as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, renews the term of office of Mr Michael MASTERSON as Director for four years.

Mr MASTERSON's term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

SEVENTH RESOLUTION (Appointment of Mr Philippe HEIM as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, appoints Mr Philippe HEIM as Director for four years.

Mr HEIM's term of office will end at the close of the General Shareholders' Meeting called to approve the financial statements for the year ending 31 December 2022.

EIGHTH RESOLUTION (Ratification of the cooption of Mr Bernardo SANCHEZ-INCERA as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, ratifies the cooption of Mr Bernardo SANCHEZ-INCERA as Director appointed by the Board of Directors on 1 August 2018 in replacement of Mr Jean-Louis KLEIN who resigned.

Mr SANCHEZ-INCERA's term of office is awarded for the time remaining in the term of Mr Jean-Louis KLEIN, i.e. until the close of the General Shareholders' Meeting called to approve the financial statements for the end ending 31 December 2020.

NINTH RESOLUTION (Ratification of the cooption of Ms Laura CARRERE as Director)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, ratifies the cooption of Ms Laura CARRERE as Director appointed by the Board of Directors on 7 November 2018 in replacement of Ms Sylvie REMOND who resigned.

Ms CARRERE's term of office is awarded for the time remaining in the term of Ms Sylvie REMOND, i.e. until the close of the General Shareholders' Meeting called to approve the financial statements for the end ending 31 December 2020.

TENTH RESOLUTION (Approval of compensation for Mr Michael MASTERSON, Chief Executive Officer, paid or attributed in respect of the year ended 31 December 2018 - in application of article L. 225-100 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L.225-100 of the French Commercial Code, approves the components of the total compensation and benefits in kind paid or attributed to Mr Michael MASTERSON, Chief Executive Officer, in respect of the year ended 31 December 2018, as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

ELEVENTH RESOLUTION (Approval of compensation for Mr Tim ALBERTSEN, Deputy Chief Executive Officer, paid or attributed in respect of the year ended 31 December 2018 - in application of article L. 225-100 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of Directors' report, in application of article L. 225-100 of the French Commercial Code, approves the components of the total compensation and benefits in kind paid or attributed to Mr Tim ALBERTSEN, Deputy Chief Executive Officer, in respect of the year ended 31 December 2018, as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

TWELFTH RESOLUTION (Approval of compensation for Mr Gilles BELLEMERE, Deputy Chief Executive Officer, paid or attributed in respect of the year ended 31 December 2018 - in application of article L. 225-100 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L. 225-100 of the French Commercial Code, approves the components of the total compensation and benefits in kind paid or attributed to Mr Gilles BELLEMERE, Deputy Chief Executive Officer, in respect of the year ended 31 December 2018, as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

THIRTEENTH RESOLUTION (Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Michael MASTERSON, Chief Executive Officer, in respect of the year ended 31 December 2019 - in application of article L. 225-37-2 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L. 225-37-2 of the French Commercial Code, approves the compensation policy of Michael MASTERSON, Chief Executive Officer, in respect of the year ended 31 December 2019 as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

FOURTEENTH RESOLUTION (Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Tim ALBERTSEN, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 - in application of article L. 225-37-2 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L. 225-37-2 of the French Commercial Code, approves the compensation policy of Tim ALBERTSEN, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

FIFTEENTH RESOLUTION (Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr Gilles BELLEMERE, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 - in application of article L. 225-37-2 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L. 225-37-2 of the French Commercial Code, approves the compensation policy of Gilles BELLEMERE, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

SIXTEENTH RESOLUTION (Approval of the principles and criteria for the determination, distribution and attribution of the components of compensation and benefits in kind attributable to Mr John SAFFRETT, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 - in application of article L. 225-37-2 of the French Commercial Code)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, in application of article L. 225-37-2 of the French Commercial Code, approves the compensation policy of John SAFFRETT, Deputy Chief Executive Officer, in respect of the year ended 31 December 2019 as presented in the corporate governance report prepared in application of article L. 225-37 of the French Commercial Code.

SEVENTEENTH RESOLUTION (Regulated agreements and commitments to Mr Michael MASTERSON)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments in application of article L. 225-42-1 of the French Commercial Code, approves the modifications of:

- the "pension" commitment subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended, with effect from 1 January 2019, by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Michael MASTERSON. The new system has the effect of reducing the Company's expenses for supplementary pension plans;
- the "severance pay" commitment, with amendments to make it more demanding, subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Michael MASTERSON;
- the "non-compete clause" commitment, with amendments to make it more demanding, authorised by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Michael MASTERSON.

