

## REPORT OF THE BOARD OF DIRECTORS TO THE COMBINED ORDINARY AND EXTRAORDINARY MEETING OF SHAREHOLDERS - PRESENTATION OF THE RESOLUTIONS

Dear Shareholder,

You are cordially invited to attend a combined Ordinary and Extraordinary General Meeting at which we will present information on the results for the financial year ended September 30, 2015. The parent company and consolidated financial statements for the financial year will be submitted for your approval.

In addition, we will submit for your approval a series of resolutions, both ordinary and extraordinary, notably (i) the establishment of the "one share, one vote" principle, in accordance with the option provided for in Article L. 225-123 of the French Commercial Code, (ii) the modification of the article of the by-laws relating to the new "record date" regime, and (iii) the re-appointment of three directors ahead of schedule, for a term of two years.

This General Meeting will also provide an opportunity to renew certain authorizations and delegations of powers in respect of capital increases.

Twenty-six resolutions will be submitted to the vote of the Combined Ordinary and Extraordinary Meeting of Shareholders on March 10, 2016.

### WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING:

#### Approval of the parent company and consolidated financial statements (Resolutions 1 and 2)

Having reviewed the parent company and consolidated financial statements for the 2014/2015 financial year, the Board invites the shareholders to examine the Presentation of the Company and Group situation and the financial statements and information on results and performance included in the 2015 Registration Document (pages 51 to 58 and 118 to 166), which provide detailed information on the activity and results of the Company and Group for the financial year just ended.

The first resolution concerns approval of the parent company financial statements for the financial year ended September 30, 2015, which yielded net income of €12,763,209.60.

The second resolution concerns approval of the consolidated financial statements, in which the Group's share of net income was €30,033,000.

#### Appropriation of income and establishment of the dividend (Resolution 3)

The Board of Directors proposes to the General Meeting a dividend for the year of €0.40 per share.

The ex-dividend date is March 15, 2016, and the payment date is March 17, 2016.

#### Approval of regulated agreements and commitments (Resolution 4)

The special report of the Statutory Auditors covers:

- a regulated agreement authorized in the 2014/2015 financial year (*Board of Directors meeting of December 17, 2014*) – this concerns the termination, effective from October 1, 2014, of the brand licensing agreement with Musée Grévin that was entirely billed back to Grévin et Compagnie (which makes no use of the brand name other than as a company name);

- a regulated agreement authorized after the end of the 2014/2015 financial year (*Board of Directors meeting of October 29, 2015*): this concerns a services agreement with Société du Parc du Futuroscope. CDA, the reference shareholder of Futuroscope, has the structure, experience, organization and resources that make for its reputed and long-standing expertise in administrative, financial, technical and operational fields. This allows it to offer reliable and efficient support to its subsidiaries in the above-mentioned areas. Futuroscope has stated its desire to avail itself of the assistance and know-how that CDA can provide to optimize its management and the conduct of its business. Futuroscope will be invoiced under the General Assistance agreement for a total of €900 thousand, for the period from October 1 of year N to September 30 of year N+1. This amount was calculated to consider the services actually performed by CDA, as well as the resources implemented by Futuroscope itself in the areas concerned.

This agreement became effective retroactively from October 1, 2014.

The resulting proceeds for the Company totaled €900 thousand for the reporting period.

These two agreements are therefore submitted for your approval.

*Directors/bodies concerned that are not participating in the vote: Mr. Dominique Marcel, Chairman and Chief Executive Officer of CDA and Chairman of the Supervisory Board of Société du Parc du Futuroscope; Mr. Jacques Maillot, member of the Board of Directors of CDA and of the Supervisory Board of Société du Parc du Futuroscope; Ms. Agnès Pannier-Runacher, Deputy Managing Director of CDA and member of the Supervisory Board of Société du Parc du Futuroscope.*

### **Advisory opinion on executive compensation (Resolutions 5 and 6)**

Under the fifth and sixth resolutions, we invite you to approve the compensation packages owed or granted respectively to Mr. Dominique Marcel, Chairman and CEO (Resolution 5), and Ms. Agnès Pannier-Runacher, Deputy Managing Director (Resolution 6) for the past financial year. A complete subchapter of the 2015 Registration Document is devoted to compensation of senior officers (pages 76 to 82).

