



IPSEN

SOCIÉTÉ ANONYME
(French public limited company)

UPDATED ARTICLES OF ASSOCIATION AS OF 29th MAY 2020

The Articles of Association in English is a translation of the French “Statuts” for information purposes. This translation is qualified in its entirety by reference to the “Statuts”.

SECTION I

LEGAL FORM – CORPORATE PURPOSE – CORPORATE NAME – REGISTERED OFFICE – TERM

Article 1 – Legal form

The Company was transformed from a simplified joint-stock company (*société par actions simplifiée*) into a *société anonyme* pursuant to a decision adopted by the sole partner on 30 August 2005. It is governed by legislation and regulations in force and in particular by the provisions of the French Commercial Code concerning commercial companies as well as by the provisions of the present Articles of Association.

Article 2 – Corporate purpose

The Company's corporate purpose is, in France and any other country whether directly or indirectly:

- to invent, manufacture, process and sell pharmaceutical products, para-pharmaceutical products, cosmetics or any other manufactured products in the fields of drugs and fine chemicals, and all products and materials used to manufacture, process and sell such products;
- to conduct all industrial and commercial activities directly or indirectly related to the foregoing purpose, including research and design, acquiring, owning, exploiting and selling patents, licenses, know-how and, more generally speaking, all intellectual and industrial property rights;

and more generally to conduct all industrial, commercial, financial or property transactions which may directly or indirectly facilitate or further the achievement of the foregoing purposes and any similar purposes.

Article 3 – Corporate name

The corporate name of the Company is: "IPSEN".

All deeds and documents of any kind issued by the Company and intended for third parties shall indicate the corporate name, either immediately preceded or followed by the words "*Société Anonyme*" or the initials "SA" as well as the amount of share capital.

Article 4 – Registered office

The registered office of the Company is located at 65 Quai Georges Gorse, Boulogne-Billancourt (92100).

The registered office may be transferred to any other location on the French territory by a decision of the Board of Directors, subject to ratification of this decision at the following Ordinary Shareholders' Meeting.

Article 5 – Term

The term of the Company is set at ninety-nine years as from the date of its registration with the Commercial and Corporate Registry, except in the cases of winding up or extension.

SECTION II

SHARE CAPITAL

Article 6 – Share capital

The share capital is set at eighty-three million eight hundred fourteen thousand and five hundred twenty-six euros (83,814,526) euros. It is divided into 83,814,526 fully subscribed shares, fully paid and all of the same category.

Article 7 – Changes in share capital

The share capital may be increased, reduced or redeemed in any manner authorised by law.

Article 8 – Settlement of shares

The amount of shares issued in a capital increase and to be settled in cash is due for payment under the conditions defined by the Board of Directors in accordance with the legal provisions in force.

Notice of requests for payment shall be communicated to subscribers and shareholders at least fifteen days before the date set for each payment by a notice published in a legal gazette of the area in which the registered office is located or by means of a registered letter, with acknowledgement of receipt requested.

Any delay in paying sums due on the unpaid amount of shares shall automatically give rise to the Company's full legal right to receive payment of interest at the legal rate, calculated day after day from the due date, without prejudice to any personal action the Company may take against the defaulting shareholder and measures of enforced execution set out by law, including the compulsory sale of securities for which payments due have not been made.

Article 9 – Form of shares

The shares are registered or bearer shares at the discretion of the holder. Their materiality is then evidenced by their registration under the name(s) of the holder(s) on securities accounts kept for this purpose by the Company under the terms and conditions set out by law, by the Company or its custodian for registered shares, and by an authorized intermediary for bearer shares.

Article 10 – Transfer of shares and other securities issued by the Company – Identification of shareholders – Crossing of thresholds

10.1 The shares issued by the Company are freely tradable unless otherwise stipulated by legal or regulatory provisions.

Ownership of the shares results from their registration under the name(s) of the holder(s) on securities accounts. The ownership of shares results from their registration under the name(s) of the holder(s) on securities accounts kept by the Company or a custodian of the Company for registered shares, and on the accounts kept by an authorized intermediary for bearer shares.

