

## **ROCTOOL**

Public limited company with share capital of 500 076.40 Euros  
Head Office: Savoie Technolac – 73370 LE BOURGET-DU-LAC  
Register of Companies: 433 278 363 CHAMBERY

### **MEETING NOTICE AND CONVENING**

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Shareholders of RocTool S.A. – Public Limited Company – (the "Company") are called to attend an Ordinary General Meeting to be held on 4 November 2015, at 9.00 a.m. in order to deliberate on the following agenda:

1. Appointment of a new director;
2. Powers to carry out formalities.

#### **Resolution drafts**

##### **First resolution** (Appointment of a new director)

The General Meeting, under the conditions required by Ordinary General Meetings as to quorum and majority, appoints as director Flextronics International Ltd Company based at number 2 Changi South Lane, Singapore 486 123, registered under number 199002645H in Singapore, for a period of 6 (six) years, expiring at the General Meeting called to approve the financial statements for the fiscal year ended 31 December 2020.

Flextronics International Ltd have already declared that they accepted these functions and that they were not legally prohibited from doing so in any manner whatsoever.

##### **Second resolution** (Powers to carry out formalities)

The General Meeting grants full powers to the bearer of a copy or extract of the minutes of this General Meeting to carry out all legal filing and publicity formalities.

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Any shareholder, regardless of the number of shares he owns, is entitled to attend the General Meeting under the legal and regulatory provisions in force. In the event a shareholder cannot personally attend the General Meeting, he may choose one of the following two possibilities:

- To give proxy to another shareholder or to his spouse;
- To vote by post.

In order to attend the General Meeting, to vote by post or to be represented at this General Meeting:

- The holders of registered shares should be recorded into the registered share accounts held by the Company (or by their representative) on the second working day preceding the meeting by midnight, Paris time, that is to say on November 2<sup>nd</sup>, 2015. They have no deposit formality to go through and they will be admitted on just proving their identity.
- The holders of bearer shares should prove their identity and their shareholder's quality on the above mentioned date by sending to the Head Office of the Company the participation certificate issued by the authorized intermediary and proving the accounting entry of the shares in their names or in the name of the intermediary registered for their account if they do not reside on the French territory. This certificate is attached to the vote form or to the request of the admission card established in the shareholder's name or for the account of the shareholder represented by the registered intermediary. A participation certificate is also issued to the shareholder wishing to attend physically the General Meeting and who has not received his admission card on the second working day preceding the meeting by midnight, Paris time, that is to say on November 2<sup>nd</sup>, 2015.

A postal voting form or proxy form can be addressed to the registered shareholders on request to the Company. The bearer shareholders wishing to vote by post or to be represented can obtain forms from the intermediary responsible for management of their shares. Their request should be made in writing and should be received by the Head Office of the Company within six days at least before the date of the General Meeting, that is to say by October 27<sup>th</sup>, 2015 at the latest.

In accordance with Article 225-79 of the commercial code, the form appointing the representative can be addressed to the following address: [virginie.thiebaud@roctool.com](mailto:virginie.thiebaud@roctool.com). For the bearer shareholders, it should be accompanied by a participation certificate issued by the intermediary, holder of shares on trust.

Postal votes will be taken into account only if the forms have been duly filled and received by the Head Office of the Company by October 30<sup>th</sup>, 2015 at the latest.

The shareholders who will have sent a power, a postal vote form or a request of admission card will no longer be able to change their method of attending the General Meeting.

Should a form be returned by a registered intermediary, the Company reserves the right to question the said intermediary about the voter's identity.

Shareholders may ask questions in writing to the Company. These questions should be sent to the Head Office by registered letter with confirmation of receipt, addressed to the chairman of the board by the fourth working day preceding the General Meeting, that is to say on October 29<sup>th</sup>, 2015 inclusive. To be taken into account, they must be imperatively accompanied by a certificate of accounting entry.

Motivated requests for placing questions or resolution drafts on the agenda, made by shareholders complying with the legal conditions in force, should be addressed to the Head Office by registered letter with confirmation of receipt or by electronic mail and should be received twenty-five days at the latest before the General Meeting. These requests must be sent with a registration certificate that evidence the possession or the representation by the author of the requests of the portion of the share capital required by article 225-71 of the

commercial code. The request for placing resolution drafts on the agenda should be sent accompanied by the text of the resolution drafts and possibly by a brief explanation of the reasons for the request. It is further recalled that the General Meeting's consideration of the items and of the resolutions on the agenda is subject to the forwarding by the authors of the request, on the second working day, at the latest, preceding the meeting, by midnight, Paris time, of a new certificate justifying the registration of their shares on an account in the same conditions as the ones mentioned above.

In accordance with the regulation in force, all documents to be communicated at this General Meeting will be at the shareholders' disposal within the legally required time, at the RocTool Head Office and on the website of the Company <http://www.roctool.com> or transmitted upon request addressed to RocTool.

This notice shall also serve as formal notice to attend, provided always that no alteration be made on the agenda.