EIGHTEENTH RESOLUTION (Regulated agreements and commitments to Mr Tim ALBERTSEN)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments in application of article L. 225-42-1 of the French Commercial Code, approves the modifications of:

- the "pension" commitment subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended, with effect from 1 January 2019, by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Tim ALBERTSEN. The new system has the effect of reducing the Company's expenses for supplementary pension plans;
- the "severance pay" commitment, with amendments to make it more demanding, subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Tim ALBERTSEN;
- the "non-compete clause" commitment, with amendments to make it more demanding, authorised by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Tim ALBERTSEN.

NINETEENTH RESOLUTION (Regulated agreements and commitments to Mr Gilles BELLEMERE)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments in application of article L. 225-42-1 of the French Commercial Code, approves the modifications of:

- the "pension" commitment subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended, with effect from 1 January 2019, by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Gilles BELLEMERE. The new system has the effect of reducing the Company's expenses for supplementary pension plans;
- the "severance pay" commitment, with amendments to make it more demanding, subject to the performance conditions authorized by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Gilles BELLEMERE;
- the "non-compete clause" commitment, with amendments to make it more demanding, authorised by the Board of Directors at its meeting of 4 April 2017 and amended by the Board of Directors' meeting of 28 March 2019 for the benefit of Mr Gilles BELLEMERE.

TWENTIETH RESOLUTION (Regulated agreements and commitments to Mr John SAFFRETT)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report on regulated agreements and commitments in application of article L. 225-42-1 of the French Commercial Code, approves the establishment of:

- the "pension" commitment subject to performance conditions authorized by the Board of Directors at its meeting of 28 March 2019 for the benefit of Mr John SAFFRETT;
- the "severance pay" subject to performance conditions authorized by the Board of Directors at its meeting of 28 March 2019 for the benefit of Mr John SAFFRETT;
- The "non-compete clause" authorized by the Board of Directors at its meeting of 28 March 2019 for the benefit of Mr John SAFFRETT.

TWENTY-FIRST RESOLUTION (Renewal of DELOITTE & ASSOCIES as co-Principal Statutory Auditors)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report, resolves to renew the term of office of the co-Principal Statutory Auditors of the Company, Deloitte & Associés, whose registered office is located at 6 place de la Pyramide 92908 Paris La Défense CEDEX, for a period of six financial years, i.e. until the close of the General Meeting called in 2025 to approve the financial statements for the year ending 31 December 2024.

TWENTY-SECOND RESOLUTION (Authorisation granted to the Board of Directors to transact on Company shares up to a limit of 5% of share capital)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having read the Board of Directors' report and pursuant to the provisions of articles L. 225-209 et seq. of the French Commercial Code, the AMF's General Regulation, Regulation EU no. 596/2014 of the European Parliament and the Board of Directors of 16 April 2014:

1. authorises the Board of Directors to purchase Company shares within the limit of 5% of the total number of shares comprising the share capital as of the date the purchases are completed, with the specification that the maximum number of shares held following these purchases shall at no time exceed 10% of the share capital;
2. sets at €28.60 (excluding expenses) the maximum purchase price per share;
3. resolves that the maximum amount of funds destined to buy back Company shares shall not exceed €600 million;
4. resolves that Company shares may be purchased based on a decision by the Board of Directors for the purpose of:
 - a. cancelling them, pursuant to the 23rd resolution of this General Shareholders' Meeting,
 - b. allocating, covering and honouring any free shares or employee savings plans and any type of allocation for the benefit of employees or corporate officers of the Company or affiliated companies under the terms and conditions stipulated or permitted by French or foreign law, particularly in the context of participation in the results of the expansion of the Company, the granting of free shares, any employee shareholding plans as well as completing any related transactions to cover the aforementioned employee shareholding plans,
 - c. providing shares upon the exercise of rights attached to securities giving access to the share capital of the Company,
 - d. market making activities under a liquidity contract, signed with an investment services provider, in compliance with the market practices permitted by the AMF (“l’Autorité des Marchés Financiers”),
 - e. retaining and later tendering as part of the Group's external growth transactions,
 - f. implementing any market practice that may become recognised by law or by the AMF,

