Translation for information purposes only

LATÉCOÈRE

Société Anonyme [public limited company] with registered capital of 23.704.629,50 euros

Registered address
135 rue de Périole - 31500 TOULOUSE

Registered with the Toulouse Trade and Companies Register under No. 572 050 169

ARTICLES OF ASSOCIATION

Updated following the Shareholders General Meeting of May 21, 2020

ARTICLE l – FORM OF INCORPORATION

The company was formed as a *société anonyme* [public limited company] following a decision taken by the inaugural general meeting of 31 May 1922.

The articles have been brought into line:

- with French law no.66-537 of 24 July 1966, by way of an amendment decided upon by the Extraordinary General Shareholders' Meeting on 30 September 1968, which was duly announced.

- with French laws no.81-1160 and 81-1162 of 30 December 1981 following a decision taken by the Extraordinary General Shareholders' Meeting of 23 September 1982, which was duly announced.

The shareholders changed the company's administrative and management structure to an Executive Board and Supervisory Board, to comply with the provisions of French law no.2014-420 of 15 May 2001 concerning the New Economic Regulations, during the extraordinary general meeting of 7 November 2002.

The company has continued to exist with its new structure of administration and management by the owners of existing shares and all of those created at a later date.

The Extraordinary General Meeting of 4 April 2005 decided to bring the articles of association in line with the provisions of French law no.2003-706 of 1 August 2003 on Financial Security, and order no. 2004-604 of 24 June 2004 reforming the legal regime on securities.

The Extraordinary General Meeting of 26 April 2007 decided to bring the articles of association in line with the provisions of decree no. 2006-1566 of 11 December 2006.

The shareholders changed the company's administrative and management structure to a Board of Directors during the Extraordinary General Meeting on 15 July 2015.

The company has continued to exist with its new structure of administration and management by the owners of existing shares and all those created at a later date. It is governed by the provisions of the French Commercial Code that apply to this type of company and by these articles of association.

ARTICLE 2 – COMPANY NAME

The company is called **LATECOERE**.

In all deeds and documents issued by the company and sent to third parties, in particular, letters, invoices, announcements and miscellaneous publications, the company name must be preceded or followed by the words "*Société Anonyme à Conseil d'Administration*" (public limited company with a board of directors) or by the initials "SA" and reference must be made to the amount of registered capital and the registration number on the register of trade and companies.

ARTICLE 3 – OBJECT CLAUSE

The company's object, both in France and overseas is:

- The study, design, manufacture, sale, installation, leasing, maintenance and operation of any part and part assembly or mechanical, hydraulic, electrical, electro-mechanical and electronic materials directly or indirectly used in the aerospace industry and more generally in any industry with a link to means of transportation or tests in the aeronautical, naval or land-based fields, as well as in related industries.

- The study, holding and purchase of all patents, licenses, processes and manufacturing trademarks, their use, their assignment, contribution and sale to any person and in any country.

- The participation by any means in any French or foreign company or group, whatever its form, that may be directly or indirectly related to the company's object and to all similar or related objects, or that may foster its accomplishment.

And in general any industrial, commercial or financial operations involving movable or real-estate assets that may be directly or indirectly related to the Company's object and to all similar or related objects.

ARTICLE 4 – REGISTERED ADDRESS

The registered address is in TOULOUSE (Haute-Garonne): 135 rue de Périole.

It may be moved within the French territory by a simple decision of the Board of Directors, subject to approval by the next Ordinary General Meeting.

In the event of a transfer decided upon in accordance with the law by the Board of Directors, the Board is authorised to modify the articles of association as a result.

ARTICLE 5 - TERM

The term of the company is ninety-nine (99) years from 31 May 1972, other than in the event of any extension or early liquidation.

ARTICLE 6 – STRUCTURE OF SHARE CAPITAL

1. All of the initial shares that form part of the initial capital represent cash contributions of a sum of 1,100,000 old French Francs, a total of 11,000 French Francs.

2. The capital was increased:

- to 24,000 Francs, through cash contributions, following a decision by the Extraordinary Meeting of 16 November 1928;

- then to 50,000 Francs, through contributions from Forges et Ateliers et Constructions P.G. LATECOERE of a factory in Montaudran (Haute-Garonne), following a decision by the Extraordinary General Meeting of 26 November 1928;

- then to 100,000 Francs through the creation of 10,000 shares of 5 Francs each, paid up in cash following a decision by the Extraordinary General Meeting of 10 March 1931;

- then to 150,000 Francs through the creation of 10,000 shares of 5 Francs each, all paid up in cash following a decision by the Extraordinary General Meeting of 30 December 1931;

- then to 300,000 F through the incorporation of a sum of 65,700 Francs taken from the profits of the 1949 financial year and of a sum of 84,300 Francs taken from the revaluation reserve and increasing the nominal value of the shares to 10 Francs, following a decision by the Extraordinary General meeting of 13 July 1950;

- then to 1,500,000 F through the incorporation of a sum of 700,000 Francs taken from the reserves, an increase in the nominal value of shares to 50 Francs and the at par issuing of 10,000 shares of 50 Francs each, following a decision by the Extraordinary General Meetings of 10 May 1957;

- then to 3,000,000 Francs through the incorporation of reserves and the increase of the nominal value of shares from 50 to 100 Francs, following a decision by the Extraordinary General Meeting of 21 March 1962;

