

# **SOGECLAIR**

**Joint Stock Company with capital of €2,900,000**  
**Headquarters: 7, avenue Albert Durand, 31700 Blagnac.**  
**335 218 269 R.C.S. Toulouse**

## **RESULTS OF THE VOTE ON THE RESOLUTIONS** **OF THE ANNUAL GENERAL MEETING** **HELD ON 17 MAY 2013**

NUMBER OF SHARES MAKING UP THE CAPITAL: 725,000  
NUMBER OF SHARES TAKEN INTO ACCOUNT: 680,884  
NUMBER OF SHARES PRESENT AND REPRESENTED: 515,793  
TOTAL NUMBER OF VOTING RIGHTS: 992,495

Mr Philippe Robardey proposed an amendment to the first draft resolution in order to correct a material error. In fact, the profit for the financial year ending 31 December 2012 amounted to €567,274.49 and not €567,420.49.

This amendment was approved by all the members of the Board of Directors, with the exception of one member who was absent, and was accepted by the Executive Committee.

As no one asked to speak, after the first draft resolution had been amended, the following resolutions were successively put to the vote.

### **First resolution – Approval of the annual accounts for the year ending 31 December 2012**

This resolution was adopted by a majority.

VOTES FOR: 964,749

VOTES AGAINST / ABSTAINED: 27,746

### **Second resolution – Approval of the consolidated accounts for the year ending 31 December 2012**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

### **Third resolution – Appropriation of the profit for the year and setting the dividend**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

### **Fourth resolution – Auditors' special report on the regulated agreements and commitments and approval of those agreements**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

### **Fifth resolution – Auditors' special report on the regulated agreements and commitments and approval of a commitment made for the benefit of Mr Philippe Robardey**

This resolution was adopted by a majority, it being noted that the shareholder concerned refrained from taking part in the vote.

VOTES FOR: 424,008

VOTES AGAINST / ABSTAINED: 27,766

**Sixth resolution – Renewal of Mr Philippe Robardey’s term of offices as director**

This resolution was adopted by a majority.

VOTES FOR: 971,499

VOTES AGAINST / ABSTAINED: 20,996

**Seventh resolution – Renewal of Mr Alain Ribet’s term of offices as director**

This resolution was adopted by a majority.

VOTES FOR: 971,499

VOTES AGAINST / ABSTAINED: 20,996

**Eighth resolution – Renewal of Mr Gérard Blanc’s term of offices as director**

This resolution was adopted by a majority.

VOTES FOR: 971,499

VOTES AGAINST / ABSTAINED: 20,996

*Mr Philippe Robardey proposed an amendment to the ninth draft resolution which aimed to raise the maximum purchase price per share, in the framework of the provisions of article L. 225-209 of Commercial Law, to set it at €180 instead of €150.*

*This amendment was approved by all the members of the Board of Directors, with the exception of one member who was absent. In agreement with the Executive Committee which accepted, the President put the following additional resolution to the vote:*

**Additional resolution**

The AGM decided to amend the ninth draft resolution by setting the maximum share purchase price at €180 instead of €150, giving a maximum amount for the operation of €13,050,000, instead of €10,875,000.

This resolution was adopted by a majority.

VOTES FOR: 964,749

VOTES AGAINST /ABSTAINED: 27,746

*The amended text of the ninth resolution was then put to the vote:*

**Ninth resolution – Authorisation to be given to the Board of Directors with a view to having its own shares bought back by the company in the framework of the provisions of article L. 225-209 of Commercial Law**

This resolution was adopted by a majority.

VOTES FOR: 964,749

VOTES AGAINST /ABSTAINED: 27,746

**Tenth resolution – Division by four of the nominal value of all of the company’s shares issued for a value of €4 creating new shares with a nominal value of €1 – Fixing, as a consequence, of the number of new shares to be issued – New division of the share capital – Related modification of the Articles of Association**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

**Eleventh resolution – Modification of Article 9 of the Articles of Association relative to the form of the shares**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

**Twelfth resolution – Authorisation to be given to the Board of Directors with a view to cancelling the shares bought back by the company in the framework of the provisions of Article L. 225-209 of Commercial Law**

This resolution was adopted unanimously.

VOTES FOR: 992,495                      VOTES AGAINST: 0                      ABSTAINED: 0

**Thirteenth resolution – Delegation of powers to be granted to the Board of Directors to increase the capital by incorporating reserves, profits and/or premiums**

This resolution was adopted unanimously.

VOTES FOR: 992,495                      VOTES AGAINST: 0                      ABSTAINED: 0

**Fourteenth resolution – Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or giving the right to the allocation of debt instruments with preservation of the preferential right to subscribe**

This resolution was adopted unanimously.

VOTES FOR: 992,495                      VOTES AGAINST: 0                      ABSTAINED: 0

**Fifteenth resolution – Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or giving the right to the allocation of debt instruments, with cancellation of the preferential right to subscribe and mandatory priority period by public offering**

This resolution was adopted by a majority.

VOTES FOR: 971,499                      VOTES AGAINST /ABSTAINED: 20,996

**Sixteenth resolution – Delegation of powers to be granted to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or giving the right to the allocation of debt instruments, with cancellation of the preferential right to subscribe by an offer as stipulated in II of Article L. 411-2 of Monetary-Financial Law (private placement)**

This resolution was adopted by a majority.

VOTES FOR: 964,749                      VOTES AGAINST /ABSTAINED: 27,746

**Seventeenth resolution – Determining the procedures for setting the subscription price in the case of cancellation of the preferential right to subscribe within the annual limit of 10 % of the capital**

This resolution was adopted by a majority.

VOTES FOR: 964,749                      VOTES AGAINST / ABSTAINED: 27,746

**Eighteenth resolution – Authorisation to increase the amount of the issues in the case of oversubscription**

This resolution was adopted by a majority.

VOTES FOR: 971,499                      VOTES AGAINST /ABSTAINED: 20,996

**Nineteenth resolution – Delegation of powers to be granted to the Board of Directors to increase the capital, within the limit of 10 %, with a view to remunerating contributions in kind of equity instruments or of securities providing access to the capital**

This resolution was adopted unanimously.

VOTES FOR: 992,495                      VOTES AGAINST: 0                      ABSTAINED: 0

**Twentieth resolution – Fixing an overall ceiling applicable to the delegations of powers stipulated in the fourteenth to nineteenth resolutions**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

**Twenty-first resolution – Delegation of powers to be granted to the Board of Directors to increase the capital by issuing shares with cancellation of the preferential right to subscribe for the benefit of members of a company savings scheme pursuant to Articles L. 3332-18 *et seq.* of Labour Law**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0

**Twenty-second resolution – Formalities**

This resolution was adopted unanimously.

VOTES FOR: 992,495

VOTES AGAINST: 0

ABSTAINED: 0