5. resolves that acquisitions, disposals, exchanges or transfers of these shares may be made, on one or more occasion, by any means, on markets (regulated or unregulated), multilateral trading facilities (MTF), via systematic internalisers or over the counter, including the disposal of blocks of shares, within the limits and according to the methods defined by the laws and regulations in effect. The portion of the buyback programme that may take place through block trades may equal the entirety of the programme;
6. resolves that these transactions may be completed at any time, in compliance with regulations in effect as at the date of the planned transactions. Nevertheless, in the event a third party were to file a public offering targeting all of the Company's securities, the Board of Directors shall not, during the offering period, decide to implement this resolution unless it has received the prior authorisation of the General Shareholders' Meeting;
7. in the event of a capital increase through the incorporation of premiums, reserves and profits, resulting in either an increase in the nominal value or the creation and granting of free shares, as well as in the event of a split or reverse stock split or any transaction pertaining to the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the impact of these transactions on the share value;
8. sets the duration of this authorisation at eighteen months from this General Meeting;
9. grants all powers to the Board of Directors, with the right to delegate, to implement this authorisation, and particularly to place all orders on all stock markets or to perform any transactions off the market, to enter into all agreements for the purpose of keeping records of share purchases and sales, to allocate or re-allocate acquired shares to different objectives in compliance with the legal and regulatory conditions in effect, to prepare any documents, particularly the description of the share buyback programme, to complete any formalities and disclosures to the AMF and any other bodies, to, where appropriate, make adjustments related to any future transactions on the Company's share capital and, generally, to do all that is necessary for the application of this authorisation;
10. resolves that this delegation supersedes any previous delegations having the same purpose;
11. the Board of Directors will be required to inform the General Shareholders' Meeting of any transactions completed under this authorisation.

PORTION FALLING UNDER THE COMPETENCE OF AN EXTRAORDINARY GENERAL MEETING:

TWENTY-THIRD RESOLUTION (Authorisation granted to the Board of Directors to reduce the share capital through the cancellation of shares previously repurchased under the share buyback programme)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report, within the framework of the provisions of articles L. 225-209 et seq. of the French Commercial Code, authorises the Board of Directors to:

- reduce the share capital through the cancellation, on one or more occasions, of all or a portion of the shares acquired under the Company's share buyback programme, within the limit of 10% of the share capital per twenty-four month period;
- apply the difference between the repurchase value of the cancelled shares and their nominal value to available premiums and reserves.

The General Shareholders' Meeting grants, more generally, to this effect, all powers to the Board of Directors to set the terms and conditions of this reduction(s) of capital, to record the completion of the reduction(s) of capital resulting from the cancellation transactions authorised by this resolution, and to modify, where appropriate, the Company's Articles of Association as a result, to make all disclosures to the AMF or any other bodies, to complete all formalities and to, more generally, do all that is necessary for the successful completion of this transaction.

The General Shareholders' Meeting resolves that this delegation supersedes any previous delegations having the same purpose.

This authorisation is granted for a period of twenty-six (26) months from this General Shareholders' Meeting.

TWENTY-FOURTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of equities or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity securities of the Company to be issued, with preferential subscription rights, within the limit of a maximum nominal amount of €300 million)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report:

- delegates to the Board of Directors, in application of the provisions of articles L. 225-129 to L. 225-129-6, L. 228-91 and L. 228-92 of the French Commercial Code, its authority to decide, on one or more occasions, within the proportions and at the times it deems appropriate, whether in France or abroad, the issuance, with preferential subscription rights, of ordinary shares and or equity securities giving access to other equity securities or providing the right to the allocation of debt securities and/or any other securities giving access to equity securities of the Company to be issued; with the specification that the Board of Directors may delegate to the Chief Executive Officer, or in agreement with him or her, to one or several Deputy Chief Executive Officers, under the terms and conditions permitted by law, all powers necessary to decide on a capital increase;
- resolves that the issue of preferred shares and securities providing access to preferred shares is expressly excluded;
- resolves that the maximum nominal amount of the share capital increases which can be carried out by virtue of this delegation cannot exceed a nominal amount of €300 million, amount to which will be added, if required, the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities or other rights providing access to the capital in accordance with the legal and regulatory provisions applicable, as well as with the contractual stipulations providing for other adjustments, if necessary;
- further resolves that the nominal amount of the securities representing claims on the Company that may be issued under this delegation shall not exceed the amount of €1 billion or the exchange value of this amount in the event of an issue in foreign currency or in a unit of account set by reference to several currencies;
- resolves that the shareholders will be able to exercise, under the conditions stipulated by law, their preferential subscription right to equity securities and other securities issued under this delegation;
- resolves that if subscriptions as of right and, if applicable, in excess of those subscribed to as of right, do not absorb the entire issuance of shares, equity securities or other securities, the Board of Directors can use one and/or the other of the options under article L. 225-134 of the French Commercial Code below, in the order it shall decide to:
 - limit the issue to the amount of subscriptions, on condition that it reaches at least three-quarters of the issue decided on,
 - freely allocate all or part of the unsubscribed securities among the persons of its choice,
 - offer the general public all or part of the unsubscribed securities,