Transfers of shares are carried out with respect to the Company and third parties by a transfer from account to account under the conditions set out by the legal and regulatory provisions in force. Shares for which payments due have not been made cannot be transferred from one account to another.

The provisions of this Article are applicable to all the securities issued by the Company.

10.2 The Company may at any time, in accordance with the applicable legal and regulatory provisions, request information concerning the owners of shares or securities conferring immediate or future voting rights at shareholders' meetings.

10.3 In addition to the legal disclosure requirements set out in Article L.233-7 of the French Commercial Code, any person or legal entity, acting either alone or in concert, who holds by any mean a number of shares representing 1% of the share capital or voting rights, or any further multiple thereof, must no later than five business days after the occurrence, advise the Company by fax of the total number and percentage of shares and voting rights held, with written confirmation sent the same day by means of a registered letter, with acknowledgement of receipt requested.

This obligation applies under the same conditions as stipulated in the previous paragraph every time that the percentage of the capital or of voting rights declines to a lower level than one of the thresholds set in the previous paragraph.

In order to determine the capital and voting rights thresholds to be reported under the previous paragraph, the assimilation rules provided for in Article L.233-9 of the French Commercial Code are applied.

In case of failure to comply with the requirements set out in the two preceding paragraphs, the shares exceeding the part that should have been disclosed are deprived of the voting right for any Shareholders' Meeting that would be held in a two-year period following the date of regularisation of the disclosure. Except in the case of crossing one of the thresholds provided for by Article L.233-7 of the French Commercial Code, the deprivation of the voting rights, which will be recorded in the minutes of the Shareholders' Meeting, may only occur if requested by one or more of the shareholders representing at least 1% of the share capital and voting rights of the Company.

Article 11 – Rights and obligations attached to shares

11.1 Each share gives the right to a share in the profits, the assets and the liquidation surplus of the Company in proportion to that part of share capital so represented.

Moreover, it confers the right to vote and be represented in the General Shareholders' Meetings under the conditions set by law and by these Articles of Association. Subject to their vesting date, all the shares are fully equivalent with one another.

11.2 Shareholders shall be liable for losses only to the extent of their contributions to the share capital. The rights and obligations attached to the stock follow the share regardless of who owns it. Ownership of a share implies *ipso jure* abiding by the Articles of Association and the decisions of Shareholders' Meetings.

11.3 The voting right attached to shares belongs to the usufructuary in Ordinary Shareholders' Meetings and to the bare owner in Extraordinary Shareholders' Meetings.

11.4 Whenever it is necessary to be in possession of a certain number of shares in order to exercise a given right in the event of an exchange, restructuring or allocation of shares, or in the event of an increase or decrease in capital, a merger or any other shareholding transaction, the owners of single shares or of a lower number of shares than required, may exercise this right only if they personally organise the pooling of their shares with those of other shareholders and, if need be, purchase or sell the necessary shares.

11.5 The shares are indivisible with regard to the Company. The joint owners of common shares are represented in General Shareholders' Meetings by one of them or a single agent. In the event of a disagreement, the agent is appointed by a court on the request of the first joint owner to so request.

SECTION III

MANAGEMENT OF THE COMPANY

Article 12 – Board of Directors

The Company is governed by a Board of Directors.

Subject to the exemptions provided for by law, the Board of Directors comprises a minimum of three and a maximum of eighteen members, appointed by the Ordinary Shareholders' Meeting.

Pursuant to statutory provisions, when the number of members of the Board of Directors, calculated in accordance with article L.225-27-1-II of the French Commercial Code, is lower than or equal to eight, a Director representing the employees will be appointed by the Works Council of the existing economic and social unit within the IPSEN Group.

When the number of members of the Board of Directors, calculated in accordance with article L.225-27-1-II of the French Commercial Code, is greater than eight, and subject to this condition still being satisfied on the day of appointment, a second Director representing the employees will be appointed by the European Works Council.

