

**NOTICE OF MEETING****MEETING OF SHAREHOLDERS AND UNIT HOLDERS****GROUPE GORGÉ**

A limited liability company (*société anonyme*) with capital of €13,281,843.  
Registered office: 19, rue du Quatre Septembre –75002 Paris.  
348 541 186 R.C.S. Paris.

**Notice of Shareholders' Meeting**

The shareholders are hereby notified that an Extraordinary Shareholders' Meeting will be held on **October 21, 2015 at 2:30pm** at the premises of CLF, Z.I. des Garennes, 1/3 rue Chappe, 78130 Les Mureaux to deliberate on the agenda and vote on the single draft resolution presented below:

*Agenda*

**Single resolution** (Authorization to be given to the Board of Directors to grant free shares to members of the salaried staff and/or certain corporate officers)

- The Shareholders' Meeting, having reviewed the Board of Director's report and the Statutory Auditors' special report, authorizes the Board of Directors to proceed, on one or more occasions, and in accordance with Articles L.225-197-1 and L.225-197-2 of the French Commercial Code, with the allocation of ordinary shares in the Company, either existing or to be issued, to:
  - Members of the salaried staff of the Company or companies directly or indirectly related to it within the meaning of Article L.225-197-2 of the French Commercial Code;
  - And/or corporate officers meeting the conditions set in Article L.225-197-1 of the French Commercial Code.

The total number of free shares to be allocated cannot exceed 5% of the share capital on the day the allocation is decided.

The allocation of shares to the beneficiaries will be definitive following a vesting period which will be set by the Board of Directors and which cannot be less than one year.

If applicable, the beneficiaries must hold their shares for a period set by the Board of Directors at least equal to that required to ensure that the total vesting and retention period is not less than two years.

Exceptionally, the allocation will become final before the end of the vesting period in the event of invalidity of the beneficiary corresponding to classification in the second and third categories as set out in Article L. 341-4 of the French Social Security Code.

Full powers will be granted to the Board of Directors to:

- Set the conditions and, where appropriate, the criteria for the share allocation;
- Determine the identity of the beneficiaries and the number of shares allocated to each one;
- If applicable:
  - Record the existence of sufficient reserves and proceed, for each allocation, with the transfer of the amounts required to pay up the new shares to be allocated to an unavailable reserve account,  
When the new shares to be allocated are paid up,
  - Decide, when the time comes, on increase(s) in capital via the incorporation of reserves, premiums or retained earnings for the issue of new shares allotted free of charge,
  - Proceed with the acquisition of the shares necessary under the share repurchase program and assign them to the allocation plan,
  - Determine the impact on the rights of beneficiaries of transactions modifying the capital or with the potential to affect the value of shares allocated and received during the vesting period and, consequently, modify or adjust the number of shares allocated to maintain the beneficiaries' rights, if necessary,
  - Take all necessary measures to ensure compliance with the beneficiaries' retention obligation, if applicable,
  - And generally, do all that is necessary for the implementation of this authorization, in accordance with the regulations in force.

This authorization will automatically include waiver by the shareholders of their pre-emptive subscription rights to new shares issued by the incorporation of reserves, premiums and retained earnings.

It is granted for a thirty-eight month period from the day of this Meeting.

It cancels all prior authorizations for the same purpose.

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## HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

All shareholders, regardless of the number of shares they hold, can attend the Meeting, either in person by requesting an admission card or by voting by mail or by being represented by a proxy.

Shareholders who have already voted remotely, sent a proxy, requested their admission card or a certificate of attendance may not participate in the Meeting in another way.

### A. Prior formalities: Proof of share ownership.

Shareholders wishing to attend the meeting, be represented, or vote by mail must:

– **Registered shareholders:** Be recorded in the shareholder register at the latest by the second working day preceding the Shareholders' Meeting at zero hours (Paris time);

– **Bearer shareholders:** Establish, via the authorized intermediary managing their securities account, a certificate of attendance confirming the registration or recording of their shares at the latest by the second working day preceding the Shareholders' Meeting at zero hours (Paris time).

