

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