

ATOS SA

French *Société Anonyme* with a Board of Directors with a share capital of 83,747,500 Euros
Registered office: River Ouest, 80, Quai Voltaire, 95870 Bezons
323 623 603 R.C.S. Pontoise

**CONVERSION PROJECT OF ATOS SA
INTO A EUROPEAN COMPANY
(*SOCIETAS EUROPAEA*)**

CONVERSION PROJECT INTO A EUROPEAN COMPANY

The following project has been established by the Board of Atos SA as part of the transformation of this company in a “European Company” (hereinafter “SE”), pursuant to the provisions of Section 5 Title II Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (hereinafter the “SE Regulation”) and of article L. 225-245-1 al. 2 of the French commercial Code.

Its purpose is to explain and justify the economic and legal aspects of the conversion as well as to indicate the consequences on the situation of the shareholders and employees pursuant to the adoption by Atos SA of the SE form.

1 DESCRIPTION OF THE CONVERSION PROJECT

1.1 Description and characteristics of the company subject to the conversion

(a) Form – registered office

Atos SA (hereinafter “Atos” or the “Company”) is a French *Société Anonyme* with a Board of Directors. Its registered office is located at River Ouest, 80 Quai Voltaire – 95870 Bezons.

(b) Registration – applicable law

Atos is registered with the Trade and Companies Register of Pontoise under number 323 623 603 and is governed by the laws and regulations in force in France, as well as by its articles of association.

(c) Business description

Atos is an international information technology services company with annual revenues of 8.5 billion Euros (*pro forma* 2011) and 74,500 employees, supplying its clients worldwide with hi-tech transactional services, consulting, systems integration and managed services. Atos operates in 48 countries. With its technological expertise and its industry knowledge, Atos serves clients in the following sectors: Industry, Retail & Services, Public sector, Healthcare & Transport, Financial Services, Media-Telecommunications & Technology, Energy & Government.

Atos delivers technologies that accelerate the development of its clients and help them adapt their growth model to their new economic environment. Atos is also the worldwide information technology partner for the Olympic Games.

(d) Duration

The term of the Company will expire, unless the case of early dissolution or extension decided by the Extraordinary General Meeting of Shareholders, on 2 March 2081.

(e) Listing – share capital

The share capital of Atos is divided into 83,747,500 shares with a nominal value of 1 Euro each, fully paid up. Its shares are traded on NYSE Euronext Paris.

1.2 Rationale of the conversion

Following the acquisition of SIS, a subsidiary of Siemens on 1 July 2011, Atos has become a leading information technology services provider in Europe.

The new scope of the company has expanded and has been strengthened by new European offices and especially in Germany, in Northern Europe, Eastern Europe and Central Europe, also with the presence of Siemens, which has become at the same time, the first industrial reference shareholder of Atos, its first business partner and its largest client. Atos carries out about 85% of its revenues, and concentrates about 75% of its workforce in Europe, with a balanced breakdown of both its turnover and its workforce, in the major European regions (Germany, France, United Kingdom, Netherlands, Spain, Austria and Central Europe, Scandinavia). Also, 85% of its clients are large corporations or European governments.

That is the reason why the Board of the Company has conducted a study to reflect this enhanced European dimension, both towards its employees and its customers in the legal form of the company. They therefore suggested to change the form of Atos from a French *Société Anonyme* to a European Company, as intended by the legislator to support precisely this kind of reality or evolution.

This form has the advantage to benefit from a homogeneous and recognized framework within the European Union.

The Company will benefit from a legal status recognized in most countries where it operates, consistent with its economic reality, both for its employees and its customers.

1.3 Conditions to the conversion

Under the provisions of the SE Regulation, a limited company incorporated under the laws of a Member State and having its registered office and central administration in the European Union, can be transformed into an SE:

- if it has since at least two years a subsidiary company governed by the law of another Member State; and
- if the subscribed share capital amounts to at least 120,000 Euros.

These conditions are fulfilled since Atos, a French *Société Anonyme* incorporated under French law and having its registered office and its headquarters in France, (i) has a capital of 83,747,500 Euros and (ii) has been holding for more than two years, several subsidiaries located within the European Union countries, including Atos Information Technology GmbH in Germany and Atos IT Services UK Limited in the UK.

1.4 Legal status of the conversion

The conversion hereunder is governed by (i) the provisions of the SE Regulation (and in particular Articles 2 § 4 and 37 on the establishment of a public company by way of conversion), (ii) Articles L. 225-245-1 and R. 229-20 to R. 229-22 of the French commercial Code and (iii) the provisions of Directive No. 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to employee involvement (hereinafter the "**SE Directive**") and French national provisions transposing the SE Directive as provided for in Articles L. 2351-1 and following of the French labour Code.

2 CONSEQUENCES OF THE PROJECT OF CHANGE OF CORPORATE FORM

2.1 Legal consequences

(a) Corporate name following the change of corporate form

After the completion of the change of corporate form, the Company's corporate name will be « Atos SE ».

(b) Registered office and central headquarter of Atos SE

The registered office and central headquarter of Atos SE will be located in France, River Ouest, 80 Quai Voltaire – 95870 Bezons.

(c) Articles of association (draft attached to this project)

A copy of the draft articles of association of Atos SE post completion of the change of corporate form, subject to their approval by the Extraordinary General Meeting of the Company, is attached hereto. These articles of association also include the changes that will be submitted to the shareholders during the next Extraordinary General Meeting.

Such draft articles of association are in accordance with SE Regulation and with applicable French law provisions.

Atos SE will remain organized as a one-tier system company, in accordance with articles 38 b) and 43 to 45 of SE Regulation and will therefore continue to have a Board of Directors.

(d) Legal personality and shares Atos SE

In accordance with article 37§2 of SE Regulation, the change of corporate form shall not result in the winding up of the Company or in the creation of a new legal person. After completion of the conversion into a SE and as of its registration with the Pontoise Trade Register under a SE, the Company shall simply continue to conduct its activities under the form of a SE.