When the number of members of the Board of Directors, calculated in accordance with article L.225-27-1-II of the French Commercial Code, was initially greater than eight members but becomes lower than or equal to eight members, the term of the Director appointed by the European Works Council will be upheld until its end date and it will not be renewed. If the number of members of the Board of Directors, calculated in accordance with article L.225-27-1-II of the French Commercial Code, becomes again greater than eight at a later stage, and subject to this condition still being satisfied on the day of appointment, a second Director representing the employees will be appointed by the European Works Council within a period of 6 months from the appointment of the additional member of the Board by the Shareholders' Meeting.

The Director representing the employees is appointed for four years expiring at the end of the Shareholders' Meeting called for the shareholders to rule on the accounts of the preceding financial year and held in the year during which his term expires. The term of the Director representing the employees is renewable.

The term of the Director representing the employees will prematurely come to an end in the conditions provided for by law, and in particular in case of termination of his employment contract. If the conditions for the application of article L.225-27-1 of the French Commercial Code are no longer satisfied at the end of a financial year, the term of the Director(s) representing the employees will come to an end at the end of the Shareholders' Meeting called to rule on the accounts of said financial year.

In case of a vacancy for a Director representing the employees for any reason whatsoever, the vacancy shall be filled under the conditions determined by these Articles of Association and by article L.225-34 of the French Commercial Code.

In addition to the provisions of the second paragraph of article L.225-29 of the French Commercial Code, it is specified, where appropriate, that the failure to appoint a Director representing the employees by the authority designated in these Articles of Association, pursuant to the law and this article, will not affect the validity of the deliberations of the Board of Directors.

Article 13 – [unused]

Article 14 – Vacancies – Cooptation

Should one or more seats on the Board of Directors become vacant between two General Shareholders' Meetings, either through death or resignation, the Board of Directors may appoint temporary replacements under the conditions set out by law.

However, if the number of Directors in office falls below the minimum legal requirement, the Directors still in office or, failing that, the Statutory Auditors, must immediately call an Ordinary Shareholders' Meeting in order to bring the Board back up to strength.

Temporary appointments made by the Board of Directors will be subject to ratification by the following Shareholders' Meeting.

If the temporary appointments are not approved by the Shareholders' Meeting, the resolutions adopted and actions taken by or with the support of such Directors will nevertheless still be valid.

A Director elected to replace another will remain in office only for the remainder of his predecessor's term.

Article 15 – Duration of Directors' term of office

Directors are appointed for a four-year term. Exceptionally and exclusively in order to enable the staggering of Directors' terms of office to be implemented and maintained, the Ordinary Shareholders' Meeting may appoint one or several directors for one year, two years or three years.

The number of Directors more than 70 years old cannot be higher than one-third of the Directors in office. When this age limit is exceeded, the oldest Director is automatically deemed to have resigned at the end of the following Ordinary Shareholders' Meeting.

Duties of Directors come to an end upon the conclusion of the Ordinary Shareholders' Meeting called to approve the financial statements for the previous financial year which is held in the year in which the term of office of the said Director expires.

Incumbent Directors may always be re-elected.

Article 16 – Organisation, meetings and debates of the Board of Directors

16.1 Chairman of the Board of Directors

The Board of Directors shall elect its Chairman among its members for a term that may not exceed his/her term of office as a Director. The Chairman must be a person and not a legal entity, failing which the appointment will be null and void. The Chairman may stand for re-election. He may be removed by the Board of Directors at any time.

In the event of the Chairman's temporary unavailability or death, the Board of Directors may appoint another Director to take his place for a limited but renewable period in the event of temporary unavailability; and until a new Chairman is elected, in the event of death.

The Chairman chairs the Board's meetings and organises and manages its work. He reports to the Shareholders' Meeting on the work of the Board of Directors and enforces its decisions. The Chairman is responsible for ensuring that the Company's governing bodies operate correctly and that the Directors are able to perform their duties.

The Board of Directors may also appoint a Deputy Chairman from among its individual members, who chairs meetings of the Board in the event of an exceptional absence of the Chairman. Otherwise, in the absence of the Chairman, meetings of the Board of Directors are chaired by the oldest Director present.

16.2 Board meetings

The Board of Directors meets as often as required by the interest of the Company, when convened by its Chairman.

