



Boulogne-Billancourt, July 27, 2016

Decision by the Board of Directors

In accordance with the fourteenth resolution adopted by the Shareholders Meeting of May 17, 2016, the Board of Directors decided, on July 27, 2016, on the proposal of the Remuneration Committee, to approve a performance shares allocation plan to about 950 Group employees that corresponds to a maximum of 1,950,000 shares (0.26% of the share capital).

Within this allocation plan, the Board of Directors decided, on July 27, 2016, on the proposal of the Remuneration Committee, to allocate a maximum of 140,000 performance shares to the Chairman and Chief Executive Officer, Mr. Georges Plassat (7.2% of the allocation and 0.019% of the share capital), and 50,000 performance shares for each one of the Deputy Chief Executive Officers, Mr. Jérôme Bédier and Mr. Pierre-Jean Sivignon (a total of 5.1% of the allocation and 0.013% of the share capital).

The Board of Directors decided on the identity of the beneficiaries of the allotments and that the shares will be definitely acquired by the end of a three-year acquisition period starting on the attribution date. The number of shares definitely acquired is subject to the achievement of three performance conditions: two conditions in relation to economic performance, the increase of the EBITDA (for 35%) and the organic growth in revenue (for 35%), and one condition in relation to CSR (for 30%).

In accordance with the French commercial code, the three Chief executive officers shall retain, in registered form, during all the time of their mandate, 50% of the shares which will be definitely acquired.