The number of shares issued by Atos and their par value will not be modified by the conversion into a SE. Such shares will remain listed on the NYSE Euronext Paris.

(e) Structure of the SE

SE Regulation provides for a limited number of rules with respect to the organization of the SE and refers to applicable provisions of national law. The organization of Atos will therefore be mainly governed by the provisions of the French commercial Code relating to the management and the governance of the *sociétés anonymes*, subject to certain specific rules provided by the SE regulation, including the obligation for the Board of Directors to meet at least every three months.

All the rules provided by SE Regulation have been included in the draft articles of association attached hereto.

As a result thereof, Atos will keep its current corporate bodies of a *société anonyme*, in accordance with the provisions of SE Regulation:

- a General Meeting of shareholders

The rules of calculation of the majority of the General Meeting of shareholders will be modified in accordance with the provisions applicable to SE. Indeed, whereas in a *société anonyme*, abstention or return of a blank paper is deemed to be a vote against the resolution proposed to the General Meeting, either ordinary or extraordinary, the calculation of the majority with respect to the resolutions proposed to the General Meeting of a SE only includes votes validly cast, which shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or null ballot paper.

- a one-tier system Company with a Board of Directors

Following completion of the conversion into a SE, the members of the Board of Directors of Atos SE will remain the same as those of Atos SA. Therefore, the terms of the current mandates of the directors will continue in the same conditions and for the same duration than prior to the completion of the conversion into a SE.

For the avoidance of doubt, the General Meeting will state and confirm the continuation of the current mandates in the SE.

vi. Statutory auditors of Atos SE

Following completion of the conversion into a SE, the statutory auditors of Atos SE will remain the same as those of Atos SA. Therefore, the terms of the current mandates of the directors will continue in the same conditions and for the same duration than prior to the completion of the conversion into a SE.

For the avoidance of doubt, the General Meeting will state and confirm the continuation of the current mandates in the SE.

2.2 Implications for shareholders

The conversion will not affect the rights of the Company's shareholders who will become automatically shareholders of Atos SE without any action being required on their part.

Thus, the financial liability of each shareholder will remain limited to the one he/she had subscribed prior to the conversion of the Company. The conversion will not affect either the share of each shareholder or the voting rights of the Company.

The conversion itself will have no impact on Atos' shares value. The number of shares issued by the Company

will not be modified because of this operation.

The conversion into a European Company will strengthen the political rights of shareholders, Article 55 § 1 of the SE Regulation including in particular the ability for one or more shareholders who together hold at least 10% of the subscribed capital of the Company to request the convening of a General Meeting and the setting of the agenda, this provision having no equivalent.

The conversion into an SE shall be approved by the Extraordinary General Meeting of Atos.

Regarding the bondholders, and under Article L. 225-244 of the French commercial Code, the conversion project shall be subject to the approval of the General Meeting of bondholders.

2.3 Implications of the project for creditors

The conversion itself will not result any change in the rights of the Company's creditors. Every creditor prior to the conversion will retain all their rights in respect of the Company after the completion of the conversion. Creditors will also retain the benefit of the securities that have been granted before the final completion of the conversion (unless otherwise provided in the deed of such securities).

2.4 Implication of the project for employees - Information about the process for employee involvement

The negotiation procedure with employees' representatives of the companies involved in the creation of a European company is specified in Directive No. 2001/86/EC of October 8, 2001 which was implemented in Articles L. 2351-1 to L. 2353-32 of the French labour Code. In addition to an information of employees' representatives, Atos will invite these, as provided by law, to establish a Special Negotiating Body ("SNB"). The SNB's aim is to set up a negotiation procedure in order to conclude a written agreement with employees' representatives on arrangements for employee involvement in the European Company.

SNB members will be appointed in accordance with the provisions set out for each relevant country. This group will be the interlocutor of the management in the negotiations. It will have legal personality.

SNB members will be invited to meet with the managers of Atos and may be assisted by experts. Negotiations will continue for six months from the constitution of the SNB. They may be extended, by mutual agreement of the parties, provided that the maximum duration of negotiations shall not exceed one year.

However, the SNB may, in accordance with Article L. 2352-13, decide not to open negotiations or to terminate negotiations already opened and to rely on the rules on information and consultation of employees in force in the Member States where the SE has employees.

Such decision shall be taken by a majority of two thirds of SNB members from at least two Member States and provided that they represent at least two-thirds of the employees of participating companies, concerned subsidiaries and establishments.

Thus, the SNB negotiations for employee involvement in the European Company may lead to the following situations:

- (i) conclusion of an *ad hoc* agreement, which will determine the constitution and arrangements for employee involvement in the European Company;
- (ii) decision adopted by an reinforced majority, not to open or to terminate negotiations already opened and to rely on the rules on information and consultation in force in the Member States where the European Company has employees;
- (iii) absence of an agreement, in which case the subsidiary provisions laid down by the SE Directive and Articles L. 2353-1 et seq. of the French labour Code shall apply to organize the employee involvement in the SE.

It has already been agreed that no changes will be made to the employment contracts of employees of Atos SA's subsidiaries due to the conversion of the Company into a European Company. Therefore, their employment

contracts will continue under the same terms and under the same conditions as before to the final completion of the conversion.

2.5 Tax aspects of the conversion

Conversion of Atos SA into Atos SE should not result in any specific tax impact with regards to corporation tax in the extent that no new legal person is created nor tax regime changed (Atos SE being considered, for tax matters, as a French *Société Anonyme*), and since there is no registered office transfer in another country.

With regards to registration fees, the operation shall be registered within 30 days of its realization; since not considered as the creation of a company, no capital duty (*droit d'apport*) shall be due, the operation being subject to a 125 Euros fixed duty under article 680 of French general tax Code.

3 PROCEDURE

3.1 Conversion auditors

Under Articles 37 § 6 of the SE Regulation and L. 225-245-1 of the French commercial Code, one or more conversion auditor will be appointed by the President of the Commercial Court of Pontoise ruling upon request.