- then to 4,500,000 Francs through the incorporation of reserves and an increase in the nominal value of shares from 100 to 150 Francs, following a decision by the Extraordinary General Meeting of 4 June 1963;

- then to 9,000,000 Francs through the incorporation of reserves and the creation of 30,000 new shares of 150 Francs each, following a decision by the Board of Directors on 25 July 1985, after being given authorisation by the Extraordinary General Meeting of 28 June 1985;

- then to 9,042,410 Francs through the issuing of 4,261 new shares of 10 Francs each, fully paid up in cash, with an issue premium of 390 Francs per share, reserved for company employees, following a decision by the Extraordinary General Meeting of 14 January 1986;

- then later to 9,042,940 Francs and 9,044,290 Francs by the issuing of 188 new shares of 10 Francs each, fully paid up in cash, reserved for company employees, following a decision by the Board of Directors on 14 January 1986, after being given authorisation by the Extraordinary General Meeting of 4 September 1985;

- then to 10,049,210 F through the incorporation of reserves and the issuing of 100,492 shares of 10 Francs each, following a decision by the Board of Directors on 15 May 1986, after being given authorisation from the Extraordinary General Meeting of 27 February 1986;

- then later to 10,049,280 Francs and 10.050.520 Francs through the issuing of 61 and 70 new shares of 10 Francs each, fully paid up, reserved for company employees, following a decision by the board of administrators on 15 May 1987 after being given authorisation by the Extraordinary General meeting of 4 September 1985;

- then to 11,055,570 Francs through the incorporation of reserves and the creation of 100,505 new shares of 10 Francs each, following discussion by the Board of Directors on 15 May 1987 after authorisation by the Extraordinary General Meeting of 27 February 1986;

- then to 11,055,850 Francs through the issuing of 28 new shares of 10 Francs each, fully paid up in cash, reserved for company employees, following discussion by the Board of Directors on 7 June 1988, after being given authorisation by the Extraordinary General Meeting of 4 September 1985;

- then to 18,943,830 Francs through the issuing of 788,798 new shares of 10 Francs each, following the merger with FINANCIERE PERIOLE, under the terms of an Extraordinary General Meeting on 14 April 1998.

- under the terms of the Extraordinary General Meeting of 14 April 1998, the capital was reduced by 7,887,980 Francs to be brought to the same amount as prior to the merger with FINANCIERE PERIOLE, namely the sum of 11,055,850 Francs.

- in a decision by the Extraordinary General Meeting of 27 April 2000, the registered capital was increased by 61,465,772 Francs through incorporation of the reserves and then converted into Euros.

- in a decision by the Executive Board on 8 July 2003, with the authorisation of the Extraordinary General Meeting of 7 November 2002, the registered capital was increased by 884,460 euros to 11,940,310 euros through the issuing of new shares reserved for members of the company's savings scheme.

Under the terms of the merger agreement entered into by LATECOERE AEROSTRUCTURE and LATECOERE on 23 February 2005 and under the terms of LATECOERE's Extraordinary General Meeting of shareholders and the decision of the sole shareholder of LATECOERE AEROSTRUCTURE, both on 4 April 2005, LATECOERE absorbed its wholly-owned subsidiary, LATECOERE AEROSTRUCTURE, without any increase in capital, pursuant to article L.236-3 of the French Commercial Code.

- in a decision by the Executive Board on 31 May 2005 to increase the capital in cash reserved for shareholders, with the authorisation of the Extraordinary General Meeting of 4 April 2005, the capital was increased by €4,776,124 to €16,716,434 through the issuing of 2,388,062 new shares with a nominal value of €2 each, this increase took place on 30 June 2005.

- in a decision by the Executive Board on 29 July 2005, with the authorisation of the Extraordinary General Meeting of 4 April 2005, the registered capital was increased by 503,560 euros to 17,219,994 euros through the issuing of 251,780 new shares with a nominal value of two euros each, reserved for members of the company's savings scheme, this increase took place on 23 December 2005.

- in a decision taken on 2 July 2012, the Executive Board – using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 25,622 euros, taking it from 17,219,994 euros to 17,245,616 euros through the issuing of 12,811 new shares with a nominal value of two euros (€2) each following the exercising of 12,811 share subscription warrants.

- in a decision taken on 2 July 2012, the Executive Board - using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 1,375,992 euros, taking it from 17,245,616 euros to 18,621,608 euros through the conversion of 687 996 bonds convertible into Latécoère shares into 687,996 new shares with a nominal value of two euros (€2) each.

- in a decision taken on 28 February 2013, the Executive Board - using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 10,430 euros taking it from 18,621,608 euros to 18,632,038 euros through the issuing of 5,215 new shares with a nominal value of two euros (€2) each, following the exercising of 5,215 share subscription warrants.

- in a decision taken on 28 February 2013, the Executive Board - using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 16,000 euros taking it from 18,632,038 euros to 18,648,038 euros through the conversion of 8,000 bonds convertible into Latécoère shares into 8,000 new shares with a nominal value of two euros (2 €) each.

- in a decision taken on 15 January 2014, the Executive Board - using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 41,140 euros taking it from 18,648,038 euros to 18,689,178 euros through the issuing of 20,570 new shares with a nominal value of two euros (2 €) each following the exercising of 20,570 share subscription warrants.

