

## PARTICIPATING IN THE COMBINED ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS

### How do I take part in the General Meeting?

In order to take part in the Meeting (in person or by proxy) you must certify your status as a shareholder by demonstrating the account registration of your shares in your name (or in the name of the intermediary registered in your name if you are domiciled outside France) on the second business day preceding the Meeting at 12:00 am (Paris time), in this case March 8, 2016, at 12:00 am, Paris time:

- in the securities accounts kept for COMPAGNIE DES ALPES by its appointee, CACEIS Corporate Trust (CACEIS CT), or,
- in the securities accounts of bearer shares kept by the financial intermediary where your shares are registered.

### If you wish to attend this Meeting in person:

You must have an admission card, which can be obtained in the following manner:

For **shareholders holding registered shares**: by sending your request to CACEIS CT, appointed by COMPAGNIE DES ALPES to centralize services for this Meeting, at the following address: CACEIS CT - Assemblées générales centralisées - 14 rue Rouget de Lisle - 92862 Issy-les-Moulineaux Cedex 09.

For **shareholders holding bearer shares**: by sending your request to your financial intermediary.

Upon receipt, the latter will draw up a participation certificate, which it will append to your admission card request. It will send both documents to CACEIS CT. If you hold securities accounts with several financial intermediaries, each intermediary will need to produce a participation certificate for each of the accounts.

CACEIS CT will send you your admission card by mail or, on short notice, will keep it for collection at the reception desk.

### If you are unable to attend this Meeting in person:

A shareholder unable to attend the General Meeting can cast his or her vote either **(i) by proxy, whereby s/he is represented by another person, who need not be a shareholder, or (ii) by absentee ballot, or, lastly, (iii) by appointing the Chairman as a proxy**, by filling out the relevant form.

For **shareholders holding registered shares**: This form is sent to you by CACEIS CT with your Notice of Meeting. It is therefore included with this Notice Documentation.

For **shareholders holding bearer shares**: you must send in your request to CACEIS CT (at the above address), a minimum of six days before the date of the Meeting, i.e. March 4, 2016 at the latest. The ballot can also be downloaded from the Compagnie des Alpes website ([www.compagniedesalpes.com](http://www.compagniedesalpes.com)) - see the section on the General Meeting.

The completed form must then be sent to your financial intermediary, who will produce a **Participation Certificate** and will then send both documents to CACEIS CT. For due registration and processing, the forms must arrive at CACEIS CT no later than three days before the General Meeting, i.e. by March 7, 2016.

### (i) Voting by proxy:

To vote by proxy, that is, to appoint an individual or a legal entity of your choice to represent you at the General Meeting, you are invited to check the box marked "**Je donne pouvoir à**" [I hereby appoint as my proxy], and to state the family name, given name, and full address of the individual/legal entity you wish to appoint as your proxy in the space reserved for such information. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form. A photocopy of a valid identity document of the mandated person in his/her name should also be included.

The shareholder should send a written and signed proxy (specifying his/her family name, given name and full address and those of the mandated person) to CACEIS CT, together with a photocopy of a valid identity document of both the shareholder and the mandated person.

Revocation of a proxy mandate is conducted under the same formalities as it is conferred.

In compliance with Article R. 225-79 of the French Commercial Code, notification of the designation and the revocation of a proxy mandate can also be performed electronically, according to the following procedure:

- **for shareholders holding registered shares:** by sending an email bearing an electronic signature, obtained by themselves from a third-party agent empowered to certify same, in compliance with current legal and regulatory requirements, to the following email address: [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com), stating their family name, given name, address and CACEIS Corporate Trust identification code for **directly registered** shareholders (this information is available on the top left of their securities account statement) or their identification code with the financial intermediary, for shareholders under **administered registration**, as well as the family name and given name of the proxy being designated or revoked;

- **for shareholders holding bearer shares:** by sending an email bearing an electronic signature, obtained by themselves from a third-party agent empowered to certify same, in compliance with current legal and regulatory requirements, to the following email address: [ct-mandataires-assemblees@caceis.com](mailto:ct-mandataires-assemblees@caceis.com), stating their family name, given name, address and full bank details, as well as the family name and given name of the proxy being designated or revoked, and furthermore, they must ask the financial intermediary who manages their securities account to send written confirmation by mail or fax to CACEIS Corporate Trust – Service Assemblées Générales - 14, rue Rouget de Lisle - 92862 ISSY-LES-MOULINEAUX Cedex 9, or by fax to +33 1 49 08 05 82 or +33 1 49 08 05 83.

Only those notifications of proxy, whether designated or revoked, which are duly signed, completed and received at the latest three days before the date of the General Meeting, will be considered valid. In addition, only notifications appointing or revoking proxies can be sent to the above email address; requests or notifications related to other matters cannot be considered and/or processed.

Shareholder votes will only be counted if their designated proxy presents him/herself to the reception desk of the General Meeting with valid identification.

**(i) Voting by mail:**

To vote by mail, shareholders are invited to check the "Je vote par correspondance" [I wish to vote by mail] box of the unique voting form, and to state their choice for each of the proposed resolutions submitted to the General Meeting. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form.

**(iii) Appointing the Chairman as your proxy:**

To appoint the Chairman of the General Meeting as your proxy, you are invited to check the "Je donne pouvoir au Président de l'Assemblée générale" [I hereby appoint the Chairman of the General Meeting as my proxy] box on the unique voting form. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form.

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| <p><b>Note:</b> Shareholders who have voted by mail, sent a proxy form or requested an admission card cannot subsequently request a different type of participation in the General Meeting.</p> |
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**If you wish to sell your shares after you have voted, appointed a proxy or requested an admission card:**

Shareholders who have already mailed their absentee vote, sent a proxy mandate or requested their admission card or participation certificate can sell all or part of their shares at any time. However, if the share transfer is effective before the second business day preceding the Meeting, i.e. March 8, 2016 at 12:00 am, Paris time, the Company will consequently void or change the absentee vote, proxy, admission card or participation certificate, as applicable. In this event, the authorized intermediary who administers the account will notify the Company or its agent of the sale and forward the necessary information.

No share transfer completed after the second business day preceding the Meeting at 12:00 am (Paris time), irrespective of the method used, will be notified by the authorized intermediary or considered by the Company, notwithstanding any agreement to the contrary.