

## Participate in the Shareholders' Meeting

### Vote

**The Vallourec Shareholders' Meeting will be held on Thursday, 23 May 2019 at 10:00 a.m., at Palais Brongniart, located at 16, place de la Bourse, Paris (75002), France.**

**All shareholders, regardless of the number of shares they hold, have the right to participate in this Meeting:**

- either by attending in person, in which case it is imperative that they present:
  - an admission card (conditions for containing one are indicated below) or in its absence a certificate of shareholding, and
  - a piece of identification;
- or by choosing one of the following forms:
  - voting by Internet through the VOTACCESS platform,
  - voting by mail,
  - granting a proxy to the Chairman of the Meeting, in which case a vote in favor of accepting the draft resolutions presented or approved by the Management Board will be cast, along with a vote against approving any other draft resolutions, or
  - granting a proxy to any individual or legal entity of their choosing.

Pursuant to Article R.225-85 of the French Commercial Code, only shareholders who have proven their status by registering their shares in their own name or in the name of the intermediary registered on their behalf, by the second business day preceding the Meeting (Tuesday, 21 May 2019, 00:00 a.m., Paris time), will be allowed to participate in the Meeting, vote by Internet, by mail, or have themselves represented therein:

- either in the accounts of registered shares held for the Company by its agent BNP Paribas Securities Services;
- or in the accounts of bearer shares held by the authorized intermediary.

### For your information

The documents relating to the Meeting provided for in Article R.225-83 of the French Commercial Code shall be available to shareholders:

- on the website [www.vallourec.com](http://www.vallourec.com);
- at Vallourec's registered office;
- on request from BNP Paribas Securities Services.

Registration of shares in the bearer shares accounts held by the authorized intermediary must be recorded by a certificate of shareholding issued by the latter, attached to the voting by mail form or proxy, or to the request for admission card established in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is likewise issued to a shareholder who wishes to physically participate in the Shareholders' Meeting and who has not received his/her admission card by the second business day preceding the Shareholders' Meeting at 00:00 a.m., Paris time. Any person presenting himself/herself without either his/her admission card or a certificate of shareholding may be denied access to the Shareholders' Meeting.

A shareholder who has already voted by Internet, by mail, sent a proxy or requested an admission card or a certificate of shareholding, may no longer choose another method of participating in the Meeting.

You may dispose of all or part of your shares, even if you have already voted or requested an admission card or a certificate of shareholding. However, if the transfer of ownership occurs before the second business day preceding the Meeting (Tuesday, 21 May 2019 at 00:00 a.m., Paris time), Vallourec shall invalidate or consequently amend, as appropriate, the vote cast by Internet, mail, proxy, the admission card or the certificate of shareholding. To that end, the authorized intermediary provides notice of a transfer of ownership to Vallourec or its agent, and sends the Company or agent the necessary information.

No transfer of ownership that is completed after the second business day preceding the Meeting at 00:00 a.m., Paris time, regardless of the method used, shall be notified by the authorized intermediary or taken into consideration by the Company.

If you hold Vallourec shares through several shareholding types (registered, bearer, or as an employee), you must vote once for each type if you wish to use all your voting rights.

- To contact BNP Paribas Securities Services:

**By mail:**

BNP Paribas Securities Services  
CTS Assemblées Générales  
Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex – France

**By phone:** + 33 (0) 1 40 14 80 17

**By fax:** + 33 (0) 1 55 77 36 69

## > CHOICE 1 : You wish to vote *via* Internet (VOTACCESS)

Vallourec offers you the possibility of connecting to the secure VOTACCESS website (accessible *via* the websites Planetshares, Planetshares – My Proxy, or *via* your financial intermediary's website), to request your admission card, to grant a proxy to the Chairman, another shareholder, or another specific person, or to vote online.

### 1. Request an admission card to attend the Meeting in person

- **If you are a registered shareholder** (whether direct or administered)

Connect to the VOTACCESS platform, which may be accessed through the Planetshares website: <https://planetshares.bnpparibas.com> and follow the instructions to request an admission card.

If you are a direct registered shareholder, connect to the Planetshares site using your usual access codes.

