

8.9 Report of the Executive Board on the resolutions submitted to the shareholders at their Annual Meeting on May 16, 2019

Ordinary General Meeting

2018 financial statements and allocation of income

The purpose of the **first** and **second resolutions** is to approve Wendel's financial statements as of December 31, 2018.

The parent company financial statements show net income of €340.4 million. Shareholders' equity (excluding net income for the year) totaled €5,256.3 million, and is a guarantee of Wendel's financial soundness.

The consolidated financial statements show net income, Group share, of €45.3 million.

The **third resolution** proposes to allocate net income for the year ended December 31, 2018, and distribute a dividend of €2.80 per share, an increase of 5.7% from the ordinary dividend paid in respect of 2017.

	2015	2016	2017
Dividend	€2.15	€2.35	€2.65

The ex-dividend date is May 21, 2019, and the dividend will be paid on May 23, 2019.

For individuals whose tax residence is France, the gross dividend is subject either to a fixed rate of 12.8% (Article 200 A of the French Tax Code), or to a progressive tax rate applied after the 40% exclusion allowed under Article 200 A, 2. and 158-3 1° of the French Tax Code. The dividend is also subject to withholding of 17.2% for social security.

Supervisory Board: renewal of the appointments of three members

The purpose of the **fourth, fifth and sixth resolutions** is to renew for four years the terms of office of Jacqueline Tammenoms Bakker, Gervais Pellissier and Humbert de Wendel.

Their biographies are featured in this Registration Document, section 2.1.2.2.

Vote on compensation of corporate officers

The purpose of the **seventh, eighth and ninth resolutions** is to approve the compensation policy for the 2019 financial year for the members of the Executive Board and the Supervisory Board. This policy is presented in sections 2.1.7.1 and 2.1.7.2 of this Registration Document.

The purpose of the **tenth, eleventh, twelfth and thirteenth resolutions** is to approve the compensation elements paid or granted for the year ended December 31, 2018 to André François-Poncet, Chairman of the Executive Board, Bernard Gautier, member of the Executive Board, François de Wendel, Chairman of the Supervisory Board until May 17, 2018 and Nicolas Ver Hulst, Chairman of the Supervisory Board effective 17 May

2018. Details on compensation are presented in Section 2.1.7.11 of this Registration Document. The variable remuneration of André François-Poncet will be paid if you approve it. Your vote is required pursuant to Article L. 225-100-100 of the French Commercial Code.

Appointment of the Statutory Auditors

The purpose of the **fourteenth and fifteenth resolutions** is to approve the appointment of the Statutory Auditors. As the terms of Ernst & Young Audit and PricewaterhouseCoopers Audit expire at the end of the 2019 Shareholders' Meeting, the Audit Committee organized a call for tenders, acting independently, in accordance with the provisions of Articles L. 823-3 and L. 823-19 of the French Commercial Code and Article 16 of EU Regulation No. 537/2014. The Audit Committee has therefore decided to propose to the Board the renewal of the term of Ernst & Young Audit, initially appointed in 1988 (the maximum duration of its term not being reached in accordance with the provisions of Article L. 823-3-1 of the French Commercial Code and Articles 17 and 41 of EU Regulation 537/2014), and the appointment of Deloitte.

The Board approved these proposals.

The appointment of Alternate Statutory Auditors is not on the agenda; an amendment of the by-laws to this effect is subject to your vote and is the subject of the **twenty-second resolution** below.

Share buyback program

The sixteenth resolution proposes to renew the authorization granted to the Company to buy back its own shares as provided for by law. The maximum purchase price has been set at €250, with authorization valid for 14 months.

The share buyback program can only be used for the purposes defined by law and set out in this resolution. In practice, the Company may make use of this program to buy back and then cancel shares, to carry out acquisitions, to maintain a liquid market in the Company's shares, or to serve stock options or performance shares. In 2018, Wendel purchased 852,522 treasury shares directly.

In addition, the Company has announced the implementation of a €200 million share buyback program. This program is implemented pursuant to the 14th resolution approved at the Shareholders' Meeting of May 17, 2018 and, if necessary and subject to your vote, pursuant to this resolution.