Moreover, if the Board has not met for a period of over two months, at least one-third of its members, and the Chief Executive Officer if he is not also the Chairman, may ask the Chairman to call a meeting to discuss an agenda attached to the request. The Chairman may not refuse to call a meeting under these circumstances.

Should he fail to do so, and only in such a case, the Chief Executive Officer, or one of the Deputy Chief Executive Officers or at least two Directors may call a Board meeting and set the agenda.

Notices of meetings are made by any means in writing (e.g. by letter, fax, telex or electronic mail), not less than fifteen days before the date of the meeting, except in emergencies when the notice may be issued by any means but must be sent no later than the day before the meeting. Notices of meetings may, however, be made verbally and without a period of notice if all members of the Board so agree.

Board of Directors meetings are held at the Company's registered office or in any other place indicated in the notice of meeting. An attendance register is kept and signed by those Directors attending the Board meeting.

By way of exception, the Board of Directors may also take decisions by written consultation with the Directors under the conditions provided for by law:

- temporary appointment of Board members,
- authorization of sureties, endorsements and guarantees given by the company,

- decision to amend the articles of association to bring them into compliance with legal and regulatory provisions, as delegated by the shareholders' meeting,
- convocation of the shareholders' meeting,
- transfer of the Company's registered office to the same department.

16.3 Quorum and majority

The Board of Directors shall take valid decisions only if at least half of its members are present. Decisions are adopted by a majority vote of the Directors present or represented. In the event of a split vote, the Chairman does not have a casting vote.

Directors attending the meeting by videoconferencing or other means of telecommunication allowing their identification and guaranteeing their effective participation, the nature and application conditions of which are set out by the legal and regulatory provisions in force, are counted as present for the purpose of calculating the quorum and the majority. This option cannot be used in the case of the decisions provided for by Articles L.232-1 and L.233-16 of the French Commercial Code.

16.4 Representation

Any Director can give, by any written means, a mandate to represent him or her at a Board meeting to another Director. Each Director may use, during a given Board meeting, such an option only once.

These stipulations are applicable to the permanent representative of a legal entity that is a Director.

16.5 Confidentiality

The Directors, as well as any other person attending Board meetings, are bound by strict obligations of confidentiality with respect to information that is not public and disclosed as confidential by the Chairman or the Chief Executive Officer.

16.6 Minutes of proceedings

The proceedings of Board of Directors meetings are recorded in the Minutes Book, initialled and serially numbered, and held in the Company's registered office in accordance with the legal and regulatory provisions in force.

The minutes of the meeting report the names of Directors present, granted leave of absence or absent. They state whether persons summoned to a Board meeting under a legal provision attended it or were absent and report the presence of anybody else who attended the entire meeting or part of it. The Chairman of the meeting and at least one director append their signature to the minutes. Should the Chairman of the meeting be unavailable, they are signed by at least two directors.

The copies or excerpts of these minutes are certified in accordance with the regulatory provisions in force.

Article 17 – Powers of the Board of Directors – Committees of the Board of Directors

17.1 Powers of the Board of Directors

The Board of Directors defines guidelines for the Company's business operations and monitors their implementation.

Subject to the powers expressly conferred to Shareholders' Meetings and within the limits of the Company's corporate purpose, the Board of Directors is competent to consider any matters affecting the proper running of the Company, and can take decisions governing any matters concerning it.

With respect to third parties, the Company is bound by the Board of Directors' acts even when they run counter to the Company's corporate object, unless the Company can prove that the third party knew the act was *ultra vires* or could not fail to have known this given the circumstances, on the understanding that the mere publication of the Company's Articles of Association is not sufficient to constitute such proof.

The Board of Directors shall carry out such controls and verifications as it deems fit.

All the Directors must receive the information necessary for them to perform their duties, and they may obtain any documents they consider useful from the Company's General Management.

