

# **ANNUAL SHAREHOLDERS MEETING**

**MAY 13, 2016**

Quorum & Vote



- Annual Shareholders Meeting – Ordinary Resolutions

	Shareholders	Shares	Vote
Presents	1,285	988,326	1,808,896
Represented by a proxy holder	138	7,164,670	12,829,719
Represented by proxy given to the Chairman	21,594	4,714,348	8,159,254
Postal votes	7,371	95,824,849	107,725,704
<b>Total</b>	<b>30,388</b>	<b>108,692,193</b>	<b>130,523,573</b>

Representing 60.162%  
of shares  
with voting rights

- Annual Shareholders Meeting – Extraordinary Resolutions

	Shareholders	Shares	Vote
Presents	1,286	1,007,161	1,846,571
Represented by a proxy holder	139	7,163,454	12,827,287
Represented by proxy given to the Chairman	21,532	4,520,173	7,774,836
Postal votes	7,381	95,826,422	107,732,588
<b>Total</b>	<b>30,338</b>	<b>108,517,210</b>	<b>130,181,282</b>

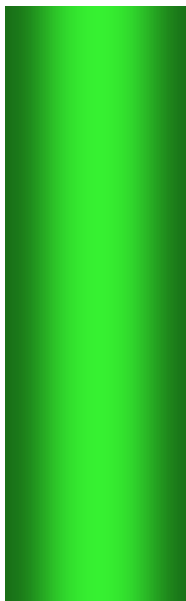
Representing 60.065 %  
of shares  
with voting rights

# 1<sup>st</sup> resolution

- Approval of the Company financial statements for the year ended December 31, 2015

# 1<sup>st</sup> resolution

126,973,136



**For**  
**97.28%**

3,483,426



**Against**  
**2.67%**

67,011



**Abstention**  
**0.05%**

**Including mail-in votes**

**For 104,243,522**

**Ag/Abs 3,482,182**

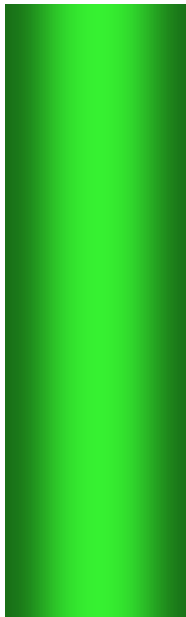
**Adopted**

## 2<sup>nd</sup> resolution

- Appropriation of net income for the year ended December 31, 2015 and approval of the recommended dividend

## 2<sup>nd</sup> resolution

130,408,194



**For**  
**99.91%**

43,248



**Against**  
**0.03%**

72,131



**Abstention**  
**0.06%**

**Including mail-in votes**

**For 107,688,978**

**Ag/Abs 36,726**

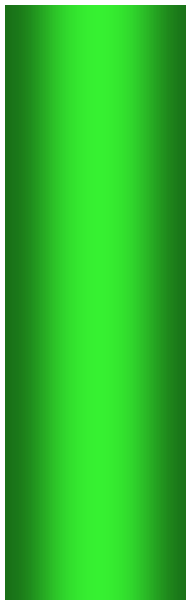
**Adopted**

## 3<sup>rd</sup> resolution

- Approval of the consolidated financial statements for the year ended December 31, 2015

# 3<sup>rd</sup> resolution

126,996,837



**For**  
**97.29%**

3,478,712



**Against**  
**2.67%**

48,024



**Abstention**  
**0.04%**

**Including mail-in votes**

**For 104,247,866**

**Ag/Abs 3,477,838**

**Adopted**

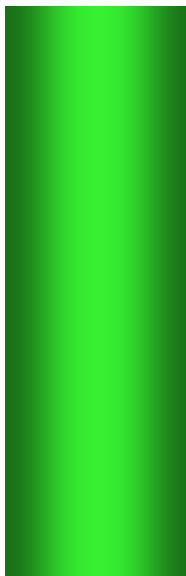


# 4<sup>th</sup> resolution

- Related-party agreements

# 4<sup>th</sup> resolution

121,032,507



**For**  
**92.72%**

9,471,315



**Against**  
**7.26%**

19,751



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 98,255,499**

**Ag/Abs 9,470,205**

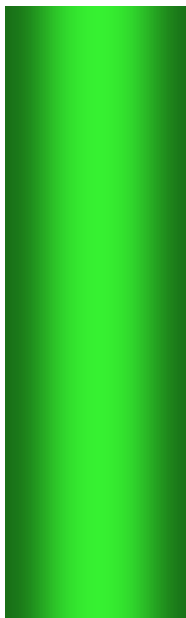
# Adopted

## 5<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to carry out a share buyback program, except during a public offer period, based on a maximum purchase price per share of €140

