

*Translation for convenience only. The French version of this document prevails.*

**GUILLEMOT CORPORATION**  
**Joint stock company with capital of €11,553,646.72**  
**Registered office: Place du Granier - BP 97143 - 35571 Chantepie Cedex**  
**414 196 758 RCS RENNES - APE Code: 4651Z**

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**MEETING NOTICE**

The shareholders are hereby informed that a combined general meeting (ordinary and extraordinary) will take place on Thursday, May 22, 2014, 10:00 AM at the company's registered office, Immeuble Nouvelles Structures, Place du Granier, Chantepie (35135), in order to deliberate upon the following agenda items:

Within the remit of the ordinary general meeting:

- Board of Directors' reports,
- Independent Auditors' reports,
- Approval of December 31, 2013 year-end financial statements,
- December 31, 2013 year-end net income appropriation,
- Approval of December 31, 2013 year-end consolidated financial statements,
- Approval of agreements stipulated in Article L.225-38 of the Commercial Code,
- Appointment of Madam Maryvonne Le Roch - Nocéra as director,
- Authorization of Board of Directors to carry out transactions on company shares,
- Powers in light of legal formalities.

Within the remit of the extraordinary general meeting:

- Board of Directors' report,
- Independent Auditors' report,
- Authorization of Board of Directors to proceed with capital reduction via cancellation of company shares,
- Powers in light of legal formalities.

**Draft text of resolutions**

Within the remit of the ordinary general meeting:

**FIRST RESOLUTION**

(Approval of December 31, 2013 year-end financial statements)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' management report and of the Independent Auditors' reports, approves the December 31, 2013 year-end financial statements, as presented, as well as the transactions figuring in these statements or summarized in these reports.

**SECOND RESOLUTION**

(December 31, 2013 year-end net income appropriation)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, decides to appropriate the December 31, 2013 year-end loss amounting to €1,541,889.91 to the retained losses. The meeting takes cognizance of the fact that no dividends have been distributed over the course of the past three fiscal years.

**THIRD RESOLUTION**

(Approval of December 31, 2013 year-end consolidated financial statements)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the report on the Group's management included in the Board of Directors' management report and of the Independent Auditors' report on the December 31, 2013 year-end consolidated financial statements, approves the consolidated financial statements for said fiscal year, as presented, as well as the transactions figuring in these statements or summarized in these reports.

**FOURTH RESOLUTION**

(Approval of agreements stipulated in Article L.225-38 of the Commercial Code)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Independent Auditors' special report on the agreements stipulated in Article L.225-38 of the Commercial Code, approves the agreements referred to therein and the conclusions of said report.

**FIFTH RESOLUTION**

(Appointment of Madam Maryvonne Le Roch - Nocéra as director)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, decides to appoint Madam Maryvonne Le Roch - Nocéra as director for a duration of six years.

The mandate of director of Madam Maryvonne Le Roch - Nocéra will come to an end at the end of the ordinary general meeting called to rule in 2020 on the accounts of the last past financial year.

## **SIXTH RESOLUTION**

(Authorization of Board of Directors to carry out transactions on company shares)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having been made aware of the Board of Directors' report, authorizes the Board of Directors pursuant to the provisions of Articles L.225-209 and following of the Commercial Code, of the European Communities Commission regulation 2273/2003 of December 22, 2003, and of the market practices sanctioned by the Autorité des Marchés Financiers, to proceed with the purchase of its own shares, up to a maximum of 10% of the total number of shares of which the company's capital is composed, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting, with a view to:

- stimulation of the market or the liquidity of the security, via the intermediary of an investment services provider acting with full independence, within the context of a liquidity contract pursuant to the ethics charter recognized by the Autorité des Marchés Financiers,
- the conservation and subsequent remittance of securities, in payment or in exchange, within the context of possible external growth operations, with the stipulation that the number of securities acquired to this effect may not exceed 5% of the securities of which the company's capital is composed,
- the coverage of marketable securities granting the right to the allocation of company shares through conversion, exercise, reimbursement or exchange,
- the coverage of stock option plans and/or any other form of share allocation to employees and/or legal representatives of the company and/or its group,
- the cancellation of shares acquired, subject to the adoption of a specific resolution by the extraordinary general meeting of shareholders.

