

Wendel

Combined ordinary and extraordinary annual general meeting 2015

- **Dividend: €2.00 euros per share**
- **Jacqueline Tammenoms-Bakker et Gervais Pellissier appointed as members of the Supervisory Board**
- **Humbert de Wendel renewed as a member of the Supervisory Board**
- **Approval of the conversion into a Societas Europaea**

All the 28 resolutions submitted to the shareholders' vote at the General Meeting held on June 5, 2015, were approved.

The General Meeting notably approved the payment of a cash dividend amounting to €2 per share, an increase of 8.1% compared to 2013, and the conversion into a Societas Europaea.

The ex-dividend date is June 10, 2015, the payment date is June 12, 2015.

Number of shares comprising the share capital: 47 888 460

Number of shares having the voting right: 46 309 951

The quorum reached 68.68% of the shares having the voting right (representing 31 803 400 shares for 1319 shareholders).

N°	Resolutions pertaining to the ordinary meeting	Result	% For	% Against	% Abstention
1	Approval of the 2014 parent company financial statements	approved	99.64	0.09	0.27
2	Approval of the 2014 consolidated financial statements	approved	99.75	0.09	0.16
3	Net income allocation, dividend approval and payment	approved	99.73	0.12	0.15
4	Approval of related party agreements	approved	84.55	15.23	0.22
5	Renewal of the appointment of Humbert de Wendel	approved	90.37	9.48	0.15
6	Appointment of Jacqueline Tammenoms-Bakker as a member of the Supervisory Board	approved	99.50	0.35	0.15
7	Appointment of Gervais Pellissier as a member of the Supervisory Board	approved	94.42	5.21	0.37
8	Continuation of the mandates of the Supervisory Board members under the European Company structure	approved	99.53	0.28	0.19
9	Non binding vote on compensation owed or granted to Executive Board Chairman Frédéric Lemoine	approved	83.00	16.66	0.34
10	Non binding vote on compensation owed or granted to Executive Board member Bernard Gautier	approved	82.21	16.76	1.03
11	Authorization granted to the Executive Board to purchase the Company's shares	approved	99.45	0.39	0.16
28	Powers for legal formalities	approved	99.49	0.31	0.20

N°	Resolutions pertaining to the extraordinary meeting	Résultat	% For	% Against	% Abstention
12	Authorization granted to the Executive Board to reduce share capital through the cancellation of shares	approved	99.30	0.39	0.31
13	Delegation of power to the Executive Board to increase share capital with preferential subscription rights maintained	approved	97.98	1.42	0.60
14	Delegation of power to the Executive Board to increase share capital with preferential subscription rights canceled with the possibility of granting a priority period for shareholders	approved	82.51	16.87	0.62
15	Delegation of power to the Executive Board to increase share capital with preferential subscription rights canceled, under a private placement	approved	83.33	16.30	0.37
16	Authorization for the Executive Board to set the issue price, using the method set forth at the Annual Shareholders' meeting, with preferential subscription rights canceled	approved	81.78	18.05	0.17
17	Delegation of power to the Executive Board to increase the number of shares to be issued in the event of excess demand	approved	82.41	17.42	0.17
18	Delegation of power to the Executive Board to increase share capital in consideration for contributions of shares, either independently or through a public exchange offer	approved	81.30	18.53	0.17
19	Delegation of power to the Executive Board to increase share capital through the capitalization of reserves, profits or premiums	approved	99.68	0.16	0.16
20	Maximum aggregate amount of capital increases	approved	83.78	15.90	0.32
21	Delegation of power to the Executive Board to increase share capital with preferential subscription right canceled through the issue of shares reserved for members of the Group savings plan	approved	98.38	1.23	0.39
22	Authorization granted to the Executive Board to grant stock subscription options to corporate officers and employees, with preferential subscription right canceled, and/or stock purchase options	approved	85.59	13.46	0.95
23	Authorization to the Executive Board to grant performance shares to corporate officers and employees, with preferential subscription right canceled	approved	85.15	14.70	0.15
24	Approval of the plan to transform the Company's legal status by adopting the <i>societas europeae</i> form and the terms of the conversion plan	approved	98.96	0.88	0.16
25	Approval of the by-laws of the Company under its new <i>societas europeae</i> structure	approved	98.91	0.93	0.16

26	Transfer to the Company's Executive Board under its new SE form all authorizations and powers in force that may have been granted by shareholders to the Company's Executive Board under its société anonyme form	approved	99.04	0.54	0.42
27	Approval of changes to the by-laws	approved	82.72	16.97	0.31

2015 Calendar

H1 2015 earnings / Publication of NAV (pre-market release)

Thursday, September 10, 2015

2015 Investor Day / publication of NAV and trading update (pre-market release)

Thursday, December 3, 2015

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests internationally, in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Materis Paints, Stahl, IHS and Constantia Flexibles. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of excecet in Germany, Mecatherm and Parcours in France, Nippon Oil Pump in Japan, Saham Group in Africa and CSP Technologies in the United States.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB-, stable outlook – Short-term: A-3 since July 7, 2014.

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.



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