



W E N D E L

PRESS RELEASE – MAY 23, 2017

Combined Ordinary and Extraordinary Annual General Meeting 2017 All resolutions are adopted

All the 32 resolutions submitted to the shareholders' vote at the General Meeting held on May 19, 2017, were approved.

The General Meeting notably approved the payment of a cash dividend amounting to €2.35 per share, an increase of 9.3% compared to 2015 and the appointments of Nicholas Ferguson, independent member, and of Nicolas ver Hulst – as of July 1, 2017 – as members of the Supervisory Board. The renewal of the appointments of Bénédicte Coste, Priscilla de Moustier and Edouard de l'Espée as members of the Supervisory Board were also approved.

The ex-dividend date is May 23, 2017, the payment date is May 26, 2017.

Number of shares comprising the share capital: 47,101,304

Number of shares having the voting right: 45,665,803

The quorum reached 69.32% of the shares having the voting right (representing 31,654,163 shares and 52,581,846 votes for 1,023 shareholders).

Result of the votes

Wendel being a European company, a majority of shareholders is calculated on the basis of votes cast (for or against). Abstentions are not taken into account and are not assimilated with "no" votes.

| N° | Resolutions pertaining to the ordinary meeting | Result | % "For" | Votes "For" | % "Against" | Votes "Against" | Votes cast |
|----|--|----------|------------|----------------|----------------|--------------------|------------|
| 1 | Approval of the 2016 parent company financial statements | Approved | 99.95 | 52,387,516 | 0.05 | 25,943 | 52,413,459 |
| 2 | Approval of the 2016 consolidated financial statements | Approved | 99.94 | 52,412,316 | 0.06 | 30,568 | 52,442,884 |
| 3 | Net income allocation, dividend approval and payment | Approved | 99.99 | 52,470,745 | 0.01 | 5,706 | 52,476,451 |
| 4 | Approval of related-party agreements | Approved | 91.88 | 47,820,388 | 8.12 | 4,227,081 | 52,047,429 |
| 5 | Approval of the renewal of commitments made to the Chairman of the Executive Board in the event of the termination of his duties | Approved | 86.17 | 44,937,981 | 13.83 | 7,213,947 | 52,151,928 |
| 6 | Approval of the renewal of commitments made to the other Executive Board member in the event of the termination of his duties | Approved | 84.76 | 44,192,388 | 15.24 | 7,947,924 | 52,140,312 |
| 8 | Renewal of the appointment of Bénédicte Coste as a member of the Supervisory Board | Approved | 96.49 | 50,557,098 | 3.51 | 1,840,085 | 52,397,183 |
| 9 | Renewal of the appointment of Priscilla de Moustier as a member of the Supervisory Board | Approved | 95.97 | 50,198,825 | 4.03 | 2,109,447 | 52,308,272 |

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|----|---|----------|-------|------------|-------|-----------|------------|
| 10 | Renewal of the appointment of Édouard de L'Espée as a member of the Supervisory Board | Approved | 97.72 | 51,319,535 | 2.28 | 1,195,849 | 52,515,384 |
| 11 | Appointment of Nicholas Ferguson as a member of the Supervisory Board | Approved | 99.33 | 52,106,659 | 0.67 | 351,153 | 52,457,812 |
| 12 | Appointment of Nicholas ver Hulst as a member of the Supervisory Board | Approved | 98.52 | 51,675,476 | 1.48 | 777,634 | 52,453,110 |
| 13 | Setting of the amount of directors' fees allocated to the Supervisory Board | Approved | 97.26 | 50,848,696 | 2.74 | 1,433,023 | 52,281,719 |
| 14 | Vote on the compensation policy for the Chairman of the Executive Board | Approved | 83.78 | 43,813,399 | 16.22 | 8,481,127 | 52,294,526 |
| 15 | Vote on the compensation policy for the other Executive Board member | Approved | 83.96 | 44,000,665 | 16.04 | 8,405,174 | 52,405,839 |
| 16 | Vote on the compensation policy for Supervisory Board members | Approved | 97.66 | 51,210,415 | 2.34 | 1,226,213 | 52,436,628 |
| 17 | Non-binding vote on compensation owed or granted to Executive Board Chairman Frédéric Lemoine | Approved | 84.02 | 43,967,325 | 15.98 | 8,363,089 | 52,330,414 |
| 18 | Non-binding vote on compensation owed or granted to Executive Board member Bernard Gautier | Approved | 86.71 | 45,481,836 | 13.29 | 6,972,480 | 52,454,316 |
| 19 | Non-binding vote on compensation owed or granted to François de Wendel, Chairman of the Supervisory Board | Approved | 98.49 | 51,728,835 | 1.51 | 791,420 | 52,520,255 |
| 20 | Authorization granted to the Executive Board to purchase the Company's shares at a maximum price of €200 | Approved | 99.50 | 52,220,163 | 0.50 | 260,628 | 52,480,791 |