# 5<sup>th</sup> resolution

130,148,885



**For**  
**99.71%**

178,708



**Against**  
**0.14%**

195,980



**Abstention**  
**0.15%**

**Including mail-in votes**

**For 107,619,337**

**Ag/Abs 106,367**

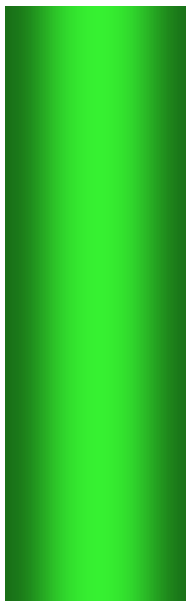
**Adopted**

## 6<sup>th</sup> resolution

- Advisory vote on the components of the compensation due or awarded for 2015 to Jean-Dominique Senard, Chief Executive Officer

# 6<sup>th</sup> resolution

127,108,192



**For**  
**97.39%**

3,177,215



**Against**  
**2.43%**

238,166



**Abstention**  
**0.18%**

**Including mail-in votes**

**For 104,581,090**

**Ag/Abs 3,144,614**

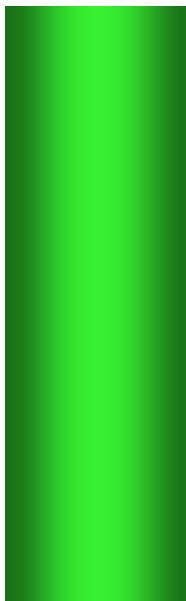
**Adopted**

## 7<sup>th</sup> resolution

- Re-election of Anne-Sophie de La Bigne as a member of the Supervisory Board

# 7<sup>th</sup> resolution

126,369,920



**For**  
**97.10%**

3,594,115



**Against**  
**2.76%**

181,278



**Abstention**  
**0.14%**

**Including mail-in votes**

**For 104,139,449**

**Ag/Abs 3,586,255**

**Adopted**

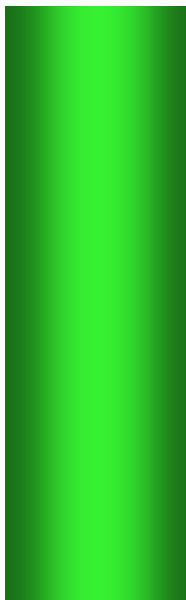


## 8<sup>th</sup> resolution

- Re-election of Jean-Pierre Duprieu as a member of the Supervisory Board

# 8<sup>th</sup> resolution

126,490,259



**For**  
**97.20%**

3,598,074



**Against**  
**2.76%**

56,980



**Abstention**  
**0.04%**

**Including mail-in votes**

**For 104,139,246**

**Ag/Abs 3,586,458**

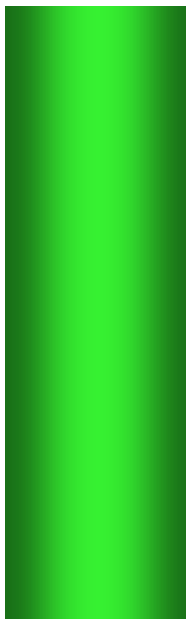
**Adopted**

## 9<sup>th</sup> resolution

- Ratification of the appointment of Monique Leroux as a member of the Supervisory Board

