

BRINKS CO
Form 4
November 13, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall McAlister C II

(Last) (First) (Middle)
1801 BAYBERRY COURT, P.O.
BOX 18100
(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen Counsel and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/11/2013		F	128 ⁽¹⁾	\$ 31.44	D	31,554 ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall McAlister C II 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP, Gen Counsel and Secretary	

Signatures

/s/ Elizabeth C. Restivo, Elizabeth C. Restivo, Attorney-in-Fact 11/13/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on November 11, 2013.
- (2) Includes 12,559 Restricted Stock Units that have not yet vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. of the Company relating to the fiscal year ended December 31, 2013,
 -the Board of Directors' special report on stock-options pursuant to Article L. 225-184 paragraph 1 of the French Commercial Code,
 -the Statutory Auditor's report relating to the annual accounts relating to the fiscal year ended December 31, 2013,
 -the Statutory Auditor's report relating to the consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles (US GAAP) applying to companies listed on the NASDAQ.

Approves the annual accounts, i.e., the balance sheet, income statement and the related note as of and for the period ended December 31, 2013 as they have been presented, together with the transactions transcribed in the aforesaid financial statements and summarized in such reports.

Approves the consolidated financial statements relating to the fiscal year ended December 31, 2013 established in accordance with U.S. GAAP as applied to companies listed on the Nasdaq market, as they have been presented in the 20-F Report filed with SEC on April 3, 2014, together with the transactions transcribed in the aforesaid financial statements and summarized in such report.

The Shareholders' Meeting therefore grants a release to all members of the Board of Directors for their management during the fiscal year 2013.

SECOND RESOLUTION (Allocation of the loss for the fiscal year ended December 31, 2013)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, acknowledges that the Company has recorded a net loss (not consolidated) of € 2,987,789.69 during fiscal year ended December 31, 2013 taking into account:

§ a depreciation allowance amounting to €118,751,
§ a provision allowance amounting to €1,850,115.37.

The Shareholders' Meeting, after reading the Board of Directors report, decides to clear the loss amounting to € 2,987,789.69 by allocating the entire € 2,987,789.69 amount to the cumulated losses account.

Pursuant to Article 243 bis of the French Tax Code, the Shareholders' Meeting takes note that no dividend has been paid during the last three fiscal years.

The Shareholders' Meeting, pursuant to the Board of Directors' report, in accordance with article 223 quarter of the French Tax Code, takes note that no expenses, nor charges concerned by article 39-4 of this Code, nor theoretical tax amount, will be recorded by the Company.

THIRD RESOLUTION (Reading and approval of the special report of the Statutory Auditor on the agreements referred to in Article L. 225-38 of the French Commercial Code; approval of the agreements as mentioned in the said report)

After hearing the Statutory Auditor's special report relating to the agreements referred to in article L.225-38 of the French Commercial Code (related party transactions), the Shareholders' Meeting approves the terms of the report and the agreements mentioned therein.

FOURTH RESOLUTION (Renewal of Mr. Philippe Chauveau's term of office as Director)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Philippe Chauveau's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

FIFTH RESOLUTION (Renewal of Mr. Pierre Beysson's term of office as Director)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Pierre Beysson's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

SIXTH RESOLUTION (Renewal of Mr. Rob Michiels's term of office as Director)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Rob Michiels's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

SEVENTH RESOLUTION (Renewal of Mr. Argil Wheelock's term of office as Director)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Ordinary Shareholders' Meetings, takes note that Mr. Argil Wheelock's term of office as Director expires today and decides to renew such appointment for a new period of six years expiring at the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the Company's annual accounts related to fiscal year ending December 31, 2019.

RESOLUTIONS SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING:

EIGHTH RESOLUTION (Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Extraordinary Shareholders' Meetings, after hearing the Board of Directors' report, decides to modify the age limit for serving as a Director and to increase it from 80 to 85 years old.

