

# PARIS ORLÉANS

A French public company (*société anonyme*) with an Executive Board and a Supervisory Board  
with a share capital of €64 747 030  
Registered office: 23 bis avenue de Messine  
75008 Paris, France  
302 519 228 Paris Business and Companies Registry

## **Prior notice of meeting of the Combined General Meeting of 27 September 2011**

The shareholders and bearers of voting right certificates are convened to attend the Combined General Meeting that will be held on Tuesday, 27th September 2011, at 11 am (Paris time), in the auditorium of Capital 8 (on the right after entrance), located 32 rue de Monceau, 75008 Paris, France, in order to deliberate on the following agenda and draft resolutions.

### **Agenda**

#### **Within the remit of the Ordinary General Meeting**

- Management report of the Executive Board and observations of the Supervisory Board
- Statutory Auditors' reports on the Company and consolidated financial statements for the financial year ended 31 March 2011
- Statutory Auditors' special report on agreements and commitments referred to in article L. 225-86 of the French Commercial Code (*Code de commerce*)
- Approval of the Company financial statements for the financial year ended 31 March 2011
- Appropriation of income for the financial year ended 31 March 2011 and distribution of dividend
- Option to choose payment of the dividend in the form of shares in the Company
- Approval of the consolidated financial statements for the financial year ended 31 March 2011
- Approval and ratification of the agreements and commitments referred to in article L. 225-86 of the French Commercial Code (*Code de commerce*)
- Renewal of the appointment of Mr. Michel Cicurel as *Censeur*
- Renewal of the appointment of a Statutory Auditor and an Alternate Auditor
- Appointment of a Statutory Auditor and an Alternate Auditor
- Authorisation of a Company's share buyback program

#### **Within the remit of the Extraordinary General Meeting**

- Executive Board's report on the resolutions falling within the remit of the Extraordinary General Meeting
- Amendment to article 24 of the Company's articles of association with a view to make it compliant with the new provisions of article L.225-106 of the French Commercial Code (*Code de commerce*) arising from article 3 of *Ordonnance* n° 2010-1511 of 9 December 2010
- Granting power for formalities

## Draft resolutions

### Within the remit of the Ordinary General Meeting

#### **First resolution – Approval of the Company financial statements for the financial year ended 31 March 2011**

The General Meeting, after consulting the Executive Board's management report, the observations of the Supervisory Board and the Statutory Auditors' report on the Company financial statements for the financial year ended 31 March 2011, approves the said financial statements as presented to it, as well as the transactions evidenced in these statements and summarised in these reports.

#### **Second resolution – Appropriation of income for the financial year ended 31 March 2011 and dividend distribution**

The General Meeting, after consulting the Executive Board's management report, the observations of the Supervisory Board and the Statutory Auditors' report on the Company financial statements for the financial year ended 31 March 2011, decides to appropriate the income for the said financial year, amounting to €20,954,549.27, as follows:

Net income for financial year:	€20,954,549.27
Increased with retained earnings by:	€191,121,913.89
Decreased with amounts credited to the legal reserve by:	€85,792.40
<b>Corresponding to a total distributable income of:</b>	<b>€210,990,670.76</b>
Allocated to payment of a dividend of €0.40 per share <sup>(1)</sup> for:	€12,949,406.00
And to retained earnings for:	€198,041,264.76

(1) On a total of 32,373,515 shares and investment certificates.

The Company shall not receive a dividend in respect of any shares held on the payment date; the amount of the dividend corresponding to these shares shall be automatically added to retained earnings. To this purpose, the General Meeting grants powers to the Executive Board to revise the final amount of the actual distribution and the final amount of retained earnings.

The dividend distributed to natural persons who are French tax residents is eligible in full for the 40% tax allowance provided for in article 158 (3) (2°) of the French Tax Code (*Code général des impôts*), under the provisions and within the limits provided for by applicable regulations.

The dividend to be distributed shall be detached from the share on 4 October 2011 and shall be payable as from 2 November 2011.