- notes that the aforementioned delegation automatically provides to holders of securities that may be issued and that provide access to the Company's share capital, the waiver of preferential subscription rights by the shareholders to the equity securities to which these securities give the right;
- resolves that the sum due, or to be due, to the Company, for each of the shares issues or to be issued under the aforementioned delegation, will be at least equal to the nominal value of the share as at the date of issue of said securities;
- resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period;
- resolves that this delegation supersedes any previous delegations having the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-FIFTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the issue of shares or equity securities giving access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity securities to be issued, with elimination of shareholders' preferential subscription rights, and via public offering, up to a maximum nominal amount of €60 million)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report:

Delegates to the Board of Directors, in application of the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148 and L. 228-91 to L. 228-94 of the French Commercial Code, the authority to decide on the issuance, via a public offering, on one or more occasions, and in the amounts at the times it decides, both in France and other countries:

- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or to any other securities providing access to equity securities of the Company to be issued;
- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or any other securities providing access to the equity securities of the Company to be issued following an issuance, by the companies in which the Company directly or indirectly holds over half of the capital, of all equity securities or securities giving access to equity securities of the Company to be issued;
- of shares and/or equity securities and/or securities of the Company providing access to equity securities to be issued by a company in which it directly or indirectly holds over half of the capital;
- by the Company of securities giving access to existing equity securities or providing rights to the allocation of debt securities of another company in which the Company does not directly or indirectly hold more than half of the capital;

the Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase,

this decision will automatically entail, for the benefit of the holders of securities which may be issued by subsidiaries, the waiver by the shareholders of the Company of their preferential subscription rights to the equity securities to which these securities give rights,

- decides that the issue of preferred shares and securities providing access to preferred shares is expressly excluded;
- decides that the maximum nominal amount of the capital increases to be carried out immediately and/or over time by virtue of this delegation cannot exceed €60 million, it being noted that this amount

will be deducted from the overall nominal capital increase ceiling of €300 million set by the 24th resolution of this General Meeting of Shareholders. This amount does not take into account the additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the legal and regulatory provisions in effect and, if necessary, with the contractual stipulations providing for other cases of adjustment;

- decides, in addition, that the nominal amount of the debt securities that may be issued by virtue of the above delegation cannot exceed €1 billion or the exchange value of the amount in the event of issue in foreign currency or in units of account set by reference to several currencies, it being noted that the amount will be deducted from the nominal amount of the debt securities which may be issued by virtue of the 24th resolution of the General Meeting of Shareholders;
- decides to eliminate the preferential subscription rights of shareholders to the shares, equity capital and other securities to be issued, it being noted that the Board of Directors can grant shareholders the right to priority subscription to all or part of the issue during the timeframe and under the conditions it sets in accordance with the provisions of article L. 225-135 of the French Commercial Code;
- resolves that if subscriptions as of right and, if applicable, in excess of those subscribed to as of right, do not absorb the entire issuance of shares, equity securities or other securities, the Board of Directors can use one and/or the other of the options under article L. 225-134 of the French Commercial Code below, in the order it shall decide to:
 - limit the issue to the amount of subscriptions, on condition that it reaches at least three-quarters of the issue decided on,
 - freely allocate all or part of the unsubscribed securities among the persons of its choice,
 - offer the general public all or part of the unsubscribed securities,
- records that this delegation automatically includes, for the benefit of the holders of securities giving access to the Company's capital, a waiver by the shareholders of their preferential subscription rights for the shares to which the securities give rights;
- decides that the amount due, or which will be due, to the Company for each of the shares issued or to be issued as a result of the above delegation will be at least equal to the minimum value set by the legal and regulatory provisions applicable at the time at which the delegation is used, i.e. currently, the weighted average of the prices of the three trading sessions preceding the setting of the issue price, potentially decreased by a maximum discount of 5%, after correction, if required, of the amount to take into account the difference in the date of dividend entitlement;
- decides, however, notwithstanding the preceding paragraph and up to 10% of the share capital per year, to authorise the Board of Directors to set the price of the securities to be issued under this delegation based on market practices without, however, the amount due, or which will be due to the Company for each of the shares issued or to be issued under this delegation, being less than the weighted average of the share price of the three trading sessions preceding the setting of the issue price, potentially decreased by a maximum discount of 10%, and after correction, if required, of the amount to take into account the difference in the date of dividend entitlement;
- decides that this delegation can be used to remunerate securities contributed to a public exchange offer initiated by the Company within the limits and under the conditions provided for by Article L. 225-148 of the French Commercial Code;
- resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period;

- decides that this delegation cancels all previous delegations for the same purpose.

The delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-SIXTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the issue of shares or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities giving access to equity securities to be issued, with elimination of shareholders' preferential subscription rights, and via a public placement, up to a maximum nominal amount of €60 million)

The General Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Extraordinary General Meetings, having read the Board of Directors' report and the Statutory Auditors' special report:

Delegates to the Board of Directors, in application of the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136 and L. 228-91 to L. 228-94 of the French Commercial Code, the authority to decide the issuance, by an offer described in Article L. 411-2 (II) of the French Monetary and Financial Code, on one or more occasions, and in the amounts and at the times that it will decide on, both in France and other countries:

- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or to any other securities providing access to equity securities of the Company to be issued;
- of shares and/or equity securities providing access to other equity securities or providing rights to the allocation of debt securities of the Company and/or any other securities providing access to the equity securities of the Company to be issued following an issuance, by the companies in which the Company directly or indirectly holds over half of the capital, of all equity securities or securities giving access to equity securities of the Company to be issued;
 - of shares and/or equity securities and/or securities of the Company providing access to equity securities to be issued by a company in which it directly or indirectly holds over half of the capital,
- by the Company of securities giving access to existing equity securities or providing rights to the allocation of debt securities of another company in which the Company does not directly or indirectly hold more than half of the capital;

the Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase,

this decision will automatically entail, for the benefit of the holders of securities which may be issued by subsidiaries, the waiver by the shareholders of the Company of their preferential subscription rights to the equity securities to which these securities give rights,

- decides that the issue of preferred shares and securities providing access to preferred shares is expressly excluded;
- decides that the maximum nominal amount of the capital increases to be carried out immediately and/or over time by virtue of this delegation cannot exceed €60 million, it being noted that this amount will be deducted from the nominal capital increase ceiling of €60 million set by the 25th resolution of this General Meeting of Shareholders and the overall nominal capital increase ceiling of €300 million set by the 24th resolution of this General Meeting of Shareholders. This amount does not take into account the additional shares to be issued to preserve the rights of the holders of securities or other rights giving access to the capital in accordance with the legal and regulatory provisions in effect and, if necessary, with the contractual stipulations providing for other cases of adjustment;

- decides, in addition, that the nominal amount of the debt securities that may be issued by virtue of the above delegation cannot exceed €1 billion or the exchange value of the amount in the event of issue in foreign currency or in units of account set by reference to several currencies, it being noted that the amount will be deducted from the nominal amount of the debt securities which may be issued by virtue of the 24th resolution of the General Meeting of Shareholders;
- decides to eliminate the preferential subscription rights of shareholders to the shares, equity capital and other securities to be issued, it being noted that the Board of Directors can grant shareholders the right to priority subscription to all or part of the issue during the timeframe and under the conditions it sets in accordance with the provisions of article L. 225-135 of the French Commercial Code;
- records that this delegation automatically includes, for the benefit of the holders of securities giving access to the Company's capital, a waiver by the shareholders of their preferential subscription rights for the shares to which the securities give rights;
- decides that the amount due, or which will be due, to the Company for each of the shares issued or to be issued as a result of the above delegation will be at least equal to the minimum value set by the legal and regulatory provisions applicable at the time at which the delegation is used, i.e. currently, the weighted average of the prices of the three trading sessions preceding the setting of the issue price, potentially decreased by a maximum discount of 5%, after correction, if required, of the amount to take into account the difference in the date of dividend entitlement;
- decides, however, notwithstanding the preceding paragraph and within 10% of the share capital per year, taking into account the securities to be issued by virtue of the sub-ceiling of 10% set in the 25th resolution of this General Meeting, to authorise the Board of Directors to set the price of the securities to be issued under this delegation based on market practices without, however, the amount due or which will be due to the Company for each of the shares issued or to be issued under this delegation, being less than the weighted average of the share price of the three trading sessions preceding the setting of the issue price, potentially decreased by a maximum discount of 10%, and after correction, if required, of the amount to take into account the difference in the date of dividend entitlement;
- resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period;
- decides that this delegation cancels any previous delegations for the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-SEVENTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event of a capital increase with or without preferential shareholder subscription rights, up to 15% of the initial issue)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Extraordinary General Meetings, having reviewed the Board of Directors' report:

Delegates to the Board of Directors in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, authority to increase the number of shares to be issued for each of the issues, with or without preferential shareholder subscription rights, decided by virtue of the 24th to 26th resolutions of this General Meeting of Shareholders, within 30 days of the close of subscriptions, up to 15% of the initial issue and at the same price as that set for the initial issue.

Decides that the maximum nominal amount of the capital increases which may be carried out by virtue of this delegation will be deducted from the nominal capital increase ceiling set by each of the resolutions under which

the initial issue was decided, i.e. €300 million for the 24th resolution of this General Meeting of Shareholders and €60 million for the 25th and 26th resolutions of this General Meeting of Shareholders.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase

Decides that this delegation cancels any previous delegations for the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-EIGHTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the incorporation of reserves, profits, premiums or other amounts whose capitalisation would be permitted, within the limit of a maximum nominal amount of €300 million)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Ordinary General Meetings, having reviewed the Board of Directors' report:

Delegates to the Board of Directors, in application of Article L. 225-130 of the French Commercial Code, its authority to decide to increase, on one or more occasions, the share capital by incorporation in the capital of all or part of the reserves, profits, premiums or other amounts whose capitalisation would be permitted, by the issuance and granting of new free shares or by an increase in the nominal value of the shares, or by the combined use of the two procedures.