Consequently, the Shareholders' Meeting decides to amend the Company's by-laws accordingly, the last paragraph of Article 13 of the by-laws will then read as follows:

« ARTICLE 13 – BOARD OF DIRECTORS

[...]
Directors cannot be more than eighty five years old. In case one of the Directors reaches this limit during his/her office, such Director is automatically considered as having resigned at the next Shareholders' Meeting.»

NINTH RESOLUTION : (Modification of the age limit for the Chairman of the Board and related amendment of article 16 of the Company's by-laws)

The Shareholders' Meeting, in accordance with the quorum and majority criteria required for Extraordinary Shareholders' Meetings, after hearing the Board of Directors' report, decides to modify the age limit for serving as Chairman of the Board during his tenure and to increase it from 80 to 85 years old.

Consequently, the Shareholders' Meeting decides to amend the Company's by-laws accordingly, the last paragraph of Article 16 of the by-laws will then read as follows:

« ARTICLE 16 - CHAIRMAN

[...]
The Chairman of the Board of Directors cannot be over eighty five years old. In case the Chairman reaches this limit during his/her term, he/she will automatically be considered as having resigned. However, his/her term is extended until the next Board of Directors meeting, during which his/her successor shall be appointed. Subject to this provision, the Chairman of the Board may always be re-elected. »

TENTH RESOLUTION (Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital)

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors,

decides that:

- the maximum aggregate nominal amount of share capital increases that may be carried out pursuant to the delegations in the eleventh to fifteenth resolutions, is set at 1,300,000 euros (one million three hundred thousand euros) i.e., a maximum number of shares of 10,000,000 with a nominal value of 0.13 euro each., to which amount must be added, if need be, the additional amount of the shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for any other cases of adjustments, the rights of the holders of securities giving access to share capital or other rights giving access to share capital,

- the maximum aggregate nominal amount of debt securities which may be issued pursuant to the delegations granted in the eleventh to fifteenth resolutions is set at 1,300,000 euros (one million three hundred thousand euros) or the equivalent of this amount in euros on the issuance date, provided that:
 - this maximum aggregate nominal amount may be increased by any reimbursement premium exceeding par value , and
 - this maximum aggregate nominal amount does not apply to debt securities which issuance would be decided or authorized by the Board of Directors pursuant to Article L. 228-40 of the French Commercial Code.

This delegation terminates as of today, the prior delegation having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.

ELEVENTH RESOLUTION (Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders)

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings and noting that the share capital is fully paid-up,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129-2, L. 225-134, L. 228-92 and L. 228-93 of the French Commercial code,

1. delegates its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance, in France or abroad, of ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company or to the share capital of any company which may directly or indirectly hold more than half of its share capital or of which it may directly or indirectly hold more than half of the share capital, or any securities giving a right to the allocation of debt securities. Said securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

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2. decides that the aggregate maximum nominal amount of the capital increases which may be carried out, immediately or in the future, pursuant to this resolution is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for any other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital,

3. decides that this amount shall be applied against the aggregate maximum provided for in the tenth resolution above,

4. decides to set the maximum nominal amount of debt securities which may be issued pursuant to this delegation at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to be applied against the aggregate maximum provided for in the tenth resolution above,

5. decides that the shareholders may exercise, in accordance with the law and regulations in force, their preferential subscription rights to the ordinary shares and the securities issued pursuant to the present delegation,

6. decides that the Board of Directors may grant shareholders the right to subscribe to securities in excess of those they may subscribe to as of right (droit de souscription à titre réductible), which shall be exercised in proportion to their rights and within the limits of their requests,

7. decides that if the subscriptions as of right (souscription à titre irréductible), or as the case may be, excess subscriptions (souscription à titre réductible) have not absorbed the entire issuance of shares or of securities or debt securities, the Board of Directors may choose, in the order that seems relevant to it, one or several of the options below:

