



W E N D E L

PRESS RELEASE – JULY 6, 2020

Combined Ordinary and Extraordinary Annual General Meeting 2020 All resolutions are adopted

All the 30 resolutions submitted to Wendel shareholders' vote at the General Meeting held on July 2, 2020, were approved.

The General Meeting notably approved the payment of an ordinary dividend amounting to €2.80 per share, and the appointment of Thomas de Villeneuve as member of the Supervisory Board. Following the General Meeting, Thomas de Villeneuve joined the Audit, Risks and Compliance Committee as member.

The ex-dividend date is July 7, 2020, the payment date is July 9, 2020.

Number of shares comprising the share capital: 44 682 308

Number of shares having the voting right: 43 783 389

The quorum reached 71.659 % of the shares having the voting right (representing 31 375 028 shares and 50 420 510 votes for 1 358 participating shareholders).

Result of the votes

Wendel being a European company, the voting majority is calculated on the basis of votes cast ("for" or "against"). Abstentions are not taken into account and are not assimilated with "against" 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, 2019	Adopted	> 99.99 %	50 536 279	< 0.01 %	656	50 536 935
2	Approval of the consolidated financial statements for the year ended December 31, 2019	Adopted	99.82 %	50 446 279	0.18 %	90 656	50 536 935
3	Net income allocation, dividend approval and dividend payment	Adopted	> 99.99 %	50 545 238	< 0.01 %	925	50 546 163
4	Approval of regulated related-party agreements entered into with certain corporate officers of the Company	Adopted	86.99 %	43 906 841	13.01 %	6 566 944	50 473 785
5	Approval of a regulated related-party agreement with Wendel-Participations SE	Adopted	99.29 %	15 594 257	0.71 %	111 263	15 705 520
6	Appointment of Mr. Thomas de Villeneuve as member of the Supervisory Board	Adopted	92.65 %	46 705 877	7.35 %	3 705 227	50 411 104
7	Approval of the compensation policy for the Chairman of the Executive Board	Adopted	80.40 %	40 524 107	19.60 %	9 877 156	50 401 263
8	Approval of the compensation policy for the member of the Executive Board	Adopted	92.46 %	46 601 084	7.54 %	3 801 845	50 402 929
9	Approval of the compensation policy for the members of the Supervisory Board	Adopted	99.80 %	50 268 193	0.20 %	99 298	50 367 491

N°	Resolutions pertaining to the Ordinary Meeting	Result	% "For"	Votes "For"	% "Against"	Votes "Against"	Votes cast
10	Approval of the information relating to the compensation of the members of the Executive Board and the members of the Supervisory Board, in accordance with Article L. 225-37-3 I of the French Commercial Code	Adopted	99.22 %	49 973 264	0.78 %	391 878	50 365 142
11	Approval of the compensation items paid during or awarded for the year ended December 31, 2019 to Mr. André François-Poncet as Chairman of the Executive Board	Adopted	98.74 %	49 762 293	1.26 %	637 310	50 399 603
12	Approval of the compensation items paid during or awarded for the year ended December 31, 2019 to Mr. Bernard Gautier as a member of the Executive Board up to September 9, 2019	Adopted	84.17 %	42 448 302	15.83 %	7 983 432	50 431 734
13	Approval of the compensation items paid during or awarded for the year ended December 31, 2019 to Mr. David Darmon as a member of the Executive Board, starting from September 9, 2019	Adopted	99.05 %	49 881 293	0.95 %	479 287	50 360 580
14	Approval of the compensation items paid during or awarded for the year ended December 31, 2019 to Mr. Nicolas ver Hulst as Chairman of the Supervisory Board	Adopted	99.76 %	50 274 785	0.24 %	120 184	50 394 969
15	Authorization given to the Executive Board to purchase Company shares	Adopted	99.52 %	50 268 513	0.48 %	241 211	50 509 724
30	Powers for legal formalities	Adopted	99.93 %	50 462 825	0.07 %	33 201	50 496 026

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N°	Resolutions pertaining to the Extraordinary Meeting	Result	% "For"	Votes "For"	% "Against"	Votes "Against"	Votes cast
16	Authorization given to the Executive Board to reduce the share capital by the cancellation of shares	Adopted	99.92 %	50 367 445	0.08 %	38 448	50 405 893
17	Delegation of authority granted to the Executive Board to increase the share capital, with preferential subscription rights maintained, through the issue of shares or securities giving access to the capital	Adopted	98.69 %	49 757 608	1.31 %	661 194	50 418 802
18	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of a public offering	Adopted	98.67 %	49 748 892	1.33 %	670 945	50 419 837
19	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code	Adopted	98.10 %	49 205 741	1.90 %	955 324	50 161 065
20	Authorization granted to the Executive Board to set, in accordance with the terms and conditions determined by the Shareholders' Meeting, the issue price of the shares or securities giving access to capital, with cancellation of preferential subscription rights, up to an annual limit of 10% of the share capital	Adopted	98.54 %	49 683 609	1.46 %	735 105	50 418 714

N°	Resolutions pertaining to the Extraordinary Meeting	Result	% "For"	Votes "For"	% "Against"	Votes "Against"	Votes cast
21	Delegation of authority granted to the Executive Board to increase the number of shares to be issued in the event of over-subscription, with or without preferential subscription rights	Adopted	97.34 %	49 074 408	2.66 %	1 342 891	50 417 299
22	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, as remuneration for contributions in kind	Adopted	98.98 %	49 907 182	1.02 %	512 775	50 419 957
23	Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, in the context of a public exchange offer (OPE)	Adopted	98.96 %	49 885 771	1.04 %	523 321	50 409 092
24	Delegation of authority granted to the Executive Board to increase the share capital by incorporation of reserves, profits, premiums or other items	Adopted	99.86 %	50 349 486	0.14 %	69 338	50 418 824
25	Overall ceiling for capital increases	Adopted	98.43 %	49 628 116	1.57 %	789 962	50 418 078
26	Delegation of authority granted to the Executive Board to increase the share capital through the issue of shares or securities giving access to the share capital reserved for members of the Group Savings Plan, with cancellation of preferential subscription rights in their favor	Adopted	98.70 %	49 764 691	1.30 %	655 602	50 420 293
27	Authorization given to the Executive Board to grant stock subscription or purchase options to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares issued on exercise of the options	Adopted	85.52 %	43 117 585	14.48 %	7 300 659	50 418 244
28	Authorization given to the Executive Board to grant bonus shares to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued	Adopted	85.39 %	43 053 757	14.61 %	7 364 987	50 418 744
29	Amendment of Article 12 paragraph III of the by-laws relating to the composition of the Supervisory Board	Adopted	99.75 %	50 294 069	0.25 %	124 373	50 418 442

Agenda

07/30/2020

H1 2020 results – Publication of NAV as of June 30, 2020, and Q2 2020 trading update (post-market release)

11/04/2020

2020 Investor Day – Publication of NAV as of September 30, 2020, and Q3 2020 trading update (publication on November 3, 2020 after market close)

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, Crisis Prevention Institute 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: wendelgroup.com

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