



# 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 18, 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

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

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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