

**GEVELOT**  
Limited Company with capital of € 26,932,500  
Registered Office at Levallois Perret (Hauts de Seine)  
6 boulevard Bineau  
562 088 542 R.C.S. NANTERRE

**PRIOR NOTICE OF MEETING CONSTITUTING A NOTIFICATION TO ATTEND**

**Warning**

In view of the Covid-19 pandemic and the Government's movement and assembly restrictions as well as the Ordonnance n° 2020-321 of 25 March 2020 adapting the rules of meeting and deliberation of assemblies and governing bodies of legal persons and entities devoid of legal personality under private law due to the epidemic of Covid-19, **the Board of Directors of GEVELOT S.A., held on 21 April, has decided the Annual General Meeting of Shareholders of GEVELOT S.A. scheduled on 11 June 2020 will be held exceptionally behind closed doors**, at the head office of the Company situated 6, boulevard Pereire, Levallois-Perret without the shareholders and others having the right to attend being physically present.

**As a consequence, the Shareholders will not be able to physically attend the meeting nor vote in session. In this regard, no admission card will be issued.**

**Shareholders are invited to vote prior to the meeting, either by correspondence using the voting form that will be available to them, or by proxy.**

During the Annual General Meeting, it will not be possible to ask questions, table draft amendments, or new resolutions.

The detailed voting and holding procedures for the Ordinary General Meeting could change and would be then precised in a press release and available on the Company's website. Shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website: [www.gevelot-sa.fr](http://www.gevelot-sa.fr).

The Shareholders will be able to attend this Meeting remotely as it will be effectively and completely broadcast in live on the Company's website [www.gevelot-sa.fr](http://www.gevelot-sa.fr).

**The Shareholders of the Gévelot Company are advised that the Annual General Meeting of Shareholders of GEVELOT S.A. scheduled on 11 June 2020 will be held exceptionally behind closed doors,**

**in order to deliberate on the following agenda:**

- Management Report from the Board of Directors on the progress of the Company during the fiscal year 2019,
- Report from the Statutory Auditors on Corporate Financial Statements and Consolidated Accounts of the fiscal year 2019,
- Approval of the Corporate Financial Statements for the fiscal year ending 31 December 2019,
- Approval of the Consolidated Accounts for the fiscal year ending 31 December 2019,
- Approval of the Agreements mentioned in Article L.225-38 of the Commercial Law,
- Allocation of net income of the fiscal year 2019,
- Discharge to Board Directors,
- Board Directors,
- Powers,
- Questions.

**DRAFT RESOLUTIONS**  
**(ANNUAL GENERAL MEETING, 11 JUNE 2020)**

**First Resolution**

The General Meeting, having listened the Management Report from the Board of Directors and the Report from Statutory Auditors, approves these Reports in their entirety, as well as the annual Corporate Financial Statements 2019 showing a net profit of € 3,141,790.45.

**Second Resolution**

The General Meeting, having considered the Reports from the Board of Directors and Statutory Auditors, approves the annual Consolidated Accounts as presented, and showing for the fiscal year 2019 a consolidated net profit, Group Share, of € 8.6 million.

### Third Resolution

The General Meeting takes note of the Special Report from Statutory Auditors on regulated Agreements and Commitments mentioned in Article L.225-38 of the Commercial Law and approves the said operations.

### Fourth Resolution

The General Meeting decides to allocate

the profit for the fiscal year of.....3,141,790.45 €  
Increased by the previous balance brought forward of .....14,790,887.37 €  
Constituting the distributable profit of.....17,932,677.82 €

as follows:

. Dividend : .....1,231,200.00 €  
- 1,231,200.00 €

. Balance brought forward  
after allocation:.....16,701,477.82 €

The global dividend is €1.60 per Share for 769,500 Shares so €1,231,200.00 and will be distributed as from June 19, 2020.

In accordance with Article 243 bis of the French General Tax Code, it is stipulated that the totality of the proposed dividend is eligible for the 40% tax allowance benefiting to individuals domiciled in France according to Article 158-3, 2 ° of the General Tax Code. This allowance applies only in the case of an express, irrevocable and global option for taxation according to the progressive income tax schedule when filing the annual income statement of the beneficiary. In the absence of such an option, the dividend to be distributed to these individuals domiciled in France falls within the scope of the single flat-rate levy (PFU) without the application of this 40% tax allowance. .