In accordance with the provisions of article 243 *bis* of the French Tax Code (*Code général des impôts*), the General Meeting hereby notes that the dividends per share distributed in respect of the preceding three financial years were as follows:

Financial year	2009/2010	2008/2009	2007/2008
Number of shares and investment certificates	31,944,553	31,632,080	31,632,080
Net dividend per share (in €)	0.35 <sup>(1)</sup>	0.35 <sup>(1)</sup>	0.55 <sup>(1)</sup>
Total amount distributed (in €)	11,180,628.55	11,071,228.00	17,397,644.00

(1) Eligible for the 40% tax allowance provided for in article 158 (3) (2°) of the French Tax Code (*Code général des impôts*) for the natural persons being French tax residents.

***Third resolution – Option to choose payment of the dividend in the form of shares in the Company***

The General Meeting, in accordance with the provisions of articles L. 232-18 to L. 232-20 of the French Commercial Code (*Code de commerce*) and of article 30 of the Company's articles of association, after noting that the share capital is fully paid up, decides that shareholders may choose to receive all or part of the dividend due to them in Company shares.

The price of any shares issued in payment of the dividend shall be equivalent to 90% of the average price of the Company share during the twenty stock market trading sessions preceding the day of the General Meeting, less the amount of the dividend and rounded up to the next euro cent.

The option of receiving payment of the dividend in shares must be taken up between 4 October and 21 October 2011 inclusive via the intermediaries authorised to pay the dividend. If the option has not been taken up by this date, the dividend shall be payable in cash only.

If the amount of the dividend payable under this option does not correspond to a whole number of shares, shareholders will receive the next lower whole number of shares plus the balance in cash.

Shares thus issued in payment of the dividend shall qualify for dividend as from 1 April 2011.

The General Meeting grants powers to the Executive Board, with the option of delegating such powers under the terms and conditions provided for by applicable regulations and by the Company's articles of association, to take necessary measures to implement this decision, carry out any necessary transactions linked or relating to the exercise of the option of receiving payment of the dividend in shares, record the number of shares issued and the resulting increase in the share capital, amend the Company's articles of association to reflect the changes in the number of shares and the amount of the share capital, and generally do whatever may be necessary and useful.

***Fourth resolution – Approval of the consolidated financial statements for the financial year ended 31 March 2011***

The General Meeting, after consulting the Executive Board's management report (in its provisions relating to the activity of the Group), the observations of the Supervisory Board and the Statutory Auditors' report on the consolidated financial statements for the financial year ended 31 March 2011, approves the said financial statements as presented to it, as well as the transactions evidenced in these statements and summarised in these reports, which show a consolidated net banking income of €1,214.6 million, a consolidated net income of €269.2 million and a net consolidated income attributable to equity holders of the parent of €102.4 million.

***Fifth resolution – Approval of an agreement referred to in article L. 225-86 of the French Commercial Code (Code de commerce)***

The General Meeting, after consulting the Statutory Auditors' special report on the agreements and commitments referred to in article L. 225-86 of the French Commercial Code (*Code de commerce*), approves the agreement entered into on 25 November 2010 for the divestment of the Company's holding in Les Domaines Barons de Rothschild (Lafite) SCA, implemented through a share capital decrease in Les Domaines Barons de Rothschild (Lafite) SCA to the sole benefit of the Company.

***Sixth resolution – Approval of agreements referred to in article L. 225-86 of the French Commercial Code (Code de commerce)***

The General Meeting, after consulting the Statutory Auditors' special report on the agreements and commitments referred to in article L. 225-86 of the French Commercial Code (*Code de commerce*), approves the amendments to the sub-lease agreement of the premises occupied by the Company entered into respectively on 27 September 2010 and 19 January 2011 with Rothschild & Cie SCS.

***Seventh resolution – Approval of an agreement referred to in article L. 225-86 of the French Commercial Code (Code de commerce)***

The General Meeting, after consulting the Statutory Auditors' special report on the agreements and commitments referred to in article L. 225-86 of the French Commercial Code (*Code de commerce*), approves the opening of a fourth profit-sharing envelope with a maximal amount of €50 million of underlying investments of the Company and a duration of 3 years, within the frame of the profit-sharing program allowing the investment team members of the Company to share the possible gains made by the Company on its capital investment activity.

***Eighth resolution – Ratification of agreements referred to in article L. 225-86 of the French Commercial Code (Code de commerce)***

The General Meeting, after consulting the Statutory Auditors' special report on the agreements and commitments referred to in article L. 225-90 of the French Commercial Code (*Code de commerce*), decides, in accordance with the provisions hereinabove referred to, to ratify the tacit renewal on 28 January 2009 and 28 July 2010, of the liquidity agreement initially entered into on 23 January 2008 with Rothschild & Cie Banque SCS.