-limit the issuance to the amount of the subscriptions received, provided that such subscription is equivalent to at least three-fourths of the initial amount of the relevant issuance as decided by the Board of Directors,

-distribute freely all or some of the unsubscribed shares, which have not been subscribed as of right, or as the case may be, excess subscriptions,

- offer to the public all or part of the unsubscribed securities,

8. specifies that transactions contemplated by this delegation may be carried out at any moment, including during a tender offer and/or a standing market offer for the securities of the Company,

9. decides that the Board of Directors shall have all powers to implement this delegation, in accordance with the law and the Company's by-laws, in order, in particular, to decide the dates, terms and conditions of issuances, the form and characteristics of shares or securities giving access to the share capital or debt securities to be issued, with or without a premium. The Board of Directors shall in particular determine the amount to be issued, set the date of dividend rights, including a retroactive date, for the securities to be issued, determine the method of paying-up of the shares or securities giving access to the share capital to be issued immediately or in the future; if need be, the strike price and exercise period of the securities or the terms of the exercise of the rights for exchange, conversion, repayment, or attribution by other manner of shares or securities giving access to the share capital pursuant to this delegation,

10. decides that the Board of Directors shall have all powers to implement this delegation, on one or more occasions, and in such proportions and at any such times it may deem appropriate, and to issue the corresponding securities or to postpone such issuances, enter into all agreements to ensure the success of the contemplated issuances, acknowledge the completion of such issuances and amend accordingly the by-laws and more generally, to do the following:

- determine, in accordance with applicable laws, the possible adjustments of the terms under which the securities may in the future give access to the share capital,
- suspend, if need be, the exercise of rights attached to such securities as permitted by laws and regulations, for a maximum period of three (3) months,
 - deduct any amounts from the share premiums, in particular, the cost of any capital increases,
 - ensure in the future the protection of the rights of holders of securities giving access to the share capital of the Company in accordance with applicable laws and regulations,
 - take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

11. acknowledges that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations,

12. acknowledges that this authorization, subject to the approval of this resolution, terminates the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013, with respect to the unused portion of such delegation.

13. decides the present delegation is granted for a period of twenty-six (26) months from the date of this meeting.

TWELFTH RESOLUTION (Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital of the Company or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering)

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings and noting that the share capital is fully paid-up,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq. of the French Commercial code,

1. delegates its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, by means of a public offering with cancellation of preferential subscription rights, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company or to the share capital of any company which may directly or indirectly hold more than half of its share capital or of which it may directly or indirectly hold more than half of the share capital, or any securities giving a right to the allocation of debt securities. Said securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. decides the issuances which may be carried out pursuant to this delegation may be realized through a public offering, being specified that the Company may proceed by way of the filing of a registration statement with the Securities and Exchange Commission in the United States,