In accordance with Article R. 229-21 of the French commercial Code, the conversion auditor (s) is(are) selected from a list of auditors pursuant to Article L. 822-1 of the French commercial Code or among panel members on a list established by the courts.

Conversion auditors will be tasked to prepare a report to the shareholders stating, in accordance with Article 37 § 6 of the SE Regulation, that the Company has net assets at least equivalent to its capital plus the reserves that law or the statutes do not allow to distribute.

3.2 Specific advantages

Members of the Board of Directors and the auditors of the Company will not be entitled to any particular advantage in connection with the conversion of Atos SE.

The conversion auditors will be paid by the Company after the completion of their mission.

3.3 Registration and publicity of the conversion project

The conversion project will be registered with the office of the Commercial Court of Pontoise, office in the jurisdiction of which Atos is registered, and will be subject to publicity through the insertion of a notice in a legal gazette as well as in the Bulletin des Annonces Légales Obligatoires (BALO), at least one month before the date of the first General Meeting convened to vote on the conversion project.

3.4 Approval of the project of conversion and the articles of association of Atos SE

In accordance with the article 37§7 of the SE Regulation and the article L. 225-245-1 of the French commercial Code, the Extraordinary General Meeting of the shareholders of the Company will vote on the project of conversion and the articles of association of Atos SE under the quorum and majority rules required for the amendment of the articles of association of *sociétés anonymes* in accordance with the provisions of article L. 225-96 of the French commercial Code.

In addition, in accordance with the article L. 225-244-1 of the French commercial Code, the General Meeting of bondholders voting with a two third majority of the votes of the bondholders present or represented, will vote on the conversion project.

3.5 Effective date of the conversion

The conversion in SE will be effective as of the registration of Atos as a European Company with the Trade and Companies Register. In accordance with the article 12§12 of the SE Regulation, the registration of the European Company can only take place when the procedure regarding employee involvement will have been completed. To this effect, as described hereinafter, the SNB, including the representatives of the employees of Atos, its subsidiaries and its European offices will be set up as soon as possible in order to start the discussion, for a period of six months, save for a prorogation of this period as agreed, in a time period of one year.

At the end of the discussion with the SNB, three situations may occur:

- entering into an agreement regarding the terms of the employee involvement;
- decision of the SNB not to start the negotiations or ending them, and to apply the laws regarding the information and consultation in the Countries where Atos has employees;
- failure of the negotiation and implementation of the “provisions of reference” set out in the European Regulation, i.e. the creation of a committee of the European company, governed by the articles L. 2353-1 and following of the French labour Code.

The conversion in a European Company and its registration with the Trade and Companies Register will therefore occur at the end of the discussions with the SNB.

In Bezons,

On 16 April 2012,

The Board of Directors

Attachment: Draft articles of association of Atos SE, including the changes that will be submitted to the shareholders during the next Extraordinary General Meeting.

Annex : Draft articles of association of Atos SE, including the changes that will be submitted to the shareholders during the next Extraordinary General Meeting of 2012

ATOS

A European company

With a share capital of 83,747,500 euros

Registered office : River Ouest, 80 Quai Voltaire – 95870 BEZONS

Pontoise Registry of Companies: 323 623 603

ARTICLES OF ASSOCIATION

(Up-dated on [°])

Article 1 – LEGAL FORM

The Company initially constituted as a corporation (“Société anonyme”) has been transformed into a European corporation (Societas Europaea or “SE”) by a decision of the Extraordinary General Meeting of 30 May 2012. It is governed by the European and local applicable provisions and by these Articles.

ARTICLE 2 - PURPOSE

The Company's purpose in France and elsewhere is as follows:

- the processing of information, systems engineering, studies, advice and assistance notably in the finance and banking sectors,
- the research into, study, realisation and sale of products or services which help in promoting or developing the automation and broadcasting of information and notably : the design, application and implementation of software, computer, on-line and office automation systems,
- it can also operate, either by itself or using any other method, without any exception, or create any company, make all contributions to existing companies, merge or create alliances therewith, subscribe to, purchase or resell all shares and ownership rights, take all interests in a partnership and grant all loans, credits and advances,
- and more generally any commercial, industrial, real-estate, movable property or financial transactions, either directly or indirectly related to one of the above mentioned purposes.

Article 3 – COMPANY’S NAME

The Company's name is: “**Atos SE**”.

In all acts and other documents issued by the Company, the company's name will be preceded or followed by the words “European company” or the abbreviation “SE” and indication of the share capital.

Article 4 – REGISTERED OFFICE

The Company's Registered Office is located at River Ouest, 80 quai Voltaire – 95870 BEZONS.

It can be transferred in the conditions of article L. 225-36 of the French commercial Code

Article 5 - TERM

The term of the Company is set at 99 years as from the date of its registration with the Registry of Companies, except in the cases of winding up or extension provided for in these by-laws.

Article 6 – SHARE CAPITAL

The share capital is set at 83,747,500 Euros (eighty-three million seven hundred and forty-seven thousand and five hundred Euros) divided into eighty-three million seven hundred and forty-seven thousand and five hundred shares (83,747,500) of one (1) Euro par value, all fully paid up.

Article 7 - MODIFICATION OF THE SHARE CAPITAL

The Company capital may be reduced or increased by decisions of the Extraordinary General Meeting in the conditions set by law and by regulations. The Extraordinary General Meeting may however delegate to the Board of Directors, according to the procedures authorized by law and by regulations, the powers necessary for the purpose of deciding on or carrying out a capital increase or any other issuing of securities.

Article 8 – PAYMENT OF SHARES

In the event of a capital increase, the shares subscribed must be paid up at the time of subscription, by a decision of the Extraordinary General Meeting or the Board of Directors acting by delegation of the Extraordinary General Meeting, in the amount of at least one fourth of their par value and, in the event of issuing with a premium, of the total amount of the par value. The payment of the surplus must occur, in one or several instalments, by a decision of the board of directors, within a period of five years as of the day when the capital

increase becomes final. The amount for the shares to be subscribed may be paid either at the Registered Office or at any other place indicated for this purpose.

