

**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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**MEETING 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 and remotely, 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 hereby informed that 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:

**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,

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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. Gérard 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. 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.

### Draft text of resolutions

Within the remit of the ordinary general meeting:

#### FIRST RESOLUTION

*(Approval of December 31, 2019 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' report on the annual accounts, approves the December 31, 2019 year-end financial statements, as presented, as well as the transactions figuring in these statements or summarized in these reports.

#### SECOND RESOLUTION

*(December 31, 2019 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, 2019 year-end loss amounting to €1,933,763.93 to the retained losses.

In accordance with the provisions of Article 243 bis of the General Tax Code, it is recalled that the dividend distributions made for the previous three financial years were as follows:

|                                   | 2018           | 2017       | 2016       |
|-----------------------------------|----------------|------------|------------|
| Number of shares                  | 15,287,480     | 15,004,736 | 15,004,736 |
| Dividend per share                | 0.13 €         | 0          | 0          |
| Total dividend <sup>(1) (2)</sup> | 1,987,372.40 € | 0          | 0          |

*(1) These amounts do not take into account amounts not paid because of treasury shares.*

*(2) Dividends eligible for the 40% reduction provided for in Article 158 3 2° of the General Tax Code.*

#### THIRD RESOLUTION

*(Approval of December 31, 2019 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 Board of Directors' report on the Group's management included in the Board of Directors' management report and of the Independent Auditors' report on the consolidated accounts, approves the December 31, 2019 year-end consolidated financial statements, 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.

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#### **FIFTH RESOLUTION**

*(Renewal of director's mandate of Madam Maryvonne LE ROCH-NOCERA)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, having noticed that the director's mandate of Madam Maryvonne LE ROCH-NOCERA expires, decide the renewal of her mandate for a new period of six years which will come to an end at the end of the ordinary general meeting called to rule in 2026 on the accounts of the last past financial year.

#### **SIXTH RESOLUTION**

*(Appointment of Mr. Sébastien LEGEAI to the post of alternate Independent Auditor to replace Mr. Jacques LE DORZE resigning as alternate Independent Auditor)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for regular general meetings, decides, as per the Board of Directors' proposal, to appoint Mr. Sébastien LEGEAI, 2 rue de la Chaudronnerais, 35133 Beaucé, to the post of alternate Independent Auditor to replace Mr. Jacques LE DORZE resigning as alternate Independent Auditor.

Mr. Sébastien LEGEAI is appointed for the remainder of the term of office of Mr. Jacques LE DORZE, namely until the end of the general meeting of shareholders to be held in order to deliberate upon the financial statements for the fiscal year ending in 2021.

#### **SEVENTH RESOLUTION**

*(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)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Article L.225-100 III of the Commercial Code, the fixed, variable and exceptional items composing the total compensation and the benefits in kind paid during the course of or awarded for the financial year ended December 31, 2019 to Mr. Claude Guillemot because of his term of office as president and managing director, as set out in paragraph 21.6.3 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **EIGHTH RESOLUTION**

*(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)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Article L.225-100 III of the Commercial Code, the fixed, variable and exceptional items composing the total compensation and the benefits in kind paid during the course of or awarded for the financial year ended December 31, 2019 to Mr. Michel Guillemot because of his term of office as deputy managing director, as set out in paragraph 21.6.3 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **NINTH RESOLUTION**

*(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)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Article L.225-100 III of the Commercial Code, the fixed, variable and exceptional items composing the total compensation and the benefits in kind paid during the course of or awarded for the financial year ended December 31, 2019 to Mr. Yves Guillemot because of his term of office as deputy managing director, as set out in paragraph 21.6.3 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **TENTH RESOLUTION**

*(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)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Article L.225-100 III of the Commercial Code, the fixed, variable and exceptional items composing the total compensation and the benefits in kind paid during the course of or awarded for the financial year ended December 31, 2019 to Mr. Gérard Guillemot because of his term of office as deputy managing director, as set out in paragraph 21.6.3 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **ELEVENTH RESOLUTION**

*(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)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Article L.225-100 III of the Commercial Code, the fixed, variable and exceptional items composing the total compensation and the benefits in kind paid during

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the course of or awarded for the financial year ended December 31, 2019 to Mr. Christian Guillemot because of his term of office as deputy managing director, as set out in paragraph 21.6.3 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **TWELFTH RESOLUTION**

*(Approval of information mentioned in I of Article L.225-37-3 of the Commercial Code relating to the compensation of directors and officers)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of II of Article L.225-100 of the Commercial Code, the information mentioned in I of the Article L.225-37-3 of the Commercial Code relating to directors and officers, which are presented in paragraph 21.6.4 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **THIRTEENTH RESOLUTION**

*(Approval of the compensation policy for directors and officers in accordance with II of Article L.225-37-2 of the Commercial Code)*

The general meeting, ruling in accordance with the conditions of quorum and majority required for ordinary general meetings, approves, in accordance with the provisions of Articles L.225-37-2 II and R.225-29-1 of the Commercial Code, the compensation policy for directors and officers as presented in paragraph 21.6.5 of the corporate governance report attached to the management report for the year ended December 31, 2019.