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3. decides that the maximum nominal amount of the capital increased which may be carried out, immediately or in the future, pursuant to this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital, which amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,
4. decides to set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription), the maximum nominal amount of debt securities which may be issued pursuant to this delegation, which amount shall be applied against the aggregate maximum provided for in the tenth resolution,
5. decides to cancel the shareholders' preferential subscription rights to the shares and/or any securities and/or any debt securities to be issued, in accordance with applicable law,
6. decides that the price of shares or securities issued pursuant to this delegation shall be determined by the Board of Directors as such price would result from the mechanism of supply and demand as per the so-called book-building method developed by professional customs (specifying, however, that if the shares of the Company are admitted for trading on a regulated market when this delegation is used, the price shall be set in accordance with the provisions of article L. 225-136-1° of French Commercial code). In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's American Depositary Shares ("ADSs") on the NASDAQ,
7. acknowledges and decides that this delegation shall automatically result in the waiver by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them, in favor of holders of securities to be issued by the Board of Directors,
8. specifies that transactions contemplated in this resolution may be carried out at any moment, including during a tender offer and/or a standing market offer for the securities of the Company,
9. decides that the Board of Directors shall have all powers to implement this delegation, in accordance with law and the Company's by-laws, in order, in particular, to decide the dates, terms and conditions of issuances, the form and characteristics of shares or securities giving access to the share capital or debt securities to be issued, with or without a premium. The Board of Directors shall in particular determine the amount to be issued, set the date of dividend rights, including retroactive, for the securities to be issued, determine the method of paying-up of the shares or securities giving access to the share capital to be issued immediately or in the future; if need be, the strike price and exercise period of the securities or the terms of the exercise of the rights for exchange, conversion, repayment, or attribution by other manner of shares or securities giving access to the share capital pursuant to this delegation,
10. decides that the Board of Directors shall have all powers to implement this delegation, on one or more occasions, and in such proportions and at any such times it may deem appropriate, and to issue the corresponding securities or to postpone such issuances, enter into all agreements to ensure the success of the contemplated issuances, acknowledge the completion of such issuances and amend accordingly the by-laws and more generally, to do the following:
 - determine, in accordance with applicable laws, the possible adjustments of the terms under which the securities may in the future give access to the share capital,
 - suspend, if need be, the exercise of rights attached to such securities as permitted by laws and regulations, for a maximum period of three (3) months,

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- deduct any amounts from the share premiums, in particular, the expenses of any capital increases,
- ensure in the future the protection of the rights of holders of securities giving access to the share capital of the Company in accordance with applicable laws and regulations,
- take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

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11. acknowledges that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations,

12. acknowledges that this authorization, subject to the approval of this resolution, terminates the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013, with respect to the unused portion of such delegation.

13. decides the present delegation is granted for a period of twenty-six (26) months from the date of this meeting.

THIRTEENTH RESOLUTION (Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics)

In line with the Company's development and growth strategy, the Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial code,

1. delegates its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company (including, in particular, bonds redeemable or convertible into shares and all share warrants, attached or not to shares or other securities). Such securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. decides that the issuance of preferred shares is expressly excluded from this delegation,

3. decides that the maximum nominal amount of the capital increases which can be carried out, immediately or in the future, pursuant to the authority delegated by the Shareholders' Meeting to the Board of Directors by this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies as at the date of subscription) to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital; this amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,

4. decides that the maximum nominal amount of debt securities that could be issued pursuant to the current delegation is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription), this amount shall be applied against the aggregate maximum amount provided for in the tenth resolution above,

5. decides to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription of such shares and securities which are the subject of this resolution to the new or existing investors which meet all of the criteria specified in A. or B. below, for a minimum individual subscription amount of 250,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included):

- A.
- (i) institutional investors or individuals who are qualified institutional buyers or accredited investors under U.S. law or qualified investors (investisseurs qualifiés) under French law (e.g., investment funds, investment companies, pension funds, banks and other financial institutions, insurance companies, etc.); and
 - (ii) specialized or skilled in the health care or biotechnologies sectors or specialized in investing in companies with high growth potential; and
 - (iii) which are prepared to make an investment decision in respect of the Company solely based on available public information, provided, however, that each prospective investor will be required to enter into a confidentiality agreement regarding the proposed investment prior to any disclosure to it of the name of the Company; or
- B. any placement agent or underwriter in connection with the offering or the placement of shares or securities giving access to the Company's share capital to investors meeting the criteria set forth in A. above, as part of such agent's or underwriter's compensation for their services.