Shareholders are informed of all capital calls fifteen days before the date set for payment by an announcement in a journal of legal notices in the place of the Registered Office or by registered letter with individual return receipt requested.

If the shareholder fails to pay up the shares within the time frames set by the Board of Directors, the sums due on the amounts of the shares subscribed by him will automatically generate interest in favour of the Company at the legal rate of interest at the end of a period of one month following the date when they fall due, with no need for any legal action, and without prejudice to the personal actions that the Company could take against the defaulting shareholder and the forced payment measures provided for by law.

Article 9 - FORM OF THE SHARES

Entirely paid-up shares can be registered or bearer shares, depending on the shareholder's choice.

They bring with them the right to registration in individual accounts in the conditions and according to the procedures provided for by applicable laws and regulations.

The Company has the right to request, at all times and at its own expense, in the conditions and according to the procedures set forth by legal and regulatory procedures, from the central depositary that manages the account for the issuing of its shares, the identity of the holders of shares that bring with them - immediately or in the future – the right to vote at its General Meetings of shareholders, as well as the number of shares held by each of them and, if applicable, the restrictions that may apply to the shares.

Article 10 – STATUTORY STATEMENT OF THRESHOLDS EXCEEDING

In addition to the thresholds provided for by applicable legal and regulatory provisions, any individual or legal entity who, acting alone or concertedly, manages to hold, directly or indirectly, a number of shares representing a proportion of the capital or voting rights greater than or equal to two per cent, and then in all multiples of one per cent, must inform the Company of the total number of shares, voting rights or securities giving access to the capital or voting rights of the Company that it possesses, by registered letter with return receipt requested sent to the Registered Office, within a period of five market opening days as of the exceeding of the relevant threshold(s).

Upon request, indicated in the minutes of the General Meeting, of one or several shareholders holding at least 5 % of the capital or voting rights of the Company, the non-observance of this reporting obligation will be punished, for the shares exceeding the fraction that should have been declared, by the suspending of voting rights at all General Meetings held for a period of two years following the date of regularization of the declaration.

The same reporting obligation applies, within the same time frame and with the same procedures, each time the fraction of the company capital or voting rights possessed by a shareholder falls below the abovementioned thresholds.

Article 11 – RIGHTS AND OBLIGATIONS LINKED TO SHARES

Each share brings with it an equal share in the profits and ownership of the company's assets.

The shareholders are not committed beyond the par value amount that they possess.

Ownership of a share automatically entails acceptance of the Articles and decisions of the General Meetings of the Company.

Whenever it is necessary to have several shares in order to exercise a given right, in the event of exchanges, grouping or allocation of shares, or in the event of capital increase or reduction, merges or other company operations, the owners of the isolated shares or shares in insufficient number may not exercise these rights unless they personally handle the grouping and possibly purchase or sale of the necessary shares or attribution rights.

As the shares are indivisible with respect to the Company, the Company will only recognize one owner for each share. Joint co-owners must be represented with the Company by a single person. The voting rights linked to the shares belong to the income beneficiary at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings.

Article 12 – TRANSFER OF SHARES

The transmission of shares is free and occurs by transfer from account to account in the conditions provided for by law and by the rules.

Article 13 - BOARD OF DIRECTORS - COMPOSITION

The Company shall be managed by a Board of Directors of three (3) members at least and twelve (12) members at most, appointed by the Ordinary General Meeting of shareholders.

A legal entity may be appointed as a director but must, in the conditions provided for by law, appoint an individual who will be its permanent representative on the Board of Directors.

Article 14 – ROTATION IN THE RENEWAL OF THE MANDATES AND TERM OF OFFICE OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors will be renewed annually by rotation in order to ensure a rotation of one third of the members of the Board of Directors (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).

The term of office of the directors will be three (3) years. The functions of a director will end at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.

By exception, the General Meeting may, to set up such rotation, appoint a director for a term of one or two years to ensure the rotation in the renewal of the functions of the directors. The functions of the directors so-appointed for a term of one or two years, will end at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.

In the case of an appointment of a new director outside of the planned renewal dates as provided for in this paragraph, the above mentioned rules on the setting up and implementation of the rotation shall apply.

The number of members of the Board of Directors over the age of 70 must not be greater than one third of the total serving members. When this number is exceeded, the oldest member is considered to have automatically resigned.

The directors can be reappointed indefinitely, as long as the above provisions regarding age limits are observed. They can be dismissed at any time by the General Meeting.

In the event of a vacancy due to the death or resignation of one or several directors, the Board of Directors can make temporary appointments subject to ratification at the next Ordinary General Meeting, within the limits and conditions provided for by law. Failing ratification, the deliberations and acts carried out earlier nonetheless remain valid.

In the event of a vacancy due to the death, resignation or dismissal of a director, the director appointed by the General Meeting of shareholders or by the Board of Directors to replace this director only remains in his position for the remaining period of his predecessor's term.

If the number of directors falls below three, the remaining members (or auditors or a representative appointed, at the request of any party involved, by the Presiding Judge of the Court of Commerce) must immediately call an Ordinary General Meeting of shareholders in order to appoint one or several new directors in order to bring the board up to the legal minimum.

Article 15 - SHARES OF THE DIRECTORS

Each director must own at least one thousand (1,000) shares throughout his entire term.

If on the day of his appointment a director does not own the required number of shares or if during his term he ceases to own this number, he is considered to have automatically resigned if he does not acquire the necessary shares within a period of three months.