When the shares are repurchased to favor the liquidity of the security, the number of shares taken into account for the calculation of the limit of 10% above corresponds to the number of purchased shares deduction made of the number of shares resold during the duration of the present authorization.

The number of shares which the company may hold, directly or indirectly, at whatever time, may not exceed 10% of the company's capital, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting.

The maximum purchase price per share is set at €5, representing, for the purposes of illustration based on the number of shares of which the company's capital was composed on February 28, 2014, a maximum purchase amount of €7,502,365.00. The acquisition, disposal or transfer of shares may be carried out via all methods, at one or more times, on the market or via a private treaty, including by transactions on blocks of securities (without a volume limit), and in compliance with applicable regulations.

These transactions may take place at any time, subject to the abstention periods stipulated in legal and regulatory provisions. The meeting grants all powers to the Board of Directors, with subdelegation of authority according to the conditions set by law, in order to carry out this share buyback program, conclude any agreements or compacts, submit any orders, carry out any appropriation or reappropriation of the shares acquired, pursuant to applicable legal and regulatory provisions, carry out all required formalities and declarations and, generally, to accomplish whatever may be required.

This authorization is granted for a period of eighteen months as of the date of this meeting. For the unused portion, it terminates the authorization granted by the combined general meeting held May 23, 2013.

## **SEVENTH RESOLUTION**

(Fulfillment of legal formalities relating to ordinary general meeting)

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, grants all powers to the bearer of an original, copy or extract of this meeting's minutes to fulfill all legal formalities.

Within the remit of the extraordinary general meeting:

## **EIGHTH RESOLUTION**

(Authorization of Board of Directors to proceed with capital reduction via cancellation of company shares)

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, having been made aware of the Board of Directors' report and the Independent Auditors' report, and ruling in accordance with Article L.225-209 of the Commercial Code, authorizes the Board of Directors to proceed, one or more times at its sole discretion, with the cancellation of all or part of the treasury stock shares held by the company or which may be held following the buybacks carried out within the context of the share buyback programs authorized by the sixth resolution submitted to this meeting or authorized before the date of this meeting, within the limit of 10% of the number of shares of which the company's capital is composed, by periods of twenty-four months, this percentage applying to an adjusted capital according to transactions affecting it subsequent to the date of this meeting.

The general meeting confers all powers upon the Board of Directors to proceed with a capital reduction via the cancellation of shares, to set the terms, allocate the difference between the book value of canceled shares and their nominal value on all available reserve and premium accounts, certify the execution, proceed with corresponding modifications to bylaws and all required formalities.

This authorization is granted for a period of eighteen months as of the date of this meeting. It terminates the authorization granted by the combined general meeting held May 23, 2013.

## **NINTH RESOLUTION**

(Fulfillment of legal formalities relating to extraordinary general meeting)

The general meeting, ruling in accordance with the conditions of quorum and majority required for extraordinary general meetings, grants all powers to the bearer of an original, copy or extract of this meeting's minutes to fulfill all legal formalities.

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**A- Prior formalities to be carried out in order to participate in the general meeting**

All shareholders, whatever the number of shares they hold, may take part in this general meeting:

- either by attending personally; or
- through voting by post; or
- by being represented by granting a proxy to the Chairman of the general meeting or to any other natural or legal person of their choice.

In order to participate in the general meeting, shareholders must provide proof of their shareholding status, whatever method of participation they have chosen.

Proof of the right to participate in the general meeting is provided by way of registration of the securities held in the shareholder's name (or in the name of the intermediary registered for their account, pursuant to paragraph 7 of Article L.228-1 of the Commercial Code) by the third working day preceding the meeting date at zero hour, Paris time:

- either in the registered securities accounts held by the company, for shareholders with registered securities;
- or in the bearer securities accounts held by an intermediary, as stipulated in Article L.211-3 of the Monetary and Financial Code, for shareholders with bearer securities.