***Ninth resolution – Renewal of the appointment of Mr. Michel Cicurel as Censeur***

The General Meeting, after consulting the Executive Board's report, noting the expiration of the term of office of Mr. Michel Cicurel as *Censeur*, decides to renew its appointment for a new term of 3 years expiring at the end of the General Meeting which will be convened to approve the financial statements for the financial year ending 31 March 2014.

***Tenth resolution – Renewal of the appointment of a Statutory Auditor and an Alternate Auditor***

The General Meeting, after consulting the Executive Board's report, noting the expiration of the term of office of Cailliau Dedouit et Associés, having its registered office at 19 rue Clément Marot, 75008 Paris, as Statutory Auditor, and of the term of office of Mr. Didier Cardon, with professional address at 36 rue de Picpus, 75012 Paris, as Alternate Auditor, decides to renew their appointments for a new term of 6 financial years expiring at the end of the General Meeting which will be convened to approve the financial statements for the financial year ending 31 March 2017.

***Eleventh resolution – Appointment of a Statutory Auditor and an Alternate Auditor***

The General Meeting, after consulting the Executive Board's report, noting the expiration of the term of office of KPMG Audit, department of KPMG SA, as Statutory Auditor, and of the term of office of Jean-Claude André & Autres as Alternate Auditor, decides not to renew their appointments and to appoint, in order to replace them, for a term of 6 financial years expiring at the end of the General Meeting which will be convened to approve the financial statements for the financial year ending 31 March 2017:

- as Statutory Auditor, KPMG Audit FS II, having its registered office at Immeuble le Palatin, 3 cours du Triangle, 92393 Paris La Défense, and
- as Alternate Auditor, KPMG Audit FS I, having its registered office at Immeuble le Palatin, 3 cours du Triangle, 92393 Paris La Défense.

***Twelfth resolution – Authorisation of a Company's share buyback program***

The General Meeting, after consulting the Executive Board's report, pursuant to articles L.225-209 onwards of the French Commercial Code (*Code de commerce*), Title IV of Book II of the French Financial Market Authority General Regulations (*Règlement général de l'Autorité des Marchés Financiers*) and European Commission Regulation n° 2273/2003 of 22 December 2003,

- cancels, with immediate effect, the unused portion of the authorisation for the Executive Board to buy back the Company's shares granted by the General Meeting of 27 September 2010 in its 20<sup>th</sup> resolution,
- authorises the Executive Board to purchase or to arrange for the purchase of shares in the Company within the limit of a number of shares representing a maximum of 10% of the share capital on the date of such purchases, it being understood, however, that the maximum number of shares held directly or indirectly subsequent to such purchases may not exceed 10% of the share capital.

The maximum purchase price per share is set at €35. As a result, the maximum amount that can be paid for the purchase of shares under this authorisation may not exceed €113,307,285. However, in the event of a transaction affecting the share capital, in particular by capitalisation of reserves, bonus share allocation, share split or share consolidation, the price indicated above may be adjusted accordingly.

These shares may be purchased, sold or transferred by any means, on one or more occasions, in particular on the market or over the counter, including the purchase or sale of blocks of shares, public offerings, by using derivative financial instruments, warrants or transferable securities giving a right to the Company's shares, or by using option strategies under the terms and conditions provided for by applicable regulations.

The Company may use this authorisation, in accordance with applicable regulations and market practices accepted by the French Financial Market Authority (*Autorité des Marchés Financiers*) with a view to:

