

**GUILLEMOT CORPORATION**  
**Joint stock company with capital of €11,771,359.60**  
**Registered office: Place du Granier, BP 97143, 35571 Chantepie Cedex**  
**414 196 758 R.C.S. RENNES**

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**CONVOCACTION NOTICE**

**Warning - Covid-19**

In the evolving context of the Covid-19 epidemic, the Chairman of the Board of Directors, on the delegation of the Board of Directors, has decided, exceptionally, to hold the combined general meeting of June 4, 2020 "in camera", namely without shareholders and other persons having the right to attend being present, whether physically or by telephone or audio-visual conference.

This decision of the Chairman of the Board of Directors takes place in accordance with the provisions of Article 4 of ordinance n° 2020-321 of March 25, 2020 adapting the rules of meeting and deliberation of the meetings of legal persons due to the Covid-19 epidemic.

In this context, and in accordance with the provisions of the abovementioned ordinance and of the decree n° 2020-418 of April 10, 2020, shareholders have the possibility to cast their vote without being physically present, before the general meeting, namely by voting by post or by giving a proxy voting mandate, in the manner specified in this notice.

These means of participation made available to shareholders (voting by post or proxy) are the only possible means. No vote will therefore be possible during the meeting, so shareholders (and if applicable their representative) are invited not to request an admission card and to vote before the general meeting.

As part of the relationship between the company and its shareholders, and given the evolving context of the Covid-19 epidemic, the company strongly invites shareholders to favor the transmission of all their requests and documents by electronic means because it could not be able to receive postal items addressed to it.

The methods of organizing the general meeting could change depending on health and/or legal requirements. The company will keep shareholders informed of any possible evolution relating to the conditions of participation in the general meeting, so, shareholders are invited to regularly visit the company's website [www.guillemot.com](http://www.guillemot.com) (heading Financial and Regulated Information/This year/General Meetings).

Shareholders are convened to a combined general meeting (ordinary and extraordinary) will take place on Thursday, June 4, 2020, at 10:00 AM, in Carentoir (56910), 2 rue du Chêne Héleuc, which will be held exceptionally "in camera", without the presence of shareholders and other persons entitled to attend, and will be called upon to deliberate on the following agenda:

Within the remit of the ordinary general meeting:

- Board of Directors' reports,
- Independent Auditors' reports,
- Approval of December 31, 2019 year-end financial statements,
- December 31, 2019 year-end net income appropriation,
- Approval of December 31, 2019 year-end consolidated financial statements,
- Approval of agreements stipulated in Article L.225-38 of the Commercial Code,
- Renewal of director's mandate of Madam Maryvonne LE ROCH-NOCERA,
- Appointment of Mr. Sébastien LEGEAI to the post of alternate Independent Auditor to replace Mr. Jacques LE DORZE resigning as alternate Independent Auditor,
- Approval of the compensation elements paid during the course of or awarded for the year ended December 31, 2019 to Mr. Claude Guillemot, president and managing director,
- Approval of the compensation elements paid during the course of or awarded for the year ended December 31, 2019 to Mr. Michel Guillemot, deputy managing director,
- Approval of the compensation elements paid during the course of or awarded for the year ended December 31, 2019 to Mr. Yves Guillemot, deputy managing director,
- Approval of the compensation elements paid during the course of or awarded for the year ended December 31, 2019 to Mr. Gérard Guillemot, deputy managing director,

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- Approval of the compensation elements paid during the course of or awarded for the year ended December 31, 2019 to Mr. Christian Guillemot, deputy managing director,
- Approval of information mentioned in I of Article L.225-37-3 of the Commercial Code relating to the compensation of directors and officers,
- Approval of the compensation policy for directors and officers in accordance with II of Article L.225-37-2 of the Commercial Code,
- Authorization to be given to the Board of Directors to carry out transactions on company shares,
- Fulfillment of the legal formalities consecutive to the ordinary general meeting.

Within the remit of the extraordinary general meeting:

- Board of Directors' report,
- Independent Auditors' report,
- Authorization to be given to the Board of Directors to proceed with capital reduction via cancellation of company shares,
- Harmonization of the bylaws with the legal provisions,
- Fulfillment of the legal formalities consecutive to the extraordinary general meeting.

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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.

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 the book-entry 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 second 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.

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.

As the general meeting is set to take place on June 4, 2020, the deadline which represents the second working day preceding the meeting date at zero hour, Paris time, will be: Tuesday, June 2, 2020 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- Particular methods of participation in the general meeting in the exceptional context of Covid-19 epidemic**

Exceptionally, the general meeting being held "in camera", shareholders will not be able to attend the general meeting physically or by telephone or audio-visual conference.

It will therefore not be possible to request an admission card, ask questions during the general meeting, or suggest new resolutions during the general meeting.

Moreover, 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.