Consistent with practices implemented in this regard in past years, the compensation paid to the Chairman and CEO and the Deputy Managing Director, neither of whom have an employment contract, includes a fixed component and a variable component subject to qualitative and quantitative criteria.

The fixed component of the compensation package is determined by the Board, acting on a proposal from the Appointments and Compensation Committee, on the basis of the executives' personal qualities, market practices and compensation of executives at CDC Group (the group to which the Company belongs).

Except in exceptional circumstances, the amount of the fixed component is only reviewed at relatively long intervals. As such, the fixed compensation of Dominique Marcel, Chairman and Chief Executive Officer, has not changed since 2009/2010. It has been reaffirmed for the current financial year. The fixed compensation of Agnès Pannier-Runacher, as set for 2012/2013 when she took up her post, was also reaffirmed for the 2014/2015 financial year. It was increased to €260,000 for the current financial

year, to bring the fixed component more into line with the sector standard for equivalent functions and to reflect the functional changes in her position within the Group, against a backdrop of improving Group results.

Senior officers do not benefit from the performance share grants implemented by CDA, having chosen to forego this entitlement in 2009/2010.

Individual compensation items are summarized in the tables below for each senior officer.

It is specified that your advisory vote does not extend to so-called deferred commitments, which have already been subject to approval by the General Meeting under regulated agreements and commitments.

## Compensation package owed or granted to Dominique Marcel, Chairman and Chief Executive Officer (Resolution 5)

Eléments de rémunération	Montants dus ou attribués au titre de l'exercice 2014/2015	Commentaires
Rémunération fixe	360 000 €	Rémunération fixe brute 2014/2015 (sans changement depuis 2009/2010)
Rémunération variable	180 000 €	Soit <u>50</u> % de la rémunération fixe annuelle de référence. Les objectifs subordonnant la part variable et l'appréciation de leur réalisation sont précisés ci-avant.
Rémunération variable pluriannuelle	N/A	Dominique Marcel ne bénéficie d'aucune rémunération variable pluri-annuelle.
Jetons de présence	N/A	Aucun des dirigeants mandataires sociaux de la CDA ne perçoit de jetons de présence au titre des mandats exercés au sein du Groupe.
Rémunération exceptionnelle	N/A	Dominique Marcel ne bénéficie d'aucune rémunération exceptionnelle.
Accord d'intéressement	18 959 €	Dominique Marcel bénéficie de l'accord d'intéressement en vigueur au sein de la CDA.
Attribution de stock options ou d'actions de performance	N/A	Dominique Marcel, comme les autres dirigeants mandataires sociaux, n'est pas bénéficiaire des plans d'attribution d'actions de performance.
Indemnité de prise ou de cessation de fonction	Aucun versement	Dominique Marcel bénéficie d'une indemnité de départ dans certains cas de sortie du Groupe CDA d'un montant égal à 2 ans de rémunération (dernière rémunération fixe + variable), sous réserve de la réalisation de conditions de performance individuelle et du Groupe vérifiées par le Conseil. <i>A noter : A l'occasion du renouvellement du mandat de Dominique Marcel, cet engagement, soumis à l'autorisation préalable du Conseil, a été approuvé par l'Assemblée générale du 14 mars 2013.</i>
Indemnité de non concurrence	N/A	Dominique Marcel n'est pas soumis à une clause de non-concurrence.
Régime de retraite supplémentaire	Au 30 septembre 2015, l'engagement actuariel correspondant s'élève à 727 996 €.	Dominique Marcel bénéficie du régime de retraite complémentaire applicable aux dirigeants mandataires sociaux et cadres dirigeants du Groupe, composé d'un régime à cotisations définies et d'un régime à prestations définies garantissant lors du départ en retraite une rente égale à 1% de la dernière rémunération annuelle (fixe + variable) par année d'ancienneté plafonnée à 10% de cette dernière rémunération. <i>A noter : Engagement antérieur préalablement autorisé par le Conseil et approuvé par l'Assemblée générale au titre des conventions et engagements réglementés</i>
Régime complémentaire de santé et de prévoyance	-	Dominique Marcel bénéficie du régime collectif de santé et de prévoyance en vigueur au sein de la CDA, au même titre et dans les mêmes conditions que les autres salariés.
Avantage de toute nature	5 908 €	Dominique Marcel dispose d'un véhicule de fonction.

