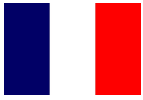


MEETING DATE	Tue, 25 Apr 2017 10:30 am	TYPE	AGM	ISSUE DATE	Mon, 22 Jan 2018
MEETING LOCATION	Hôtel Salomon de Rothschild (11 rue Berryer–75008 Paris)				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Retail REITs				

PROPOSALS		ADVICE
<b>O.1</b>	<p><b>Approve Financial Statements</b></p> <p>Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.</p> <p>Triodos supports this resolution.</p>	<b>For</b>
<b>O.2</b>	<p><b>Approve Consolidated Financial Statements</b></p> <p>Disclosure is adequate. The consolidated financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.</p> <p>Triodos supports this resolution.</p>	<b>For</b>
<b>O.3</b>	<p><b>Approve the Dividend</b></p> <p>The Board proposes a dividend of EUR 10.20 per share. The dividend is covered by earnings. Acceptable proposal.</p>	<b>For</b>
<b>O.4</b>	<p><b>Approve Auditors' Special Report on Related-Party Transactions</b></p> <p>No new agreements were authorised during the year under review.</p> <p>Triodos supports this resolution.</p>	<b>For</b>
<b>O.5</b>	<p><b>Approve Fees Payable to the Members of the Supervisory Board</b></p> <p>It is proposed to approve the principles and criteria applicable to the determination, allocation and award of the total remuneration of the Supervisory Board. Directors receive only fixed fees, which is welcomed.</p> <p>Triodos supports this resolution.</p>	<b>For</b>
<b>O.6</b>	<p><b>Approve Remuneration Policy for Chairman of the Management Board</b></p> <p>It is proposed to approve the remuneration policy for the Chairman of the Management Board with a binding vote. Variable remuneration appears to be consistently capped, although the potential payout may become excessive (300% of salary). The Company has not disclosed most of the targets in a quantified manner (except those of the qualitative component of short term incentives). Although this is above market practice, there remain lack of full disclosure of quantified targets and potential excessive variable remuneration. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component, which makes is unlikely for shareholders to reclaim that variable remuneration unfairly paid out. On these bases, Triodos opposes this resolution.</p>	<b>Oppose</b>
<b>O.7</b>	<p><b>Approve Remuneration Policy for Management Board Members</b></p> <p>It is proposed to approve the remuneration policy for Management Board Members with a binding vote. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. The Company has disclosed most of the targets in a quantified manner (except those of the qualitative component of short term incentives). Although this is above market practice, support may not be granted where there remains lack of full disclosure of quantified targets. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component, which makes is unlikely for shareholders to reclaim that variable remuneration unfairly paid out. On these bases, Triodos opposes this resolution.</p>	<b>Oppose</b>

<b>O.8</b>	<b>Advisory review of the compensation owed or paid to Mr Christophe Cuvillier</b> It is proposed to approve the remuneration owed or paid to Mr Christophe Cuvillier with an advisory vote. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. Achievements for the year too which the resolution refers have been disclosed. Triodos supports this resolution.	<b>For</b>
<b>O.9</b>	<b>Advisory review of the compensation owed or paid to Mr Olivier Bossard, Mr Fabrice Mouchel, Ms Astrid Panosyan, Mr Jaap Tonckens and Mr Jean-Marie Tritant</b> It is proposed to approve the remuneration owed or paid to the remaining members of the Management Board with an advisory vote. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. Achievements for the year too which the resolution refers have been disclosed. Triodos supports this resolution.	<b>For</b>
<b>O.10</b>	<b>Re-elect Ms Dagmar Kollmann</b> Independent Non-Executive Director. Although there are concerns over the director's potential aggregate time commitments, her attendance rate during the year was of 100%. On balance, Triodos supports this resolution.	<b>For</b>
<b>O.11</b>	<b>Elect Mr Philippe Collombel</b> Non-Executive Director, not considered to be independent as he is the Co-Managing Partner of Partech Ventures. However, there is sufficient independent representation on the Board.	<b>For</b>
<b>O.12</b>	<b>Elect Mr Colin Dyer</b> Independent Non-Executive Chairman candidate.	<b>For</b>
<b>O.13</b>	<b>Elect Mr Roderick Munsters</b> Independent Non-Executive Director.	<b>For</b>
<b>O.14</b>	<b>Appoint Ernst &amp; Young as the Auditors</b> EY proposed. No non-audit fees were approximately billed during the year under review or over a three year basis. However, the auditors' term exceeds seven years, which may create potential for conflict of interest on the part of the independent auditor. Triodos opposes this resolution.	<b>Oppose</b>
<b>O.15</b>	<b>Appoint Deloitte &amp; Associates the Auditors</b> EY proposed. No non-audit fees were approximately billed during the year under review or over a three year basis. However, the auditors' term exceeds five years. Triodos supports this resolution.	<b>For</b>
<b>O.16</b>	<b>Authorise Share Repurchase</b> Authority sought to allow the Board to repurchase and use capital stock within legal boundaries. The authority exceeds 5% of the share capital. As the Company has not duly provided an explanation regarding the rationale behind the proposal, Triodos opposes this resolution.	<b>Oppose</b>
<b>E.17*</b>	<b>Authorise Cancellation of Treasury Shares</b> The Board requests authorisation to cancel repurchased shares for up to 10% of the share capital over a period of 24 months. As it is not considered that this has a negative effect on shareholder rights, Triodos supports this resolution.	<b>For</b>
<b>E.18*</b>	<b>Issue Shares with Pre-emption Rights</b> It is proposed to issue new shares with pre-emptive rights for up to 15% of the share capital until next AGM. The proposed amount is less than 50% of the current share capital. Meets guidelines. Triodos supports this resolution.	<b>For</b>
<b>E.19*</b>	<b>Issue Shares for Cash</b> Authority to issue shares without pre-emptive rights is proposed for less than 10% of the current share capital. Triodos supports this resolution.	<b>For</b>

