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SRP GROUPE

French *société anonyme* with a Board of Directors
with registered capital of €2,026,085.60
Registered office: 1 rue des Blés ZAC Montjoie 93212 La Plaine Saint-Denis Cedex
524 055 613 RCS Bobigny

CONVENING NOTICE (*AVIS DE CONVOCATION*)

SRP Groupe's shareholders are invited to attend an ordinary and extraordinary shareholders' meeting on June 27, 2019 at 10.00 a.m. at 1 impasse du Pilier, 93210 La Plaine Saint-Denis, to deliberate on the following agenda and draft resolutions, to deliberate on the following agenda:

Agenda

Agenda for the ordinary shareholders' meeting:

1. Approval of the unconsolidated financial statements for the 2018 fiscal year
2. Approval of the consolidated financial statements for the 2018 fiscal year
3. Allocation of earnings for the 2018 fiscal year
4. Renewal of Mr. Thierry Petit's term of office as director
5. Renewal of Mr. David Dayan's term of office as director
6. Renewal of Ms. Melissa Reiter Birge's term of office as director
7. Ratification of Mr. Cyril Vermeulen's appointment as director
8. Ratification of Ms. Amélie Oudéa-Castera's appointment as director
9. Ratification of Ms. Irache Martinez Absolo's appointment as director
10. Approval of regulated agreements and undertakings governed by Articles L.225-38 *et seq.* of the French Commercial Code
11. Approval of the compensation components due or allocated to Mr. Thierry Petit, Chairman of the Board of directors and Chief Executive Officer (*Président-Directeur Général*), for the fiscal year ended December 31, 2018
12. Approval of the compensation components due or allocated to Mr. David Dayan, Deputy Chief Executive Officer (*Directeur Général délégué*), for the fiscal year ended December 31, 2018
13. Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. Thierry Petit as Chairman of the Board of directors and Chief Executive Officer (*Président-Directeur Général*) for the 2019 fiscal year
14. Approval of the principles and criteria for determining, distributing and attributing fixed, variable and exceptional elements comprising total remuneration and benefits of any kind attributable to Mr. David Dayan as Deputy Chief Executive Officer (*Directeur Général délégué*) for the 2019 fiscal year
15. Authorization to the Board of directors to carry out transactions in shares issued by the company

Agenda for the extraordinary shareholders' meeting:

16. Delegation of authority to the Board of directors to increase the share capital of the company or another company through the issuance of shares and/or securities giving access, immediately or in the future, to the capital, with preferential subscription rights
17. Delegation of authority to the Board of directors to increase the share capital of the company or another company through the issuance of shares and/or securities giving access, immediately or in the future, to the capital, without preferential subscription rights, through public offering
18. Delegation of authority to the Board of directors to increase the share capital of the company or another company through the issuance of shares and/or securities giving access, immediately or in the future, to the capital, without preferential subscription rights, through private placements within the meaning of Article L.411-2, II of the French Monetary and Financial Code
19. Possibility to issue shares or securities giving access, immediately or in the future, to shares to be issued by the company, without preferential subscription rights, as consideration for contributions in kind, consisting of equity securities or securities giving access to the capital
20. Delegation of authority to the Board of directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items
21. Delegation of authority to the Board of directors to increase the number of securities to be issued in case of a capital increase with or without preferential subscription rights
22. Delegation of authority to the Board of directors to increase the share capital of the company through the issuance of shares and/or securities giving access to the capital immediately or in the future, without preferential subscription rights, reserved for members of company savings plans
23. Delegation of authority to the Board of directors to carry out allocations of free shares (existing or to be issued) to the employees and corporate officers of the group or certain employees or corporate officers of the group
24. Authorization to the Board of directors to reduce the share capital through the cancellation of treasury shares
25. Powers to complete formalities

Proposed resolutions

The text of the proposed resolutions to be submitted to the approval of the Shareholders' Meeting was published in the notice of meeting inserted in the *Bulletin des Annonces Légales et Obligatoires* (Balo) dated May 20, 2019, (no.60).

Preliminary formalities to attend the Shareholders' Meeting. – Any shareholder, regardless of the number of shares held, can take part in the shareholders' meeting in accordance with the legal and regulatory conditions in force, on simple proof of his/her identity and ownership of his/her shares.