## Compensation package owed or granted to Agnès Pannier-Runacher, Deputy Managing Director (Resolution 6)

Eléments de rémunération	Montants dus ou attribués au titre de l'exercice 2014/2015	Commentaires
Rémunération fixe	240 000 €	Rémunération fixe brute 2014/2015 (sans changement depuis son entrée en fonction)
Rémunération variable	120 000 €	Soit <u>50</u> % de la rémunération fixe annuelle de référence. Les objectifs subordonnant la part variable et l'appréciation de leur réalisation sont précisés ci-avant.
Rémunération variable pluriannuelle	N/A	Agnès Pannier-Runacher ne bénéficie d'aucune rémunération variable pluri-annuelle.
Jetons de présence	N/A	Aucun des dirigeants mandataires sociaux de la CDA ne perçoit de jetons de présence au titre des mandats exercés au sein du Groupe.
Rémunération exceptionnelle	N/A	Agnès Pannier-Runacher ne bénéficie d'aucune rémunération exceptionnelle.
Accord d'intéressement	13 628 €	Agnès Pannier-Runacher bénéficie de l'accord d'intéressement en vigueur au sein de la CDA.
Attribution de stock options ou d'actions de performance	N/A	Agnès Pannier-Runacher, comme les autres dirigeants mandataires sociaux, n'est pas bénéficiaire des plans d'attribution d'actions de performance.
Indemnité de prise ou de cessation de fonction	Aucun versement	Agnès Pannier-Runacher bénéficie d'une indemnité de départ en cas de sortie du Groupe par suite de révocation (hors faute grave ou faute lourde) d'un montant égal à 2 ans de rémunération (dernière rémunération fixe + variable), sous réserve de la réalisation de conditions de performance individuelle et du Groupe vérifiées par le Conseil. <i>A noter : Cet engagement, soumis à l'autorisation préalable du Conseil du 18 décembre 2012, a été approuvé par l'Assemblée générale du 14 mars 2013.</i>
Indemnité de non concurrence	N/A	Agnès Pannier-Runacher n'est pas soumise à une clause de non-concurrence.
Régime de retraite supplémentaire	Au 30 septembre 2015, l'engagement actuariel correspondant s'élève à 54 678 €.	Agnès Pannier-Runacher bénéficie du régime de retraite complémentaire applicable aux dirigeants mandataires sociaux et cadres dirigeants du Groupe, composé d'un régime à cotisations définies et d'un régime à prestations définies garantissant lors du départ en retraite une rente égale à 1% de la dernière rémunération annuelle (fixe + variable) par année d'ancienneté plafonnée à 10% de cette dernière rémunération. <i>A noter : Cet engagement, soumis à l'autorisation préalable du Conseil du 18 décembre 2012, a été approuvé par l'Assemblée générale du 14 mars 2013.</i>
Régime complémentaire de santé et de prévoyance	-	Agnès Pannier-Runacher bénéficie du régime collectif de santé et de prévoyance en vigueur au sein de la CDA, au même titre et dans les mêmes conditions que les autres salariés.
Avantage de toute nature	3 673 €	Agnès Pannier-Runacher dispose d'un véhicule de fonction.

### **Re-appointment of three directors (Resolutions 7 to 9)**

In connection with the approval of the staggered re-appointment of directors by the Ordinary and Extraordinary General Meeting of March 12, 2015, we invite you to approve the re-appointment, ahead of schedule, of the following three directors:

- Banque Populaire des Alpes,
- Crédit Agricole des Savoie (CRAM),
- Caisse des Dépôts et Consignations

The terms of office of these three directors would ordinarily have expired at the end of the Ordinary General Meeting held to approve the financial statements for the financial year ended September 30, 2016. In order to facilitate the staggered re-appointment of directors, these three directors have offered to resign at this Meeting and to put themselves forward for a new term of two years, which would expire at the end of the General Meeting held to approve the financial statements for the financial year ended September 30, 2017.