Article 16 – DIRECTOR REPRESENTING THE EMPLOYEE SHAREHOLDERS

Where the report, presented each year by the Board of Directors at the General Meeting in application of Article L. 225-102 of the French commercial Code, establishes that the employees of the Company and the companies linked to it in the meaning of Article L. 225-180 of the French commercial Code represent more than 3% of the share capital of the Company, a director representing the employee shareholders is appointed by the Ordinary General Meeting of shareholders according to the procedures set forth in these Articles.

The candidates for appointment to the position of director representing the employee shareholders are selected in the following conditions:

- a) When the voting rights attached to the shares held by the employees are exercised by the members of the Supervisory Board of a mutual fund, the aforesaid Supervisory Board can choose two candidates at most.

The Board of Directors contacts the Supervisory Boards of the mutual funds for the appointment of one or several candidates.

- b) When the voting rights attached to the shares held by employees are directly exercised by them, the candidates are selected by a vote of the employee shareholders in the conditions defined below.

The Board of Directors determines the procedures of consultation for employee shareholders directly exercising their voting rights for the appointment of their candidate(s).

The consultation of the employees may be done by any technical means that can ensure a reliable vote, including electronic voting or voting by mail. Each employee shareholder has a number of votes equal to the number of shares that he holds, either directly or indirectly through shares in a mutual fund with individual exercising of voting rights.

Only candidates who have received 5 % of the votes cast during the consultation of the employee shareholders may be presented for voting by the General Meeting.

The procedures for the choosing of candidates not defined by these Articles are determined by the Board of Directors, particularly with regard to the calendar for the selecting of candidates. The same is true for the procedures for the selection of people to represent the employee shareholders at the General Meeting.

For each of the procedures mentioned in a) and b) above, there will be minutes giving the number of votes cast for each of the candidates. A list of all of the candidates validly selected is drawn up. There must be at least two candidates.

The list of candidates is appended to the call to the General Meeting of shareholders which will appoint the director representing the employee shareholders.

The Ordinary General Meeting of shareholders appoints the candidate who, at this general assembly, obtained the largest number of votes held by the shareholders present or represented.

The director representing the employee shareholders is not taken into account for the determination of the minimum and maximum number of directors according to Article 13 of these Articles of Association.

Article 15 of these Articles of Association does not apply to the director who represents the employee shareholders.

The term of office of the director representing the employee shareholders is four (4) years. The functions of the director representing the employee shareholders will stop at the end of the Ordinary General Meeting of shareholders called to rule on the financial statements of the fiscal year that had ended and that is held during the year in which the term of the aforesaid director expires.

However, if he ceases to be an employee of the Company or a company linked to it in the meaning of Article L. 225-180 of the French commercial Code, the director who represents the employee shareholders is considered to have automatically resigned and his term as director automatically ends. Until the date of replacement of the director representing the employee shareholders, the Board of Directors can validly meet and deliberate.

In the event of a vacancy, for whatever reason, of the director representing the employee shareholders, the choosing of a candidate to replace him is done in the conditions presented above. Until the date of replacement of the director representing the employee shareholders, the Board of Directors can validly meet and deliberate.

Article 17 – POWERS OF THE BOARD OF DIRECTORS

The Board of Directors sets the orientations of the Company's business and monitors their implementation. With the exception of powers expressly assigned to General Meetings of shareholders and within the limits of the company's purpose, it handles all matters involving the proper functioning of the Company and settles matters through its deliberations.

In its relationship with third parties, the Company is committed even by acts of the Board of Directors that are not within the company's purpose, unless it can prove that the third party knew that the act went beyond this

purpose or could not have been unaware thereof given the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

The Board of Directors carries out the checks and verifications that it considers useful.

Transfers of fixed assets, the total or partial transfer of holdings and the constitution of securities on company assets require the prior authorization of the Board of Directors.

The Board of Directors can, within the limit of an amount that it sets for each of them, authorize the managing director to carry out the operations mentioned in the section above. When an operation exceeds the fixed amount, the authorization of the Board of Directors is required in each case.

Every year, at the first meeting that follows the ordinary annual General Meeting, the Board of Directors determines either an overall amount within which the Board of Directors can make commitments on behalf of the company in the form of securities, backing or guarantees, or an amount beyond which each of the above commitments may not be made. Any exceeding of the overall ceiling or the maximum amount set for a commitment requires a special authorization of the Board of Directors.

Each director receives all of the information needed for carrying out his assignment and can receive from the chairman or the managing director all of the documents needed for carrying out his assignment.

The members of the Board of Directors may not disclose, even after the term of their mandate, the information which they have on the Company and which could cause a prejudice to the Company, excluding the cases where such disclosure is required or accepted by the applicable legal and regulatory provisions or is in the public's interest.

The Board of Directors may grant one or several of its members, or third parties, shareholders or not, all special authorizations for one or several determined purposes.

It can also decide to set up specialized committees within the board, whether permanent or not. The Board of Directors can, and without this list being exhaustive, decide to form an audit committee, a remuneration committee or a nomination committee. These committees, the composition and attributions of which are set by the board, carry out their activities under its responsibility.

Article 18 – CALLS AND DELIBERATIONS OF THE BOARD OF DIRECTORS

The Board of Directors meets as often as required in the interest of the Company and at least every three months, being called by its chairman and whenever he deems it suitable, at the place indicated in the call.

When the Board of Directors has not met for more than two months, at least one third of the members of the Board of Directors may request that the chairman call a meeting with a determined agenda. The managing director may also request that the chairman call the Board of Directors with a determined agenda. The chairman is then bound by these requests.

Calls can be made by all written means at least five days in advance. This period of five days can be reduced if one third of the directors agree on a shorter notice period.

The Board of Directors cannot make valid decisions unless at least half of its members are present.

Decisions are made by the majority of the members present or represented. In the vote of a split-vote, the vote of the chairman of the session is casting.

Within the limits of legal and regulatory provisions, the meetings of the Board of Directors may take place by means of video-conferencing or telecommunication in the conditions provided for in the by-laws adopted by the Board of Directors.

The deliberations of the Board of Directors are recorded in minutes drawn up in compliance with the law.