Shareholders may participate in the shareholders' meeting:

- either by attending in person,
- or by voting by correspondence,
- or by being represented, at the shareholders' meeting, by giving a proxy to the Chairman of the shareholders' meeting, to their spouse or partner with whom they have concluded a civil solidarity pact, or to another shareholder, or to any other person (natural or legal) of their choice under the conditions provided for by Article L.225-106 of the French Commercial Code or even without indicating the representative.

It is stipulated that, for any proxy vote granted by a shareholder without indicating the name of the authorized representative, the Chairman of the shareholders' meeting shall cast a vote in favour of the adoption of the proposed resolutions presented or approved by the Board of directors, and a vote against the adoption of any other proposed resolutions. In accordance with the provisions of Article R.225-85 of the French Commercial Code, the right to participate to the shareholders' meeting is proved by the registration of shares in the name of the shareholder or of the intermediary registered on his or her behalf (in accordance with the seventh paragraph of Article L.228-1 of the French Commercial Code), on the second business day preceding the meeting at midnight (00:00 hour), Paris time, on June 25, 2019 at midnight (00:00 hour), Paris time, either in the registered share accounts kept by the company (or its agent), or in the bearer share accounts kept by the authorized intermediary.

- *for registered shareholders*, this registration in the accounts at midnight (00:00 hour), Paris time, on June 25, 2019, is sufficient to allow them to take part in the shareholders' meeting.
- *for bearer shareholders*, in accordance with the provisions of Article R.225-85 of the French Commercial Code, registration of their shares in bearer share accounts kept by the authorized intermediaries is established by a certificate of investment issued by those intermediaries, and that should be attached:

- (1) to the mail voting form; or
- (2) to the proxy form; or
- (3) to the request for an admission ticket

prepared in the name of the shareholder or on behalf of a shareholder represented by the registered intermediary.

A certificate can also be issued to shareholders wishing to take part in the meeting in person and who have not received their admission ticket at the second business day preceding the shareholders' meeting, at midnight (00:00 hour), Paris time, i.e. on June 25, 2019 at midnight (00:00 hour), Paris time.

Participation to the Shareholders' Meeting. – Shareholders wishing to **attend the shareholders' meeting in person** can ask for an admission ticket in the following way:

- *for registered shareholders:* every registered shareholder will automatically receive the voting form, attached to the notice of meeting, which he or she must complete, stating that he or she wishes to take part in the shareholders' meeting, and must obtain an admission ticket, to be signed and returned, with a prepaid response envelope attached to the convening form (or such shareholders may attend on the day of the meeting and go to the counter specially provided for this purpose to present an identity card);
- *for bearer shareholders:* bearer shareholders must ask the authorized intermediary handling the management of their share account to arrange for an admission ticket to be sent to them.

Shareholders who **do not attend the shareholders' meeting in person** may choose from among the following three options:

- 1) vote by mail;
- 2) by giving a proxy to the Chairman of the shareholders' meeting;
- 3) by giving proxy to another shareholder, to their spouse or partner in the context of a *pacte civil de solidarité* or to any other physical or legal person of their choice.

In order to exercise one of the options above, the shareholders shall perform the following formalities:

- *for registered shareholders:* send back the single mail voting or proxy form, which will be sent to them with the notice of meeting, with a prepaid response envelope attached to the convening form.
- *for bearer shareholders:* request this form from the authorized intermediary that manages their share account, from the date of the notice of meeting, these requests must be received at BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex, at least six days before the shareholders' meeting, i.e. on June 21, 2019 (Article R.225-75 of the French Commercial Code). The single mail voting or proxy form must be accompanied by a certificate of investment issued by the financial intermediary and must be returned by him or her to the following address: BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

In order to be taken into account, mail voting forms and/or proxy forms, duly completed and signed, must be received at the latest on June 24, 2019.

Proxies granted for this meeting are valid for any further meetings which may be convened with the same agenda and may be cancelled by the shareholders in the same form as was required for the appointment of their proxy.