### **Re-appointment of Mazars as Statutory Auditor (Resolution 10)**

The appointment of the incumbent Statutory Auditor, Mazars, is due to expire at this General Meeting. We therefore invite you to re-appoint Mazars for a further period of six financial years, i.e. until the end of the General Meeting that will vote on the financial statements for the financial year ended September 30, 2021.

### **Appointment of Virginie Chauvin as Substitute Auditor (Resolution 11)**

The appointment of the Substitute Auditor, Raymond Petroni, is due to expire at this General Meeting. We therefore invite you to appoint Virginie Chauvin as Substitute Auditor for a term of six financial years, i.e. until the end of the General Meeting that will vote on the financial statements for the financial year ended September 30, 2021.

### **Ratification of the move of the corporate headquarters (Resolution 12)**

At its meeting on July 27, 2015, the Board of Directors decided to move the corporate headquarters to 50/52 Boulevard Haussmann – 75009 Paris, from January 1, 2016.

In accordance with the legal and regulatory provisions, we invite you to ratify this decision taken by the Board.

### **Authorization for the Board of Directors to trade in the Company's shares – maximum purchase price: €30 per share (Resolution 13)**

As is customary at every annual Ordinary Shareholders' Meeting, we ask you to approve a new resolution authorizing your Board of Directors, with an option of subdelegation, to trade in the Company's shares as part of a Compagnie des Alpes share buyback program.

With this authorization, your Board will implement a new share buyback program, limiting treasury stock to 10% of the share capital, with the same objectives as those of the previous program, particularly to ensure an active market, using an investment services provider, via a liquidity contract compliant with the Code of Ethics recognized by the French Financial Markets Authority (Autorité des Marchés Financiers), i.e. the AMAFI Charter.

In implementing this authorization, we propose to set the maximum purchase price at €30 per share.

Authorization would be granted for a new 18-month period, in compliance with the legal requirements.

Full details will be provided in the Registration Document regarding the outcome of trading conducted under the program currently in force.

### **Authority to carry out formalities related to resolutions within the authority of the Extraordinary General Meeting (Resolution 14)**

Usual resolution for legal formalities.

**WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING:**

**Establishment of the "one share, one vote" principle, in accordance with the option provided for in Article L. 225-123 of the French Commercial Code, and the corresponding amendment to Article 8.4 of the Company's by-laws (Resolution 15)**

Law no. 2014-384 of *March 29, 2014*, known as the "loi Florange" and "aimed at boosting the real economy", introduced, for companies with shares admitting for trading on a regulated market, double voting rights for all fully paid-up shares registered for two years to the same shareholder, unless a clause to the contrary had been adopted in the by-laws following promulgation of this law.

In order to maintain the equality of treatment between holders of registered and bearer shares, we invite you to take the option provided for in paragraph 3 of Article L. 225-123 of the French Commercial Code to not apply the double voting rights, i.e. to maintain single voting rights, and to amend Article 8.4 of the Company's by-laws accordingly.

If the resolution is not passed, from April 3 2016, double voting rights will be automatically granted to all fully paid-up shares registered for the last two years to the same shareholder.

**Other amendments to the by-laws (Resolution 16)**

▪ **Specific authorizations granted by the Board of Directors to the executive management**

In accordance with current legal provisions, the Board of Directors cannot directly authorize the Deputy Managing Director to grant sureties, endorsements and guarantees on the Company's behalf; such authorization can only be granted to the Chief Executive Officer, who has the authority to delegate this power. We invite you to amend the wording of paragraph 1 of Article 13.4 of the by-laws accordingly.

▪ **Modification to the "record date" regime by Decree no. 2014-1466 of December, 8 2014**

Decree no. 2014-1466 of December 8, 2014 changed the date and procedures for compiling the list of persons allowed to participate in shareholders' meetings.

Pursuant to Article R. 225-85 of the French Commercial Code, as amended, this list is now compiled as of the second business day preceding the meeting at 12:00 am Paris time (instead of the

third business day preceding the meeting at 12:00 am Paris time).

These new rules are mandatory, and apply even in the absence of a provision in the by-laws.

We therefore invite you to approve a corresponding amendment to Article 15 of the by-laws.

**Authorization to be given to the Board of Directors to grant performance shares (Resolution 17)**

We invite you to approve the establishment of a new Group performance share plan for the employees of the Company and/or the Group, with the exception of senior officers of *Compagnie des Alpes*, who waived their entitlement to CDA plans six years ago.