Under no circumstances may the Company acquire more than 10% of its capital (e.g., 3,614,990 shares, on the basis of the share capital as of December 31, 2018, and taking into account the shares held in treasury as of that date). This authorization is without force during a takeover bid.

Extraordinary General Meeting

Renewal of financial authorizations

Capital reduction

The purpose of the **seventeenth resolution** is to renew, for a period of twenty-six months, the authorization granted by the Shareholders' Meeting of May 18, 2017 to the Executive Board, with the prior authorization of the Supervisory Board, to cancel, for a period of twenty-four months, up to 10% of the shares purchased by the Company under the buyback program authorized in the twentieth resolution.

The Executive Board did not make use in 2018 of the authorization of May 18, 2017. This latter authorization will be used as part of the share buyback program announced on March 21, 2019, to cancel approximately 4% of the share capital.

Employee savings and employee share ownership

Wendel manages its employee share ownership policy with the aim of limiting the dilutive effect for shareholders.

Group savings plan

The **eighteenth resolution** proposes to authorize the Executive Board, for a period of 14 months, to increase the Company's capital, with the prior approval of the Supervisory Board, in favor of the Group's employees and corporate officers and under the Group savings plan, to a maximum par value of €150,000.

In accordance with the prevailing laws, the issue price of securities will be determined in accordance with the legal provisions in force at the time of the use of this delegation by the Executive Board.

The Executive Board implemented the authorization granted by shareholders at the meeting of May 17, 2018. Employee share ownership through the Group savings plan represented 0.7% of the capital as of December 31, 2018.

Grant of stock subscription and/or purchase options and performance shares

The exercise of stock options or stock subscriptions and the vesting of performance shares are subject to service and performance conditions and, for Executive Board members, to an obligation to hold the shares issued upon the exercise of stock options or the vested performance shares.

Performance conditions for the Executive Board members are set by the Supervisory Board; performance conditions for the beneficiary employees, are set by the Executive Board. These performance conditions are described in the compensation policy for 2019 there before.

The **nineteenth** resolution proposes to authorize the Executive Board, for a period of 14 months, to grant stock subscription and/or purchase options, for a maximum of 1% of the capital, to employees and corporate officers of the Wendel Group. The price would be set in accordance with legal and regulatory provisions, with no discount.

The **twentieth** proposes to authorize the Executive Board, for a period of 14 months, to grant performance shares to employees and corporate officers, for a maximum of 0.5% of the capital. Any such performance shares would be included in the aggregate maximum amount of 1% set in the nineteenth resolution.

In accordance with recommendation 24.3.3 of the Afep-Medef Code, the **nineteenth and twentieth** resolutions indicate the maximum percentage of stock options and performance shares that can be granted to Executive Board members. Stock options may be granted up to 0.124% of share capital, and performance shares up to 0.105% of share capital.

Changes to the by-laws

The purpose of the **twenty-first resolution** is to amend Article 15, paragraph V, of the by-laws "Powers of the Supervisory Board." The Sapin 2 law dated December, 9, 2016, has aligned the authorization regime for public limited companies with an Executive Board and a Supervisory Board with that of public limited companies with a Board of Directors. Accordingly, under Article L. 225-68 of the amended French Commercial Code, the sale of property that is immovable by nature, the total or partial sale of investments and the constitution of securities are no longer by law subject to the prior authorization of the Supervisory Board pursuant to the law. It is proposed to continue to subject the sale of immovable property, the sale of investments and the constitution of securities to the prior authorization of the Supervisory Board under the by-laws, above a threshold set by it.

The purpose of the **twenty-second resolution** is to amend Article 24 of the by-laws "Statutory Auditors, Appointment, Engagement and Remuneration" by deleting the appointment of the Alternate Statutory Auditors, as permitted by the Sapin 2 Law, dated December 9, 2016.

Powers

Finally, the **twenty-third resolution** would grant the necessary powers to accomplish legal formalities.