In accordance with the provisions of Article R.225-79 of the French Commercial Code, notifications of the appointment and revocation of proxies can also be given electronically, in the following way:

- *for registered shareholders:* the shareholder must send an e-mail, with an electronic signature obtained by him from a habilitated certifier under the conditions of applicable law and regulations to the address paris.bp2s.france.cts.mandats@bnpparibas.com and indicating the name of the company concerned. This e-mail must contain the following information: SRP Groupe shareholders' meeting of June 27, 2019, surname, forename, address and login BNP Paribas Securities Services for the registered shareholders (information available on top left of their account statement) or login from financial intermediary for the administrative registered shareholders, and the surname, forename and address of the proxy appointed or revoked;
- *for bearer shareholders:*

(1) the shareholder must send an e-mail, with an electronic signature obtained by him from a habilitated certifier under the conditions of applicable law and regulations to the address paris.bp2s.france.cts.mandats@bnpparibas.com and indicating the name of the company concerned. This e-mail must contain the following information: SRP Groupe shareholders' meeting of June 27, 2019, surname, forename, address and complete bank references, and the surname, forename and address of the proxy appointed or revoked;

(2) the shareholder must ask the financial intermediary handling the management of their share account to send a written confirmation to BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

In order to be valid and taken into account, electronic appointments or revocations of proxies must be received at the latest at 3 p.m. (Paris time), on June 26, 2019. Appointments or revocations of proxies by mail must be received at the latest three days before the shareholders' meeting to the following address: BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex.

No shareholder that has already voted by mail, sent in a proxy or requested an admission ticket or a certificate of investment, will be able to choose another mode of participation in the meeting (Article R.225-85 of the French Commercial Code). A shareholder can at any time sell all or part of his or her shares. However, if the sale takes place before the second business day prior to the shareholders' meeting at midnight (00:00 hour), Paris time, the company will, as the case may be, invalidate or make amendments to the mail vote, proxy, admission ticket or certificate of investment. For this purpose, the authorized intermediary and account holder shall give notice of the sale to the company or its agent, and shall send it the necessary information. No transfer of ownership completed after the second business day prior to the shareholders' meeting at midnight (00:00 hour), Paris time, i.e. after June 25, 2019 at midnight (00:00 hour), Paris time, will be notified by the authorized intermediary or taken into account by the company, regardless of the method used, and notwithstanding any agreement providing otherwise (Article R.225-85 of the French Commercial Code).

It is recalled that for any proxy vote granted by a shareholder without indicating the name of the authorized representative, the Chairman of the shareholders' meeting will cast a vote in favour of the adoption of the proposed resolutions presented or approved by the Board of directors, and a vote against the adoption of any other proposed resolutions. To make any other vote, the shareholder must choose an authorized representative who will agree to vote in the sense indicated by the represented shareholder.

No provision will be made for voting at this meeting by means of videoconferencing or other means of telecommunication and electronic transmission, and accordingly, no website of the kind referred to in Article R.225-61 of the French Commercial Code will be made available for this purpose.

Written Questions. – Any shareholder will be entitled to submit written questions until the fourth business day preceding the date of the meeting, namely until June 21, 2019 (Article R.225-84 of the French Commercial Code).

Questions must be sent by registered letter with proof of receipt to: SRP Groupe, The Chairman of the Board of directors, “Written question for the shareholders' meeting”, 1 rue des Blés ZAC Montjoie 93212 La Plaine Saint-Denis Cedex, France, or by electronic means to the following address: investor.relations@showroomprive.net. In order to be taken into account, questions must be accompanied by a certificate of account registration.

When several questions have the same content, a single reply may be given. The reply to a written question will be deemed to have been given if it appears on the company's website, at www.showroomprivegroup.com (under Investor Relations – Shareholders' Area).

Documents made available to shareholders. – As required by law and regulations, all documents that must be provided in the context of this shareholders’ meeting will be made available to shareholders at the registered office at 1 rue des Blés ZAC Montjoie 93212 La Plaine Saint-Denis Cedex France, within the legal time limits.

Registered shareholders may also obtain the documents provided for by Articles R.225-81 and R.225-83 of the French Commercial Code, within the legal conditions and time limits, namely from the convening notice to June 22, 2019, by making a request to BNP Paribas Securities Services, CTO Assemblées Générales, Les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex. All bearer shareholders have the same right provided he or she justifies his shareholder’s status by the delivery of a registration certificate (Article R.225-88 of the French Commercial Code).

Furthermore, the documents intended to be presented to the shareholders’ meeting, together with the other information and documents provided by Article R.225-73-1 of the French Commercial Code, will be available on the company’s website at www.showroomprivegroup.com (under Investor Relations – Shareholders’ Area), at the latest as from June 6, 2019 (namely 21 days before the shareholders’ Meeting).

The Board of Directors