# 9<sup>th</sup> resolution

129,955,847



**For**  
**99.86%**

133,579



**Against**  
**0.10%**

55,887



**Abstention**  
**0.04%**

**Including mail-in votes**

**For 107,601,048**

**Ag/Abs 124,656**

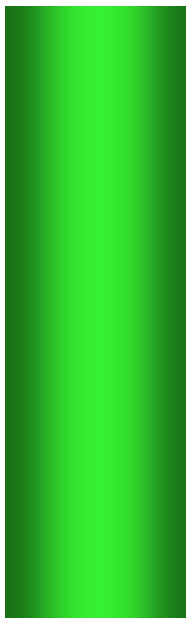
**Adopted**

# 10<sup>th</sup> resolution

- Supervisory Board compensation

# 10<sup>th</sup> resolution

129,925,027



**For**  
**99.54%**

480,843



**Against**  
**0.37%**

117,703



**Abstention**  
**0.09%**

**Including mail-in votes**

**For 107,312,957**

**Ag/Abs 412,747**

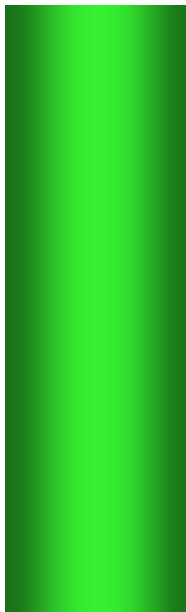
# Adopted

# 11<sup>th</sup> resolution

- Renewal of the appointment of PricewaterhouseCoopers Audit as Statutory Auditor

# 11<sup>th</sup> resolution

129,050,459



**For**  
**99.16%**

884,234



**Against**  
**0.68%**

210,620



**Abstention**  
**0.16%**

**Including mail-in votes**

**For 106,858,503**

**Ag/Abs 867,201**

**Adopted**

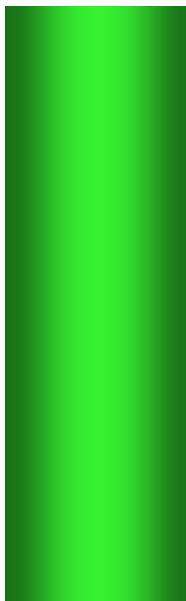


# 12<sup>th</sup> resolution

- Appointment of Jean-Baptiste Deschryver as Substitute Auditor

# 12<sup>th</sup> resolution

126,509,055



**For**  
**97.21%**

3,605,038



**Against**  
**2.77%**

31,220



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 104,126,595**

**Ag/Abs 3,599,109**

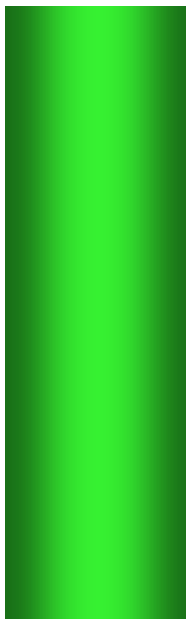
**Adopted**

# 13<sup>th</sup> resolution

- Renewal of the appointment of Deloitte & Associés as Statutory Auditor

# 13<sup>th</sup> resolution

129,752,270



**For**  
**99.69%**

295,159



**Against**  
**0.23%**

97,884



**Abstention**  
**0.08%**

**Including mail-in votes**

**For 107,436,666**

**Ag/Abs 289,038**

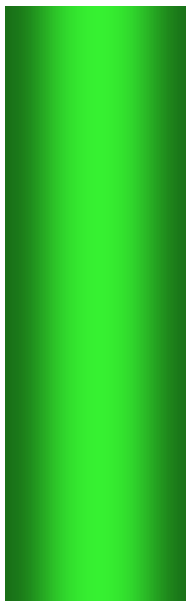
**Adopted**

# 14<sup>th</sup> resolution

- Renewal of the appointment of B.E.A.S.as Substitute Auditor

# 14<sup>th</sup> resolution

126,742,675



**For**  
**97.38%**

3,224,406



**Against**  
**2.48%**

178,232



**Abstention**  
**0.14%**

**Including mail-in votes**

**For 104,506,546**

**Ag/Abs 3,219,158**

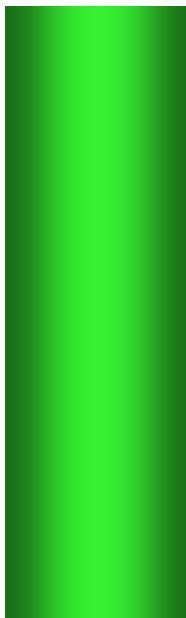
**Adopted**

# 15<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to issue bonds and debt-linked securities

# 15<sup>th</sup> resolution

130,347,985



**For**  
**99.87%**

31,378



**Against**  
**0.02%**

144,210



**Abstention**  
**0.11%**

**Including mail-in votes**

**For 107,697,789**

**Ag/Abs 27,915**

**Adopted**

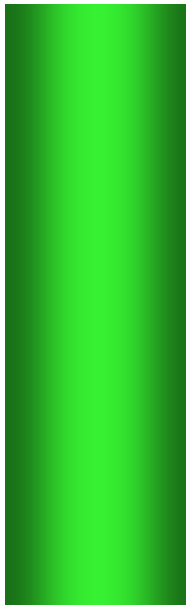


# 16<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to issue shares and/or securities carrying rights to shares, with pre-emptive subscription rights for existing shareholders

