

OENEO
Public limited company with capital of €63,180,843
Registered office: 16 quai Louis XVIII, 33000 Bordeaux
Bordeaux Trade and Companies Register number 322 828 260

MEETING NOTICE

OENEO shareholders are hereby notified that a Combined General Shareholders' Meeting will be held at **9.30 a.m. on 26 July 2018 at the Maison des Centraliens – Champs Elysées, 8, rue Jean Goujon – 75008 Paris**, in order to deliberate on the agenda below.

RESOLUTIONS THAT FALL WITHIN THE SCOPE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

- Approval of the individual financial statements for the year ended 31 March 2018
- Approval of the consolidated financial statements for the year ended 31 March 2018
- Allocation of earnings for the year ended 31 March 2018
- Option for the payment of dividends in shares
- Approval of regulated agreements and commitments covered by Articles L. 225-38 et seq. of the French Commercial Code
- Renewal of the term of office as a director of Hervé Claquin
- Renewal of the term of office as a director of Marc Hériard Dubreuil
- Renewal of the term of office as a director of Gisèle Durand
- Renewal of the term of office as a director of Paternot Conseil et Investissement, SAS, represented by Thierry Paternot
- Approval of the principles and criteria for setting, distributing and awarding components of total compensation and benefits of any kind to which the Chairman of the Board of Directors may be entitled under Article L. 225-37-2 of the French Commercial Code
- Approval of the principles and criteria for setting, distributing and awarding components of total compensation and benefits of any kind to which the Chief Executive Officer may be entitled under Article L. 225-37-2 of the French Commercial Code
- Approval of the components that make up total compensation and benefits of any kind paid or awarded to François Morinière for the year ended 31 March 2018, in accordance with Article L. 225-100 of the French Commercial Code
- Approval of the components that make up the total compensation and benefits of any kind paid or awarded to Hervé Claquin for the year ended 31 March 2018 in accordance with Article L. 225-100 of the French Commercial Code
- Approval of the components that make up the total compensation and benefits of any kind paid or awarded to Nicolas Hériard Dubreuil for the year ended 31 March 2018 in accordance with Article L. 225-100 of the French Commercial Code
- Awarding of directors' fees
- Authorisation to the Board of Directors to enable the Company to trade its own shares

RESOLUTIONS THAT FALL WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

- Authorisation to the Board of Directors to reduce the share capital through the cancellation of treasury shares

- Authorisation to the Board of Directors to proceed with the allocation of free existing or new shares to employees and certain corporate officers
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares reserved for members of a company or group savings plan, without preferential subscription rights
- Amendment of Article 20 of the articles of association on non-voting directors
- Amendment of Articles 15 and 18 of the articles of association to bring these into line with the provisions of law no. 2016-1691 of 9 December 2016 on corporate officer compensation
- Amendment of Article 27 of the articles of association to bring it into line with the provisions of Article L. 225-124 of the French Commercial Code on double voting rights, as amended by law no. 2016-1691 of 9 December 2016
- Amendment of Article 21 of the articles of association on Statutory Auditors to bring it into line with the provisions of Article L. 823-1 of the French Commercial Code, amended by law no. 2016-1691 of 9 December 2016

ORDINARY AND EXTRAORDINARY RESOLUTION

- Powers to perform formalities

A. Formalities prior to taking part in this meeting:

Shareholders can take part in this meeting irrespective of the number of shares they hold, notwithstanding any clauses to the contrary in the articles of association.

Shareholders are entitled to attend company General Shareholders' Meetings provided their securities are registered in the securities account in the name of the shareholder or that of the intermediary registered on their behalf in accordance with Article L. 228-1 of the French Commercial Code, on the second business day preceding the meeting, i.e. **24 July 2018** at zero hours, Paris time, either in the registered securities account held by the company or the bearer shares accounts held by the authorised intermediary.

The registration of shares in the bearer share account held by the authorised intermediary must be evidenced by a shareholding certificate issued by the authorised intermediary, where appropriate, electronically, in accordance with the conditions set out under Article R. 225-61 of the French Commercial Code, and appended to the postal ballot or proxy form or to the request for admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate must also be issued by the financial intermediary to any shareholder wishing to attend the meeting in person and who has not received their admission card by zero hours (Paris time) on the second business day preceding the meeting

B. Means of taking part in the meeting:

1. Any shareholders wishing to attend this meeting in person may request an admission card in the following way:

- for registered shareholders: arrive at the meeting on the day with proof of identify or request an admission card from **CACEIS Corporate Trust – Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** (or by fax on +33 (0)1 49 08 05 82).