The quantity of shares that may be awarded under this authorization cannot exceed 1% of the total number of shares making up the share capital, and the total amount of performance shares that are not fully vested and stock options outstanding that have not been exercised is limited to 7% of the total number of shares making up the share capital; it being specified that as of September 30, 2015, the potential dilution of all of these 'loyalty' instruments (current stock option plans and performance shares not yet fully vested) represented less than 1% of the share capital.

In practice, this authorization is used for two consecutive plans, and the performance share plans set up each year by CDA currently represent around 0.25% of its share capital, i.e. around 0.5% for two successive plans:

- Plan No. 18 (2014/2015): 0.25%
- Plan No. 17 (2013/2014): 0.23%
- Plan No. 16 (2012/2013): 0.26%

Nonetheless, we prefer to cap this authorization at 1%, to leave ourselves some room for maneuver in case we need to cover any changes, for example, to the scope of consolidation, and so that we can open the plans to more staff (at present, around 150 management-level employees of the Group are plan beneficiaries).

The performance shares granted to beneficiaries only become fully vested after a minimum period of two years, and the beneficiaries are then required to hold the shares for a minimum of two further years from the vesting date, with the Board having the power to increase the vesting and retention periods to up to four years each.

In order to receive the shares at the end of the vesting period, beneficiaries must be employed by the Group on the vesting date.

Receipt of the shares at the end of the vesting period is also subject to collective and/or individual performance conditions that will be set by the Board. These conditions may vary for different beneficiary categories, depending on whether or not the beneficiaries are members of the CDA Executive Committee (see page 83 of the 2015 Registration Document).

The Board of Directors will be given the power, with an option of subdelegation, to implement this authorization, which is given in place of the previous authorization, for a new period of 26 months.

The Board will also set the collective and/or individual performance conditions that must be met for receipt of the shares at the end of the vesting period, which will also be subject to the beneficiaries being employed by the Group on the vesting date.

This draft resolution is covered in the special report of the Statutory Auditors.

**Delegation of powers to the Board of Directors to issue securities giving immediate or future access to the share capital of the Company, with pre-emption rights (Resolution 18)**

We invite you to grant the Board of Directors the authority to issue securities giving immediate or future access to the share capital of the Company, with pre-emption rights.

This delegation of powers will again be given for a period of 26 months, and will replace the previous delegation of powers for the same purpose.

The total nominal amount of capital increases that may be carried out under this delegation of powers will be €90 million.

The nominal amount of bonds or other debt securities that may be issued under this delegation of powers cannot exceed €100 million.

All powers will be given to the Board of Directors, with an option of subdelegation, to implement this delegation of powers.

Moreover, we inform you that since the introduction of the "loi Florange" on March 29, 2014, authorizations granted by the General Meeting may now be used by the Board during takeover bid offer periods (*abandonment of board neutrality principle*). Nonetheless, to comply with the corporate governance recommendations of the French Asset Management Association (AFG), we invite you to stipulate that the Board cannot use the delegation of powers it has been given in takeover bid offer periods without the prior authorization of the General Meeting.

**Delegation of powers to the Board of Directors to issue securities giving immediate or future access to the share capital of the Company, without pre-emption rights, through a public offering (Resolution 19)**

You are invited to grant the Board of Directors the authority to issue securities giving access to the share capital of the Company, without pre-emption rights, through a public offering.

We are therefore asking you to approve the cancellation of pre-emption rights.

We are also asking you to give the Board of Directors the authority to implement this delegation of powers, in particular, to grant it the authority to establish a priority period for shareholders to subscribe for issues of securities decided in accordance with this delegation of powers, in application of the provisions of Article L. 225-135 of the French Commercial Code.

The issue price of shares will be determined by the Board of Directors in accordance with the provisions of paragraph 1 of Article L. 225-136 of the French Commercial Code, and will therefore be at least equal to the weighted average price over the three trading days preceding the date on which it is set, minus the 5% discount, if applicable, provided for in Article R. 225-119 of the French Commercial Code.

The total nominal amount of capital increases that may be carried out under this delegation of powers now or in the future will be:

- €45 million, i.e. just under 25% of the share capital, if a priority subscription period is granted to shareholders,
- €35 million, i.e. approximately 20% of the share capital, if there is no priority subscription period.