- supporting the market for the share within the framework of a liquidity agreement with an independent investment services provider under the terms and conditions provided for in the French Financial Market Authority General Regulations (*Règlement général de l'Autorité des Marchés Financiers*), it being understood that the number of shares taken into account in calculating the 10% limit set out in article L. 225-209 of the French Commercial Code (*Code de commerce*) shall correspond to the number of shares purchased, less the number of shares sold, throughout the term of this authorisation;
- cancelling shares, subject to an authorisation granted to the Executive Board by the General Meeting;
- allocating shares to employees and corporate officers of the Company and/or associated companies under the terms and conditions set forth in articles L. 225-197-1 onwards of the French Commercial Code (*Code de commerce*);
- allocating shares upon exercise, by their grantees, of stock options of the Company under the terms and conditions set forth in articles L. 225-177 onwards of the French Commercial Code (*Code de commerce*);
- selling shares to the employees of the Company or to the employees of its subsidiaries, either directly or through a Company mutual fund, under the terms and conditions set forth in articles L. 3332-1 onwards of the French Labour Code (*Code du travail*);
- allocating shares upon exercise of any rights attached to securities granting immediate or deferred access to share capital;
- conserving and later allocating shares in payment or exchange under the terms and conditions set forth in article L. 225-209 section 6 of the French Commercial Code (*Code de commerce*) and, more generally, within the frame of external growth transactions under the terms and conditions of market practices accepted by the French Financial Market Authority (*Autorité des Marchés Financiers*);
- more generally, implementing any other practice permitted or recognised – or becoming permitted or recognised – by applicable regulations, or by the French Financial Market Authority (*Autorité*

*des Marchés Financiers*) or any other purpose compliant with – or becoming compliant with – applicable regulations.

This authorisation is granted for a term of 18 months from the date of this General Meeting.

Purchases, sales or transfers of the Company's shares by the Executive Board may take place at any time in compliance with applicable regulations, including during a public share purchase or exchange offering initiated by the Company or involving the Company's securities.

Pursuant to applicable regulations, the Executive Board shall notify the General Meeting of any transactions concluded during the financial year and the Company shall notify the French Financial Market Authority (*Autorité des Marchés Financiers*) of any purchases, sales or transfers made, and generally fulfill all necessary formalities and disclosure requirements.

The General Meeting grants powers to the Executive Board, with the option of delegating such powers under the terms and conditions provided for by article L. 225-209 of the French Commercial Code (*Code de commerce*), to decide whether to implement this authorisation and to determine the terms and conditions thereof, and in particular to adjust the abovementioned purchase price in the case of operations affecting the share capital as set forth hereinabove, place any stock market orders, enter into any agreements, make any declarations, carry out any formalities and generally do whatever may be necessary and useful.

#### **Within the remit of the Extraordinary General Meeting**

##### ***Thirteenth resolution – Amendment to article 24 of the Company's articles of association with a view to make it compliant with the new provisions of article L. 225-106 of the French Commercial Code (Code de commerce) arising from article 3 of Ordonnance n° 2010-1511 of 9 December 2010***

The General Meeting, after consulting the Executive Board's report and the new provisions of article L. 225-106 of the French Commercial Code (*Code de commerce*) arising from article 3 of *Ordonnance* n° 2010-1511 of 9 December 2010 relating to representation of the shareholders during the General Meetings, decides, in order to make it compliant with said provisions, to amend article 24 of the Company's articles of association, which shall be, from now on, drafted as follows, it being understood that the provisions of said article that are not copied below remain unchanged:

*« The shareholders may, under the terms and conditions provided for by applicable regulations, be represented in the General Meetings by any natural person or legal entity of their choice.*

*[...] »*

The General Meeting grants powers to the Executive Board, with the option of delegating such powers under the terms and conditions provided for by applicable regulations and the Company's articles of association, to take necessary measures in order to implement this resolution, carry out any requisite formalities, and generally do whatever may be necessary and useful.

##### ***Fourteenth resolution – Granting power for formalities***

The General Meeting grants powers to the bearer of an original counterpart, a copy of or excerpt from these minutes, to carry out all requisite filings and formalities.

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## **Formalities to be completed in advance in order to take part in the General Meeting**

All shareholders, regardless of the number of shares they hold, may take part in the General Meeting by attending the Meeting in person, appointing a proxy of their choosing to represent them or voting by post.

In accordance with Article R. 225-85 of the French Commercial Code (*Code de Commerce*), in order to be able to take part in the General Meeting, shareholders must prove that their shares have been registered in an account in their name or in the name of a validly registered intermediary by 00:00 (Paris time) three working days before the General Meeting, in a registered share account held for the Company by its agent, Société Générale Securities Services, or in a bearer share account held by an accredited banking or financial intermediary.

As the General Meeting is due to be held on 27 September 2011, shares must have been registered in an account, as specified above, by 00:00 (Paris time) on 22 September 2011.

