

**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**

The Shareholders of the Gévelot Company are advised that they are convened on Wednesday 19 June 2019 at 11 a.m. at the registered office, 6 boulevard Bineau at Levallois-Perret (Hauts de Seine),

**To the Annual General Meeting 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 2018,
- Report from the Statutory Auditors on Corporate Financial Statements and Consolidated Accounts of the fiscal year 2018,
- Approval of the Corporate Financial Statements for the fiscal year ending 31 December 2018,
- Approval of the Consolidated Accounts for the fiscal year ending 31 December 2018,
- Approval of the Agreements mentioned in Article L.225-38 of the Commercial Law,
- Allocation of net income of the fiscal year 2018,
- Discharge to Board Directors,
- Board Directors,
- Powers,
- Questions.

**DRAFT RESOLUTIONS**  
**(ANNUAL GENERAL MEETING, 19 JUNE 2019)**

**I – ORDINARY RESOLUTIONS**

**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 2018 showing a net profit of € 3,214,422.18.

**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 2018 a consolidated net profit, Group Share, of € 6.0 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.....	3 214 422,18 €
Increased by the previous balance brought forward of.....	12 961 565,19 €
Constituting the distributable profit of.....	16 175 987,37 €
as follows:	
. Dividend : .....	1 385 100,00 €
	<u>- 1 385 100,00 €</u>
. Balance brought forward	
after allocation:.....	<u>14 790 887,37 €</u>

The global dividend is €1.80 per Share for 769,500 Shares so €1,385,100.00 and will be distributed as from June 26, 2019.

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
2015	1.80	pm	820,500	893,207
2016	1.80	pm	820,500	820,500
2017	1.80	pm	769,500	820,500

#### **Fifth Resolution**

The General Meeting discharges the Board Directors of the execution of their Mandate for the fiscal year 2018.

#### **Sixth Resolution**

Mrs Armelle CAUMONT CAIMI's directorship being expired, the General Meeting renews her mandate for a period of three years until the 2022 General Meeting that will be called to approve the accounts for the fiscal year 2021.

#### **Seventh 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.

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

In accordance with Article R.225-85 of the Commercial Law, no one shall be allowed to attend the General Meeting, to vote by mail or by proxy, except Shareholders who will have provided proof of this status by registration of the securities in their name or in the name of the intermediary registered on their behalf, by the second business day preceding the General Meeting at 00.00 (midnight), Paris time, either in the accounts of registered bearer securities held on behalf of the Company by its agent, or in the accounts of bearer securities held by an intermediary as mentioned in Article L.211-3 of the Monetary and Financial Code, holding their securities account.

The registration of securities in the accounts of bearer Shares held through an intermediary mentioned in Article L.211-3 of the Monetary and Financial Code shall be validated by a certificate of participation issued by the intermediary, attached to the voting form by mail or by proxy or to the request for an admission card established in the name of the Shareholder or on behalf of the Shareholder represented by the registered intermediary. A certificate is also issued to the Shareholder who wishes to attend the General Meeting in person but who has not received the admission card by the second business day preceding the General Meeting at 00.00 (midnight), Paris time.

A single form of vote by mail and by proxy is available to Shareholders at the registered office of the Company or may be requested by a simple letter, fax or email to the following address: [contact@gevelot-sa.fr](mailto:contact@gevelot-sa.fr). Any request received or filed by no later than six days before the date of the General Meeting will be accepted. These forms will be considered only if they are duly completed, signed and received by the registered office of the Company at least three days before the date of the General Meeting. Owners of bearer Shares must accompany their form by the certificate of participation issued by an intermediary mentioned in Article L.211-3 of the Monetary and Financial Code.

In accordance with legal provisions, Resolutions proposed for adoption by the General Meeting and documents required by Law will be made available to Shareholders at the registered office of the Company within the regulatory period as from the notice to attend to the General Meeting. Written questions that Shareholders may arise before the General Meeting shall be sent together with a certificate of registration in account at the registered office by registered letter with acknowledgment of receipt to the attention of the Chairman of the Board of Directors no later than the fourth business day preceding the date of the General Meeting. The terms of participation and vote by videoconference or other means of telecommunication have not been adopted for the General Meeting and no site as mentioned in Article R.225-61 of the Commercial Law will be set up to this end.

This notice serves as a notice to attend, provided that no changes are made to the agenda, in which case it would be mentioned by means of a new insertion.

**The Board of Directors**