#### **FOURTEENTH RESOLUTION**

*(Authorization to be given to the 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 including the description of the share buyback program in accordance with articles 241-1 and following of the Autorité des Marchés Financiers' general regulation, authorizes the Board of Directors pursuant to the provisions of Articles L.225-209 and following of the Commercial Code, of the regulation No 596/2014 of the European Parliament and of the Council, of the Autorité des Marchés Financiers' general regulation 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 subsequently to the date of this meeting, with a view to:

- animate the security market to favor 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 decision of the Autorité des Marchés Financiers establishing liquidity contracts as an accepted market practice,
- keep and subsequent remit the 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,
- cover marketable securities representative of debt securities granting the right to the allocation of company shares through conversion, exercise, reimbursement or exchange,
- cover stock option plans and/or any other form of share allocation to employees and/or executive directors of the company and/or its group,
- cancel the shares thus purchased, in whole or in part, subject to the adoption of a specific resolution by the extraordinary general meeting of shareholders,
- complete any transaction admitted or that may be authorized by the regulations after the date of the present meeting, particularly if it is part of a market practice that may be accepted by the Autorité des Marchés Financiers.

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 ten euros.

The maximum amount allocated to the share buyback program is set at ten million euros.

The acquisition, disposal or transfer of shares may be carried out via all methods, in one or more times, on or off the market or via a private treaty, including by acquisition or disposal of blocks of securities. These transactions shall be carried out in compliance with the applicable laws and regulations at the date of the transaction

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concerned. These transactions may take place at any time, including during a public offering period targeting the company, subject to the abstention or suspension periods stipulated in legal and regulatory provisions.

The meeting grants all powers to the Board of Directors, with sub-delegation of authority according to the legal and regulatory conditions, in order to carry out this share buyback program, conclude any agreements, submit any orders, carry out any appropriation or reappropriation of the shares acquired, pursuant to applicable legal and regulatory provisions, 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 general meeting held May 23, 2019.

#### **FIFTEENTH RESOLUTION**

*(Fulfillment of the legal formalities consecutive 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:

#### **SIXTEENTH RESOLUTION**

*(Authorization to be given to the 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, at its sole discretion, in one or more times, at any time including during a public offering period targeting the company, 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 fourteenth 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 subsequently 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 general meeting held May 23, 2019.

#### **SEVENTEENTH RESOLUTION**

*(Harmonization of the bylaws with the legal provisions)*

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, decides to harmonize the company's bylaws with the legal provisions, namely:

- 1) Modification as follows of the third paragraph of article 5 of the bylaws relating to the procedure for identifiable bearer securities, the rest of the article remaining unchanged:

| Former wording   | New wording   |
|--|---|
| The company may at any time, in accordance with legal and regulatory provisions, request the body responsible for securities clearing (SICOVAM) for information enabling it to identify the security holders conferring, immediately or at a later date, the right to vote at meetings, as well as the quantity of securities held by each of them and, if applicable, the restrictions on which the securities may be struck. | The company may at any time, in accordance with legal and regulatory provisions, request the central securities depository responsible for maintaining the company's securities issuance account, or directly to one or several intermediaries mentioned in Article L211-3 of the Monetary and Financial Code, the information enabling it to identify the security holders conferring, immediately or at a later date, the right to vote at its own meetings of shareholders, as well as the quantity of securities held by each of them and, if applicable, the restrictions on which the securities may be struck. |

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- 2) Modification as follows of I and II of article 11 of the bylaws relating to the compensation of directors and officers, the rest of the article remaining unchanged:

| Former wording   | New wording  |
|--|--|
| I - The ordinary general meeting may allocate attendance fees to directors under the conditions provided by law.<br><br>The Board of Directors distributes this compensation among its members as it sees fit. | I - The ordinary general meeting may allocate to directors, as compensation for their activity, a fixed annual sum which this meeting decides on.<br><br>The Board of Directors distributes this compensation among its members as it sees fit, under the conditions provided for by the legal provisions. |
| II - The compensation of the chairman, the chief executive officer and that of the deputy chief executive officers are freely set by the Board of Directors.   | II - The compensation of the chairman, the chief executive officer and that of the deputy chief executive officers are freely set by the Board of Directors, under the conditions provided for by the legal provisions.  |

- 3) Modification as follows of the first paragraph of article 12 of the bylaws relating to the powers of the Board of Directors, the rest of the article remaining unchanged:

| Former wording   | New wording   |
|--|---|
| The Board of Directors sets the orientations of the company's business and ensures the implementation thereof. | The Board of Directors sets the orientations of the company's business and ensures the implementation thereof, in accordance with its social interest, taking into account the social and environmental issues of its activity. |

## **EIGHTEENTH RESOLUTION**

*(Fulfillment of the legal formalities consecutive to the 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.

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.

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## **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,
- 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 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 (May 14, 2020 at the latest).

### **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 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- 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 May 10, 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 requests be sent electronically to the following address: [ag2020@guillemot.fr](mailto:ag2020@guillemot.fr)

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



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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. 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 entry of the securities in the same accounts by the second working day preceding the meeting date at zero hour, Paris time (June 2, 2020 at zero hour at the latest).

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 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.

#### **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 May 14, 2020 at the latest), under the "General meetings" heading, which can be accessed by way of the following sections: Financial and Regulated Information/This year.

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. 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.