

**GROUPE GORGÉ SA**

Public limited company (French Société Anonyme) with share capital of € 13.502.843

19 rue du Quatre Septembre – 75002 PARIS

348 541 186 RCS Paris

**SINGLE FORM TO VOTE  
BY PROXY OR BY MAIL**

**Ordinary and Extraordinary Shareholders' Meeting of Friday 16 June 2017 at 1:30 pm**

I the undersigned (1) _____ _____ _____	Number of shares _____ Number of votes _____	Type of shares (5) <input type="checkbox"/> Registered <input type="checkbox"/> single vote <input type="checkbox"/> double vote <input type="checkbox"/> Bearer
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shareholder of Groupe Gorgé SA,

having read the agenda of the Meeting, the text of the resolutions and the other documents listed in Article R.225-81 of the French Commercial Code,

**VOTE BY MAIL**

as indicated below (4)

	yes	no	abstention
1 <sup>st</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 <sup>nd</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 <sup>rd</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 <sup>th</sup> resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**APPOINT AS PROXY** without option to substitute (3):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

to represent me at the above mentioned Shareholders' Meeting, and at any Shareholders' Meetings subsequently called to deliberate on the same agenda if the quorum is not reached or for any other reason .

Without prejudice to the instructions that I may have provided in my mail vote opposite.

New resolution or amendment, as applicable, presented at the Meeting:

Proxy given to the Chairman of the Meeting	Abstention	Proxy given to Mr/Ms
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed in \_\_\_\_\_, on \_\_\_\_\_ 2017

## **“PROXY FORM” AND “MAIL-IN VOTING FORM” INSTRUCTIONS**

If the Shareholder does not attend the Meeting in person, he or she may choose from one of the following three options:

- a) Vote by mail.
- b) Appoint a proxy of his/her choice (see below) (2).
- c) Leave the choice of proxy blank (meaning that “authorization is given to the Chairman”) (see below) (2) (3).

This form may be used to vote on each resolution either by mail or by proxy. The shareholder must complete either the proxy form or the mail-in voting form. In the event that both sections of the form are completed for voting by mail or by proxy, the proxy form is the one taken into account, without prejudice to the votes cast on the voting by mail section.

The form submitted for a Meeting applies to any subsequent meetings convened to deliberate on the same agenda (Article R.225-77 of the French Commercial Code).

### **INSTRUCTIONS FOR THE CROSS-REFERENCES SET IN THE FORM**

- (1) The person signing the form should indicate clearly, in the following order, his/her surname, first name(s) (in uppercase) and address. If this information is already on the form, he/she should check that it is accurate and if necessary make any corrections. For legal persons and legal representatives, please indicate surnames, first names and capacity of the signatory.
- (2) See the excerpts of the relevant regulations below.
- (3) The person signing the form shall indicate who he or she wishes to grant proxy to by specifying the surname, first name and address of the proxy representative.  
Leaving the information on the proxy representative blank implies that the proxy is given to the Chairman: For proxy forms that do not specify the proxy representative, the Chairman of the Shareholders’ Meeting will vote in favor of the draft resolutions submitted or approved by the Board of Directors and will vote against any other draft resolutions.
- (4) To vote, tick the corresponding box.  
Any abstention expressed in the form or resulting from the absence of a vote shall be considered a vote against the resolution.  
Where amendments to the resolutions presented are submitted, or new resolutions are made during the Shareholders’ Meeting, you have the following three options: give proxy to the Chairman, abstain from voting or appoint a proxy representative. Tick the box that corresponds to your choice. If you appoint a proxy representative, indicate his/her surname, first name and address.
- (5) **If your bearer shares are registered with a financial intermediary, ask your financial intermediary for a certificate of attendance to attach to this form (Article R.225-77 and R.225-85 of French Commercial Code).**

### **EXCERPTS FROM REGULATIONS**

#### **Article L.225-106 of the French Commercial Code (excerpt) - Proxy**

*I.-A shareholder may be represented by another shareholder, by his or her spouse or by his or her civil partner. A shareholder may also be represented by any other natural or legal person of his or her choice: 1<sup>st</sup> When the shares of a company are traded on a regulated market; (...)*

*II.-The proxy and, where applicable, its revocation shall be made in writing and submitted to the company. The conditions for the application of this paragraph are set forth by a decree of the Conseil d’Etat (Council of State).*

*III.-Before every Shareholders’ Meeting, the Chairman of the board of directors (...) may organize a consultation with the shareholders mentioned in Article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article. Such a consultation shall be mandatory where, following the amendment of the bylaws pursuant to Article L. 225-23 (...), the Ordinary Shareholders’ Meeting is required to appoint to the board of directors (...), one or more shareholder employees or members of the supervisory board of the company investment trusts that hold company’s shares. Such a consultation shall also be mandatory where an Extraordinary Shareholders’ Meeting is required to take a decision on an amendment to the bylaws pursuant to Article L. 225-23 (...).*

*Any clauses that conflict with the provisions of the preceding paragraphs shall be deemed non-existent.*

*In cases where the form does not specify a proxy, the Chairman of the Shareholders’ Meeting shall issue a vote in favour of adopting draft resolutions submitted or approved by the board of directors or the management board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his/her principal.*

#### **Article L.225-107 of the French Commercial Code (excerpt) – Voting by mail**

*« Any shareholder may vote by mail, using a form with some mandatory wording fixed by decree. Any provisions to the contrary contained in the bylaws shall be deemed non-existent. When calculating the quorum, only forms received by the company before the Shareholders’ Meeting shall be taken into account, as provided by decree by the Conseil d’Etat (Council of State). Forms not indicating any vote or expressing an abstention shall be considered negative votes. (...) »*

### **APPENDED DOCUMENTS**

- *The agenda of the Meeting ;*
- *The text of the draft resolution presented by the Board of the Directors and, where applicable, by the shareholders pursuant to the conditions set forth in Articles R.225-71 to R225-74 of the French Commercial Code, and an explanation for the resolutions ;*
- *A summary of the company’s position during the past financial years ;*
- *A form to request the documents and information specified in Article R.225-83, informing the shareholder that he/she may benefit from the provisions of the third paragraph of Article R.225-88 of the French Commercial Code.*