# 16<sup>th</sup> resolution

127,799,832



**For**  
**98.18%**

2,349,528



**Against**  
**1.80%**

31,922



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 105,386,876**

**Ag/Abs 2,345,712**

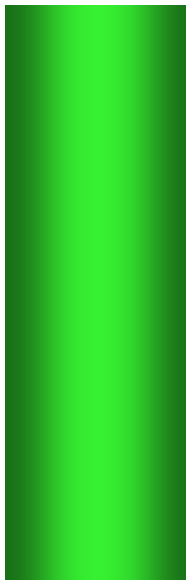
**Adopted**

# 17<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to issue shares and/or securities carrying rights to shares, through a public offer without pre-emptive subscription rights for existing shareholders

# 17<sup>th</sup> resolution

122,530,062



**For**  
**94.13%**

7,593,029



**Against**  
**5.83%**

58,191



**Abstention**  
**0.04%**

**Including mail-in votes**

**For 100,179,774**

**Ag/Abs 7,552,814**

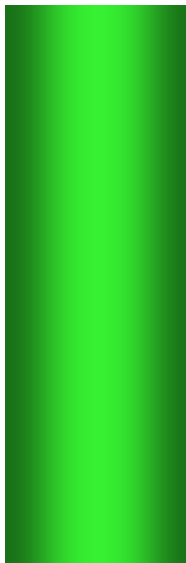
**Adopted**

# 18<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to issue shares and/or securities carrying rights to shares through an offer governed by paragraph II of Article L. 411-2 of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders

# 18<sup>th</sup> resolution

118,778,379



**For**  
**91.24%**

11,269,818



**Against**  
**8.66%**

133,085



**Abstention**  
**0.10%**

**Including mail-in votes**

**For 96,514,214**

**Ag/Abs 11,218,374**

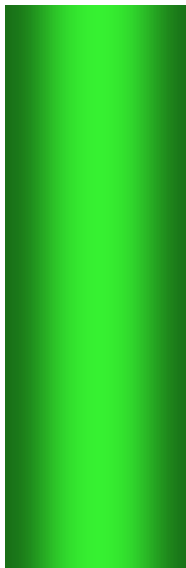
**Adopted**

# 19<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to increase the number of securities to be issued in the event that an issue (with or without pre-emptive subscription rights) is oversubscribed

# 19<sup>th</sup> resolution

119,337,661



**For**  
**91.67%**

10,782,358



**Against**  
**8.28%**

61,263



**Abstention**  
**0.05%**

**Including mail-in votes**

**For 96,963,139**

**Ag/Abs 10,769,449**

**Adopted**

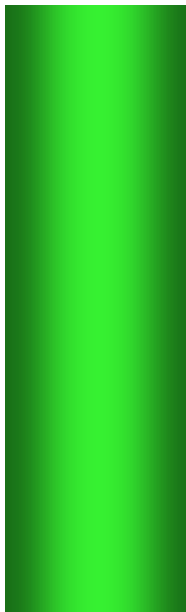


## 20<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to increase the Company's capital by capitalizing reserves, income or additional paid-in capital

# 20<sup>th</sup> resolution

129,496,977



**For**  
**99.47%**

659,079



**Against**  
**0.51%**

25,226



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 107,086,975**

**Ag/Abs 645,613**

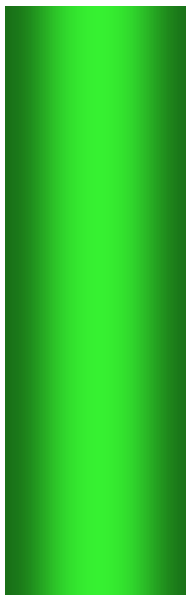
**Adopted**

## 21<sup>st</sup> resolution

- Authorization for the Chief Executive Officer to increase the Company's capital by issuing ordinary shares, without pre-emptive subscription rights for existing shareholders, in connection with a stock-for-stock offer or in payment of contributed assets