- in a decision taken on 15 January 2014, the Executive Board - using the delegation of powers granted to it by the Combined General Shareholders' Meeting on 25 June 2010 – recorded an increase in the company's registered capital of 4,328,008 euros, taking it from 18,689,178 euros to 23,017,186 euros through the conversion of 2,164,004 bonds convertibles into Latécoère shares into 2,164,004 new shares with a nominal value of two euros (€2) each. Following this conversion, the Executive Board noted that all of the convertible bonds issued since 21 December 2011 had been fully converted.

- in discussions on 19 August 2015, the Executive Board – using its legal powers – recorded an increase in the company's registered capital of eight hundred and thirty one thousand eight hundred euros (€831,800) to take it from twenty-three million seventeen thousand one hundred and eighty-six euros (€23,017,186) to twenty-three thousand eight hundred and forty-eight thousand nine hundred and eighty-six euros (€23,848,986) through the issuing of four hundred and fifteen thousand nine hundred (415,900) new shares with a nominal value of two euros (€2) each following the exercising of four hundred and fifteen thousand nine hundred (415,900) share subscription warrants.

- in discussions on 21 August 2015, the Executive Board – using the powers granted to it by the Extraordinary General Meeting of Latécoère's shareholders on 15 July 2015 – reported an increase in the company's registered capital of the sum of fourteen million two hundred and fifty-one thousand nine hundred and twelve euros (€14,251,912) taking it from twenty-three million eight hundred and forty-eight thousand nine hundred and eighty-six euros (€23,848,986) to thirty-eight million one hundred thousand eight hundred and ninety-eight euros (€38,100,898) through the issuing of seven million one hundred and twenty-five thousand nine hundred and fifty-six shares with a nominal value of two euros (€2) each reserved for the benefit of a category of persons meeting specific requirements.

- in discussions on 17 September 2015, the Executive Board – using the powers granted to it by the Extraordinary General Meeting of Latécoère's shareholders of 15 July 2015 – reported an increase in the company's registered capital of the sum of one hundred and forty-eight million five hundred and ninety-three thousand four hundred and thirty-two euros (€148,593,432) taking it from thirty-eight million one hundred thousand eight hundred and ninety-eight euros (€38,100,898) to one hundred and eighty-six million six hundred and ninety-four thousand three hundred and thirty euros (€186,694,330) through the issuing of seventy-four million two hundred and ninety-six thousand seven hundred and sixteen (74,296,716) new shares with a nominal value of two euros (€2) each.

- in discussions on 2 March 2016, the Board of Directors – using the powers granted to it by the Extraordinary General Meeting of Latécoère's shareholders of 15 July 2015 – reported an increase in the company's registered capital of the sum of one million three hundred and ninety-three thousand and twenty-two euros (€1,393,022) taking it from one hundred and eighty-six million six hundred and ninety-four thousand three hundred and thirty euros (€186,694,330) to one hundred and eighty-eight million eighty-seven thousand three hundred and fifty-two euros (€188 087 352) by issuing six hundred and ninety-six thousand five hundred and eleven (696 511) new shares with a nominal value of two euros (€2) each.

- By decision of the CEO, using the option of sub-delegation stipulated in resolution 17, given to him by the Extraordinary General Meeting of Latécoère's shareholders of 3 June 2016 – and put into effect by the Board of Directors on 6 October 2016 reported an increase in the company's registered capital of the sum of three hundred and eleven thousand one hundred and fifty-two euros (€311,152) taking it from one hundred and eighty-eight million eighty seven thousand three hundred and fifty-two euros (€188 087 352) to one hundred and eighty-eight million three hundred and ninety-eight thousand five hundred and four euros (€188 398 504) through the issuing of one hundred and fifty-five thousand five hundred and seventy-six (155 576) new shares with a nominal value of two euros (€2) each.

- By decision of the CEO, using the option of sub-delegation stipulated in resolution 23, given to him by the Extraordinary General Meeting of Latécoère's shareholders of 29 June 2017 and put into effect by the Board of Directors 14 September 2017, reported an increase in the company's registered capital of the sum of three hundred and ninety-one thousand three hundred (€391 300) taking it from one hundred and eighty-eight million three hundred and ninety-eight thousand five hundred and four euros (€188 398 504) to one hundred and eighty-eight million seven hundred and eighty-nine thousand eight hundred and four euros (€188 789 804) through the issuing of one hundred and ninety-five thousand six hundred and fifty (195 650) new shares with a nominal value of two euros (€2.00) each.

- By way of delegation from the Extraordinary General Meeting of 15 July 2015 by virtue of resolution 35, the Board of Directors reported an increase in the company's registered capital had been decided upon by the Board of Directors on 2 March 2016 to take place at the end of a 2 year period to be counted from the date of said Board Meeting, namely 2 March 2018, of a sum of seven hundred thousand one hundred euros (€700 100) taking it from one hundred and eighty-eight million seven hundred and eighty-nine thousand eight hundred and four euros (€188 789 804) to one hundred and eighty nine million four hundred and eighty-nine thousand nine hundred and four euros (189 489 904 €) through the issuing of three hundred and fifty thousand and fifty (350 050) new shares with a nominal value of two euros (€2.00) each.