**In general, given the exceptional context of the Covid-19 epidemic and the altered functioning of the postal services, it is recommended to use electronic mailing or to favor requests by electronic means according to the terms below.**

To take part in this general meeting, shareholders may choose only between one of the following participation methods:

- to vote by post,

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- to grant a proxy to the Chairman of the general meeting or send a proxy to the company without indicating any representative name, or
- to grant a proxy to any other natural or legal person of their choice (mandate to a third party), being specified that, in this case, the proxy must then vote by post.

For this purpose, shareholders will have to:

- **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 :
  - either to the following postal address: Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France, or
  - either by fax to +33 (0)2 99 93 20 40, or
  - either by electronic message (email) to the following electronic address: [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr)
- **for shareholders with bearer securities:** ask for for a single form for voting by post or by proxy to the intermediary who manage their securities, or to the company:
  - either to the following postal address: Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France, or
  - either by fax to +33 (0)2 99 93 20 40, or
  - either by electronic message (email) to the following electronic address: [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr)To be fulfilled, the request must be received at least six days prior to the general meeting date (namely by May 29, 2020).

It should be noted that the single form for voting by post or by proxy is online on the company's website [www.guillemot.com](http://www.guillemot.com) .

### **1. Vote by post - Proxy to the Chairman of the general meeting - Proxy to the company without indicating any representative name**

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 by the company at least three days prior to the general meeting date (namely by June 1<sup>st</sup>, 2020):

- either to the following postal address: Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France, or
- either by fax to +33 (0)2 99 93 20 40, or
- either by electronic message (email) to the following electronic address: [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr)

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.

### **2. Proxy with indication of a representative (other than the Chairman of the general meeting)**

Pursuant to Article 6 of the decree of April 10, 2020, to be taken into account by the company Guillemot Corporation S.A., the proxy with indication of representative, duly completed and signed, must have reached the company at the latest four days before the date of the general meeting (i.e. no later than May 31, 2020):

- either to the following postal address: Guillemot Corporation S.A., Service Juridique, BP 2, 56204 La Gacilly Cedex, France, or
- either by fax to +33 (0)2 99 93 20 40

If you wish to appoint or revoke a representative, the notification of the appointment and the revocation of a representative may also be carried out electronically, pursuant to the terms of Article R.225-79 of the Commercial Code, according to the following methods:

- **for shareholders with registered securities:** by sending an electronic mail (email) to [mandats-ag-june2020@guillemot.fr](mailto:mandats-ag-june2020@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-june2020@guillemot.fr](mailto:mandats-ag-june2020@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

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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 up to the fourth day prior to the meeting date (namely by May 31, 2020 at the latest) shall be taken into account.

The [mandats-ag-june2020@guillemot.fr](mailto:mandats-ag-june2020@guillemot.fr) email address is reserved for appointments and revocations of representatives; any other request or notification sent electronically to this address and relating to another subject shall not be taken into account and/or processed.

It is specified that the representative (that is to say the person to whom the shareholder has given a proxy) must then send, by electronic message (email) to the electronic address [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr), the form for voting by post which must be sent at the latest the fourth day preceding the date of the general meeting (i.e. at the latest on May 31, 2020) to be taken into account. The shareholder who has given a proxy must therefore inform his representative, as soon as possible, of the proxy he has given him so that the latter can then vote by post within the time limit set out in this paragraph.

### **3. Modification of voting instructions**

Notwithstanding the Article R.225-85 of the Commercial Code, in the event whereby a shareholder has already delivered his or her vote by post or submitted a proxy, said shareholder may choose another method of participating in the meeting among those possible for this general meeting provided that its instructions to this effect is received no later than the fourth day preceding the date of the meeting, namely no later than May 31, 2020. Notwithstanding the Article R.225-80 of the Commercial Code, the previous instructions received will then be revoked.

#### **C- 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 28, 2020 at the latest).

However, given the exceptional context of the Covid-19 epidemic, postal shipments may not be able to be received by the company. As a consequence, it is recommended that these questions be sent electronically to the following address: [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr)

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.

#### **D- Shareholder information**

The information and documents stipulated in Article R225-73-1 of the Commercial Code are published on the website of the company Guillemot Corporation S.A. ([www.guillemot.com](http://www.guillemot.com)) under the "General meetings" heading, which can be accessed by way of the following sections: Financial and Regulated Information/This year.

These documents are also available to shareholders at the following address: 2 rue du Chêne Héleuc, 56910 Carentoir, France. Moreover, they will be sent to shareholders who have proven their shareholding status, free of charge, upon request by said shareholders.

Given the exceptional context of the Covid-19 epidemic, shareholders are invited, in accordance with Article 3 of ordinance n° 2020-321 of March 25, 2020, to indicate in their request the email address which these documents can be sent to them.

The meeting notice containing the draft text of resolutions was published in the Bulletin des Annonces Légales Obligatoires on April 29, 2020 (Bulletin No.52).