6. specifies that, pursuant to article L. 225-132 of the French Commercial code, this delegation shall automatically result in the cancellation by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them,

7. decides that the issuance price (or the amount of the compensation which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital) will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors through the book-building process. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's ADSs on the NASDAQ,

8. decides that the Board of Directors shall have all powers to implement this delegation, in accordance with applicable laws, including but not limited to the following purposes:

- determine, the amount of the share capital increase, the issuance price (being specified that the latter will be set in accordance with the modalities defined above) as well as any issuance premium, that may be requested,
- set the dates, the terms and conditions of any issuance as well as the form and characteristics of shares or securities giving access to the share capital to be issued,
- set the date of dividend rights, including retroactive, for the shares and securities giving access to the share capital to be issued, and determine the method of paying-up,
- set the list of beneficiaries for each of the aforementioned categories and the number of shares to be allocated to each of them,
- allocate the costs of capital increases to the amount of premiums related thereto and deduct from such amount the sums necessary to raise the level of the legal reserve to one-tenth of the new capital after each capital increase,
 - perform formalities following each capital increase and subsequent modification of the by-laws,
 - more generally, enter into any agreement, in particular if necessary to ensure completion of the contemplated issuances, take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

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9. decides that this delegation is granted for a period of eighteen (18) months from the date of this meeting and replaces the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.

10. acknowledges that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations.

FOURTEENTH RESOLUTION (Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics)

In line with the Company's development and growth strategy, the Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129, L. 225-129-2, L. 225-138 and L. 228-91 et seq. of the French Commercial code,

1. delegates its authority to the Board of Directors to decide, under any such proportion and at any such periods it may deem appropriate, one or several capital increases by issuance of, in France or abroad, ordinary shares of the Company or any securities giving access by any means, whether immediately and/or in the future, to the share capital of the Company (including, in particular, bonds redeemable or convertible into shares and all share warrants, attached or not to shares or other securities). Such securities may be issued in euros, in foreign currencies or in any monetary units whatsoever established by reference to several currencies, at the option of the Board of Directors and which subscription may be made either in cash or by set off,

2. decides that the issuance of preferred shares is expressly excluded from this delegation,

3. decides that the maximum nominal amount of the capital increases which can be carried out, immediately or in the future, pursuant to the authority delegated by the Shareholders' Meeting to the Board of Directors by this resolution, is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription) to which amount must be added, if need be, the nominal amount of the additional shares or securities to be issued to preserve, as provided by law and by any applicable contractual provision providing for other cases of adjustments, the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital, this amount shall be applied against the aggregate maximum provided for in the tenth resolution above. In any case, such share capital increases may represent, subject to the aforementioned limit, more than 20% of the Company's share capital at the date of issuance,

4. decides that the maximum nominal amount of debt securities that could be issued pursuant to the current delegation is set at 1,300,000 euros (or its counter-value in foreign currencies at the date of subscription), this amount shall be applied against the aggregate maximum amount provided for in the tenth resolution above,

5. decides to cancel the shareholders' preferential subscription rights for the shares and securities which would be issued hereto and to reserve subscription of such shares and securities which are the subject of this resolution in favor of the following new or existing investors, with a maximum of 150 subscribers, with a minimum individual subscription amount of 10,000 euros or its counter-value in foreign currencies as at the date of subscription (issuance premium included):

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- (i) practitioners who have used the Company's technologies over the course of the last 24 months preceding the issuance of the securities, subject to compliance with the applicable laws and professional ethics; and/or
- (ii) commercial partners of the Company who have entered into a business agreement with the Company over the last 24 months preceding the issuance of the securities; and/or
- (iii) patients who have benefited from treatments using technologies developed by the Company over the last ten years,

6. specifies that, pursuant to article L. 225-132 of the French Commercial code, this delegation shall automatically result in the cancellation by the shareholders of their preferential subscription rights to the shares to which the issued securities entitle them,

7. decides that the issuance price (or the amount of the compensation which is due to the Company for each share to be issued, in the case of issuance of securities giving access to the Company's share capital), will be set in accordance with usual market practices, by reference to the price offered to, and the subscription demands of, the investors. In any case, the price so determined by the Board of Directors may represent a discount compared to the trading price of the Company's ADSs on the NASDAQ,

8. decides that the Board of Directors shall have all powers to implement this delegation, in compliance with applicable laws, including but not limited to the following purposes:

- determine, the amount of the share capital increase, the issuance price (being specified that the latter will be set in accordance with the conditions defined above) as well as any issuance premium, that may be requested,
- set the dates, the terms and conditions of any issuance as well as the form and characteristics of shares or securities giving access to the share capital to be issued,
- set the date of dividend rights, including a retroactive date, for the shares and securities giving access to the share capital to be issued, and determine the method of paying-up,
- set the list of beneficiaries for the aforementioned category and the number of shares to be allocated to each of them,
- allocate the costs of capital increases to the amount of premiums related thereto and deduct from such amount the sums necessary to raise the level of the legal reserve to one-tenth of the new capital after each capital increase,
 - perform formalities following each capital increase and subsequent modification of the by-laws,
 - more generally, enter into any agreement, in particular if necessary to ensure completion of the contemplated issuances, take all measures and perform all formalities required in light of the issuance, listing and financial services for the securities issued pursuant to this resolution and the exercise of rights attached thereto,

9. decides that this delegation is granted for a period of eighteen (18) months from the date of this meeting and terminates the prior authorization having a similar purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013 with respect to the unused portion of such delegation.

10. acknowledges that, in the event that the Board of Directors uses the delegation of authority granted to it under this resolution, it shall report to the next Shareholders' Meeting on the use made by it of such delegation, in accordance with applicable laws and regulations.

FIFTEENTH RESOLUTION (Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights in favor of participants in the Company's employee savings plan)

The Shareholders' Meeting, having satisfied the conditions of quorum and majority required for extraordinary shareholders' meetings,

having considered the report of the Board of Directors and the Auditors' Special Report,

pursuant to the provisions of articles L. 225-129-6 of the French Commercial code and articles L. 3332-18 et seq. of the French Labor code,

1. delegates its authority to the Board of Directors to decide, pursuant to its own deliberations, one or several capital increases by issuance of ordinary shares of the Company, directly or through an employee mutual fund, reserved for participants in the Company's employee savings plan as permitted under articles L. 3332-1 et seq. of the French Labor code which would be open to the Company's employees and affiliated entities, as defined by article L. 225-180 of the French Commercial code, and who further meet, as the case may be, the conditions that may be set by the Board of Directors (hereinafter the "Group Employees")

2. decides therefore to cancel the shareholders' preferential subscription rights under article L. 225-132 of the French Commercial code for the ordinary shares which would be issued hereto and to reserve subscription of such ordinary shares to the Group Employees,

3. decides that this authorization is granted for a period of eighteen (18) months from the date of this meeting and replaces the prior authorization having the same purpose granted to the Board of Directors by the Extraordinary Shareholders' Meeting on June 17, 2013.

4. decides that the maximum nominal amount of the shares which may be issued pursuant to this resolution is set at 42,549 (forty two thousand five hundred forty nine) euros (or its counter-value in foreign currencies at the date of subscription), provided that these amounts do not take into account the nominal amount of additional shares to be issued, pursuant to applicable laws and regulations, and any contractual provisions providing for other adjustments in order to preserve the rights of the holders of securities giving access to the share capital and other rights giving access to the share capital.

5. decides that this amount shall be applied against the aggregate maximum of 1,300,000 euros for share capital increase which may be carried out pursuant to the delegations granted to the delegations granted to the Board of Directors, as provided in the tenth resolution above,

6. decides that the issuance price per share will be set by the Board of Directors in accordance with article L. 3332-20 of the French Labor code.

This document is not an offer to purchase, or a solicitation of an offer to buy shares or any other securities of the Company.

The Shareholders' Meeting grants all powers to the holder of an original, a copy or an extract of these meeting minutes in order to carry out all required or necessary filing publicity and other formalities.

EDAP TMS S.A.

IMPORTANT ANNUAL MEETING INFORMATION

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write ^[X] outside the designated areas.