Prior to payment, the dividend is subject to social security contributions and to the 12.8% mandatory non-statutory levy written in Article 117 quater of the French General Tax Code, paid as an advance payment of income tax, except where the taxpayer has duly waived the exemption.

Pursuant to Article 243 bis of the General Tax Code, it is recalled that the distribution of the following dividends was carried out in the past three fiscal years, these dividends being fully eligible for the 40 % tax allowance mentioned in Article 158.3.2° of the General Tax Code:

Fiscal Year	Net	Tax Credit	Number of Shares	
			Paid	Overall
2016	1.80	pm	820 500	820 500
2017	1.80	pm	769 500	820 500
2018	1.80	pm	769 500	769 500

### Fifth Resolution

The General Meeting discharges the Board Directors of the execution of their Mandate for the fiscal year 2019.

### Sixth Resolution

Mrs Roselyne Martignoni's directorship being expired, the General Meeting renews her mandate for a period of three years until the 2023 General Meeting that will be called to approve the accounts for the fiscal year 2022.

### Seventh Resolution

Mr. Mario Martignoni's directorship being expired, the General Meeting renews her mandate for a period of three years until the 2023 General Meeting that will be called to approve the accounts for the fiscal year 2022.

### Eighth Resolution

Mr. Jacques Fay's directorship being expired, the General Meeting renews her mandate for a period of three years until the 2023 General Meeting that will be called to approve the accounts for the fiscal year 2022.

### Ninth Resolution

In order to proceed to all publications and registrations prescribed by Law and generally to perform all legal formalities, all powers are given to Holders of original, copy or extract of this.

### Terms and conditions of participation in this Meeting

The General Meeting consists of all Shareholders, whatever the number of shares they own.

Only shareholders who can justify registering securities in their own name or that of the intermediary registered for their account on the second working day preceding the meeting, i.e. Tuesday June 9, 2020, will be able to participate in the General Meeting. zero hour Paris time:

- either in the registered securities accounts kept for the Company by its agent Société Générale Securities Services, 32 rue du Champ de Tir CS 30812 - 44308 Nantes Cedex 3, France
- either in bearer securities accounts kept by the authorized intermediary.

This registration must be confirmed by a certificate of participation issued by the authorized intermediary and annexed to the remote voting or proxy form.

### **Warning: new processing for abstentions**

Law n° 2019-744 of July 19, 2019 modified the rules applicable to the calculation of votes expressed in General Shareholders' Meetings: while abstentions were previously considered as negative votes, at the next meeting, these are now excluded from the votes cast and are therefore no longer taken into account in the basis for calculating the majority required for the adoption of resolutions. The remote voting forms have consequently been modified in order to allow the shareholder to express separately a negative vote or an abstention on the various resolutions submitted to the Meeting.

### **A - Special terms of participation and voting at the General Meeting in the context of the health crisis**

According to the article 4 of the Ordonnance 2020-321 of 25 March 2020 adopted as part of the duly authorization conferred by the emergency law to deal with the Covid-19 epidemic n° 2020-290 of 23 March 2020, the Annual General Meeting of the Company of 11 June 2020, by a decision of the Board of Directors, will be held without the Shareholders and other persons having the right to attend being present, whether physically or by conference call or audio-visual.

As a consequence, the Shareholders will not be able to physically attend the meeting.

Failing to attend the Meeting personally, shareholders can choose between one of the following three options:

- a) Give a proxy to the person of their choice under the conditions of the article L. 225-106 of the Commercial code (mandate to a third party), it being specified that, in this case, the proxyholder will have to vote by correspondence under this power ;
- b) Send a proxy to the Company without specifying a representative (give proxy to the Chairman),
- c) Vote by correspondence.

It is specified that for any proxy given by a Shareholder without indication of proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all the other draft resolutions.

Shareholders may vote by post or give a proxy, using the voting form provided for this purpose. These means of participation made available to shareholders are now the only possible.