Only shareholders who have completed the formality by the second working day preceding the Shareholders' Meeting at zero hours Paris time, under the conditions above, may attend the meeting.

### B. Different ways to participate in the Shareholders' Meeting.

#### 1. Attendance in person on the day of the Meeting

Shareholders wishing to attend the Meeting in person must:

– **Registered shareholders:** There are no formalities to complete. Shareholders will be admitted on proof of identity. If they so wish, they can request an admission card from the registered office of the Company at 19 rue du Quatre Septembre, 75002 Paris to facilitate admission;

– **Bearer shareholders:** Must request that the authorized intermediary managing their securities account have an admission card sent to them. In any event, shareholders holding bearer shares must attach the aforementioned certificate of attendance obtained from their authorized intermediary.

Shareholders who do not receive their admission card will be admitted to the Meeting on condition that they present, on the day of the Shareholders' Meeting, the certificate of attendance obtained from their financial intermediary proving that they were a bearer shareholder on the second working day prior to the Shareholders' Meeting.

#### 2. Vote by mail

Shareholders who will not attend the Meeting but wish to vote by mail must obtain a single remote or proxy voting form by making a written request (letter sent to the registered office or to email address [assemblee-generale@groupe-gorge.com](mailto:assemblee-generale@groupe-gorge.com)). The request must arrive at the Company's registered office at least six (6) days before the date of the meeting.

Remote votes will not be taken into account unless they reach the Company's registered office at least three (3) days before the date of the meeting (with the aforementioned certificate of attendance for bearer shareholders).

#### 3. Proxy votes

Shareholders who will not attend the meeting can be represented by giving a power of attorney to the Chairman of the meeting, their spouse, the partner with whom they have a civil solidarity pact or any other person of their choice under the conditions of Article L.225-106 of the French Commercial Code.

Shareholders can obtain a single remote or proxy voting form by making a written request (sent to the registered office or by email to [assemblee-generale@groupe-gorge.com](mailto:assemblee-generale@groupe-gorge.com)). The request must reach the Company's registered office at least six (6) days before the date of the Meeting.

The duly filled in and signed proxy must be returned to and received by the Company's registered office at the latest three (3) days before the date of the meeting (together with the aforementioned certificate of attendance for bearer shareholders). In accordance with Article R.225-79 of the French Commercial Code, shareholders can send their duly completed and signed forms by email with a secure electronic signature, obtained from an authorized third-party certifier, to the following email address: [assemblee-generale@groupe-gorge.com](mailto:assemblee-generale@groupe-gorge.com).

Proxies given by a shareholder must be signed by the shareholder. The shareholder must provide their last name, usual first name and domicile. They may appoint a representative and must provide their last name, first name and address or, in the case of a legal entity, the name or corporate name and registered office. The representative cannot be substituted by another person.

It should be noted that, in the case of proxies which do not identify a representative, the Chairman of the Shareholders' Meeting will issue a vote in favor of the draft resolutions presented or approved by the Board of Directors and a vote against all other draft resolutions. To vote any other way,

the shareholder must select a proxy who will accept to vote as they have requested.

Shareholders may withdraw their representative in writing. They must send the withdrawal in accordance with the same procedure as that used for their appointment.

Only representative appointments and withdrawals duly completed, signed and received by the deadlines indicated above will be taken into account.

### **C. Written questions.**

In accordance with Article R.225-84 of the French Commercial Code, all shareholders may send written questions to the Board of Directors.

Written questions must be sent at the latest four working days before the date of the Shareholders' Meeting, by midnight Paris time, either by registered letter with return receipt to the Chairman of the Board of Directors at the registered office of the Company or by email to [assemblee-generale@groupe-gorge.com](mailto:assemblee-generale@groupe-gorge.com) together, for bearer shares, with a certificate of attendance.

### **D. – Documents published or provided to shareholders.**

The documents which must be made available to shareholders for the Shareholders' Meeting will be available at the registered office of the Company under the applicable legal and regulatory conditions.

In addition, the documents to be presented during the meeting will be published on the Company's website at least 21 days prior to the Meeting date, in accordance with the applicable legal and regulatory provisions.

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