### ***Holders of registered shares***

Holders of registered shares need only register their shares in a registered share account, as specified above, to be able to take part in the General Meeting.

Société Générale Securities Services will therefore issue proof that they are shareholders.

### ***Holders of bearer shares***

For holders of bearer shares, proof that their shares have been registered in a bearer share account, as specified above, must be provided in the form of a certificate of share ownership (*attestation de participation*) issued by the accredited banking or financial intermediary that holds their share account and attached to the voting form or request for an attendance card (*carte d'admission*) prepared in their name or on their behalf if represented by a registered intermediary.

The accredited banking or financial intermediary that holds the share account will therefore be responsible for issuing proof that they are shareholders and producing a certificate of share ownership, as specified above, to the General Meeting coordinator (*centralisateur*) (Société Générale Securities Services).

Holders of bearer shares who wish to attend the General Meeting in person but who have not received their attendance card by 00:00 (Paris time) three working days before the General Meeting must ask the banking or financial intermediary that holds their share account to issue them with a certificate of share ownership. This will enable them to prove their capacity as shareholders on the day of the General Meeting.

### ***General Meeting coordinator***

The General Meeting is being coordinated by Société Générale Securities Services, Service des Assemblées, BP 81236, 32 Rue du Champ de Tir, 44312 Nantes Cedex 03.

## **Ways to take part in the General Meeting**

### ***Shareholders who wish to attend the General Meeting in person***

Shareholders who wish to attend the General Meeting in person must request an attendance card as specified below.

- Holders of registered shares must request an attendance card from the General Meeting coordinator (Société Générale Securities Services) using the voting form sent to them; alternatively, they may obtain an attendance card on the day of the General Meeting by going directly to the relevant desk and producing a form of identification.

- Holders of bearer shares must ask the banking or financial intermediary that holds their share account to send them an attendance card, using (if possible) the designated voting form (see 'Availability of voting forms' below). Holders of bearer shares who wish to attend the General Meeting in person but who have not received their attendance card by 00:00 (Paris time) three working days before the General Meeting must ask the banking or financial intermediary that holds their share account to issue a certificate of share ownership. This will enable them to prove their capacity as shareholders on the day of the General Meeting.

#### **Shareholders who wish to vote by post**

Shareholders who wish to vote by post should act as follows:

- holders of registered shares must complete and sign the voting form sent to them and return it to the General Meeting coordinator; and
- holders of bearer shares must obtain a voting form (see 'Availability of voting forms' below). They must complete and sign the voting form and return it to the General Meeting coordinator via the banking or financial intermediary that holds their share account, along with the certificate of share ownership referred to above.

Voting forms will only be taken into consideration if received by the Company or the General Meeting coordinator at least three calendar days before the General Meeting, *i.e.* by 24 September 2011.

#### **Shareholders who wish to vote by proxy**

Shareholders who wish to vote by proxy may give a proxy form to:

- another shareholder, their spouse or civil partner or any other natural or legal person of their choosing; or
- the Chairman of the General Meeting; in this case, the Chairman will exercise the voting rights attached to their shares by voting 'for' all resolutions presented or approved by the Executive Board and 'against' all other resolutions (at the date of this prior notice, the Executive Board has approved all of the resolutions).

In all cases, proxy votes are subject to applicable law and regulations, particularly the provisions of Article L. 225-106 (I) of the French Commercial Code (*Code de commerce*).

Shareholders may appoint a proxy as follows:

- holders of registered shares must complete and sign the voting form sent to them and return it to the General Meeting coordinator;
- holders of bearer shares must obtain a voting form (see 'Availability of voting forms' below). They must complete and sign the voting form and return it to the General Meeting coordinator via the banking or financial intermediary that holds their share account, along with the certificate of share ownership referred to above.

Voting forms will only be taken into consideration if received by the Company or the General Meeting coordinator at least three calendar days before the General Meeting, *i.e.* by 24 September 2011.