Registration or entry of securities in the bearer securities accounts held by an intermediary, as stipulated in Article L.211-3 of the Monetary and Financial Code, is certified by way of a certificate of participation delivered by this intermediary and appended:

- to the form for voting by post; or
- to the form for voting by proxy; or
- to the admission card request drawn up in the name of the shareholder (or for the account of the shareholder represented by the registered intermediary).

A certificate of participation is also delivered to shareholders wishing to take part in the meeting in person and not having received their admission card by the third working day preceding the meeting date at zero hour, Paris time.

As the general meeting is set to take place on May 22, 2014, the deadline which represents the third working day preceding the meeting date at zero hour, Paris time, will be: Monday, May 19, 2014 at zero hour, Paris time. Only shareholders fulfilling the conditions set out in point A of this notice on said date shall be authorized to participate in the meeting of shareholders.

**B- Method of participation in the general meeting**

For this general meeting, no voting by way of electronic or telecommunication methods is authorized. Consequently, no website as stipulated in Article R.225-61 of the Commercial Code will be set up to this effect.

Shareholders wishing to participate in the general meeting in person may request an admission card as follows:

- for shareholders with registered securities: by requesting an admission card from Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France (or by fax at +33 (0) 2.99.93.20.40), or by presenting themselves on the day of the general meeting, along with a proof of identity;
- for shareholders with bearer securities: requesting that the authorized intermediary responsible for managing their securities account sends a certificate of participation to Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France (or by fax at +33 (0) 2.99.93.20.40), who will then send the shareholder an admission card, in light of the certificate of participation received from said intermediary. Shareholders who have not received their admission card by May 19, 2014 at zero hour, Paris time, may directly deliver the certificate of participation issued by the authorized intermediary responsible for managing their securities account. Shareholders must present themselves on the day of the general meeting, along with a proof of identity and their admission card (or the certificate of participation sent to them by the authorized intermediary responsible for managing their securities account).

Shareholders who will not be participating in the general meeting in person, and who wish to vote by post or be represented by granting a proxy to the Chairman of the general meeting or to any other natural or legal person of their choice, must proceed as follows:

- for shareholders with registered securities: return the single form for voting by post or by proxy that will be sent to them along with the meeting convocation notice, to the company Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France;
- for shareholders with bearer securities: send a request for a single form for voting by post or by proxy to the company Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France (or by fax at +33 (0) 2.99.93.20.40), which must be received at least six days prior to the general meeting date (namely by May 16, 2014).

It should be noted that the single form for voting by post or by proxy will also be put online on the company's website ([www.guillemot.com](http://www.guillemot.com)) by the twenty first day preceding the general meeting date, at the latest.

In order to be taken into account by the company Guillemot Corporation S.A., the single form for voting by post or by proxy, duly completed and signed, must be received at the following address at least three days prior to the general meeting date (namely by May 19, 2014): Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France (or by fax at +33 (0) 2.99.93.20.40). For shareholders with bearer securities, in order to be taken into account, this form must be accompanied by the certificate of participation delivered by the intermediary in charge of their securities account.

For any proxy granted by a shareholder without specification of a representative, the Chairman of the general meeting shall deliver a vote in favor of the adoption of the draft resolutions presented or agreed upon by the Board of Directors, and a vote against the adoption of any other draft resolutions. To deliver a different type of vote, the shareholder must select a representative who agrees to vote as indicated by the shareholder.

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Pursuant to the terms of Article R.225-79 of the Commercial Code, notification of the appointment and the revocation of a representative may also be carried out electronically, according to the following methods:

- for shareholders with registered securities: by sending an electronic mail (email) to [mandats-ag-mai2014@guillemot.fr](mailto:mandats-ag-mai2014@guillemot.fr) which must be completed with an electronic signature which they have obtained from an authorized third-party certifier, and specify their family name, first name, and address, along with the family name and first name of the appointed or revoked representative;

- for shareholders with bearer securities: by sending an electronic mail (email) to [mandats-ag-mai2014@guillemot.fr](mailto:mandats-ag-mai2014@guillemot.fr) which must be completed with an electronic signature which they have obtained from an authorized third-party certifier, and specify their family name, first name, and address, along with the family name and first name of the appointed or revoked representative. It is imperative that notification of the appointment of a representative be accompanied by the certificate of participation issued by the authorized intermediary responsible for managing their securities account.