Article 19 – EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors elects from among its members a chairman, who must be an individual and if it considers it useful, one or several vice-chairmen. It sets the duration of their functions which may not exceed that of their terms as directors, and it may dismiss them from their functions at any time.

The age limit for the exercising of the function of chairman of the Board of Directors is set at 70. When, in the course of his functions, this age limit is reached, the chairman of the Board of Directors will be considered to have automatically resigned.

In the event of temporary incapacity or death of the chairman, the oldest vice-chairman of the Board of Directors is delegated to the functions of the chairman. In the event of temporary incapacity, this delegation is given for a limited duration; it is renewable. In the event of death, it is valid until the election of the new chairman.

The Board of Directors also appoints and determines the duration of the term of a secretary who can be chosen from among the directors or otherwise. In the absence of the chairman and the vice-chairman, the Board of Directors chooses one of the directors present to chair the meeting.

If, due to a simple omission, the board does not expressly extend the functions of the members of the executive committee whose terms as directors have not expired, this renewal is considered as having occurred automatically. A later board meeting will confirm this renewal if necessary.

Article 20 - REMUNERATION OF THE DIRECTORS

The members of the Board of Directors may receive directors' fees, the total amount of which, determined by the General Meeting, is freely distributed by the Board of Directors.

The Board of Directors may for example allocate a larger share to the directors who are members of the committees mentioned in Article 17 above.

Article 21 – CHAIRMAN OF THE BOARD OF DIRECTORS

The chairman of the Board of Directors organizes and directs the work of the board, and he reports on this work to the General Meeting.

He oversees the proper functioning of the Company's bodies and makes sure, in particular, that the directors are able to carry out their assignments.

The Board of Directors determines the amount and the procedures for calculation and payment of the remuneration of the chairman, if necessary. The chairman may be removed at any time by the Board of Directors of the Company.

Article 22 – GENERAL MANAGEMENT

In compliance with legal and regulatory provisions, the general management of the Company is handled, under his responsibility, either by the Chairman of the Board of Directors, or by another individual appointed by the Board of Directors and bearing the title of managing director.

The choice between these two methods for general management is made by the Board of Directors, which must inform shareholders and third parties in the conditions provided for by law.

Decisions of the Board of Directors concerning the choice of the procedures for exercising the general management are made by the majority of directors present or represented.

Article 23 – MANAGING DIRECTOR

As a function of the choice made by the Board of Directors in compliance with the provisions of Article 22 above, the general management is handled either by the chairman, or by an individual appointed by the Board of Directors who has the title of managing director.

When the Board of Directors chooses to separate the functions of chairman and managing director, it appoints the managing director, sets his term of office, determines his remuneration and, if necessary, the limitations on his powers.

The age limit for being managing director is 70. If this age limit is reached during a term, the managing director is considered to have automatically resigned.

The managing director may be dismissed at any time by the Board of Directors.

The managing director has the broadest powers to act in all circumstances in the name of the Company. He exercises these powers within the limits of the company purpose and what the law and these Articles expressly assign to the General Meetings of shareholders or the Board of Directors.

The managing director represents the Company in its relationship with third parties. The Company is bound even by acts of the managing director that are not within the company's purpose, unless it can prove that the third party knew that the act went beyond this purpose or could not have been unaware thereof given the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

Article 24 – DEPUTY MANAGING DIRECTORS

Based on a proposal of the managing director, the Board of Directors can appoint one or several individuals who will have the title of deputy managing director to assist the managing director.

The maximum number of deputy managing directors is three.

In agreement with the managing director, the Board of Directors determines the extent and the duration of the powers granted to the deputy managing directors.

With respect to third parties, the deputy managing director(s) has/have the same powers as the managing director.

The age limit for being deputy managing director is 70. If a deputy managing director reaches the age limit during his term, he will be considered to have automatically resigned.

Based on a proposal of the managing director, the deputy managing directors can be dismissed at any time by the Board of Directors.

Based on a proposal of the managing director, the Board of Directors sets the remuneration of the deputy managing directors.

In the event that the managing director ceases his functions or is prevented from fulfilling them, the deputy managing directors maintain their functions and their attributions until the appointment of a new managing director unless decided otherwise by the Board of Directors.

Article 25 - REGULATED CONVENTIONS

All conventions covered by article L. 225-38 of the French commercial Code that occur directly or indirectly or through intermediaries between the Company and its managing director, one of its deputy managing directors, one of its directors, one of its shareholders holding a fraction of the voting rights greater than 10 % or, if it is a corporate shareholder, the company that controls it in the meaning of Article L. 233-3 of the French commercial Code, must receive the prior authorization of the Board of Directors.

The same is true for conventions in which one of the people covered by the preceding article is indirectly involved.

Conventions between the Company and another company, if the managing director, one of the deputy managing directors or one of the directors of the Company is an owner, indefinitely responsible partner, manager, director, member of the Supervisory Board or, in general, a director of this company, are also subject to prior authorization.

The above provisions do not apply to conventions covering standard operations that are concluded in normal conditions.

Article 26 - CENSORS

The General Meeting can appoint one or two censors (individuals or legal entities).

The Board of Directors can also appoint censors subject to ratification by the next General Meeting.

The term of the censors is one (1) year. It ends at the end of the Ordinary General Meeting called to rule on the financial statements of the past fiscal year and which is held in the year during which the censor's term expires. The censors can be reappointed twice.

The censors act as observers at meetings of the Board of Directors and can be consulted by it. They can, based on proposals submitted to them, and if they consider it relevant, present observations to the General Meetings. They must be summoned to each meeting of the Board of Directors. The Board of Directors may give specific assignments to the censors. They can also serve on committees established by the Board of Directors.

The Board of Directors can decide to pay the censors a share of the directors' fees allocated to it by the General Meeting and authorize the reimbursement of expenditures made by the censors in the interests of the Company.