The total nominal amount for issues of debt securities will be €100 million.

This delegation of powers will be given in place of the previous delegation of powers, for the same period, i.e. 26 months.

Furthermore, for the same reasons stated above, the Board cannot use the delegation of powers it has been given in takeover bid offer periods, without the prior authorization of the General Meeting.

**Delegation of powers to the Board of Directors to issue securities giving immediate or future access to the share capital of the Company, without pre-emption rights, through an offering in accordance with section II of Article L. 411-2 of the French Monetary and Financial Code (Resolution 20)**

We invite you to grant the Board of Directors the authority to issue securities without pre-emption rights through an offering in accordance with section

II of Article L. 411-2 of the French Monetary and Financial Code.

Capital increases under this delegation of powers would be carried out by "private placement", i.e. through an offering reserved exclusively for:

- persons providing portfolio management investment services for third parties;
- qualified investors or a restricted group of investors, provided that these investors are acting on their own behalf.

These are defined in section II of Article L. 411-2 of the French Monetary and Financial Code as follows:

- a qualified investor is a person or entity with the necessary competence and means to assume the risks inherent in transactions in financial instruments;
- a restricted group of investors, comprising up to 100 persons who are not qualified investors.

The total nominal amount of capital increases that may be carried out now or in the future under this delegation of powers will be limited to the same amounts as those set for capital increases without pre-emption rights under the terms of the previous resolution and will count towards the same totals; it being specified, in any event, that the regulations limit such issues to 20% of the share capital in any one year.

The subscription price for shares issued under this delegation of powers will be determined in accordance with the provisions of Article L. 225-136 and Article R. 225-119 of the French Commercial Code.

The use of this delegation of powers assumes that you approve the removal of pre-emption rights for the issue of securities; it being specified that we invite you to grant the Board of Directors the authority to establish a priority subscription period for shareholders.

This new delegation of powers will be given for a period of 26 months; it being specified that the Board cannot use it in takeover bid offer periods without the prior authorization of the General Meeting.

**Delegation of powers to the Board of Directors to issue securities giving immediate or future access to the share capital of the Company, as remuneration in kind for shares or securities giving access to share capital (Resolution 21)**

We invite you to grant the Board of Directors the authority to issue shares without pre-emption rights, within the limit of 10% of the share capital of the Company, as remuneration in kind for shares or securities giving access to share capital.

This new delegation of powers will be given for a period of 26 months; it being specified that the Board cannot use it in takeover bid offer periods without the prior authorization of the General Meeting.

**Delegation of powers to the Board of Directors to decide on a capital increase through the incorporation of share premiums, reserves, profits or other sums (Resolution 22)**

You are invited to renew the previous delegation of powers granted to the Board of Directors to decide on a capital increase through the incorporation of share premiums, reserves, profits or other sums.

In accordance with the provisions of Article L. 225-130 of the French Commercial Code, under this delegation of powers the Board may increase the share capital in one or more transactions, in the proportion and at the times it deems appropriate through the incorporation of share premiums, reserves, profits or other sums that are eligible to be capitalized in respect of current regulations and the by-laws, in the form of an allocation of bonus shares, or through the increase in the amount of share capital, or through a mixture of these two processes.

The total nominal amount of capital increases that may be carried out under this delegation of powers, which is given for 26 months, cannot exceed €30 million.

During a takeover bid offer period, the Board cannot use this delegation of powers without the prior authorization of the General Meeting.

**Delegation of powers to the Board of Directors to decide on a capital increase through the issue of shares reserved for employees who are members of the CDA Group Savings Plan (Resolution 23)**

In accordance with current legal provisions, a capital increase for subscription in cash reserved for employees who are members of the Group Savings Plan will be proposed to the Meeting.

In this regard, Article L. 225-129-6 of the French Commercial Code states that in the event of any decision to increase the share capital through a contribution in cash, unless it results from the prior issue of securities giving access to share capital, the Extraordinary General Meeting must express its opinion on a proposed resolution to approve a capital increase under the conditions stipulated by Article L. 3332- 18 et seq. of the French Labor Code. The Extraordinary General Meeting expresses its opinion on this proposed resolution when it delegates the powers to carry out the capital increase in accordance with Article L. 225-129-2.