<b>E.20*</b>	<b>Authorise the Board to Increase the Number of Shares Issued in case of Exceptional Demand</b> In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand. A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. Triodos supports this resolution.	<b>For</b>
<b>E.21*</b>	<b>Approve Issue of Shares for Contribution in Kind</b> The Board requests authority to issue shares and capital securities in consideration for contributions in kind up to 10% of the issued share capital over a period of 26 months. The proposal is within legal limits and cannot be used in time of public offer. Triodos supports this resolution.	<b>For</b>
<b>E.22*</b>	<b>Issue Stock options for the Benefit of Salaried Employees and Executive Officers</b> Proposal to authorize for 38 months the Board to allot stock options to employees and executives. The Board would maintain full discretion over the beneficiaries. Targets are quantified and disclosed, although the performance period of four years without additional holding is not considered sufficiently long term. LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Triodos opposes this resolution.	<b>Oppose</b>
<b>E.23*</b>	<b>Approve Issue of Shares for Employee Saving Plan</b> Authority for a capital increase for up to 0.4% of share capital for employees participating to saving plans. The maximum discount applied will be 20% on the market share price on average over the 20 days preceding the decision that fixes the date for subscription. It is considered that it is in the best interests of the company and its shareholders to provide employees with an opportunity to benefit from business success and increase their share ownership. Meets guidelines. Triodos supports this resolution.	<b>For</b>
<b>O.24</b>	<b>Authorize Filing of Required Documents/Other Formalities</b> Standard Resolution.  <i>* = Special resolution</i>	<b>For</b>

---

## SUPPORTING INFORMATION FOR RESOLUTIONS

### Proposal O.1 - Approve Financial Statements

In November 2014, the Directive 2014/95/EU was published and Member States will have until end of 2016 to transpose the Directive into national legislation and companies will start reporting as of their financial year 2017. The Directive has legislative relevance for all the European Economic Area and as such should be implemented also by members of the European Free Trade Association. Under the Directive, companies should provide disclosure of non-financial information (policy and practice) in the annual report or on a separate report, made available at the latest 6 months after the date of the balance sheet. The European Commission has been tasked with publishing non-binding reporting guidelines by December 2016. Although the provisions contained in the Directive are not yet binding, they are considered to set the bar of best practice. PIRC maintains that corporations should not passively abide by minimum standards set in regulation, but actively exceed minimum thresholds and seek best practice. PIRC will accurately monitor the presence and the quality of non-financial information.

### Proposal O.4 - Approve Auditors' Special Report on Related-Party Transactions

Shareholders are asked to approve the statutory auditors' special report, in compliance with article L. 225-38 and following of the French Commercial Code, concerning the agreements authorised by the Board during the year under review.

**Proposal O.6 - Approve Remuneration Policy for Chairman of the Management Board**

Under the Sapin 2 Law, for 2017 companies will have to submit prospective remuneration structure through a binding vote. Should shareholders reject it, the current remuneration policy (if any) would remain applicable; in case the company did not have a compensation policy, remuneration will be determined in accordance with the previous year's remuneration.

**Proposal O.8 - Advisory review of the compensation owed or paid to Mr Christophe Cuvillier**

In addition to a binding vote on remuneration policy, companies in this market submit to shareholders the compensation paid or due to executive directors, with an advisory vote. There are no concrete measures in case shareholders oppose this resolution: as per the corporate governance code (recommendation 24.3) the Board of Directors should deliberate on the issue at a following Board meeting and communicate immediately the intended follow-up.

**Proposal O.14 - Appoint Ernst & Young as the Auditors**

The Company justifies the tenure of EY by arguing a lack of offer of auditors for companies of its size.

**Proposal E.18 - Issue Shares with Pre-emption Rights**

The maximum total nominal amount of capital increases, present or future, which may be carried out pursuant to the present resolution and resolutions 19, 20, 21 and 23 of this General Meeting is fixed at EUR 122 million.

**For Private Circulation only**

©Copyright 2018 PIRC Ltd

Researcher: Francesco Navarrini  
Email: [pircresearch@pirc.co.uk](mailto:pircresearch@pirc.co.uk)

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.

# PIRC



Pensions & Investment Research Consultants Limited  
8th Floor, Suite 8.02, Exchange Tower  
2 Harbour Exchange Square  
E14 9GE

Tel: 020 7247 2323  
Fax: 020 7247 2457  
<http://www.pirc.co.uk>

**Regulated by the Financial Conduct Authority**