Decides that the maximum nominal amount of the share capital increases which can be carried out by virtue of this delegation cannot exceed €300 million, amount to which will be added, if required, the nominal amount of the additional shares to be issued to preserve the rights of the holders of securities or other rights providing access to the capital in accordance with the legal and regulatory provisions in effect, as well as with the contractual stipulations providing for other adjustments, if necessary.

Decides that the maximum nominal amount of the capital increases which can be carried out by virtue of this delegation will be deducted from the maximum capital increase ceiling of €300 million set by the 24th resolution of this General Meeting of Shareholders.

Decides that the rights to fractional shares will not be negotiable or transferable and that the corresponding shares will be sold. The amounts from the sales will be allocated to the holders of the rights at the latest 30 days after the date of registration on their account of the whole number of shares allocated.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase.

Decides that this delegation cancels any previous delegations for the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

TWENTY-NINTH RESOLUTION (Delegation of authority granted to the Board of Directors to increase the share capital via the issue of shares or equity securities giving access to other equity securities of the Company or providing rights to the allocation of debt securities and to issue securities giving access to the equity capital to be issued, within the limit of 10% of the share capital in order to remunerate contributions in kind)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- delegates to the Board of Directors, in application of the provisions of Article L. 225-147 of the French Commercial Code, the powers required to increase the share capital via the issue of shares and/or equity securities giving access to other equity securities or providing rights to the allocation of debt securities of the Company and/or securities giving access to equity securities of the Company to be

issued, within the limit of 10% of the share capital, in order to remunerate the contributions in kind granted to the Company and consisting of equity securities or securities giving access to capital, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

- decides that the Board of Directors will have all powers to implement this delegation, notably in order to:
 - decide on all procedures and conditions for the transactions authorised and, notably, to assess the contributions as well as the granting, if applicable, of special benefits,
 - set the number and characteristics of the securities to be issued to remunerate the contributions as well as the date of dividend entitlement of the securities to be issued,
 - proceed, when applicable, with any allocations to the contribution premium(s) and, notably, those for expenses resulting from the issues,
 - record the completion of the capital increase and amend the articles of association to reflect it, and
 - generally, take all measures necessary and conclude all agreements, proceed with all formalities required, notably to ensure that the shares issued are admitted for trading on Euronext Paris and proceed with all disclosure formalities required,
- record, as required, that this delegation includes the waiver by shareholders of their preferential subscription rights to the equity securities of the Company to which the securities that will be issued on the basis of this delegation may give rights;
- resolves that the Board of Directors cannot, without the prior authorisation of the General Shareholders' Meeting, use this delegation of authority after the filing by a third party of public offering involving the Company's securities until the end of the offer period;
- decides that this delegation cancels any previous delegations for the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

THIRTIETH RESOLUTION (Delegation of power granted to the Board of Directors to proceed, with elimination of the preferential subscription rights of shareholders, with transactions to increase the capital or to sell shares reserved for the members of a company or group savings plan, within the limit of a maximum nominal amount of €1,818,466.38, i.e. 0.3% of the share capital)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, under the provisions of Articles L. 3332-1 et seq. of the French Labour Code and in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code:

- delegates to the Board of Directors its authority to decide on a capital increase, on one or more occasions, via the issue of Company shares and other equity securities giving access to the capital of the Company reserved for employees, eligible corporate officers and retirees of the Company and of related companies, within the meaning of the provisions of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, who are members of company or group savings plans;
- decides that the total nominal amount of the capital increases which may be carried out by virtue of this delegation cannot exceed €1,818,466.38, i.e. approximately 0.3% of the share capital of the Company at 31 December 2018, it being noted that the amount will be deducted from the overall nominal capital increase ceiling of €300 million set in the 24th resolution. This amount does not take

into account the additional shares to be issued to maintain the rights of holders of securities or other rights giving access to the Company's capital, in accordance with the legal and regulatory provisions in effect and, if applicable, to the contractual stipulations for other adjustments;

- decides to eliminate the preferential subscription rights of shareholders to new shares to be issued and to other securities giving access to the capital and to the securities to which these securities will provide access for the members of company or group savings plans as defined above;
- decides that the subscription price cannot be higher or lower than the average prices of the share on Euronext Paris for the twenty trading sessions preceding the day of the decision setting the date on which subscriptions are opened, or less than 20% of this average.