A single postal and proxy voting form is available to shareholders at the company's registered office or can be requested by simple letter, fax or email at the following email address : [assemblee generale@gevelot-sa.fr](mailto:assemblee generale@gevelot-sa.fr) and is also available on our website [www.gevelot-sa.fr](http://www.gevelot-sa.fr) . Any request received or made at the latest six days before the date of the meeting will be granted. These forms will only be taken into account if they are duly completed, signed and received either by post at the Company's registered office or by electronic mail at the following address at least three days before the date of the meeting. Owners of bearer shares must accompany their form with the certificate of participation issued by an intermediary mentioned in article L.211-3 of the Monetary and Financial Code.

Proxies can validly reach the company, either by post at the registered office, or electronically at the following email address [assemblee generale@gevelot-sa.fr](mailto:assemblee generale@gevelot-sa.fr) until the fourth day preceding the date of the General Meeting, i.e. no later than June 6, 2020.

Due to the current context of Covid-19 and the uncertain postal delays, Registered Shareholders should favor the return of voting forms and mandates to a third party at the above-mentioned email address.

The proxy may not physically attend the Meeting. He must necessarily send his instructions for the exercise of the mandates at his disposal, to the company or to its authorized intermediary by electronic means at the following internet address: [assemblee generale@gevelot-sa.fr](mailto:assemblee generale@gevelot-sa.fr) via the form in the form of a postal vote, no later than the fourth day preceding the date of the meeting, i.e. no later than June 6, 2020. The form must bear the name, first name and address of the representative, the words "As the representative of [Identity of the shareholder who gave the mandate]", and must be dated and signed. The voting directions are indicated in the "I vote by mail" form.

A shareholder who has already cast his vote at a distance or sent a proxy or asked for a certificate of participation may choose another method of participating in the meeting provided that his instructions to this effect reach the company until the fourth day preceding the date of the general meeting. The previous instructions received are then revoked.

Shareholders who have already cast their vote at a distance or sent a proxy may at any time transfer all or part of their shares. However, if the transfer takes place before the second working day preceding the meeting at midnight, Paris time, the company invalidates or modifies accordingly, as the case may be, the vote cast at a distance or the power. To this end, the account-keeping intermediary notifies the transfer to the company or its agent and sends it the necessary information.

No sale or any other transaction carried out after the second working day preceding the meeting at midnight, Paris time, whatever the means used, may not be taken into account by the company, notwithstanding any agreement to the contrary.

### **B. Shareholders' points and draft resolutions**

Requests for the inclusion of points or draft resolutions on the agenda of the meeting by shareholders fulfilling the legal conditions in force, must be sent to the registered office, by registered letter with request for acknowledgment of receipt AND by email to the following address [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) and be received no later than the 25th calendar day preceding the General Meeting, i.e. on **16 May 2020**. These requests must be justified and accompanied by a certificate of registration in the account.

Requests for the inclusion of draft resolutions are accompanied by the text of the draft resolutions, which may be accompanied by a brief explanatory statement.

It is also reminded that the examination by the General Assembly of points or draft resolutions which will be presented is subject to the transmission by the interested parties, at the latest the second working day preceding the Assembly at midnight, Paris, of a new certificate justifying the registration of their securities under the same conditions as those indicated above.

### **C. Filing of written questions**

In accordance with the article R. 225-84 of the Commercial Code, any shareholder can ask written questions. These questions must be addressed to the Chairman of the Board of Directors, in the head office of the Company, by registered letter with acknowledgment of receipt request or sent by electronic telecommunication to the following email address : [assembleegenerale@gevelot-sa.fr](mailto:assembleegenerale@gevelot-sa.fr) **no later than the fourth working day** before the date of the said Assembly i.e. **5 June 2020**. They must be accompanied by an account registration certificate.

Shareholders are recommended to favor the filing of written questions by electronic telecommunication, rather than by post.

### **D. Rights to shareholder information**

The documents and information provided for in article R. 225-73-1 of the French Commercial Code will be available on the Company's website under the section dedicated to the General Meeting [www.gevelot-sa.fr](http://www.gevelot-sa.fr), from the twenty-first day preceding the said Meeting.

**The Board of Directors**

*Information available on our website [www.gevelot-sa.fr](http://www.gevelot-sa.fr)*