# 21<sup>st</sup> resolution

124,699,641



**For**  
**95.79%**

5,368,957



**Against**  
**4.12%**

112,684



**Abstention**  
**0.09%**

**Including mail-in votes**

**For 102,400,570**

**Ag/Abs 5,332,018**

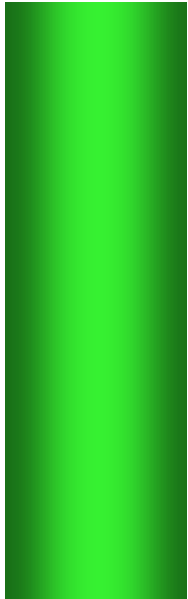
**Adopted**

## 22<sup>nd</sup> resolution

- Authorization for the Chief Executive Officer to carry out a rights issue for members of a Group Employee Shareholder Plan and/or restricted share issues, without pre-emptive subscription rights for existing shareholders

# 22<sup>nd</sup> resolution

126,011,733



**For**  
**96.80%**

4,145,405



**Against**  
**3.18%**

24,144



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 103,608,825**

**Ag/Abs 4,123,763**

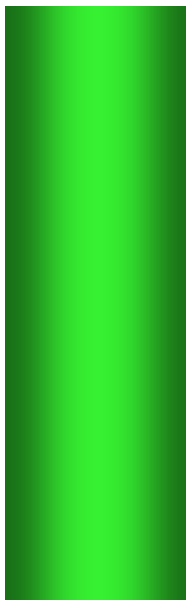
**Adopted**

# 23<sup>rd</sup> resolution

- Blanket ceilings on issues of shares, securities carrying rights to shares and debt securities

# 23<sup>rd</sup> resolution

126,727,409



**For**  
**97.35%**

3,427,143



**Against**  
**2.63%**

26,730



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 104,365,240**

**Ag/Abs 3,367,348**

**Adopted**

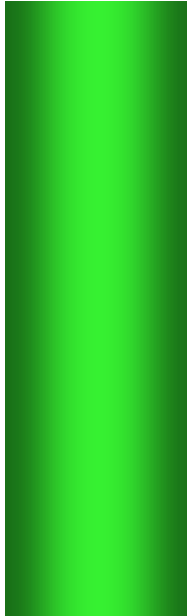


## 24<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to reduce the Company's capital by canceling shares

# 24<sup>th</sup> resolution

129,785,478



**For**  
**99.70%**

365,944



**Against**  
**0.28%**

29,860



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 107,458,883**

**Ag/Abs 273,705**

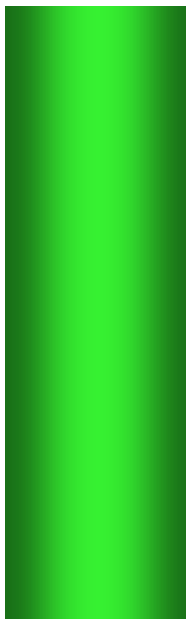
# Adopted

## 25<sup>th</sup> resolution

- Authorization for the Chief Executive Officer to grant performance shares to employees of the Company and of its subsidiaries (other than the Company's executive officers), without pre-emptive subscription rights for existing shareholders

# 25<sup>th</sup> resolution

129,652,416



**For**  
**99.60%**

459,295



**Against**  
**0.35%**

69,571



**Abstention**  
**0.05%**

**Including mail-in votes**

**For 107,324,473**

**Ag/Abs 408,115**

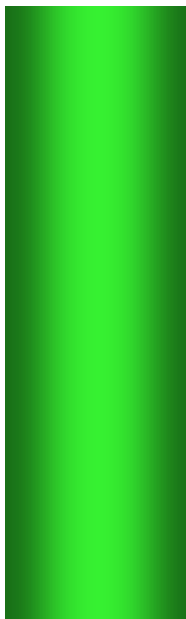
**Adopted**

# 26<sup>th</sup> resolution

- Powers to carry out formalities

# 26<sup>th</sup> resolution

130,138,317



**For**  
**99.97%**

16,680



**Against**  
**0.01%**

26,285



**Abstention**  
**0.02%**

**Including mail-in votes**

**For 107,720,691**

**Ag/Abs 11,897**

# Adopted