However, the General Meeting of Shareholders expressly authorises the Board of Directors to reduce or eliminate the above-mentioned discount, if it believes it appropriate, in order to take into account the legal, accounting, tax and social security schemes applicable locally.

The Board of Directors can also convert all or part of the discount into an allocation of free shares or other securities, existing or to be issued, providing access to the Company's capital.

Decides that the Board of Directors can proceed, within the limits set in Article L. 3332-21 of the French Labour Code, with the allocation of free shares or of other securities, existing or to be issued, giving access to the Company's capital, for the matching contribution.

Decides that, instead of being achieved by a capital increase, these transactions reserved for the members of the plans can be accomplished via the sale of shares under the conditions of Article L. 3332-24 of the French Labour Code.

The Board of Directors can delegate to the Chief Executive Officer, or with their approval, to one or more Deputy Chief Executive Officers, under the conditions provided for in law, all powers necessary to decide on the capital increase or the sale of shares.

Decides that this delegation cancels any previous delegations for the same purpose.

This delegation is valid for a period of twenty-six months as of this General Meeting.

THIRTY-FIRST RESOLUTION (Powers for filing and notification formalities)

The General Meeting of Shareholders, deliberating under the quorum and majority rules required for Ordinary General Meetings, authorises the bearer of an original, a copy or an excerpt of the minutes of this General Meeting to carry out all filing, disclosure and other formalities relative to the above resolutions.

This notice of meeting provides notification of the General Meeting of Shareholders as long as no changes are made to the agenda following requests to add points or draft resolutions, in accordance with the law.

1. Terms and conditions for adding items or draft resolutions to the agenda.

Requests submitted by shareholders to add draft resolutions or items to the agenda are governed by the provisions of Articles L. 225-105, R. 225-71 and R. 225-73 of the French Commercial Code.

They must be sent to the Company's registered office by registered letter with return receipt. Requests must be received by the 25th day prior to the Meeting date, i.e. by 27 April 2019, at the latest.

They must include a share registration certificate which proves that the authors of the request hold, or are represented, for the portion of capital required by Article R. 225-71 above. Requests to add draft resolutions must also include the text of the draft resolutions and requests to add a point to the agenda must be justified.

Review by the General Meeting of the items and draft resolutions submitted by the shareholders under legal and regulatory conditions is subject to the transmission by their authors of a new share registration certificate documenting the registration of the securities under the same conditions by the second business day preceding the General Meeting, i.e. Monday, 20 May 2019 at zero hours Paris time.

2. Rules governing the submission of written questions.

All shareholders are entitled to submit written questions which the Board of Directors is required to answer during the General Meeting. The written questions must be sent to the registered office, for the attention of the Chairman of the Board of Directors, by registered letter with return receipt by the fourth business day preceding the date of the General Meeting, i.e. Thursday, 16 May 2019.

They must include a registration certificate for the registered shares held by the Company or for the bearer shares held by an intermediary as referred to in Article L. 211-3 of the French Monetary and Financial Code. In accordance with the legislation in effect, a joint answer can be given to the questions, as long as they are identical in content.

3. Rules for attending the General Meeting

Under the conditions provided for in Article 225-106 of the French Commercial Code, and regardless of the number of shares they own, all shareholders can:

- personally attend the General Meeting;
- be represented by their spouse or partner with whom they have signed a civil solidarity pact, by another shareholder, or by any other natural person or legal entity of their choice;
- vote by post.

Voting by electronic means is not allowed for the General Meeting and, as a result, none of the Internet sites described in Article R. 225-61 of the French Commercial Code will be set up for this purpose.

In accordance with the provisions of Article R. 225-85 of the French Commercial Code, shareholders are not entitled to select a different method of participating in the General Meeting once they have voted by post, sent a power of attorney or requested their admission card or a certificate of participation to attend a General Meeting.

3.1. Proof of the right to attend the General Meeting.

In accordance with Article R. 225-85 of the French Commercial Code, the right to attend the General Meeting is proven by a certificate of share registration in the name of the shareholder or of the intermediary registered on their behalf, the second day prior to the General Meeting, i.e. Monday, 20 May 2019 at zero hours Paris time, or in the registered shareholders' registry held by the Company's representative, Société Générale Securities Services, or in the bearer shareholders' registry held by the authorised intermediary.

Registration of the shares in the registry of bearer shares held by financial intermediaries is recorded via a certificate of attendance delivered by the latter, in the appendix of the vote by post, the proxy or the request for the admission card made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Shareholders who have already voted by post, sent a proxy or requested their admission card or a certificate of attendance can transfer all or part of their shares at any time.

