

### **1.7.3. DESCRIPTION OF THE NEW SHARE BUYBACK PROGRAMME SUBMITTED FOR APPROVAL BY THE ANNUAL GENERAL MEETING ON 18 APRIL 2019**

Pursuant to Articles 241-2 and 241-3 of the AMF General Regulation, the company hereby provides a description of the share buyback programme that will be submitted for approval by the Annual General Meeting on 18 April 2019. That programme will replace the programme authorised by the Annual General Meeting of 19 April 2018.

#### **NUMBER OF SHARES AND PERCENTAGE OF SHARE CAPITAL HELD BY TFI – OPEN POSITIONS IN DERIVATIVES**

As of 14 February 2019, the company did not own any of its own shares. It had no open position in derivatives.

#### **OBJECTIVES OF THE BUYBACK PROGRAMME**

The Board of Directors is requesting the Annual General Meeting of 18 April 2019 for authority to buy back the company's own shares, up to a maximum of 10% of the share capital.

That authorisation would cover various objectives, including those mentioned in Article 5 of Regulation 596/2014/EU on market abuse or a market practice recognised by the AMF.

Those objectives are:

- reducing the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- allotting or transferring shares to employees or corporate officers of the company or of related companies, in accordance with the requirements and procedures stipulated by law, and particularly in connection with profit-sharing or stock option plans, or *via* company or Group savings schemes, or through the allotment of free shares;
- holding shares and as the case may be using them subsequently as a means of payment or exchange in the event of an acquisition, merger, demerger or transfer of assets, in accordance with applicable regulations;
- promoting market liquidity and regularising the market price of the company's shares, and avoiding pricing discrepancies not caused by market trends through the use of a liquidity contract managed by an investment services provider acting in accordance with market practices approved by the AMF;
- fulfilling obligations attached to debt securities, in particular securities giving entitlement to the allotment of shares in the company *via* redemption, conversion, exchange, or in any other way;
- implementing any market practice accepted by the AMF and more generally, conducting any transaction that complies with applicable regulations.

#### **OBJECTIVES OF THE NEW BUYBACK PROGRAMME**

Subject to approval by the Annual General Meeting of the resolution relating to share buybacks, the Board of Directors' meeting of 14 February 2019 decided to set the objectives of the new buyback programme as follows:

- reducing the share capital by cancelling shares under the conditions provided for by law, subject to authorisation by the Extraordinary General Meeting;
- allotting or transferring shares to employees or corporate officers of the company or of related companies, in accordance with the requirements and procedures stipulated by law, and particularly in connection with profit-sharing or stock option plans, or *via* company or Group savings schemes, or through the allotment of free shares;

The Board of Directors reserves the right to extend the programme to other objectives included among those submitted to the Annual General Meeting of 18 April 2019 for approval. In that eventuality, the company would inform the market via a press release.

#### **MAXIMUM PERCENTAGE OF SHARE CAPITAL – MAXIMUM NUMBER AND CHARACTERISTICS OF THE SHARES THAT THE COMPANY IS PROPOSING TO ACQUIRE – MAXIMUM PURCHASE PRICE**

The programme allows the company to buy back its own shares at a price of up to €20 per share, subject to adjustments relating to corporate actions.

The Board of Directors has set the maximum amount of funds allocated to this buyback programme at €300 million, equivalent to a maximum of 15,000,000 shares based on the price of €20 per share submitted to the Annual General Meeting for approval.

As required by law, the total number of shares held at any given date may not exceed 10% of the share capital at that same date.

The shares acquired may be reallocated or transferred subject to the conditions set by the AMF, and in particular those contained in AMF Position-Recommendation DOC-2017-04, "Guidance on trading by listed issuers in their own securities and stabilisation measures".

Repurchased shares retained by TFI are stripped of voting rights and are not entitled to payments of dividend.

Shares may be acquired, sold, transferred or exchanged by any means subject to AMF rules, on market or off market, *via* multilateral trading facilities or systematic internalisers or over the counter, by means of derivative financial instruments, and at any time, except during the period of a public tender offer or public exchange offer for the company's shares. The portion of the programme that may be carried out through block trades is not restricted, and may extend to the entire programme.

#### **DURATION OF THE BUYBACK PROGRAMME**

Eighteen months starting from the Annual General Meeting of 18 April 2019.