In accordance with Article R. 225-79 of the French Commercial Code (*Code de commerce*), shareholders who wish to appoint a proxy may also give notice of the appointment or revocation of a proxy electronically, as specified below:

- holders of registered shares must send an email containing an electronic signature obtained from an accredited certification body in accordance with applicable law and regulations, to [investors@paris-orleans.com](mailto:investors@paris-orleans.com). They must indicate their first name, surname and address, their Société Générale customer ID (where their shares are administered by the issuing company) or their customer ID with their accredited banking or financial intermediary (where their shares are administered by a third party) as well as the first name, surname and address of the proxy appointed or revoked;



- holders of bearer shares must send an email containing an electronic signature obtained from an accredited certification body in accordance with applicable law and regulations, to [investors@paris-orleans.com](mailto:investors@paris-orleans.com). They must indicate their first name, surname and address, their full bank account details as well as the first name, surname and address of the proxy appointed or revoked, and ask the banking or financial intermediary that holds their share account to send written confirmation of the appointment or revocation of the proxy to the General Meeting coordinator.

Appointments and revocations of proxies made by email will only be taken into consideration if received and confirmed (where applicable) by the banking or financial intermediary account holder by 15:00 (Paris time) the day before the General Meeting.

### **Situation of shareholders following submission of their voting form or request for an attendance card**

Shareholders who have requested an attendance card, voted by post or appointed a proxy may not choose to take part in the General Meeting by any other means.

They may sell some or all of their shares. If a shareholder sells his shares before 00:00 (Paris time) three working days before the General Meeting, the Company will invalidate the postal vote, proxy form or attendance card (as the case may be) or modify it accordingly. To this end, banking or financial intermediaries that hold bearer share accounts must notify the General Meeting coordinator or the Company of the aforementioned sale and provide the latter with the necessary information. No sale or transaction effected after 00:00 (Paris time) three working days before the General Meeting will be notified by the said intermediaries or taken into consideration by the Company, notwithstanding any agreement to the contrary.

### **Availability of voting forms**

Holders of registered shares are reminded that voting forms will be sent to them by post. In all cases, shareholders may obtain a voting form as follows:

- holders of bearer shares should contact the banking or financial intermediary that holds their share account;
- by downloading the form from the Company's website ([www.paris-orleans.com](http://www.paris-orleans.com), under 'Actionnaires'/'Shareholders' or 'Assemblée Générale'/'Annual General Meeting'); or
- by requesting a form directly from the General Meeting coordinator or the Company, in which case the request must be received at least six days before the date of the General Meeting, *i.e.* by 21 September 2011.

### **Requests to include items or draft resolutions on the agenda**

Requests for items or draft resolutions to be included on the agenda made by shareholders who meet the conditions provided for in Article R. 225-71 of the French Commercial Code (*Code de commerce*) must be sent to the Company:

- by letter sent by recorded delivery with acknowledgement of receipt (*courrier recommandé avec demande d'avis de réception*); or
- by email, to [investors@paris-orleans.com](mailto:investors@paris-orleans.com).

In all cases, requests must be sent along with a share registration certificate (*attestation d'inscription en compte*) within 20 days of the date of publication of this notice, to reach the Company at least 25 days before the General Meeting, *i.e.* by 2 September 2011.

The General Meeting will only consider items or draft resolutions which a shareholder has asked to be included on the agenda on the proviso that the relevant shareholder produces a new certificate to prove that his shares are registered in the same account by 00:00 (Paris time) three working days before the General Meeting, *i.e.* by 22 September 2011.

### **Written questions**

In accordance with Article L. 225-108 of the French Commercial Code (*Code de commerce*), shareholders may submit written questions to the Chairman of the Executive Board from the date they are given access to the documents they require to make informed decisions and an informed judgement as to the management and business operations of the Company, 21 days before the General Meeting, *i.e.* from 6 September 2011. Written questions must be sent by recorded delivery with acknowledgement of receipt no later than four working days before the General Meeting, *i.e.* by 21 September 2011. In all cases, written questions must be sent along with a share registration certificate.

### **Documents made available to shareholders**

All of the documents and information provided for in Article R. 225-73-1 of the French Commercial Code (*Code de commerce*) will be posted on the Company's website ([www.paris-orleans.com](http://www.paris-orleans.com), under 'Actionnaires'/Shareholders' or 'Assemblée Générale'/Annual General Meeting') 21 days before the General Meeting, *i.e.* on 6 September 2011. Documents relating to the General Meeting that must be made available to shareholders will be made available at the Company's registered office within the time limit provided for by law.

*The Executive Board*