If you are an administered registered shareholder, you will receive a call to meeting letter, which indicates your username, so that you can connect to the Planetshares website.

- **If you are an employee shareholder**

Submit your request for an admission card online *via* the VOTACCESS platform, which may be accessed through the Planetshares – My Proxy website: <https://gisproxy.bnpparibas.com/vallourec.pg> and confirm your identity using the following parameters:

- the **username** indicated at the top right of your paper voting form, which is attached to your notice of meeting;
- followed by an **identification criterion** which corresponds to your employee account number, mentioned on your annual AMUNDI or CACEIS portfolio statement <sup>(1)</sup>.

- **If you are a bearer shareholder**

Find out if your account-holding institution is connected to the VOTACCESS platform and, if applicable, if this access is subject to specific usage conditions.

Only a bearer shareholder whose account-holding institution is a member of VOTACCESS may request his/her admission card online. Otherwise, the shareholder must follow the mailing procedures.

Shareholders whose account-holding institution is a member of the VOTACCESS platform must identify themselves on the Internet portal of their account-holding institution using its usual access codes, then click on the icon which appears on the line corresponding to their Vallourec shares, and follow the instructions to request an admission card.

### 2. Remote voting or proxy voting

- **If you are a registered shareholder** (whether direct or administered)

Connect to the VOTACCESS platform, which may be accessed *via* the Planetshares website: <https://planetshares.bnpparibas.com> and follow the instructions to vote, or appoint or revoke an agent.

If you are a direct registered shareholder, connect to the Planetshares site using your usual access codes.

If you are an administered registered shareholder, you will receive a call to meeting letter, which indicates your username, so that you can connect to the Planetshares website.

- **If you are an employee shareholder**

Connect to the VOTACCESS platform, which may be accessed *via* the Planetshares – My Proxy website: <https://gisproxy.bnpparibas.com/vallourec.pg> and confirm your identity using the following parameters:

- the **username** indicated at the top right of your paper voting form, which is attached to your notice of meeting;
- followed by an **identification criterion** which corresponds to your employee account number, mentioned on your annual AMUNDI or CACEIS portfolio statement <sup>(1)</sup>.
- **If you are a bearer shareholder**, follow the instructions given for this category of shareholder in [point 1. Request an admission card to be able to come to the Meeting in person.](#)

If the institution holding the shareholder's account is not connected to the VOTACCESS site, notice of the appointment or revocation of an agent may nevertheless be given electronically, pursuant to the provisions of Article R.225-79 of the French Commercial Code. The shareholder must send an email to the following address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), which must contain the following information: name of the company concerned (Vallourec), date of the Meeting (Thursday, 23 May 2019), last name, first name, address, bank information for the shareholder, along with last name, first name, and if possible, the address of the agent. The shareholder must request that the financial intermediary managing its securities account send written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex – France.

In order for appointments or revocations of mandates given electronically to be able to be validly considered, confirmations must be received the day before the Meeting, at the latest, (Wednesday, 22 May 2019, 03:00 p.m., Paris time). Any request or notification to the aforementioned e-mail address for a purpose other than notifications of an appointment or revocation of mandates, will not be considered.

**The VOTACCESS platform, dedicated to voting prior to the Meeting, will open starting on 30 April 2019. It will be closed the day before the Meeting (Thursday, 22 May 2019 at 03:00 p.m., Paris time). To avoid any potential overcrowding of VOTACCESS, we recommend that you cast your vote as soon as possible.**

(1) On the AMUNDI statement, the identification criterion is as follows: "Your account number."  
On the CACEIS statement, this criterion is as follows: "Your reference."

> **CHOICE 2 : You wish to vote by mail**

**HOW DO YOU OBTAIN YOUR INDIVIDUAL FORM?**

- You are a registered shareholder (whether direct or administered)

An individual vote by mail or by proxy form is sent to you, by mail, without you making any request.

- You are a bearer shareholder

You must ask your financial intermediary (bank or any other institution managing the securities account to which your shares are registered) for an individual vote by mail or by proxy form at least six days before the Shareholders' Meeting, i.e. by Friday 17 May 2019 at the latest.