The authorization may be revoked according to the same methods as those required for appointment of a representative.

Only notifications of appointment or revocation submitted electronically, duly notified and signed, received by at least three days prior to the meeting date (namely by May 19, 2014 at the latest) shall be taken into account.

It should be noted that only notifications of appointment or revocation of a representative may be sent to the [mandats-ag-mai2014@guillemot.fr](mailto:mandats-ag-mai2014@guillemot.fr) email address; any other request or notification sent electronically to this address and relating to another subject shall not be taken into account and/or processed.

In the event whereby a shareholder has already delivered his or her vote by post, submitted a proxy or requested his or her admission card or certificate of participation in order to participate in the meeting in person, said shareholder may no longer choose another method of participating in the meeting.

#### **C- Request for inclusion of items or draft resolutions in the general meeting's agenda**

Shareholders fulfilling the conditions stipulated in Article R.225-71 of the Commercial Code (or an association of shareholders meeting the conditions set out in Article L.225-120 of the Commercial Code) have the right to request the inclusion of items or draft resolutions in the general meeting's agenda. Such requests must be received at the company's registered office, by registered letter with acknowledgment of receipt, by the twenty fifth day preceding the general meeting date, at the latest (namely by April 25, 2014 at the latest).

Requests for inclusion of an item in the general meeting's agenda must be justified.

Requests for inclusion of draft resolutions must be accompanied by the text of the draft resolutions, which may be associated with a brief explanatory statement, as well as the items of information stipulated in paragraph 5 of Article R.225-83 of the Commercial Code if the draft resolution relates to the nomination of a candidate to the Board of Directors.

The authors of such requests must provide proof, on the date of their request, of ownership or representation of the fraction of capital required by registration of the corresponding securities, either in the registered securities accounts held by the company, or in the bearer securities accounts held by an intermediary, as stipulated in Article L.211-3 of the Monetary and Financial Code, for shareholders with bearer securities. The authors must submit a share registration certificate along with their request. Examination of the item or of the resolution is subject to the later submission, by the authors of the request, of a new certificate certifying the registration of the securities in the same accounts by the third working day preceding the meeting date at zero hour, Paris time.

The text of draft resolutions submitted by shareholders and the list of items added to the agenda at their request will be published without delay on the company's website ([www.guillemot.com](http://www.guillemot.com)).

#### **D- Written questions**

Shareholders have the right to submit questions in writing to the Board of Directors. These questions must be submitted to the Chairman of the Board of Directors, at the company's registered office, by registered letter with acknowledgment of receipt, by the fourth working day preceding the meeting date at the latest (namely by May 16, 2014 at the latest). When submitted by a shareholder holding bearer securities, they must be accompanied by a certificate of registration in the bearer securities accounts held by an intermediary, as stipulated in Article L.211-3 of the Monetary and Financial Code.

#### **E- Shareholder information**

The information and documents stipulated in Article R225-73-1 of the Commercial Code will be published on the website of the company Guillemot Corporation S.A. ([www.guillemot.com](http://www.guillemot.com)), by the twenty first day preceding the general meeting date at the latest (namely by April 30, 2014 at the latest), under the "General meetings" heading, which can be accessed by way of the following sections: Financial Information - This year.

Moreover, as of the meeting's convocation, documents due to be presented at the general meeting will be sent to shareholders who have proven their shareholding status, free of charge, upon request by said shareholders. These documents will also be available to shareholders, as of the meeting's convocation, at the following address: 2 rue du Chêne Héleuc, 56910 Carentoir, France.

*The Board of Directors.*