| N° | Resolutions pertaining to the extraordinary meeting | Result | % "For" | Votes "For" | % "Against" | Votes "Against" | Votes cast |
|----|---|----------|------------|----------------|----------------|--------------------|------------|
| 21 | Authorization granted to the Executive Board to reduce share capital through the cancellation of shares for up to 10% of capital in a 24-month period | Approved | 99.62 | 52,015,728 | 0.38 | 196,499 | 52,212,227 |
| 22 | Delegation of power to the Executive Board to increase share capital, with preferential subscription rights maintained | Approved | 99.80 | 52,105,309 | 0.20 | 105,026 | 52,210,335 |
| 23 | Delegation of power to the Executive Board to increase share capital, with preferential subscription rights canceled but with the possibility of granting a priority period for shareholders | Approved | 99.11 | 51,621,105 | 0.89 | 464,633 | 52,085,738 |
| 24 | Delegation of power to the Executive Board to increase share capital through the issue of shares or securities giving access to the Company's capital with preferential subscription rights canceled, under a private placement | Approved | 98.29 | 51,142,230 | 1.71 | 890,111 | 52,032,341 |
| 25 | Authorization for the Executive Board to set the issue price, using the method set forth at the Annual Shareholders' Meeting, for shares or securities, with preferential subscription rights canceled | Approved | 98.12 | 51,085,163 | 1.88 | 977,125 | 52,062,288 |
| 26 | Delegation of power to the Executive Board to increase the number of shares to be issued in the event of excess demand | Approved | 98.71 | 51,264,752 | 1.29 | 671,606 | 51,936,358 |
| 27 | 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 | 98.58 | 51,348,504 | 1.42 | 738,511 | 52,087,015 |
| 28 | Delegation of power to the Executive Board to increase share capital through the capitalization of reserves, profits or premiums | Approved | 99.95 | 52,185,166 | 0.05 | 23,876 | 52,209,042 |

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|----|--|----------|-------|------------|-------|-----------|------------|
| 29 | Maximum aggregate amount of capital increases | Approved | 91.26 | 47,643,774 | 8.74 | 4,562,357 | 52,206,131 |
| 30 | Delegation of power to the Executive Board to increase share capital, with preferential subscription rights canceled, through the issue of shares or securities giving access to the capital, reserved for members of the Group savings plan | Approved | 99.33 | 51,742,434 | 0.67 | 347,986 | 52,090,420 |
| 31 | Authorization granted to the Executive Board to grant stock subscription options to corporate officers and employees, with preferential subscription rights canceled, and/or stock purchase options | Approved | 86.42 | 45,060,378 | 13.58 | 7,082,776 | 52,143,154 |
| 32 | Authorization to the Executive Board to grant performance shares to corporate officers and employees, with preferential subscription rights canceled | Approved | 85.91 | 44,853,938 | 14.09 | 7,358,483 | 52,212,421 |
| 33 | Powers for legal formalities | Approved | 99.96 | 51,989,086 | 0.04 | 22,411 | 52,011,497 |

Calendar

9/7/2017

H1 2017 earnings / Publication of NAV (pre-market release)

11/30/2017

2017 Investor Day / Publication of NAV and trading update (pre-market release)

03/22/2018

2018 full-year earnings / Publication of NAV (pre-market release)

05/17/2018

2018 Shareholders' Meeting / Publication of NAV and trading update (before Shareholders' Meeting)

09/06/2018

H1 2018 earnings / Publication of NAV (pre-market release)

11/29/2018

2018 Investor Day / Publication of NAV and trading update (pre-market release)

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe, North America and Africa in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Cromology, Stahl, IHS, Constantia Flexibles and Allied Universal. 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 exceed in Germany, Mecatherm in France, Nippon Oil Pump in Japan, Saham Group, SGI Africa and Tsebo 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.

For more information:

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