



W E N D E L

PRESS RELEASE – MAY 25, 2018

Combined Ordinary and Extraordinary Annual General Meeting 2018 All resolutions are adopted

All the 28 resolutions submitted to the shareholders' vote at the General Meeting held on May 17, 2018, were approved.

The General Meeting notably approved the payment of a cash dividend amounting to €2.65 per share, an increase of 12.8% compared to 2016. The appointment of Franca Bertagnin Benetton as independent Director, and the renewal of the appointment of Guylaine Saucier as independent Director of Wendel's Supervisory Board were also approved. At the end of this AGM, Nicolas ver Hulst became Chairman and Gervais Pellissier became Vice-Chairman of Wendel's Supervisory Board.

The ex-dividend date is May 22, 2018, the payment date is May 24, 2018.

Number of shares comprising the share capital: 46,259,146

Number of shares having the voting right: 45,499,436

The quorum reached 70.215% of the shares having the voting right (representing 31,947,660 shares and 52,475,097 votes for 973 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 2017 parent company financial statements	Approved	99.76	52,390,692	0.24	127,254	52,517,946
2	Approval of the 2017 consolidated financial statements	Approved	99.76	52,416,390	0.24	127,255	52,543,645
3	Net income allocation, dividend approval and payment	Approved	99.99	52,545,044	<0.01	37	52,545,081
4	Approval of related-party agreements	Approved	84.98	44,320,284	15.02	7,836,512	52,156,796
5	Approval of related-party agreements	Approved	97.84	17,594,675	2.16	387,656	17,982,331
6	Approval of commitments made in the event of the termination of the duties of the Chairman of the Executive Board	Approved	83.68	43,918,387	16.32	8,565,496	52,483,883
7	Renewal of the appointment of Guylaine Saucier as a member of the Supervisory Board	Approved	97.16	50,886,553	2.84	1,484,848	52,371,401
8	Appointment of Franca Bertagnin Benetton as a member of the Supervisory Board	Approved	99.77	52,575,975	0.23	119,971	52,695,946
9	Vote on the compensation policy for the Chairman of the Executive Board	Approved	80.45	42,340,369	19.55	10,289,191	52,629,560

10	Vote on the compensation policy for the member of the Executive Board	Approved	80.46	42,167,775	19.54	10,239,689	52,407,464
11	Vote on the compensation policy for Supervisory Board members	Approved	85.80	45,220,607	14.20	7,487,023	52,707,630
12	Vote on compensation owed or granted in 2017 to the Chairman of the Executive Board	Approved	84.25	44,152,060	15.75	8,253,610	52,405,670
13	Vote on compensation owed or granted in 2017 to the member of the Executive Board	Approved	85.25	44,724,018	14.75	7,735,959	52,459,977
14	Vote on compensation owed or granted in 2017 to the Chairman of the Supervisory Board	Approved	99.43	52,308,419	0.57	298,913	52,607,332
15	Authorization granted to the Executive Board to purchase Company shares	Approved	99.91	52,488,243	0.09	47,111	52,535,354
28	Powers for legal formalities	Approved	99.95	52,378,387	0.05	26,868	52,405,255

N°	Resolutions pertaining to the extraordinary meeting	Result	% "For"	Votes "For"	% "Against"	Votes "Against"	Votes cast
16	Delegation of power to the Executive Board to increase share capital through the issue of shares or securities giving access to the capital with preferential subscription rights maintained	Approved	98.31	51,296,705	1.69	879,651	52,176,356
17	Delegation of power to the Executive Board to increase share capital through the issue of shares or securities giving access to the capital with preferential subscription rights canceled	Approved	98.85	51,737,488	1.15	603,130	52,340,618
18	Delegation of power to the Executive Board to increase share capital through the issue of shares or securities giving access to the capital with preferential subscription rights canceled, by means of a private placement as set forth in article L411-2 II of the French Monetary and Financial Code	Approved	98.40	50,910,750	1.60	828,450	51,739,200
19	Authorization for the Executive Board to set, in accordance with the methodology set forth by shareholders at the Annual Meeting, the issue price of shares or securities with preferential subscription canceled, to an annual limit of 10% of the Company's share capital	Approved	98.58	51,333,796	1.42	740,224	52,074,020
20	Delegation of power to the Executive Board to increase the number of shares issued in the event of excess demand, with preferential subscription rights maintained or canceled	Approved	97.36	49,800,952	2.64	1,348,619	51,149,571
21	Delegation of power to the Executive Board to increase capital in consideration for contributions of securities, with preferential subscription rights canceled	Approved	98.91	51,405,227	1.09	564,983	51,970,210
22	Delegation of power to the Executive Board to increase share capital, with preferential subscription rights canceled, by means of a public exchange offer	Approved	99.17	51,653,823	0.83	432,688	52,086,511
23	Delegation of power to the Executive Board to increase share capital through the capitalization of reserves, profits or premiums	Approved	99.86	52,091,990	0.14	74,259	52,166,249
24	Maximum aggregate amount of capital increases	Approved	87.65	45,587,728	12.35	6,426,164	52,013,892
25	Delegation of power to the Executive Board to increase share capital, with preferential subscription right canceled, by means of the issue of shares or securities giving access to the capital reserved for members of the Group Savings plan	Approved	99.21	51,708,403	0.79	411,480	52,119,883

26	Authorization granted to the Executive Board to grant stock subscription and/or purchase options to corporate officers and employees, with preferential subscription rights canceled	Approved	85.26	44,482,312	14.74	7,692,085	52,174,397
27	Authorization granted to the Executive Board to grant performance shares to corporate officers and employees, either existing or to be issued, with preferential subscription rights canceled for any shares to be issued	Approved	95.96	49,957,685	4.04	2,101,321	52,059,006

Agenda

9/6/2018

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 a 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. Wendel is also a shareholder of Mecatherm in France, Nippon Oil Pump in Japan, PlaYce (formerly 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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