

6. How to participate in the General Meeting?

You may take part in the General Meeting by:

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

6.1 Participation conditions for the General Meeting of shareholders

All the shareholders, regardless the number of shares they hold, are entitled to participate in the General Meeting.

Nevertheless, 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 business days (i.e. trading days) before the General Meeting, i.e. **Tuesday 26 September 2017 at the latest, at 00:00 a.m.** (Paris time).

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).

6.2 Ways to participate in the General Meeting

Attend the General Meeting in person

If you plan to attend the General Meeting in person, you must inform Société Générale by requesting an attendance card as follows:

- if you are a registered shareholder, you will receive the documents of the General Meeting by post. You can then obtain your attendance card by returning the proxy form along with the notice of meeting in which the request for an attendance card is included, to Société Générale Securities Services, Service des Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03. Simply check box A, enter your name and address (or if your name and address are already printed, check that they are correct), date and sign the form.
- 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.

If you do not receive the card in time, you will nevertheless be granted admittance to the General Meeting if you present the certificate of share ownership (*attestation de participation*) issued by your bank or broker in the two business days preceding the Meeting.

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 in the pre-paid envelope attached to the convening notice;
- 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 Société Générale Securities Services at least three calendar days before the date of the General Meeting, i.e. **Monday 25 September 2017 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 registered shareholder, you must complete and sign the voting form sent to you and return it in the pre-paid envelope attached to the convening notice;
- if you are a bearer shareholder, 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 Société Générale Securities Services at least three calendar days before the date of the General Meeting, i.e. **Monday 25 September 2017 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 registered shareholder, 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 bearer shareholder, 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 Société Générale Securities Services.

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 3:00 p.m. (Paris time) the day before the General Meeting, i.e. on **Tuesday 27 September 2017, at 3:00 p.m.** (Paris time).

6. How to participate in the General Meeting?


6.3 Voting form

How to fill in the voting form?

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

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

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



ASSEMBLÉE GÉNÉRALE MIXTE
du jeudi 28 septembre 2017 à 10h30
au Châteauform City Monceau Rio
4 Place de Rio de Janeiro - 75008 Paris

COMBINED GENERAL MEETING
to be held on **thursday, 28 september 2017, at 10:30 a.m.**
at **Châteauform City Monceau Rio**
4 Place de Rio de Janeiro - 75008 Paris, France

23 BIS, AVENUE DE MESSINE
75008 PARIS

AU CAPITAL DE 154 645 024 €
302 519 228 RCS PARIS

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

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix / Number of voting rights

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

Sur 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 noirissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci la case correspondant à mon choix.

1	2	3	4	5	6	7	8	9	Oui / Yes	Non/No	Abst/Abst	F		
10	11	12	13	14	15	16	17	18	A	<input checked="" type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27	B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36	C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45	D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
									E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

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

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

6 **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 (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées sur ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (change of this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

5 **Date & Signature**

à la banque / to the bank 25/09/2017

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

5 Whichever option you choose, please date and sign.

6 Please check your information or provide them if none filled out.

If you have requested an attendance card or a certificate of share ownership, voted by post or appointed a proxy, you may not choose to take part in the General Meeting in a different manner.

Moreover, in accordance with the applicable regulations, you may not return a form both appointing a proxy and casting a postal vote.

6.4 If you would like to transfer your shares (i) after having voted by post, sent a proxy or requested an attendance card or a certificate of share ownership and (ii) before the shareholders' meeting

Pursuant to Article R. 225-85 of the French Commercial Code (*Code de commerce*), all shareholders may transfer all or part of their shares in accordance with the conditions prescribed by law.

- If the transfer of ownership occurs **before the second business day preceding the General Meeting, i.e. Tuesday 26 September 2017** at 00:00 a.m. (Paris time), the Company will invalidate or modify it accordingly the postal vote, proxy form, the attendance card or the certificate of share ownership. To this end, banking or financial intermediaries that hold bearer share accounts must notify Société Générale Securities Services or the Company of the aforementioned sale and provide the latter with the necessary information.
- If the transfer of ownership occurs **after the second business day preceding the General Meeting, i.e. Tuesday 26 September 2017** at 00:00 a.m. (Paris time), it will not be notified by the said intermediaries nor taken into consideration by the Company, notwithstanding any agreement to the contrary.

6.5 Other information

Request for inclusion of agenda points or draft resolutions

One or more shareholders representing at least the fraction of the share capital required by the applicable legal and regulatory provisions can request the inclusion of agenda points or draft resolutions under the conditions listed in Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code (*Code de commerce*).

Justified requests for the inclusion of agenda points or draft resolutions must be sent to the head office by registered letter with acknowledgement of receipt (Rothschild & Co, Legal department, 23 bis, avenue de Messine, 75008 Paris) or by email to marie-laure.becquart@rothschild.com, and be received by the Company no later than the 25th day before the meeting date (i.e. at the latest on Sunday 3 September 2017 at 00:00 a.m. (Paris time)) and cannot be submitted more than 20 days after the publication of the prior notification in the *Bulletin des Annonces Légales Obligatoires*.

The request must be accompanied by:

- the point(s) to be added to the agenda along with a brief presentation of the reasons; or
- the text of the draft resolution(s), that can be accompanied by a brief presentation of the reasons and, where relevant, the other information mentioned in Article R. 225-71 of the French Commercial Code; and
- a certificate of share ownership as proof of possession or representation, by the authors of the request, of the capital fraction required by Article R. 225-71 of the French Commercial Code.

Moreover, examination by the General Meeting of the agenda points or draft resolution submitted by shareholders is contingent upon the transmission, by the authors, of a new certificate of share ownership providing proof of account registration of the securities in the same accounts at 00:00 a.m. (Paris time) on the second business day to the central custodian prior to the General Meeting (i.e. on Tuesday 26 September 2017 at 00:00 a.m. (Paris time) at the latest).

The list of points added to the agenda and the text of the draft resolutions presented by the shareholders under the conditions described above will be published on the Company's website (www.rothschildandco.com), in compliance with Article R. 225-73-1 of the French Commercial Code.

Submitting of written questions

In accordance with Article R. 225-84 of the French Commercial Code (*Code de commerce*), a shareholder wishing to ask written questions can submit the said questions to the Managing Partner by recorded delivery letter sent to the Company's head office, at the latest on the fourth business day prior to the meeting (i.e. at the latest on Friday 22 September 2017, at 00:00 a.m., (Paris time)) (Rothschild & Co, Legal department, 23 bis, avenue de Messine, 75008 Paris). For bearer shareholders, these questions must be accompanied by a certificate of share ownership.

Available documents

The documents that must be made available to the shareholders as part of this General Meeting will be available at the Company's registered office (Rothschild & Co, Legal department, 23 bis, avenue de Messine, 75008 Paris), and will be available for consultation on the Company's website (www.rothschildandco.com, under 'Actionnaires'/'Shareholders' or 'Assemblée Générale'/'Annual General Meeting'), 21 days before the General Meeting at the latest, i.e. on Thursday 7 September 2017, under the conditions established by the applicable legal and regulatory provisions.