17.2 Prior approval by the Board of Directors

The Chief Executive Officer is required to obtain the Board of Directors' prior approval for the following matters:

- (i) Any decision relating to any investment, acquisition, divestment, disposal, sale or transfer (in any way whatsoever) of assets, branch or equity interests for a unit amount exceeding (i) thirty five per cent (35%) of the Core Operating Income ("COI") as published in the last available yearly financial statements or (ii) 5 % of the market capitalization of the Company as at the date of the contemplated transaction;
- (ii) Any decision on the Company's financial indebtedness resulting in (x) the consolidated net debt / consolidated EBITDA ratio being greater than 2 (using the EBITDA provided in the budget approved by the Board of Directors for the relevant period of time) or (y) a material off balance sheet commitment exceeding one of the thresholds mentioned in paragraph (i) immediately above; and
- (iii) Any other decision for which the Chief Executive Officer is required to obtain the Board of Directors' prior approval pursuant to the Internal Rules of the Board of Directors.

17.3 Committees

The Board of Directors can decide to set up committees to analyse the issues the Board or its Chairman instructs them to study in order to give an opinion on said issues. It determines the composition and the resources of these committees that operate under its responsibility.

Article 18 – Manner in which General Management operates

18.1 Organisation principle

In accordance with the legal provisions, the executive management of the Company is the responsibility either of the Chairman of the Board of Directors, who then serves as Chairman and Chief Executive Officer, or of another person appointed by the Board of Directors who then serves as Chief Executive Officer.

The Board of Directors is responsible for electing one of these two options for a period which may not be less than one year.

The vote of the Board of Directors on this choice is taken at the absolute majority of Directors present or represented.

18.2 Chief Executive Officer

18.2.1 Appointment and removal

When the Board of Directors decides to split the roles of Chairman of the Board and Chief Executive Officer, it shall appoint the Chief Executive Officer, set his term of office and determine, if any, restrictions on his powers.

The Chief Executive Officer may be removed at any time by the Board of Directors. If the Chief Executive Officer is not the Chairman, his or her removal may give rise to damages if there were no proper grounds for the decision.

The Chief Executive Officer is subject to the provisions of Article L.225-94-1 of the French Commercial Code on simultaneously holding of terms of office as Chief Executive Officer, member of the Management Board, sole Managing Director, Director or member of the Supervisory Board of *sociétés anonymes* whose registered offices are located in France.

If the Chairman is also the Chief Executive Officer, the provisions concerning the Chief Executive Officer also apply to him.

18.2.2 Powers

The Chief Executive Officer has the widest powers to act in all circumstances on behalf of the Company. He exercises these powers within the limit of the corporate purpose and subject to those powers expressly conferred by law to Shareholders' Meetings and to the Board of Directors.

The Chief Executive Officer represents the Company with respect to third parties. The Company is bound even by the acts of the Chief Executive Officer that are not in accordance with the corporate purpose, unless the Company can prove that the third party knew the act was *ultra vires* or could not fail to have known this given the circumstances, on the understanding that the mere publication of the Company's Articles of Association is not sufficient to constitute such proof.

18.3 Deputy Chief Executive Officers

Upon a proposal of the Chief Executive Officer, the Board of Directors may appoint one or more persons to assist him, who shall have the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is set at five.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers granted to Deputy Chief Executive Officers.

With respect to third parties, Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.

Deputy Chief Executive Officers may be removed by the Board of Directors at any time upon a proposal of the Chief Executive Officer.

If the Chief Executive Officer ceases to exercise or is prevented from exercising his duties, the Deputy Chief Executive Officers will remain in office until a new Chief Executive Officer is appointed, unless the Board of Directors decides otherwise.

Article 19 – Remuneration of Directors, the Chairman, the Chief Executive Officer, Deputy Chief Executive Officers and corporate officers

The Shareholders Meeting may allocate to Directors, as remuneration of their activity, an annual fixed sum. The Board of Directors distributes freely this remuneration between its members under the conditions set by the applicable rules and regulations.

The remuneration of the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Executive Officer(s) is determined in accordance with the law.

Exceptional remuneration can be allocated by the Board of Directors to Directors for missions or assignments they are entrusted with, under the conditions set by the applicable rules and regulations; in such a case, Statutory Auditors are informed about this remuneration that is submitted to the approval of the Ordinary Shareholders' Meeting.

