

## PRESS RELEASE

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### **Proposals to nominate Directors and renew Directors' mandates ahead of the Annual General Meeting on 23 May, 2017**

At the Nomination and Corporate Governance Committee's suggestion, the Board of Directors, at its meeting of 8 February 2017, approved the proposals to nominate Directors and renew Directors' mandates ahead of the Annual General Meeting of Shareholders.

Renewals are proposed for the two Directors whose mandates are set to expire:

- Mrs. Alexandra Schaapveld, Independent Director since 2013, Chairman of the Audit and Internal Control Committee and member of the Risk Committee;
- Mr. Jean-Bernard Levy, Independent Director since 2009, Chairman of the Compensation Committee and member of the Nomination and Corporate Governance Committee.

Nominations are proposed for:

- Mr. William Connelly, Independent Director;
- Ms. Lubomira Rochet, Independent Director.

These proposed nominations follow the resignation on 1<sup>st</sup> December 2016 of Mr. Emmanuel Roman, who has been appointed Chief Executive Officer of PIMCO, and of Ms. Barbara Dalibard, appointed Chief Executive Officer of SITA, to take effect on 23 May 2017.

A search for candidates was launched in July 2016 with the help of a consulting firm on the basis of criteria established by the Nomination and Corporate Governance Committee and the Board of Directors, including:

- banking and financial market expertise;
- digital and IT expertise.

The Board ensured that the selected candidates fulfilled these conditions and had the available time necessary to carry out their functions. It also ensured the continued balance in the composition of the Board in terms of gender parity, skills and experience.

If these resolutions are adopted, the Board of Directors will be composed of 14 members, including two Directors elected by staff members in March 2015 for a three-year term. Its composition will include five women elected at the General Meeting, or 41.6% of its members elected by shareholders, and five members of non-French nationality. Its composition will be balanced in terms of skills. The proportion of Independent Directors will be above 91.6% (11/12) according to the method of calculation defined in the AFEP-MEDEF Code, which does not account for staff members. The composition of the Committees will remain unchanged.

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**APPENDICES:****Bios****Alexandra Schaapveld****59 years old**

A Dutch national, Mrs. Schaapveld graduated in Politics, Philosophy and Economics from Oxford University in the UK and obtained a Master's degree in Development Economics from Erasmus University, Rotterdam, in the Netherlands. She began her career at ABN AMRO Group in the Netherlands, where she held various posts in the Investment Banking division from 1984 to 2007, and was notably in charge of the bank's major corporate clients. In 2008 she was appointed Head of Investment Banking for Western Europe at the Royal Bank of Scotland Group. She has been a member of the Supervisory Board of Vallourec SA since 2010, Bumi Armada Berhad in Malaysia since 2011 and FMO in the Netherlands since 2012.

**Jean-Bernard Levy****62 years old**

Mr. Levy is a graduate of the École Polytechnique and Télécom Paris Tech in France. From 1978 to 1986, he was an Engineer at France Télécom. From 1986 to 1988, Mr. Levy was Technical Advisor to the Cabinet of Gérard Longuet, then Deputy Minister for the Postal Service and Telecommunications. From 1988 to 1993, he was Head of Telecommunication Satellites at Matra Marconi Space. From 1993 to 1994, Mr. Levy was the Director of the Cabinet of Gérard Longuet, then French Minister for Industry, Postal Service, Telecommunications and Foreign Trade. From 1995 to 1998, he served as Chairman and Chief Executive Officer of Matra Communication. From 1998 to 2002, Mr. Levy was Chief Executive Officer then Managing Partner responsible for Corporate Finance of Oddo and Cie. In August 2002 he joined Vivendi as Chief Executive Officer. Mr. Levy was Chairman of the Management Board of Vivendi from 2005 to 2012 and Chairman and Chief Executive Officer of Thalès from December 2012 to November 2014. He has been Chairman and Chief Executive Officer of EDF since November 2014.

**William Connelly****58 years old**

Mr. Connelly is a graduate of Georgetown University in Washington, USA. From 1980 to 1990, he was a banker at Chase Manhattan Bank in the United States, Spain and the United Kingdom. From 1990 to 1999, Mr. Connelly worked at Barings then ING Barings as Head of Mergers and Acquisitions in Spain and subsequently Head of Corporate Finance for Western Europe. From 1999 to 2016, he performed various functions in the Investment Banking division at ING and ended his career as Global Head of Corporate and Investment Banking and a member of the Executive Committee.

**Lubomira Rochet****39 years old**

Ms. Rochet is a graduate of the École Normale Supérieure and Sciences Po in France, and of the College of Europe in Bruges. From 2003 to 2007, she was Head of Strategy at Sogeti (Capgemini). From 2008 to 2010, Ms. Rochet was Head of Innovation and Startups in France at Microsoft. She joined Valtech in 2010 and became Chief Executive Officer in 2012. Since 2014, Ms. Rochet has been Chief Digital Officer and a member of the Executive Committee of L'Oréal.

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