- Following the definitive acquisition of 423,566 shares of the Company allocated free of charge by the Board of Directors by decision of March 5, 2018, acting on delegation from the General Meeting of Shareholders of 3 June 2016, the Board of Directors decided on March 5, 2019 to increase the share capital by an amount of 847,132 euros from 189,489,904 euros to 190,337,036 euros by issuing 423,566 new ordinary shares with a par value of 2 euros each.

- In accordance with the authorization granted by the General Shareholders' Meeting of May 13, 2019, the Board of Directors decided on September 12, 2019 to cancel 350,000 treasury shares with a par value of €2 each, acquired under its share buyback program with a view to their cancellation, and consequently to reduce the share capital by an amount of €700,000 from €190,337,036 to €189,637,036.

- In accordance with the 22nd resolution of the General Meeting of Shareholders of May 21, 2021, the share capital was reduced by an amount of 165,932,406.50 euros from 189,637,036 euros to 23,704,629.50 by reducing the nominal value of the shares comprising the share capital from two (2) euros to twenty-five cents (0.25) euro, by deducting from the share capital the amount of 165,932,406.50 from the Company's "Retained Earnings.

ARTICLE 7 – SPECIAL BENEFITS

These articles of association do not stipulate any special benefits for shareholders or non-shareholders.

ARTICLE 8 – SHARE CAPITAL

The registered capital is set as the sum of TWENTY THREE MILLION SEVEN HUNDRED AND FOUR THOUSAND SIX HUNDRED AND TWENTY NINE euros (€23,704,629.50). It is divided into NINETY-FOUR MILLION EIGHT HUNDRED AND EIGHTEEN THOUSAND FIVE HUNDRED AND EIGHTEEN (94,818,518) ordinary shares with a par value of twenty-five cents (0.25) euro each.

ARTICLE 9 – TYPE OF SHARES

The holder may choose whether the shares are registered or bearer shares. They may only become bearer shares once they have been fully paid-up.

The company may make use of the legal and regulatory provisions relating to the identification of holders of securities conferring immediate or future voting rights in its meetings.

Any legal or natural person acting alone or together, who owns a number of shares or voting rights that exceeds the limits stipulated by regulations in force, must respect the information sharing obligations stipulated by those regulations.

Furthermore, any natural or legal person, acting alone or together, who becomes directly or indirectly the holder of or ceases to hold a share of 0.5% of the company’s share capital or voting rights is obliged to inform the company of the total number of shares and voting rights that it holds, in a registered letter with acknowledgement of receipt within four (4) trading days to be counted from the date that this limit is reached. This person must, under the same conditions, inform the company of the shares that he holds that give future access to capital, as well as the number of related voting rights.

This notification must be given again, under the same conditions, in the event of reaching, through an increase or a decrease, the threshold of 1% of the share capital or voting rights, then each limit on the company’s share capital or voting rights containing a fraction of 0.5% of share capital or voting rights more than the limit of one percent (1%) of the company’s registered share capital or voting rights. This obligation ceases to apply in the event of holding, alone or in concert, more than 50% of the voting rights.

It should be noted that the calculation of the fractions above for the company's share capital or voting rights shall be made in accordance with the provisions of the French Commercial Code concerning the calculation of legal limits on shareholding.

In the event of failure to comply with the reporting obligations detailed in this article, shares exceeding the fraction that has not been declared shall have their voting rights removed at the request, recorded in the minutes of the General Meeting, of one or several shareholders holding at least two percent (2%) of share capital.

ARTICLE 10 – INCREASE IN SHARE CAPITAL

The share capital may be increased by any of the means and procedures stipulated in the provisions of the French Commercial Code following a decision by the Extraordinary General Meeting or authorisation being given Extraordinary General Meeting.

By way of representation of increases in capital, preferred shares with greater benefits than all other shares may be created, subject to the provisions of the French Commercial Code governing voting rights.

In the event of the incorporation of reserves, profits or share premium accounts, the Extraordinary General Meeting shall rule in accordance with the conditions on quorum and majority stipulated for Ordinary General Meetings.

Increases in capital shall made notwithstanding fractional shares.

In the absence of any agreement between the parties, the respective rights of the beneficial owner and the bare owner of shares shall be exercised in accordance with the provisions in force.

ARTICLE 11- AMORTISEMENT AND REDUCTIONS OF SHARE CAPITAL

The share capital may be amortised by a decision of the Extraordinary General Meeting, through sums to be distributed in accordance with the provisions of the French Commercial Code that are applicable to companies.

A reduction in capital, for any reason whatsoever, shall be authorised or decided upon by the Extraordinary General Meeting. It shall be carried out, either by a reduction in the nominal value of shares, or by a reduction in the number of securities, in which case shareholders must transfer or buy securities of which they hold too many or not enough, in order to allow the exchange of old shares for new shares. The reduction in capital shall in no event affect the equal standing of shareholders.

ARTICLE 12 – TRANSFER OF SHARES

Shares are freely tradeable, unless otherwise stipulated by legal or regulatory provisions.

They are registered in an account and shall be transferred from one account to another in accordance with the conditions set out under regulations in force.

ARTICLE 13 – RIGHTS AND OBLIGATIONS ATTACHED TO SHARES

Ownership of a share legally involves compliance with the articles of association and with the resolutions that are adopted on a regular basis by all general meetings.

Shareholders shall only bear losses in line with their contributions.