- for bearer shareholders: request an admission card from the authorised intermediary.

2. If they do not attend this meeting in person, shareholders may choose from one of three options:

send a proxy vote to the company without appointing a specific proxy holder;

- 1) give a proxy vote to any natural or legal person of their choice under the conditions set out in Article L. 225-106 I of the French Commercial Code. Accordingly, the shareholder should send CACEIS Corporate Trust a completed and signed proxy form stating their last name, first name and address as well as those of their proxy holder. The proxy is removed under the same conditions as it is established;
- 2) postal voting.

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the appointment and removal of a proxy holder may also be given electronically, according to the following procedure:

- in the case of registered shareholders: by sending an email with an electronic signature, resulting from a reliable identification process guaranteeing its link with the postal ballot, to the following email address communicationfinanciere@oeneo.com specifying their last name, first name, address and CACEIS Corporate Trust identification number in the case of registered shareholders (information available in the top left-hand corner of their securities account statement) or their identification number from their financial intermediary in the case of shareholders with administered registered shares, as well as the last name and first name of the proxy holder who has been appointed or removed;

- in the case of bearer shares: by sending an email with an electronic signature resulting from a reliable identification procedure guaranteeing its link with the postal ballot, to the following email address communicationfinanciere@oeneo.com specifying their last name, first name, address and full bank details as well as the last name and first name of the proxy holder to be appointed or removed. They must then ask the financial intermediary who manages their securities account to send written confirmation (by post) to **CACEIS corporate Trust – Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** (or by fax to +33 (0)1 49 08 05 82).

Only notifications of proxy appointment or removal that are duly signed, completed and received no later than three days prior to the date on which the General Shareholders' Meeting is to be held, or within the timeframe set out in Article R. 225-80 of the French Commercial Code, may be taken into account. Moreover, only notification of the appointment or removal of proxies may be sent to the aforementioned address. Any other request or notification on any other matter will not be taken into account or processed.

A shareholder having already cast a postal vote, sent a proxy or requested their admission card or an attendance certificate may, at any time, dispose of some or all of their shares. However, should the transfer of ownership take place prior to the second business day preceding the meeting, i.e. **24 July 2018** at zero hours (Paris time), the company will invalidate the postal vote, proxy, admission card or attendance certificate or, where relevant, modify it accordingly. To this end, the authorised intermediary account holder shall notify the company or its representative of the transfer of ownership and communicate the necessary information.

The proxy and postal vote ballot papers are automatically sent by post to shareholders with directly registered or administered registered shares.

The owners of bearer shares will be sent proxy and postal ballot papers on request by recorded delivery letter with proof of receipt by **CACEIS corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** no later than six days prior to the meeting date.

In order to be counted, the completed and signed postal ballot paper must be received by **CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9** no later than three days before the meeting.

When the shareholder has already cast a postal vote, sent a proxy or requested their admission card or attendance certificate, they may no longer choose an alternative means of taking part in the meeting, unless otherwise specified in the articles of association.

No electronic voting procedure is in place for this meeting and, as such, no website of the type referred to under Article R. 225-61 of the French Commercial Code will be set up for that purpose.

C. Written questions and consultation of the documents made available to shareholders:

Moreover, shareholders are reminded that consideration by the General Shareholders' Meeting of the agenda items and resolutions to be presented is subject to the interested parties sending a new certificate as evidence of the registration of their shares under the same conditions as those outlined above, no later than zero hours (Paris time) on the second business day preceding the meeting.

Shareholders may put written questions to the company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the company's registered office by recorded delivery letter with proof of receipt to the following email address: communicationfinanciere@oeneo.com, no later than the fourth business day preceding the date of the General Shareholders' Meeting, i.e. **20 July 2018**. They must be accompanied by a shareholding certificate.

In accordance with applicable legal and regulatory provisions, all documents that must be made available for shareholders to consult in relation to General Shareholders' Meetings will be available at the Company's registered office within the timeframe set by law and, in the case of the documents covered by Article R. 225-73-1 of the French Commercial Code, on the Company's website: <http://www.oeneo.com>, from the twenty-first day preceding the General Shareholders' Meeting, i.e. 5 July 2018.

THE BOARD OF DIRECTORS