



INDIGO GROUP

a *Société par Actions Simplifiée*

Share capital: EUR 160,044,282.00

Registered office: Tour Voltaire – 1 Place des Degrés, 92800 Puteaux, France

800 348 146 RCS Nanterre

(the "Issuer")

NOTICE OF MEETING (SECOND CONVOCATION) OF THE HOLDERS OF THE FOLLOWING BONDS

Issued by INDIGO GROUP (formerly Infra Foch then Infra Park):

€125,000,000 2.951 per cent. bonds issue on 27 July 2017 and due 27 July 2037

(ISIN Code: FR0013269966 – Common Code: 164978010)

(the "2037 Bonds")

€800,000,000 1.625 per cent. bonds due 19 April 2028 (including the €700,000,000 1.625 per cent. bonds issued on 19 April 2018 and the €100,000,000 1.625 per cent. bonds issued on 26 June 2019 assimilated and forming a single series with the €700,000,000 1.625 per cent. bonds issued on 19 April 2018)

(ISIN Code: FR0013330099 – Common Code : 180896538)

(the "2028 Bonds", together with the 2037 Bonds, the "Bonds")

11 June 2020

Notice is hereby given that, the President (*Président*) of the Issuer, Serge Clemente, electing domicile at the registered office of the Issuer (specified below), has decided to convene the holders of the Bonds (the "**Bondholders**" or individually, a "**Bondholder**") to general meetings (the "**General Meetings**", and each individually a "**General Meeting**") at the registered office of the Issuer: Tour Voltaire - 1 Place des Degrés, 92800 Puteaux, France **on 26 June 2020 on second convocation, following the lack of quorum of the General Meetings of the 2037 Bonds and the 2028 Bonds held on first convocation, at the following times:**

Bonds	Time (Paris time)
2037 Bonds	10:30
2028 Bonds	11:00

The terms and conditions of the Bonds are set out in the following prospectuses:

- for the 2037 Bonds, the prospectus dated 25 July 2017, approved by the AMF under visa no. 17-382, "*Terms and Conditions of the Bonds*" section;
- for the 2028 Bonds, the prospectus dated 17 April 2018, approved by the AMF under visa no. 18-136, "*Terms and Conditions of the Bonds*" section, supplemented by the Terms and Conditions of the Bonds dated 24 June 2019, (the "**Terms and Conditions of the Bonds**").

Due to the lack of quorum of the General Meetings of the 2037 Bonds and the 2028 Bonds held on first convocation, such General Meetings are reconvened in order to deliberate on the following agenda (identical to the agenda on first convocation) and, if thought fit, to approve, as the case may be, the resolutions proposed to the holders of the Bonds.

AGENDA

- Approval of the change of legal form of the Issuer from the *société par actions simplifiée* form to the *société anonyme* form;
- Filing of the documents relating to the General Meeting at the Issuer's registered office; and
- Powers to carry out any necessary formalities.

The President of the Issuer has decided to convene the General Meetings on second convocation in order to deliberate on the following resolutions submitted for approval to the holders of the Bonds (the "**Proposed Resolutions**"):

TEXT OF THE PROPOSED RESOLUTIONS

First resolution (*Approval of the change of legal form of the Issuer from the société par actions simplifiée form to the société anonyme form*)

The General Meeting, deliberating with the quorum and majority required by articles L.228-65, II and L.225-98 of the French *Code de commerce* in accordance with Condition 8 of the Terms and Conditions of the Bonds, having examined the information document made available to the holders of Bonds, after having acknowledged that:

- the amount of the share capital of the Issuer and its number of shareholders comply with the provisions of articles L.224-2, first paragraph, and L.225-1, second paragraph, of the French *Code de commerce*, which are applicable to a *société anonyme*;
- the conversion of the Issuer into a *société anonyme* shall not result in either the winding-up of the Issuer or in the creation of a new legal entity;
- the Issuer's term, its corporate purpose and registered office shall not undergo any change as a result of the change of legal form;
- the Issuer's share capital shall remain the same amount and of the same number of shares with a par value of one euro each;
- the length of the current fiscal year will not undergo any change as a result of the adoption of the *société anonyme* form and the financial statements of this fiscal year will be prepared, presented and audited according to the conditions defined by the Issuer's bylaws under its new legal form and the provisions of the French *Code de commerce* relating to the *société anonyme*;
- each of the Issuer's statutory auditors shall continue to serve the Issuer for the remaining duration of their terms of office under the same conditions as those applying before the Issuer's registration in the form of a *société anonyme*;
- the term of office of the President of the Issuer shall come to an end as a result of the Issuer's conversion into a *société anonyme* and the Issuer will therefore be managed and administered by a Supervisory Board (*Conseil de surveillance*) and a Management Board (*Directoire*);
- the conversion of the legal form of the Issuer into a *société anonyme* shall be submitted for the approval of the general meeting of the shareholders of the Issuer;

decides to approve the change of the Issuer's legal form to a *société anonyme* with a Management Board (*Directoire*) and a Supervisory Board (*Conseil de surveillance*), and

acknowledges that this conversion of the Issuer into a *société anonyme* shall take effect upon the Issuer's registration as a *société anonyme* with the Nanterre Trade and Companies Registry (*Registre du commerce et des sociétés de Nanterre*), subject to the approval by the general meeting of the shareholders of the Issuer of such conversion of the Issuer into a *société anonyme*.