Each share shall confer the right to a portion of the profits and company assets proportional to the amount of capital that it represents.

Where applicable, and subject to mandatory requirements, all shares shall be combined, irrespective of any tax exemptions or allocations or any taxation likely to be taken on by the company before making any reimbursement during the company's lifetime or upon its liquidation, so that, taking into account their respective nominal value, all shares existing at that time shall receive the same net sum irrespective or their origin and the date they were created.

ARTICLE 14 – BOARD OF DIRECTORS

14.1 - COMPOSITION OF THE BOARD OF DIRECTORS

The company is managed by a Board of Directors made up of at least three (3) and a maximum of eighteen (18) members, subject to any legal derogations, in particular in the event of a merger.

Members of the Board of Directors may be natural or legal persons. Upon the appointment or co-optation of a legal person, this person must name a permanent representative, who shall be subject to the same conditions and obligations and who shall be liable to the same civil and criminal responsibilities as if he were a member of the Board of Directors in his own name, without prejudice to the joint and several liability of the person that he represents. When the legal person dismisses its representative, it must appoint a replacement at the same time. The same applies in the event of the death or resignation of the permanent representative.

Members of the Board of Directors shall be named by a majority of the votes cast in accordance with the applicable legal provisions..

In the event of a vacancy due to the death or resignation of one or several members of the Board of Directors named by the Ordinary General Shareholders' Meeting, the Board of Directors may, between two general meetings, make temporary appointments.

Temporary appointments made by the Board of Directors shall be subject to the approval of the next Ordinary General Meeting. Members of the Board of Directors appointed in such a way to replace another member shall only remain in their role until the end of the term of their predecessor.

If the number of members of the Board of Directors appointed by the Ordinary General Meeting falls below the legal minimum, the Board of Directors must immediately call an Ordinary General Meeting to appoint new members.

Directors are appointed for a period of four (4) years, ending at the end of the Ordinary General Shareholders' Meeting that has ruled on the accounts of the last financial year and held in the year during which their term ends, subject to stipulations concerning age limits. They may be re-elected subject to the same reservations.

By way of exception, the ordinary general meeting may appoint certain directors for a period of two or three years in order to allow the implementation or maintenance of a staggering of the directors' terms of office.

No natural person who is seventy-five (75) years old or more may be appointed as a member of the Board of Directors if their appointment brings the number of members of the Board of Directors of this age or older to more than a third. Once this limit is reached, the eldest member of the Board of Directors is deemed to have resigned.

Members of the Board of Directors may be dismissed at any time by the General Meeting under the conditions set out under the law and regulations in force.

14.2 – MEMBER OF THE BOARD OF DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS

Once the legal conditions are met, a member of the Board of Directors representing employee shareholders shall be appointed by the Ordinary General Meeting in accordance with the terms set out under regulations in force as well as with these articles of association.

The period of his duties shall be the same as the period set out in article 14.1 above. However his term shall legally end and the member of the Board of Directors representing employee shareholders shall be deemed to have resigned in the event that he ceases to be an employee of the company, a company or an economic interest grouping linked to the company in the sense of the provisions of the French Commercial Code, or ceases to be a member of the supervisory board of a corporate mutual fund (CMF) governed by article L. 214-165 of the French Monetary and Financial Code holding shares in the company or loses of status of unit holder in the CMF.

The candidate(s) to be elected as the member of the Board of Directors representing employee shareholders shall be appointed in accordance with the following conditions:

– When the voting right attached to shares held by employees is exercised by members of the supervisory board of a CMF, the aforementioned board may name more than two (2) candidates.

  In the event that there are several CMFs, executive management has the option to group together the supervisory boards of CMFs holding assets of salary shareholders in France one the one hand, and the supervisory boards of CMFs holding assets of employees internationally on the other hand. In this case each group of funds may name more than two (2) candidates.

– When the voting right attached to shares held by employees, including through a CMF, is directly exercised by this person, the candidates shall be named by a vote of employee shareholders under the conditions set out hereinafter.

  Consultation of the employees may take place using any method that ensures the reliability of the vote, including electronic or postal voting. Each shareholder employee shall hold a number of votes equal to the number of shares that he holds, either directly or indirectly, in particular units of a CMF, to individually exercise voting rights.

  Only candidates that have received more than two percent (2%) of the votes cast in the employee shareholder consultation shall be put forward for voting by the Ordinary General Shareholders' Meeting.

– All candidates must stand with a substitute, who shall be called upon to replace them in the event of the definitive termination, during the term, of the duties as board member of the holder with who he was named as part of the processes described in the above-paragraphs. The substitute shall in this event be called upon to replace the holder for the remaining length of the term of the latter, subject to him being voted for by the Ordinary General Shareholders' Meeting.

Prior to the naming of candidates for the post of member of the Board of Directors representing shareholder employees, executive management shall adopt a regulation for the appointment of candidates (the 'Regulation') specifying the schedule and the organisation of the appointment procedures set out in the above paragraphs.

Members of the supervisory boards of CMFs and, if applicable shareholder employees directly exercising their voting rights shall be informed of the Regulation by any means and in particular, though not limited to, posting and/or electronic communication, with a view to appoint one or several candidates.

Each of the processes set out in the above-paragraphs concerning the appointment of one or several candidates shall be the subject of a report including the number of votes cast for each of the applicants. A list of all of the duly appointed candidates shall be created.