Under the terms of this resolution, you are therefore invited, in accordance with the legal provisions, to grant the Board of Directors the authority to increase the share capital by a total of 703,000 shares (equivalent to 2.9% of the share capital as of the date of this report) for subscription in cash reserved for employees who are beneficiaries of the CDA Group Savings Plan.

This authorization is also given for 26 months.

However, the Board of Directors is not in favor of this resolution as there are other employee incentive schemes in place at the Company, and therefore invites you to vote against it.

An example of this is the CDA Actionnariat employee investment fund, in which employees can invest through the Group Savings Plan, which held 1.35% of the CDA share capital at September 30, 2015.

#### **Setting of the overall ceiling for the nominal amount of issues of securities (Resolution 24)**

You are invited to set (i) the total nominal amount of capital increases that may be carried out now or in the future under all the above authorizations (Resolutions 17 to 23) that may be given, at €90 million, and (ii) the total nominal amount for debt securities, at €200 million.

A summary table showing the uses of these delegations of powers during the year appears in Chapter V.2.3 of the 2015 Registration Document, and is reproduced below.

#### **Cancellation of delegations of powers and authorizations previously granted to the Board of Directors (Resolution 25)**

Subject to your approval, these new authorizations and delegations of powers will cancel and replace the unused portion, if applicable, of all previous authorizations and delegations of powers with the same purpose granted to the Board, i.e. the authorizations and delegations of powers granted by the Extraordinary General Meeting of March 13, 2014 and still in force.

#### **Authority to carry out formalities related to resolutions within the authority of the Extraordinary General Meeting (Resolution 26)**

Usual resolution for legal formalities.

We hope that you will vote for all of the resolutions submitted for your approval, except for the twenty-third resolution, which we invite you to vote against.



**Use of authorizations and delegations of powers relating to capital increases in 2014/2015**

<b>Purpose of the powers</b>	<b>EGM</b>	<b>Expiry</b>	<b>Maximum amount authorized</b>	<b>Utilizations</b>	<b>Unutilized authorization balance at 09/30/2015</b>
Authorization to award performance shares to employees and Group executives	03/13/2014 (Resolution 10)	26 months (until 05/12/2016)	1% of capital on the day of award decision, and a maximum of 7% of the capital for all outstanding bonus shares and stock options	Performance shares (Plan No. 18): 59,925 shares (representing 0.25% of share capital on the award date)	1% of capital / Balance of maximum limit: 6.4% (number of awarded bonus shares and outstanding stock options representing 0.6% of capital)
Powers to increase capital with pre-emption (issues reserved for shareholders)	03/13/2014 (Resolution 11)	26 months (until 05/12/2016)	Shares: €90m Debt securities: €100m	None	Shares: €90m Debt securities: €100m
Powers to increase capital without pre-emption rights, by public offering	03/13/2014 (Resolution 12)	26 months (until 05/12/2016)	Shares: €45m (with priority period, or €18m without) Debt securities: €100m	None	Shares: €45m Debt securities: €100m
Powers to increase capital without pre-emption rights, by private placement	03/13/14 (Resolution 13)	26 months (until 05/12/2016)	Shares: €45m (with priority period, or €18m without); and max  20% of capital per year at time of issue Debt securities: €100m	None	Shares: 20% of capital Debt securities: €100m
Powers to increase capital without pre-emption rights to pay contributions in kind with shares	03/13/14 (Resolution 14)	26 months (until 05/12/2016)	10% of capital (currently €18.5m)	None	10% of capital (currently €18.5m)
Powers to increase capital using dividends, reserves, earnings or others	03/13/14 (Resolution 15)	26 months (until 05/12/2016)	Shares: €30m	None	Shares: €30m
Powers to increase capital by employee issue under the Group Savings Plan	03/13/14 (Resolution 16)	26 months (until 05/12/2016)	700,000 shares (2.9% of share capital, i.e. €5.4m)	None	700,000 shares (2.9% of share capital, i.e. €5.4m)
Total cash limit of all authorizations and powers combined	03/13/14 (Resolution 17)		Shares: €90m Debt securities: €200m		Shares: €90m Debt securities: €200m