Second resolution (*Filing of the documents relating to the General Meeting at the Issuer's registered office*)

The General Meeting deliberating with the quorum and majority conditions required by articles L.228-65, II and L.225-98 of the French *Code de commerce* in accordance with Condition 8 of the Terms and Conditions of the Bonds, decides that the minutes of the present General Meeting, the attendance sheet, proxies of represented holders of Bond(s) will be deposited at the registered office of the Issuer in order to allow any Bondholder to exercise the right of communication granted by the law.

Third resolution (*Powers to carry out any necessary formalities*)

The General Meeting deliberating with the quorum and majority conditions required by articles L.228-65, II and L.225-98 of the French *Code de commerce* in accordance with Condition 8 of the Terms and Conditions of the Bonds, authorises and gives full powers to the legal representative of the Issuer in order to take any step necessary to give effect to these resolutions and to the bearer of an original, or a copy or an extract of the minutes of the present General Meeting in order to carry out all legally required formalities, if any.

INFORMATION TO HOLDERS OF THE BONDS

I. Right of the holders of the Bonds to participate in the General Meetings

Each Bondholder has the right to participate in the relevant General Meeting in person, by proxy or by correspondence, in accordance with applicable laws and regulations.

In accordance with article R.228-71 of the French *Code de commerce* and paragraph (E) of Condition 8 of the relevant Terms and Conditions of the Bonds, the rights of each Bondholder to participate in the relevant General Meeting will be evidenced by the entries in the books of the relevant account holder (the "**Account Holder**") of the name of such Bondholder, as at 0:00 (Paris time) on the second business day preceding the date set for each General Meeting (i.e. on 25 June 2020, the "**Record Date**").

A book entry statement confirming that the relevant Bondholder owned the Bonds at the relevant time and date as detailed above shall be delivered by the relevant Account Holder and such book entry statement shall be attached to the Voting Form (as such term is defined below) or presented by the Bondholder on the day of the General Meeting in order to participate in such General Meeting.

Pursuant to articles L.228-65, II and L. 225-98, paragraph 2 of the French *Code de commerce* and Condition 8 of the Terms and Conditions of the Bonds, no quorum is required for the General Meetings deliberating on second convocation. Decisions at meetings shall be taken by a two-third (2/3) majority of votes held by the Bondholders attending such General Meeting or represented thereat.

II. Voting procedures

In order to participate in a General Meeting, Bondholders must choose one of the following means:

- participate in person;
- vote by correspondence; or
- vote by proxy, and either:
 - o give a proxy to the chairman of the meeting: in this case, the Bondholder shall complete the proxy section of the Voting Form (as such term is defined below) without indicating the name of the representative;
 - o give a proxy to a representative of his choice (a "**Proxy**") to act on its behalf in connection with the General Meeting, provided, however, that, in accordance with articles L.228-62 and L.228-63 of the French *Code de commerce*, the Bondholders shall be prohibited from appointing as Proxy certain persons, including, without

limitation, the directors, auditors and employees of the Issuer. In that case, the Bondholder shall complete the proxy section of the Voting Form (as such term is defined below) by indicating the last name, first name(s) and address of such Proxy;

Any proxy must be given in writing, signed by the relevant Bondholders and indicate the last name, first name(s) and address of the Proxy, if different from the chairman of the meeting.

Valid Voting Forms (as such term is defined below) received by the Issuer on first convocation of the General Meetings remain valid for the adjourned General Meetings convened on second convocation with the same agenda.

Any Bondholder wishing to participate in the relevant General Meeting by correspondence or proxy shall request by mail, email or telephone a voting form (a "**Voting Form**") from DIIS Group, the centralising agent in charge of the General Meetings (the "**Centralising Agent**"), the contact details of which are set out below:

DIIS Group
12 rue Vivienne
75002 Paris, France
Tel: +33 (0)1.88.61.75.15
(Email: centralisation@diisgroup.com).

Voting Forms will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book entry statement duly completed and signed by the relevant Account Holder, and (iii) are received by the Centralising Agent at least one (1) business day before the date of the relevant General Meeting (i.e. on 25 June 2020 at 11.59 p.m. (Paris Time)), such forms being referred to as "**Valid Voting Forms**" if the above listed conditions are met.

A Bondholder having already sent a Voting Form will have the right to sell all or part of its Bonds. It is however specified that if such sale is made before the Record Date, the Issuer will invalidate or modify accordingly such vote as may have been exercised in the Voting Form of such Bondholder sent prior to the relevant Record Date. The relevant Account Holder shall notify such assignment to the Issuer with all necessary information.

III. Right of information of the Bondholders

In accordance with articles L.228-69 and R.228-76 of the French *Code de commerce*, each Bondholder or, as the case may be, its representative, has the right, as from the date hereof and during the fifteen (15) day period preceding the holding of the relevant General Meeting, to consult or make a copy of the text of the Proposed Resolutions and of the information document describing the change of legal form envisaged by the Issuer which will be presented at the General Meeting (the "**Documents**").

The Documents are available:

- on demand made by mail or email to the Issuer (by mail at the address of the registered office of the Issuer set out below, attention: Noé Poyet; by email, at the following address: noe.poyet@group-indigo.com)
- at the registered office of the Issuer: Tour Voltaire - 1 Place des Degrés, 92800 Puteaux, France
- on demand made by mail, email or telephone to the Centralising Agent:

DIIS Group
12 rue Vivienne
75002 Paris, France
Tel : +33 (0)1.88.61.75.15
(Email : centralisation@diisgroup.com)

This notice of meeting including the Proposed Resolutions is also available on the Issuer's website (<https://www.group-indigo.com/en/investisseur/regulated-information/>).

The President of the Issuer