

*Indicative English translation of the resolutions submitted to the vote of the general assembly
given for the proper information of shareholders outside France*

TRIGANO

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GENERAL MEETING HELD ON 8 JANUARY 2018

DRAFT RESOLUTIONS

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I. RESOLUTIONS SUBMITTED TO THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, the Supervisory Board's observations and the report of the Statutory Auditors on annual accounts, approves the annual financial statements for the year ending on 31 August 2017, as presented, and the operations which they describe, showing a profit of €41,862,677.68.

The General Meeting approves the amount of expenses which are not deductible for corporation tax purposes as referred to in article 39-4 of the French General Taxation Code (€1,603) as well as the tax payable in respect of such expenses (€34).

SECOND RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, of the Supervisory Board's observations and of the report of the Statutory Auditors on the consolidated financial statements, approves the consolidated financial statements as at 31 August 2017 showing a net profit of K€ 126,940. The General Meeting also approves the operations which they describe.

THIRD RESOLUTION

The General Meeting, having reviewed the special report drawn up by the Statutory Auditors pursuant to articles L. 225-86 and L 225-90 of the French Commercial Code, approves purely and simply the conclusions of the said report and ratifies all of the operations stated therein.

FOURTH RESOLUTION

The General Meeting resolves to allocate the net income for the year as follows:

Net income for the year	€41,862,677.68
Profit brought forward	€39,879,704.17
Total to be allocated	€81,742,381.85

To the following accounts:

Dividends (€1.30 / share)	€25,137,149.70
Profit carried forward	€56,605,232.15
Total allocated	€81,742,381.85

The dividend of €1.30 per share will be paid on 15 January 2018; it is specified that this dividend is eligible for the 40% allowance provided for under article 158 3 2° of the French General Taxation Code.

The dividends paid in respect of the last three financial years were as follows:

YEAR ENDING	NUMBER OF SHARES MAKING UP THE CAPITAL	DIVIDEND		
		GROSS	TAX CREDIT	TOTAL
08/31/2014	19,336,269 shares	€0.30	Eligible for 40 % tax relief (art. 158 3 – 2° CGI)	-
08/31/2015	19,336,269 shares	€0.70	Eligible for 40 % tax relief (art. 158 3 – 2° CGI)	
08/31/2016	19,336,269 shares	€1.00	Eligible for 40 % tax relief (art. 158 3 – 2° CGI)	

FIFTH RESOLUTION

The General Meeting sets the amount of the fees to be distributed among the members of the Supervisory Board for the financial year 2018 at €132,000.

SIXTH RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, authorises, for a period of 13 months, the Executive Board, with the power to sub delegate, according to the provisions of article L 225-209 *et sequentes* of the French Commercial Code, of the Title IV of Book II of the General Regulation of the ‘Autorité des Marchés Financiers’ (AMF), and of the instructions of the Regulation (EU) n° 596/2014 of the European Parliament and of the Council of 16 April 2014, to purchase shares of the company with a view to:

- ensuring liquidity and stimulating the market for the shares through a liquidity contract in accordance with the Code of Ethics recognised by the AMF;

- granting stock options to the managers of the company and its subsidiaries under the conditions provided for by law;
- cancelling the shares;
- all other practice allowed by law or by the AMF or all other purpose complying with the regulation in force.

The General Meeting sets the maximum purchasing price of the shares at two hundred (200) euros and the maximum number of shares to 1,900,000, i.e. 9.83% of the share capital, representing a maximum amount of €380,000,000.

The acquisition, disposal, transfer or exchange of these shares may be executed by any means, notably on the over-the-counter market, including through the use of derivative financial instruments, and at any time, in compliance with the regulation in force. The proportion which may be realised by block trades is unlimited and may represent the entire programme.

The General meeting resolves to cancel the authorization given by the General Meeting held on 9 January 2017, as amended by the General Meeting held on 27 July 2017, for the unused part.

Full powers are granted to the Executive Board, with the power to subdelegate, in order to implement the present authorization.

The Executive Board will have to inform the General Meeting of the transactions undertaken in the frame of this authorization in accordance with the regulation in force.

SEVENTH RESOLUTION

The General Meeting, having reviewed the report of the Supervisory Board, approves the principles and the criteria for determination, distribution and allocation of the fixed, variable and exceptional components making up the total remuneration and the benefits of all kinds that may be ascribed to the President of the Executive Board due to his mandate.

EIGHTH RESOLUTION

The General Meeting, having reviewed the report of the Supervisory Board, approves the principles and the criteria for determination, distribution and allocation of the fixed, variable and exceptional components making up the total remuneration and the benefits of all kinds that may be ascribed to the General Managers, members of the Executive Board, due to their mandates.

NINETH RESOLUTION

The General Meeting, having reviewed the report of the Supervisory Board, approves the principles and the criteria for determination, distribution and allocation of the fixed, variable and exceptional components making up the total remuneration and the benefits of all kinds that may be ascribed to the members of the Executive Board due to their mandates.

TENTH RESOLUTION

The General Meeting, having reviewed the report of the Supervisory Board, approves the principles and the criteria for determination, distribution and allocation of the fixed, variable and exceptional components making up the total remuneration and the benefits of all kinds that may be ascribed to the members of the Supervisory Board, due to their mandates.

ELEVENTH RESOLUTION

The General Meeting grants full powers to the bearer of an original, a copy or an extract of the minutes of the present meeting to fulfil any necessary formalities.

II. RESOLUTIONS TO BE VOTED ON AT EXTRAORDINARY GENERAL MEETING

TWELFTH RESOLUTION

The General Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the report of the Executive Board and the Statutory Auditors special report, and in accordance with article L225-209 of the French Commercial Code, authorizes the Executive Board to cancel, in one or more stages, within a maximum limit of 10 % of the share capital, per twenty-four (24) months periods, the shares acquired by the company under the given authorizations and to proceed to a proportionate reduction of share capital.

This authorisation is given for a period of eighteen months from the date of this General Meeting.

The General Meeting grants full powers to the Executive Board, with the power to subdelegate, in order to achieve all acts, formalities and declarations to make final the reductions of share capital and amend accordingly the company's articles of association.

The General Meeting decides to cancel the authorization given by the General Meeting held on 9 January 2017 for the unused part.

THIRTEENTH RESOLUTION

The General Meeting, having reviewed the report of the Executive Board, decides that the members of the Supervisory Board representing employees appointed pursuant to article L 225-79-2 of the French Commercial Code, will be nominated by the Group Works Council under the conditions provided by law.

FOURTEENTH RESOLUTION

The General Meeting, subject to the adoption of the previous resolution, decides to amend as follows the article 18 of the articles of association regarding the composition of the Supervisory Board:

“ARTICLE 18 – COMPOSITION OF THE SUPERVISORY BOARD

18.1. The Supervisory Board is composed of three (3) members at least and eleven (11) at most, appointed for a period of four (4) years.

(...)

18.4. The Supervisory Board includes a member representing employees appointed by the Group Works Council under the conditions provided by law and the present articles of association.

18.5. The duration of the tenure of the member of the Supervisory Board representing employees appointed by the Group Works Council is set to two (2) years. The tenure will early terminate at the close of the general meeting having recorded the company's output of the law's scope.

18.6. The provisions of paragraph 18.2 of the present article do not apply to the member of the Supervisory Board representing employees.

18.7. Unless otherwise provided by law or the present articles, all provisions of the articles regarding the Supervisory Board apply to the member of the Supervisory Board representing employees.”