The list of candidates shall be referred to in the notification of the General Shareholders' Meeting called to appoint a member of the Board of Directors to represent employee shareholders

The member of the Board of Directors representing employee shareholders shall be appointed by the Ordinary General Shareholders' Meeting in accordance with the conditions for quorum and majority that apply to all appointments of members of the Board of Directors. In the event that several candidates are nominated by way of application of the above-paragraphs, executive management shall present the candidates to the general meeting by means of separate resolutions and shall approve, if applicable, one of these resolutions. The candidate who has received the greatest number of votes from shareholders at the

Ordinary General Meeting shall be elected as the member of the company's Board of Directors representing employee shareholders.

This member of the Board of Directors shall not be counted when establishing the minimum and maximum number of members of the Board of Directors set out under the provisions of the French Commercial Code.

In the event of the definitive termination, during the term, of the duties of the member of the Board of Directors representing employee shareholders, the appointment of his replacement shall be subject to the approval of the next Ordinary General Meeting. The replacement shall be appointed for the remaining duration of the term of the member who he is replacing. In the event that the replacement is definitively excluded, the nomination of candidates to replace the member of the Board of Directors representing employee shareholders shall be carried out under the conditions set out above, at the latest before the next Ordinary General Meeting or, if it is to be held less than four (4) months after the post becomes vacant then after the following Ordinary General Meeting. The member of the Board of Directors representing employee shareholders shall be appointed to the vacant post for the duration of a new term of office referred to in Article 14.1 above.

The Board of Directors may meet and take decisions validly until the date of the appointment.

In the event that during the term, the report presented annually by the Board of Directors during the General Meeting pursuant to the provisions of the French Commercial Code finds that the shares held under said article represent a percentage of less than three percent (3%) of the company's capital, the term of the member of the Board of Directors representing employee shareholders shall end at the end of the Ordinary General Meeting during which the Board of Director's report that finds this fact is presented.

14.3 - MEMBER OF THE BOARD OF DIRECTORS REPRESENTING THE EMPLOYEES

The Board of Directors also includes, in accordance with the law, one or more directors representing the group's employees, appointed by the Company's Social and Economic Committee.

The member of the Board of Directors representing employee shareholders appointed in accordance with the law and these Articles of Association are not taken into account.

The term of office of the members representing the employees is 4 years.

In the event of a seat of a member of the Board of Directors representing the employees becoming vacant, the vacancy shall be filled in accordance with the applicable legal and regulatory provisions.

If the Company is no longer subject to the obligation to appoint one or more directors representing the employees under the applicable legal provisions, the terms of office of the directors representing the employees then continue nevertheless until their normal expiry.

14.4 - ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS

The Board of Directors shall elect from amongst its members (natural persons) a Chairman, whose remuneration and length of service shall be set, ensuring that he does not exceed his term as a member of the Board of Directors. He may be re-elected, subject to stipulations concerning the age limit.

Irrespective of the length of time for which they have been assigned, the duties of the Chairman of the Board of Directors shall cease no later than the end of the Ordinary General Shareholders' Meeting that has ruled on the accounts of the previous financial year held in the year in which the Chairman turns eighty (80) years-old.

The Chairman of the Board of Directors shall perform the duties and exercise the powers given to him by the law. He shall chair board meetings, organise and manage the board's projects, on which he shall report at the general meeting. He shall oversee the smooth running of the bodies of the company and in

particular ensure that the members of the Board of Directors are able to fulfil their duties. He shall chair General Meetings.

The Board of Directors may elect, from amongst its members (natural persons), a Deputy Chairman, who shall be elected for a duration that may not exceed his term as a member of the Board of Directors. The Deputy Chairman shall be called upon to replace the Chairman in the event of temporary unavailability or death. In the event of temporary unavailability, this replacement shall last as long as the unavailability; in the event of death, it shall last until a new Chairman is elected.

The Board of Directors may choose a Secretary, who may be chosen from outside of its members, and who, with the Chairman and, if applicable, the Deputy Chairman, shall form the committee.

The Chairman, the Secretary and, if applicable, the Deputy Chairman may be dismissed at any time by the Board of Directors.

14.5 – CONVENING OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be convened in writing by the Chairman at least five (5) working days before the meeting date. In the case of urgency, the meeting may be convened immediately.

The Board of Directors shall also meet when convened in writing by the CEO or at least three (3) members of the Board of Directors, to discuss an agenda and in a place set out in the meeting notification, at least five (5) working days before the meeting date.

14.6 – MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall also meet as often as is necessary to the company's interests and in any event at least once per quarter.

Meetings of the Board of Directors shall be held in any place specified in the meeting notification. Internal regulations of the Board of Director's may allow members of the board to attend the meeting via means of videoconferencing or telecommunication that allow them to be identified and ensure their full participation, pursuant to the regulations in force, with the exception of board meetings called to approve the annual accounts, the consolidated accounts and to create the related reports. Internal regulations of the Board of Directors outline the application conditions for this type of meeting.

Each member of the Board of Directors may be represented by another member, these stipulations apply to the permanent representative of any legal person that is a member of the Board of Directors. Members of the Board of Directors may only represent one person in a single meeting session.

Meetings of the Board of Directors shall be chaired by the Chairman, who shall moderate discussions, or, in the case of unavailability, by the Deputy Chairman or, failing this by a member of the Board of Directors appointed at the beginning of the meeting under the quorum and majority conditions laid down by law.

