



W E N D E L

PRESS RELEASE – MAY 21, 2019

Combined Ordinary and Extraordinary Annual General Meeting 2019 All resolutions are adopted

All the 23 resolutions submitted to the shareholders' vote at the General Meeting held on May 16, 2019, were approved. The General Meeting notably approved the payment of a cash dividend amounting to €2.80 per share, an increase of 5.7% compared to 2017. The renewal of the appointment of Jacqueline Tammenoms Bakker, Gervais Pellissier and Humbert de Wendel as Wendel's Supervisory Board members were also approved.

The ex-dividend date is May 21, 2019, the payment date is May 23, 2019.

Number of shares comprising the share capital: 45,132,192

Number of shares having the voting right: 44,021,975

The quorum reached 69.789% of the shares having the voting right (representing 30,722,532 shares and 50,501,549 votes for 882 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 parent company financial statements for the year ended December 31, 2018	Approved	99.93	50,489,170	0.07	34,999	50,524,169
2	Approval of the consolidated financial statements for the year ended December 31, 2018	Approved	99.93	50,489,136	0.07	34,999	50,524,135
3	Net income allocation, dividend approval and dividend payment	Approved	100	50,533,014	0	0	50,533,014
4	Renewal of the appointment of J. Tammenoms Bakker as Supervisory Board member	Approved	96.14	48,476,020	3.86	1,947,078	50,423,098
5	Renewal of the appointment of Gervais Pellissier as Supervisory Board member	Approved	98.60	49,773,962	1.40	708,079	50,482,041
6	Renewal of the appointment of Humbert de Wendel as Supervisory Board member	Approved	91.05	45,911,652	8.95	4,512,337	50,423,989
7	Approval of the compensation policy for the Chairman of the Executive Board	Approved	95.40	47,164,829	4.60	2,275,814	49,440,643
8	Approval of the compensation policy for the member of the Executive Board	Approved	95.55	47,344,171	4.45	2,203,111	49,547,282
9	Approval of the compensation policy for the members of the Supervisory Board	Approved	99.57	50,247,352	0.43	214,905	50,462,257

10	Approval of the compensation elements paid or granted for the year ended December 31, 2018 to André François-Poncet as Chairman of the Executive Board	Approved	96.27	47,561,526	3.73	1,844,940	49,406,466
11	Approval of the compensation elements paid or granted for the year ended December 31, 2018 to Bernard Gautier as a member of the Executive Board	Approved	97.09	47,996,879	2.91	1,438,101	49,434,980
12	Approval of the compensation elements paid or granted for the year ended December 31, 2018 to François de Wendel as Chairman of the Supervisory Board until May 17, 2018	Approved	99.64	50,352,185	0.36	181,018	50,533,203
13	Approval of the compensation elements paid or granted for the year ended December 31, 2018 to Nicolas ver Hulst as Chairman of the Supervisory Board starting May 17, 2018	Approved	99.69	50,301,934	0.31	154,923	50,456,857
14	Renewal of Ernst & Young Audit as Statutory Auditor	Approved	97.73	49,385,542	2.27	1,148,166	50,533,708
15	Appointment of Deloitte Audit as Statutory Auditor	Approved	99.66	50,360,502	0.34	173,222	50,533,724
16	Authorization given to the Executive Board to purchase Company shares	Approved	99.74	50,393,329	0.26	130,078	50,523,407
23	Powers for legal formalities	Approved	100	50,416,765	0.00	0	50,416,765

N°	Resolutions pertaining to the ordinary meeting	Result	% "For"	Votes "For"	% "Against"	Votes "Against"	Votes cast
17	Authorization given to the Executive Board to reduce the share capital by canceling shares within a limit of 10% of the share capital for periods of twenty-four months	Approved	99.77	50,063,232	0.23	117,672	50,180,904
18	Delegation of power to the Executive Board to increase the share capital through the issue of shares or securities giving access to the capital, reserved for members of the Group Savings Plan	Approved	99.58	49,895,340	0.42	210,453	50,105,793
19	Authorization given to the Executive Board to grant the exercise of stock options for executive corporate officers and employees	Approved	97.17	48,687,703	2.83	1,418,645	50,106,348
20	Authorization to the Executive Board to grant performance shares to executive corporate officers and employees	Approved	98.73	49,468,262	1.27	638,014	50,106,276
21	Amendment of Article 15, Paragraph V, of the by-laws	Approved	> 99.99	50,077,040	< 0.01	1,236	50,078,276
22	Amendment of Article 24 of the by-laws	Approved	99.93	50,139,045	0.07	37,616	50,176,661

Agenda

07.30.2019

Q2 2019 / Publication of NAV as of June 30, 2019, and trading update (post-market release).

09.06.2019

2019 Half-Year consolidated financial statements / Condensed Half-Year consolidated financial statements (pre-market release) – No NAV publication.

11.07.2019

2019 Investor Day / Publication of NAV of September 30, 2019, and Q3 2019 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 which are leaders in their field, such as Bureau Veritas, Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal and Tsebo. Wendel plays an active role as a controlling or lead shareholder in these companies. We implement long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB, stable outlook – Short-term: A-2 since January 25, 2019

Moody's ratings: Long-term: Baa2, stable outlook – Short-term: P-2 since September 5, 2018

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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