The precise procedure for using the individual form can be downloaded from the Vallourec website: [www.vallourec.com](http://www.vallourec.com).

**YOU WISH TO ATTEND THE MEETING**

Fill in box A

**YOU DO NOT WISH TO ATTEND THE MEETING**

Fill in box B and choose one of the three options

1

**YOU ARE VOTING BY MAIL**

- a) Fill in this box
- b) To vote YES to a resolution, leave the numbered box corresponding to this resolution empty.  
To vote NO to a resolution or to abstain, fill in the numbered box corresponding to this resolution.
- c) Do not forget to express your opinion in case amendments or new resolutions are presented at the Shareholders' Meeting.

OR

2

**YOU GRANT A PROXY TO THE CHAIRMAN OF THE SHAREHOLDERS' MEETING**

Fill in this box.

OR

3

**YOU WISH TO BE REPRESENTED BY A PROXY**

Fill in this box and indicate the information for this person. **If you grant a proxy without indicating the agent,** a vote will be cast in favor of accepting the draft resolutions presented or approved by the Management Board, along with a vote against the approval of any other draft resolutions.

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des résolutions à l'ordre du jour de l'Assemblée Générale.**  
Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes.

A.  Je désire assister à cette assemblée et demande une carte d'invitation.  
B.  J'utilise le formulaire de vote par correspondance ou par procuration.



Société Anonyme au capital de 915 975 520 €  
Siège social : 27, avenue du Général-Leclerc  
92100 BOULOGNE-BILLANCOURT  
552 142 200 R.C.S. Nanterre

**JE VOTE PAR CORRESPONDANCE / I VOTE BY PROXY**  
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote YES to all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments are presented at the meeting:  
- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the Meeting to vote on my behalf.  
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (equivalent to voting against).  
- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard :  
In order to be considered, this completed form must be returned at the latest by:

sur 1<sup>re</sup> convocation / on 1<sup>st</sup> notification sur 2<sup>e</sup> convocation / on 2<sup>nd</sup> notification  
20 mai 2019 / 20 May 2019

à / to BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin



HOW DO YOU RETURN YOUR FORM?

● You are a registered shareholder (whether direct or administered)

Return the form to BNP Paribas Securities Service as quickly as possible, to ensure that it is received on Monday, 20 May 2019 at the latest (deadline for receipt).

● You are a bearer shareholder

Send the form to the institution in charge of managing your securities account, which will send it to BNP Paribas Securities Services along with a certificate of shareholding, as soon as possible, and in any case on Monday, 20 May 2019 at the latest.

Prenez connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side  
In all cases corresponding, date and sign at the bottom of the form - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form  
d'admission : dater et signer au bas du formulaire // I wish to attend the shareholders' meeting and request an admission card : date and sign at the bottom of the form.  
Procédure de procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.

**ASSEMBLÉE GÉNÉRALE MIXTE**  
convoquée le 23 mai 2019 à 10 h (heure de Paris)  
au Palais Brongniart  
16, place de la Bourse 75002 Paris  
**COMBINED SHAREHOLDER'S MEETING**  
to be held on 23 May 2019 at 10 a.m. (Paris time)  
at Palais Brongniart  
16, place de la Bourse 75002 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions  
Number of shares

Porteur  
Bearer

Vote simple  
Single vote

Vote double  
Double vote

Nombre de voix - Number of voting rights

**1**

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci  la case correspondant à mon choix.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

**2**

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE  
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

**3**

JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT : See reverse (4)

Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION :** if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
Surname, first name, address of the shareholder (any changes regarding this information have to be reported to the relevant institution, no changes can be made using this proxy form). See reverse (1)

**CHECK YOUR CONTACT DETAILS**  
Make necessary changes

	Qui / Yes	Non/No Abst/Abs		Qui / Yes	Non/No Abst/Abs
A	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
B	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
C	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
D	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
E	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

Propositions ou nouvelles résolutions sont proposées pendant la réunion  
Chairman of the general meeting to vote on my behalf.....   
(NON) .....   
Nom .....

Date & Signature

**DATE AND SIGN\***  
Regardless of your choice

\* In case of joint possession, the first member that receives the form should sign on behalf of all members.