Article 27 – STATUTORY AUDITORS

The General Meeting appoints one or several main auditors and one or several substitute auditors who meet the conditions set by law and by regulations.

The auditors are appointed for six fiscal years; their functions expire after the General Meeting that rules on the financial statements of the sixth fiscal year. They can be reappointed. The auditors have the functions and powers assigned to them by the law.

Article 28 – COMMON RULES TO ALL SHAREHOLDERS' MEETINGS

The properly constituted general assembly represents the entire body of shareholders. Its decisions are binding for all, even those who are absent, dissenting or not legally capable.

All shareholders have the right to attend General Meetings and to take part in deliberations, personally or through a proxy, regardless of the number of shares they own, by simply proving their identity.

The General Meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of Article R 225-85 of the French commercial Code, it has been proven that they have the right to take part in General Meetings through the recording of the shares, either in the name of the shareholders or, when the shareholders are not residents of France, of the intermediaries registered on their behalf, on the third working day preceding the meeting at 00:00 (Paris time).

The recording of the shares within the time period mentioned in the preceding section must be done either in registered share accounts held by the Company, or in bearer share accounts held by the authorized intermediary.

All shareholders may be represented by their spouses, by another shareholder, or by a partner with whom a civil solidarity pact was concluded. They may be represented by any other physical or legal person of their choice. The proxy must present proof of this delegation.

Shareholders may also send a proxy form to the Company without indicating the name of a proxy. All proxies without indication of the name of the proxy will be considered as a vote in favour of the resolutions submitted or approved by the Board of Directors at the meeting.

All shareholders may vote by mail by means of a form filled in and sent to the Company in the conditions set by law and by regulations. This form must be received by the Company three (3) working days before the date of the meeting, failing which it will not be taken into account.

The shareholders can, upon decision by the Board of Directors, participate to the General Meeting by video-conferencing or by means of telecommunication, including Internet, allowing for their identification in the conditions set by the Board of Directors and according to the applicable legal provisions. Such decision is published in the convening notice which is published according to the legal and regulatory provisions.

In order to determine the quorum and the majority, shall be deemed as present at the General Meeting the shareholders participating by means of telecommunication allowing their identification as per applicable legal and regulatory provisions.

If the Board of Directors has authorized it, the shareholders shall use the voting webform available on the Website set up by the centralizer of the General Meeting.

Filling out and signing the webform may be done directly on the Website by any means according to the conditions defined by applicable law and which may consist in a login and password if approved by the Board of Directors.

The webforms for voting by mail as well as the instructions and proxies granted by electronic means must be validly received by the company before 15:00, Paris time, the day before the General Meeting.

The proxy or vote expressed before the General Meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the third business day prior to the meeting at 0 hour (Paris time), the company shall consequently invalidate or modify, as the case may be, the proxy or vote by mail expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the Board of Directors.

In addition, if the Board of Directors so decides at the time of convening the general meeting, the shareholders may be able to participate to the vote by electronic means in real time during the meeting as per applicable law and regulations.

Article 29 – CALLS TO GENERAL MEETINGS

General Meetings of shareholders are called, in the conditions provided for by law, by the Board of Directors or, failing that, by the auditors or any other person authorized to do so by law.

One or several shareholders holding jointly at least 10% of the subscribed share capital may also request the Board of Directors to call and fix the agenda of the General Meeting.

The meetings take place at the Registered Office or any other place specified in the call.

Article 30 – AGENDA OF THE GENERAL MEETINGS

The agenda is set by whoever calls the meeting.

However, one or several shareholders or the workers' council may request, in conditions determined by the legal and regulatory provisions in effect, the entry of the proposed resolution on the agenda.

The General Meeting cannot deliberate on an issue that does not appear on the agenda. However, it can, in all circumstances, dismiss one or several members of the Board of Directors and replace them.

Article 31 – CHAIRMANSHIP AND EXECUTIVE COMMITTEE OF THE GENERAL MEETINGS

The General Meeting is chaired by the chairman of the Board of Directors or, in his absence, by the vice-chairman of the Board of Directors or by a member of the Board of Directors specially delegated for this purpose by the board. Failing that, the General Meeting appoints its chairman.

In the event of a call by the auditor(s) or by a court appointee, the General Meeting is chaired by the person(s) who called the meeting. General Meetings called by the auditors are chaired by the oldest of the auditors.

The chairman of the General Meeting is assisted by two tellers who constitute with him the executive committee. The functions of the tellers are exercised by the two shareholders present at the beginning of the session who agree to this and who represent, by themselves and based on the proxies given to them, the largest number of votes. The executive committee will also include a secretary, who need not be a member of the General Meeting.

Article 32 – ATTENDANCE SHEET

At each General Meeting there will be an attendance sheet with the first and last names and addresses of the shareholders present, represented or voting by mail and their possible proxies and the number of shares that each of them holds. This sheet, drawn up in the conditions provided for by Article R. 225-95 of the French commercial Code, to which are appended the proxies of the shareholders represented and the mail voting ballots, is initialled by the shareholders present or their representatives and certified accurate by the executive

committee of the General Meeting. It is submitted to the Registered Office and must be given to anyone who requests it in the conditions set by the regulations in effect.

Article 33 - DELIBERATIONS OF THE GENERAL MEETINGS

Except in the case of the existence of shares with double voting rights, all shareholders have the same number of voting rights as they do shares.

The deliberations are noted in minutes entered in a special register. These minutes are signed by the members of the executive committee. Copies or excerpts from the minutes are signed by the chairman of the Board of Directors.

Article 34 - ORDINARY GENERAL MEETINGS

The Ordinary General Meeting makes all decisions other than those reserved for Extraordinary General Meetings.

The Ordinary General Meeting is called every year by the board of directors, within six months of the end of the fiscal year.

Ordinary General Meetings may also be called extraordinarily.

The Ordinary General Meeting cannot validly conduct business based on the first call unless the shareholders present, represented or voting by mail have at least one fifth of the shares with voting rights.