Decisions are taken under the quorum and majority conditions laid down by law. In the event of a tie, the Chairman shall in no case have the deciding vote.

Members of the Board of Directors, as well as any person invited to attend board meetings, have a strict duty of confidentiality regarding discussions of the Board of Directors, as well as regarding information that is of a confidential nature or that is presented as such by the Chairman of the meeting.

An attendance list is kept to be signed by all members of the Board of Directors that are present at the board meeting and if applicable members of the Board of Directors that are attending the meeting via means of videoconferencing or telecommunication.

After each meeting, meeting minutes are drafted and are signed by the meeting Chairman and at least one other member of the Board of Directors. These meeting minutes shall contain, in addition to the

comments required by the applicable regulations, an indication of the consequences on the discussions of the Board of Directors, of any technical issues with videoconferencing or telecommunication.

The Board of Directors may also take decisions by written consultation with the directors under the conditions provided for by law and in accordance with the procedures provided for in its internal rules.

14.7 – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall determine the direction of the company's business activity and shall oversee its implementation in accordance with the Company's interest, taking into consideration the social and environmental stakes of its activity.

Subject to the powers expressly given to General Shareholders' Meetings and within the scope of the corporate purpose, it shall handle any issue relating to the smooth running of the company and shall discuss and make decisions on relevant matters.

At any time of the year, the Board of Directors may carry out the checks and monitoring that it deems appropriate and may obtain all of the documents that it deems to be useful for this purpose.

Each year, the Board of Directors shall approve the annual accounts and, if applicable, the consolidated accounts and shall draft a management report relating to this, which it shall present at the General Shareholders' Meeting. It shall call the General Shareholders' Meeting.

The Board of Directors shall authorise the all of the agreements referred to in article 16 below.

The Board of Directors may consult the CEO and/or the Deputy CEOs, who may be invited to attend meetings of the Board of Directors if they are not members.
The Board of Directors may give, to one or several of its members, special powers for one or several specific purposes.

The Board of Directors may decide to create its own committees, in charge of examining issues that itself or its Chairman submit to them for examination. It shall decide on the composition the responsibilities and any remuneration of the members of these committees and they shall act under the authority of the board.

The Board of Directors shall create internal regulations that shall stipulate, pursuant to legal and regulatory provisions and these articles of association, the terms of the powers and duties of the Board of Directors, the Chairman and the CEO, shall set the operating rules for committees of the Board of Directors and shall specify their respective responsibilities and duties.

14.8 - REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS

The Ordinary General Shareholders' Meeting may award members of the Board of Directors a fixed annual payment that it shall set and that shall be maintained until decided otherwise. The Board of Directors is free to distribute the sum awarded amongst its members, in the conditions provided for by the regulations in force.

The Board of Directors may also award one-off payments for projects or responsibilities assigned to its members, in the situations and in accordance with the conditions set out by the law and the regulations in force.

The Board of Directors shall award an annual payment to its Chairman, the terms of which shall be set at the time of his appointment, in the conditions provided for by the regulations in force.

ARTICLE 15 - EXECUTIVE MANAGEMENT

15.1 - OPERATING TYPES OF EXECUTIVE MANAGEMENT

In accordance with the legal provisions, the executive management of the company is the responsibility of either the chairman of the board of directors who, in this case, has the title of chief executive officer, or of another physical individual appointed by the board of directors and who has the title of managing director.

The board of directors chooses between the two operating types of executive management under the quorum and majority conditions laid down by law. This choice is valid until the board of directors using the same procedure decides otherwise. The shareholders and third parties are informed of this choice in accordance with the conditions stipulated by current law and regulations.

If it is the chairman of the board of directors who is responsible for the executive management of the company, then the provisions of the articles of association and the law shall apply to the chairman.

15.2 – MANAGING DIRECTOR

The board of directors sets the remuneration of the managing director, in the conditions provided for by the regulations in force, and sets his term of office, although this term of office may not exceed, as the case may be, the managing director's term as a member of the board of directors. He is eligible for re-election, subject to the stipulations regarding age limit.

The managing director may not be over the age of seventy-five (75) years. If he reaches the age of seventy-five (75) years during his term of office, the managing director shall be deemed as having resigned automatically at the end of the first meeting of the board of directors following the date on which he reached the age limit.

The managing director may be dismissed at any time by the board of directors. Should the managing director not fulfil the duties as chairman of the board of directors, his dismissal may give rise to interest and damages, if it is decided without due cause.

The managing director has the widest of powers to act in any circumstances in the name of the company. He exercises his powers within the limits of the corporate purpose and subject to the powers that the law and/or these articles of association expressly assign to the shareholders' general meetings and/or the board of directors.

He represents the company in its dealings with third parties. The company is committed even if the actions of the managing director fall outside of the company's purpose, unless it can prove that the third party was aware of the company's purpose being exceeded by the action in question or that it could not be unaware of it given the circumstances, with the publication of the articles of association alone not being sufficient to constitute such proof.

The managing director must provide the board of directors with any information and any documents that he considers appropriate in order for the board of directors to carry out its control function.

He is required to observe the strictest confidentiality with respect to information of a confidential nature.

The limitations of the powers of the managing director will be specified, as appropriate, in the rules of procedure of the board of directors.

