

5. Participating in the General Meeting of 24 September 2015

Auditorium, Capital 8, 32 rue Monceau - 75008 PARIS

You may take part in the General Meeting by:

- attending the Meeting **in person**;
- appointing a **proxy of your choosing to represent you**; or
- **voting by post**.

Participation conditions for the General Meeting of shareholders

Pursuant to the 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 two working days (Market days) before the General Meeting.

IMPORTANT

In accordance with the new provisions of Article R. 225-85 of the French Commercial Code, the registration of the shareholder's shares must be effective on **the second working day prior to the General Meeting** of shareholders at 00:00, Paris time (and no longer an accounting entry three working days before the Meeting).

If you hold **registered shares**

The registration of the shares in a registered share account, as specified above is sufficient to allow you to take part in the General Meeting. Société Générale

Securities Services will therefore issue proof that you are a shareholder.

If you hold **bearer shares**

Proof that the 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 your share account and attached to the voting form or request for an attendance card (*carte d'admission*) prepared in your name or on your behalf if represented by a registered intermediary. The accredited banking or financial intermediary that holds share account will therefore be responsible for issuing proof that you are a shareholder and producing a certificate of share ownership, as specified above, to the General Meeting coordinator (Société Générale Securities Services).

Ways to participate in the General Meeting

Attend the General Meeting **in person**

You must request an **attendance card** as specified below :

- if you are a **registered shareholder**, a request must be made by using the voting form sent to you to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03;
- if you are a **bearer shareholder**, you must inform the banking or financial intermediary that holds your share account that you wish to attend the General Meeting in person and request a certificate of share ownership. The authorised intermediary that holds your share account will forward the said certificate to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03.

You may also obtain an attendance card on the day of the General Meeting by going directly to the relevant desk and producing a form of identification and for the bearer shareholders a certificate of share ownership.

Vote by post

If you wish to vote by post, you should act as follows:

- if you are a **registered shareholder**, you must complete and sign the voting form sent to you and return it to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03;
- if you are a **bearer shareholder**, you must obtain a voting form (available on the Company's website); it must be completed, signed and returned to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03 via the banking or financial intermediary that holds your 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 by **21 September 2015** at the latest.

Vote by proxy

If you wish to vote by proxy, you may give a proxy form to:

- **another shareholder**, a spouse or civil partner or any other natural or legal person of your choosing; or
- the **Chairman of the General Meeting**; in this case, the Chairman will exercise the voting rights attached to your shares by voting 'for' all resolutions presented or approved by the Managing Partner and 'against' all other resolutions.

You may appoint a proxy as follows:

- if you are a holder of **registered shares**, you must complete and sign the voting form sent to you and return it to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03;
- if you are a holder of **bearer shares**, you must obtain a voting form. You must complete and sign the voting

form and return it to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03 via the banking or financial intermediary that holds your 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 by **21 September 2015** at the latest.

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

- if you are a holder of **registered shares**, you must send an email containing an electronic signature obtained from an accredited certification body in accordance with applicable law and regulations, to marie-laure.becquart@rothschild.com. You must indicate your first name, surname and address, your Société Générale customer ID (where your shares are administered by the issuing company) or your customer ID with your accredited banking or financial intermediary (where your shares are administered by a third party) as well as the first name, surname and address of the proxy appointed or revoked;
- if you are a holder of **bearer shares**, you must send an email containing an electronic signature obtained from an accredited certification body in accordance with applicable law and regulations, to marie-laure.becquart@rothschild.com. You must indicate your first name, surname and address, your 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 your 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, on 23 September 2015.

How to fill in the voting form

STEP 1

To attend in person, tick the box **1** to receive your admission card.

OR

To vote by post, tick the box **2** and follow the instructions.

OR

To give your proxy to the Chairman of the general Meeting, tick the box **3** and follow the instructions.

OR

To give your proxy to another person who will attend the General Meeting, tick the box **4** and fill in requested information.

1 **IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - **Which ever option is used, shade box(es) like this , date and sign at the bottom of the form**

A. Je désire assister à cette assemblée et demander une carte d'admission : dater et signer au bas du formulaire. / **I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.**

B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / **I prefer to use the postal voting form or the proxy form as specified below.**

PARIS ORLEANS
23 BIS, AVENUE DE MESSINE
75008 PARIS

AU CAPITAL DE 142 274 072 €
302 519 228 RCS PARIS

ASSEMBLÉE GÉNÉRALE MIXTE
du jeudi 24 septembre 2015 à 10h30
à l'Auditorium de Capital 8
32, rue Monceau
75008 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Nombre de voix - Number of voting rights

Nominatif / Registered

Vote simple / Single vote

Vote double / Double vote

2 **JE VOTE PAR CORRESPONDANCE // VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Oui / Non/No
Yes Abst/Abst

A F

B G

C H

D J

E K

3 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

4 **JE DONNE POUVOIR À** : Cf. au verso (4)

I HEREBY APPOINT : See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

STEP 2

Fill in your information or check them if already filled out.

STEP 3

Whichever option you choose, please date and sign here.

STEP 4

STEP 4

RETURN YOUR FORM:

If you are a **holder of registered shares**, return your form to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03.

If you are a **holder of bearer shares**, return your form to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03 via the banking or financial intermediary that holds your share account, along with the certificate of share ownership.

IMPORTANT

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

However, you may sell some or all of your shares in the conditions prescribed by law:

- If the transfer of ownership occurs before 22 September 2015 by 00:00 (Paris time), two 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.
- If the transfer of ownership occurs after 22 September 2015 by 00:00 (Paris time), two working days before the General Meeting, it will not be notified by the said intermediaries nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

Other information

Written questions

You may submit written questions to the **Managing Partner** from the date you are given access to the documents you 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 at the latest, *i.e.* on

3 September 2015. 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 18 September 2015. In all cases, written questions must be sent along with a **share registration certificate.**

Available documents

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, under 'Actionnaires'/'Shareholders' or 'Assemblée générale'/'Annual General Meeting') 21 days before the General Meeting at the latest, *i.e.* on 3 September

2015. Documents relating to the General Meeting that must be made available to you will be made available at the Company's registered office within the time limit provided for by law.

The Managing Partner,
PO Gestion SAS