If these conditions are not met, the General Meeting is summoned again. At this second meeting, the deliberations are valid regardless of the number of shares represented.

The Ordinary General Meeting rules by the majority of the votes expressed by the shareholders present, represented or voting by mail, excluding blank and null votes.

Article 35 – EXTRAORDINARY GENERAL MEETINGS

General Meetings are said to be extraordinary when their purpose is to modify the Articles of the Company or its nationality, or when the law expressly requires it.

Extraordinary General Meetings are held whenever the interests of the Company require them.

The Extraordinary General Meeting cannot validly conduct business unless the shareholders present, represented or voting by mail have at least, on first call, one quarter of the shares with voting rights.

If these conditions are not met, the General Meeting is summoned again. It cannot validly conduct business unless the shareholders present, represented or voting by mail have at least, on the second call, one fifth of the shares with voting rights. Failing this latter quorum, the second General Meeting can be deferred to a date two months after the one on which it had been scheduled.

The Extraordinary General Meeting rules by a two-thirds majority of the votes expressed by the shareholders present or represented, excluding blank and null votes. However, in the event of a capital increase through incorporation of reserves, profits or issuing premiums, the General Meeting rules in the quorum and majority conditions of the Ordinary General Meetings.

Article 36 – COMPANY FISCAL YEAR

The Company's fiscal year begins on January 1 and ends on December 31.

Article 37 – COMPANY ACCOUNTS

At the end of each fiscal year, the Board of Directors draws up the inventory and the annual financial statements including the balance sheet, profit and loss statement and the appendices. It also draws up a management report.

These documents are made available to the auditors in the legal and regulatory conditions in effect.

As of the time of the call to the ordinary annual General Meeting and for a period of at least fifteen (15) days preceding the meeting date, the documents which must be given based on the law and regulations in effect are made available to any shareholder at the Registered Office.

Article 38 – APPROPRIATION AND DISTRIBUTION OF PROFITS

The profit and loss statement which recapitulates the income and expenses of the fiscal year indicates as a difference, after deduction of depreciation and provisions, the profit or loss for the fiscal year.

From the profit for the fiscal year less losses from earlier years, if any, 5 % is drawn to constitute a legal reserve fund. This drawing ceases to be obligatory when the reserve fund reaches one tenth of the company's capital but resumes if, for whatever reason, the legal reserve falls below one tenth.

The distributable income is composed of the profit for the fiscal year less losses from earlier years and sums to be added to the reserves in application of the law and the Articles, plus any retained earnings.

From the profits, the General Meeting can draw all sums it deems appropriate to allocate to other optional, ordinary or extraordinary reserve funds, or carry them forward. The balance, if any, is divided among all of the shareholders in proportion to the number of shares that they hold.

Furthermore, the General Meeting can decide to distribute sums drawn from the reserves at its disposal, expressly indicating the reserve categories from which the drawing will be done. However, dividends are drawn in priority from the distributable income of the fiscal year.

Article 39 – PAYMENT OF DIVIDENDS

The procedures for the payment of the dividends voted by the General Meeting are set by it, or failing that, by the Board of Directors in compliance with Articles L. 232-12 to L. 232-18 of the French commercial Code.

The General Meeting can offer the shareholders, for all or part of the dividend distributed, an option of cash payment or payment in the form of new shares of the Company in the conditions set by law. The same option can be proposed in the case of payment of advances on dividends.

Article 40 - DISSOLUTION

Based on a proposal of the Board of Directors, the Extraordinary General Meeting can dissolve the Company at any time.

If the shareholders' equity of the Company falls below half of the company capital, the Board of Directors must, within four months of the approval of the accounts that revealed this loss, summon the Extraordinary General Meeting to decide whether or not to dissolve early the Company. If the dissolution is not pronounced, the Company must, by the latest at the end of the second fiscal year following that in which the losses occurred and with the exception of legal provisions regarding the minimum capital of corporations, reduce its capital by an amount at least equal to that of the losses that could not be allocated to the reserves if, within this period, the shareholders' equity was not restored to a value at least equal to one half of the company's capital. In any case, the resolution of the General Meeting will be made public.

The resolution adopted by the shareholders is submitted to the clerk of the court of commerce of the place of the Registered Office, registered with the commerce and corporate registry and published in a journal of legal notices.

Failing an Extraordinary General Meeting, if a meeting is unable to do business validly based on a second call for example, any party involved may file a lawsuit to dissolve the Company.

However, in all cases, the court can grant the Company a maximum period of six months to correct the situation. It may not dissolve the Company if, on the day when it rules on the substance of the case, this correction has taken place.

Article 41 – LIQUIDATION

Upon the expiration of the Company, or in the event of an early dissolution decided by the Extraordinary General Meeting, the Ordinary General Meeting, based on a proposal of the Board of Directors, decides on the mode of liquidation and appoints one or several liquidators whose powers it determines. The appointing of a liquidator ends the powers of the members of the Board of Directors.

The liquidators' assignment is to dispose of all of the Company's movable and immovable assets, possibly through amicable arrangements, and to extinguish the liabilities. Unless restrictions are imposed by the General Meeting, the liquidators have, by virtue of their role, the broadest powers according to law and standard business practices, including negotiation, compromise, and if necessary granting all withdrawals and cancellations, with or without payment.

Throughout the duration of the liquidation, the company's assets remain the property of the collective entity that survives the dissolution of the Company for the needs of its liquidation. The powers of the General Meeting continue as during the existence of the Company.

After the extinguishing of the liabilities and expenses of the Company, proceeds from the liquidation are used to completely redeem the capital of the shares, if this redemption was not already done.

The surplus is distributed among the shares.

Article 42 - DISPUTES

Any disputes that may arise during the existence of the Company or during its liquidation, either between the shareholders and the Company, the management or control bodies, the auditors, or among the shareholders themselves regarding company matters, will be judged in accordance with the law or submitted to the courts of competent jurisdiction.