15.3 – DEPUTY MANAGING DIRECTOR(S)

Upon the recommendation of the managing director, the board of directors may appoint one or more physical individuals who are responsible for assisting him and who have the title of deputy managing director. The number of deputy managing directors may not exceed five (5).

The deputy managing director's duties may be conferred upon a physical individual, whether a member of the board of directors or not, who has not reached the age of seventy-five (75) years on the date of the decision which appointed him or renewed his term of office. Should he have exceeded this age, he is deemed as having automatically resigned.

The term of office of a deputy managing director, who is a member of the board of directors, may not exceed the duration of his term of office as member of the board of directors.

The deputy managing directors may be dismissed at any time by the board of directors, upon the recommendation of the managing director.

Should the managing director cease or no longer be able to perform his duties, the deputy managing directors shall retain, unless decided otherwise by the board of directors, their duties and their powers until the appointment of a new managing director.

ARTICLE 16 – REGULATORY AGREEMENTS

All the regulatory agreements within the meaning of the provisions of the French Commercial Code, must be subject to the prior approval of the Board of Directors and then to the approval of the shareholders' general meeting in accordance with the law.

ARTICLE 17 - AUDITORS

One or more auditors are appointed and carry out their inspection function in accordance with the provisions of the Commercial Code.

ARTICLE 18 - SHAREHOLDERS' MEETINGS

The shareholders' meetings are convened and deliberate in accordance with the conditions stipulated by the Commercial Code.

They are held at the registered office or in any other place, in France, indicated in the convening notice.

Any shareholder is entitled to attend the general meetings subject to being able to prove his or her identity and title, and to participate in the deliberations, personally or by means of a representative, provided that the titles are registered to an account within the lawful conditions and time limits.

Any shareholder who is the owner of shares of a specific category may participate in the special meetings of the shareholders of this category.

Any shareholder may be represented by another shareholder, his spouse or partner with whom he has signed a civil solidarity pact, or by any physical individual or legal entity of his choice, in accordance with legislative and regulatory provisions.

Any shareholder may also vote by postal ballot in accordance with the legislative and regulatory provisions. In order to be accepted, any power of attorney and voting form must be received by the company three days before the general meeting.

For the purposes of calculating the quorum and the majority, any shareholders participating in the general meeting by videoconference or by means of telecommunications allowing their identification and of which the nature and conditions of application are determined in accordance with the legislative and regulatory provisions, shall be deemed to be present.

Any shareholder who has cast his or her vote by postal ballot or remotely may no longer choose any other method of participation in the general meeting.

Each member of the general meeting has a number of votes proportional to the share of the capital corresponding to the shares that he or she owns or represents, on the condition that these are not non-voting shares.

However, a double voting right is assigned to any fully paid up shares for which it can be proved that they have been registered for two (2) years at least, in the name of the same shareholder in accordance with the law. In addition, in the event of the capital being increased by incorporation of reserves, profits or share

premiums, double voting rights are granted, as of their issue, to the registered shares which have been assigned free of charge to a shareholder on the basis of old shares for which he or she enjoys this right.

ARTICLE 19 - RIGHT OF INFORMATION FOR THE SHAREHOLDERS

Shareholders are entitled to a right of information, either temporary or permanent depending on its purpose, in accordance with the conditions specified by the current provisions which ensure that they are provided with the information that they need to know about the situation of the company and the exercise of all their rights.

ARTICLE 20 - TRADING YEAR

The trading year begins on 1 January and ends on 31 December.

ARTICLE 21 - APPROPRIATION AND DISTRIBUTION OF THE PROFITS - LIQUIDATION BONUS

The difference between the earnings and the expenses of the financial year, after deduction of the amortisations and provisions, constitutes the profit or the loss for the financial year.

If necessary, five percent (5%) is deducted from the profits of the financial year less the previous losses, to constitute the legal reserve fund. This deduction ceases to be compulsory if the reserve fund has reached a sum equal to one tenth of the share capital; it will resume should for whatever reason the legal reserve fall below this one-tenth.

The distributable profit is made up from the profit of the financial year minus the previous losses and the amounts to be paid to the reserve, and increased by the profit carried forward.

This profit is at the disposal of the shareholders' general meeting which, upon recommendation of the board of directors may carry all or a part of it forward, assign it to the general or special reserve funds, or distribute it to the shareholders as a dividend.

In addition, the shareholders' general meeting may decide to distribute the sums deducted from the reserves made available to it by, in this case, expressly indicating the reserve accounts from which the deductions were made. However, the dividend is deducted as a priority from the distributable profit for the financial year.

The revaluation variation is not distributable; it may be either wholly or partly capitalized.

The shareholders' general meeting has the option of granting to each shareholder in respect of all or part of the dividend or the dividend prepayments distributed, a choice between the payment of the dividends or dividend prepayments in cash or in shares.

With regard to the liquidation bonus, the net assets remaining, after reimbursement of the nominal value of the shares, are distributed equally among all the shares.

ARTICLE 22 - DISPUTES

During the company's lifetime as during the liquidation, any disputes, either between the shareholders, the members of the board of directors and the company, or between the shareholders themselves, concerning company matters regarding the interpretation or performance of the clauses of the articles of association are judged in accordance with current legislation and are brought before the courts which have jurisdiction in the matter.