

Wendel
ISIN code: FR 00012199156
2.75% maturing October 2024

A French *société anonyme* with an Executive Board and a Supervisory Board
and share capital of €191,158,140
Registered office: 89 rue Taitbout, 75009 Paris, France
572 174 035 R.C.S Paris

POWER OF ATTORNEY

Number of bonds held (currently traded securities):

I, the undersigned,

First and last name / company name

Full address:

☛ ***Please choose one of the following four methods for participating in the Bondholders Meeting.***

Sign and date the end of this voting or proxy form.

1) ***I wish to give my proxy to the Chairman of the Meeting.***

2) ***I will vote by post:***

<u>Resolution</u>	<i>For</i>	<i>Against</i>	<i>Abstention</i>	
<i>Resolution 1</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	--
<i>Resolution 2</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
<i>Resolution 3</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

For amended or new resolutions presented at the meeting:

- *I give my proxy to the Chairman of the Meeting to vote in my name.....*
- *I abstain (an abstention equates to a vote against).....*
- *I give my proxy to Mr. or Ms.*
to vote in my name.

3) ***I give my proxy, without the option of replacement, to***

Mr. / Ms.

(If the signatory of the present authorization is acting as a legal representative of the bondholder, he/she should mention this capacity)

or in his/her absence, to Mr./Ms.

to represent me at the General Meeting of bondholders convened on Tuesday March 10, 2015 at 10:45 AM at the Company's head office to deliberate on the agenda included with this document.

This authorization will retain all its effects for all General Meetings with the same agenda that may potentially be held in the future as a result of the quorum not being met or for any other reason that may prevent the aforementioned bondholders from validly deliberating at the above meeting.

4°) I wish to attend this General Meeting and request an Admission Card.

Place date 2015
(signature)

Postal voting forms or authorizations must be sent accompanied by an account registration certificate to the General Secretariat of Wendel at 89, rue Taitbout, 75009 Paris, France, marked to the attention of Delphine Séferian d.seferian@wendelgroup.com at the latest by Friday, March 6, 2015.