However, if the transfer is made before Monday, 20 May 2019 at zero hours, Paris time, the Company will, depending on the case, invalidate or change the vote by post, the proxy, the admission card or the certificate of attendance. For this purpose, the authorised intermediary account-keeper must notify the Company or their representative of the transfer and provide them with the information required.

Regardless of the method used, no transfers or other transactions carried out after Monday, 20 May 2019 at zero hours, Paris time, will be notified by the authorised intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

3.2. Request for an admission card

Shareholders wishing to attend the General Meeting in person must bring a piece of identification and an admission card.

Shareholders must request their admission card:

- holders of registered shares: by returning the single form duly completed and signed in the prepaid return envelope together with the notice to attend received by post;
- holders of bearer shares: from the financial intermediary who manages their securities account.

However, if a holder of bearer shares wishes to attend the General Meeting in person and has not received the admission card they requested by the second business day preceding the General Meeting, at the latest, they must ask their financial intermediary to provide them with an attendance certificate which will enable them to prove that they are a shareholder as of Monday, 20 May 2019 at zero hours, Paris time, to be allowed entry.

In addition, in the event that the admission card requested by a holder of registered shares is not received within two business days prior to the General Meeting, the shareholder should contact the Société Générale admission card call centre from Monday to Friday from 8.30 am to 6.00 pm at 0 825 315 315 (cost of the call: €0.15 excluding tax/min within France) for information about their status.

3.3. Procedure to vote by post.

Shareholders who cannot attend the General Meeting in person and want to vote by post or be represented by giving a proxy to the Chairman of the Meeting, to their spouse, to a partner with whom they have signed a civil solidarity pact, to another shareholder, or to any natural person or legal entity of their choice under applicable legal and regulatory conditions, notably those provided for in Article L. 225-106 of the French Commercial Code can:

- for holders of registered shares: return the single form to vote by post sent to them with the notice to attend the General Meeting, using the prepaid return envelope sent with the notice, by Friday, 17 May 2019, at the latest;
- for the holders of bearer shares: request the form from the intermediary who manages their securities account and return it to them duly completed as of the date of the notice to attend the General Meeting to ensure that Société Générale, Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 will receive it by Friday, 17 May 2019, at the latest.

3.4. Vote by proxy

Proxies must be written, signed and sent to Société Générale, Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3. They must include the last name, first name and address of the shareholder and those of their proxy. Proxies are revoked under the same formal conditions as those used to grant it.

To designate a new proxy after revocation, the shareholder must ask Société Générale, Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3 (if they hold registered shares) or their financial intermediary (if they hold bearer shares) to send a new proxy voting form, entitled "Change in Proxy", and return it early enough to ensure that the Company will receive it by Friday, 17 May 2019, at the latest.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the appointment and revocation of a proxy can also be done electronically, as follows:

- for the holders of registered shares: by sending an electronic email with a signature obtained from a third-party certifier authorised under the legal and regulatory conditions in effect to the following email address: AG.ald@aldautomotive.com stating their last name, first name, address and their Société Générale identifier, for the holders of pure registered shares (information available at the top left of their share statement), or their identifier with their financial intermediary, for the holders of bearer shares, as well as the last name and first name of the proxy appointed or removed;
- for the holders of bearer shares: by sending an email with an electronic signature obtained from a third-party certifier authorised under the legal and regulatory conditions in effect, to the following email address: AG.ald@aldautomotive.com stating their last name, first name, address and complete banking information as well as the last name and first name of the proxy appointed or removed. They must also ensure that the financial intermediary managing their securities account sends a written confirmation (by post or by fax) to Société Générale, Service des Assemblées – CS 30812 – 44308 Nantes Cedex 3.

Only notifications of appointment or revocation of proxies duly completed, signed and received by Friday, 17 May 2019, at the latest, will be taken into account.

Only notifications of the appointment or revocation of proxies should be sent to the email address AG.ald@aldautomotive.com. No requests or notifications sent to this address about other subjects will be taken into account or processed. To be taken into account, the electronic notifications must be received by the Company by Tuesday, 21 May 2019, at 3.00 pm, at the latest.

4. Shareholders' right to information

All documents related to the General Meeting which must be made available to shareholders can be obtained at the Company's registered office, located at 1-3 Rue Eugène et Armand Peugeot - Corosa - 92500 Rueil-Malmaison, at least 15 days prior to the General Meeting in accordance with applicable legal and regulatory provisions.

In addition, in accordance with applicable legal and regulatory provisions, all of the documents that will be presented at the General Meeting will be published on the Company's website at <http://www.aldautomotive.com>, General Meeting section, at least 21 days prior to the date of the General Meeting, i.e. Wednesday, 1 May 2019.

The Board of Directors