Annual Meeting Proxy Card

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

A Proposals

ORDINARY SHAREHOLDERS' MEETING:

EXTRAORDINARY SHAREHOLDERS' MEETING:

For	Against	Abstain	For	Against	Abstain	For	Against	Abstain	For	Against	Abstain
1. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				10. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				11. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				12. <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

B Non-Voting Items

Change of Address — Please print new address below.

Comments — Please print your comments below.

C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Explanation of Responses:

Edgar Filing: BRINKS CO - Form 4

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Date (mm/dd/yyyy) — Please print date below. / /	Signature 1 — Please keep signature within the box.	Signature 2 — Please keep signature within the box.
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■	1UPX	+
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AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING:

1. Reading of the Board of Directors' report on the activity, the situation and the financial statements of the Company relating to the fiscal year ended December 31, 2013; reading of the Board of Directors' special report pursuant to Article L. 225-184, paragraph 1 of the French Commercial Code; reading of the Statutory Auditor's report relating to the annual accounts for the fiscal year ended December 31, 2013; reading of the Statutory Auditor's report relating to the consolidated financial statements, established in accordance with US GAAP; approval of the statutory accounts and of the consolidated financial statements (US GAAP) for the fiscal year ended December 31, 2013; granting of a release to the members of the Board of Directors for their management;
2. Allocation of the loss for the fiscal year ended December 31, 2013;
3. Reading and approval of the special report of the Statutory Auditor on the agreements referred to in article L.225-38 of the French Commercial Code; approval of the agreements as mentioned in the report;
4. Renewal of Mr. Philippe Chauveau's term of office as Director;
5. Renewal of Mr. Pierre Beysson's term of office as Director;
6. Renewal of Mr. Rob Michiels's term of office as Director;
7. Renewal of Mr. Argil Wheelock's term of office as Director;

AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING:

8. Modification of the age limit for serving as a Director and related amendment of article 13 of the Company's by-laws;;
9. Modification of the age limit for serving as Chairman of the Board and related amendment of article 16 of the Company's by-laws;
10. Determination of the total maximum amount applicable to the delegations of authority granted to the Board of Directors to increase the share capital;
11. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with preferential subscription rights for shareholders;
12. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital or giving rights to debt securities issued by the Company, with cancellation of shareholders' preferential subscription rights, by means of a public offering;
13. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a first category of persons who meet certain specified characteristics;
14. Delegation of authority to be granted to the Board of Directors to increase the share capital, by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders' preferential subscription rights, in favor of a second category of persons who meet certain specified characteristics;
15. Delegation of authority to allow the Board of Directors to increase the share capital by issuance of shares or other securities giving access to the Company's share capital, with cancellation of shareholders'

preferential subscription rights in favor of participants in the Company's employee savings plan.

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

Proxy — EDAP TMS S.A.

Instructions to the BANK OF NEW YORK MELLON, as Depositary
Must be received prior to 5:00 PM (New York City Time) on June 25, 2014

The undersigned Holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the Deposited EDAP TMS S.A. Shares represented by such Receipts registered in the name of the undersigned on the books of the Depositary as of the close of business on May 21, 2014 at the Ordinary and Extraordinary General Meeting of EDAP TMS S.A. to be held in France, on June 30, 2014 at 10:30 am in respect of the resolutions specified in the enclosed Notice of Meeting.

NOTES:

Instructions as to voting on the specified resolutions should be indicated by an "X" in the appropriate box. If no Voting Instruction Card is received by the Depositary from an Owner with respect to any of the Shares represented by American Depositary Shares on or before the Receipt Date, or if the Voting Instruction Card is improperly completed or blank, or if the voting instructions included in the Voting Instruction Card are illegible or unclear, such Owner shall be deemed to have instructed the Depositary to vote such Shares and the Depositary shall vote such Shares in favor of any resolution proposed or approved by the Board of Directors of the Company and against any resolution not so proposed or approved.

(Continued and to be marked, dated and signed, on the other side)