Article 20 – Statutory Auditors

The Ordinary Shareholders' Meeting of the Company appoints, in accordance with the legislation, one or several Statutory Auditor(s).

The Auditors are appointed for six financial years, and their term of office expires at the end of the Ordinary Shareholders' Meeting convened to approve the financial statements of the sixth financial year.

The mission of the Statutory Auditors is defined by the legislation. They can act jointly or separately, but are held to draw up, within the deadlines set by regulations, a joint report on the Company's operations. They report back on their assignment to the Annual Ordinary Shareholders' Meeting.

SECTION IV

GENERAL SHAREHOLDERS' MEETINGS

Article 21 – Forms of General Shareholders' Meetings

The collective decisions of shareholders are taken in General Shareholders' Meetings, called Ordinary or Extraordinary, according to the nature of decisions they have to take.

In all the case, the decisions of Shareholders' Meetings bind all the shareholders, including absentee and dissenting shareholders and those lacking legal capacity.

21.1 Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting receives the Board of Directors' report and the Statutory Auditors' reports, approves the annual financial statements and votes on the appropriation of profits. It appoints and dismisses the Directors and sets their compensation in accordance with the legal provisions and the Articles of Association. It also approves any sale or transfer of a business line that can be considered as a disposal of major assets under the terms and conditions of the French *Autorité des marchés financiers*' position recommendation 2015-05, as amended where applicable. It appoints the Company's Statutory Auditors.

The Ordinary Shareholders' Meeting may delegate authority to the Board of Directors at the Board's request to deal with all matters not specifically reserved for Extraordinary Shareholders' Meetings.

Generally speaking, the Ordinary Shareholders' Meeting takes decisions on all issues that do not entail a direct or indirect change in the Articles of Association.

The Annual Ordinary Shareholders Meeting is held every year in the six months following the closing of the previous period, unless this delay is by extended by a court ruling.

21.2 Extraordinary Shareholders' Meeting

The Extraordinary Shareholders' Meeting may amend any and all of the provisions of the Articles of Association of the Company. However, it may not increase the shareholders' liability, or change the nationality of the Company except under the terms and conditions set forth by law and international treaties.

Article 22 – Notice and General Shareholders' Meetings

General Shareholders' Meetings are convened by the Board of Directors or, if applicable, by the Statutory Auditors or any other person duly empowered by law.

The meetings take place at the registered office or any other place indicated in the notice of meeting.

Article 23 – Agenda

The agenda of the General Shareholders' Meeting is set by the person who convenes the meeting.

However, one or several shareholders may request, under the terms and conditions set forth by legal and regulatory provisions in force, the inclusion of items or draft resolutions in the agenda. The Works Council may also require the inclusion of draft resolutions in the agenda in accordance with the regulations in force.

The General Shareholders' Meeting may not take decisions on items which are not on the agenda, in accordance with the regulations in force. However, it may in any event remove one or more Directors from office and appoints new directors in replacement.

The agenda may not be revised for an adjourned General Shareholders' Meeting.

Article 24 – Access to General Shareholders' Meetings – Powers

24.1 Any shareholder has the right to attend Shareholders' Meetings and take part in the vote either in person or by proxy, regardless of the number of shares owned, by providing evidence of his/her status as shareholder.

24.2 Shareholders, if they do not personally attend the Meeting, can choose between one of the three following options:

- be represented by a person or legal entity of their choice under the conditions set out by the regulations in force;

- vote by post through a form that shareholders can have sent to them under the conditions set out in the Shareholders' Meeting notice;
- send a proxy form to the Company without naming a representative; the Chairman of the Shareholders' Meeting will cast a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of any other draft resolution. In order to cast any other vote, the shareholder will have to choose a representative, who accepts to vote according to his or her instructions.

Holders of shares mentioned in the seventh paragraph of Article L.228-1 of the French Commercial Code can be represented by a registered intermediary under the terms and conditions set out by the legislation.

24.3 The right to attend General Shareholders' Meetings is conditional on shareholders providing proof of the registration of their shares in an account in the name of the shareholder or the name of the registered intermediary on his/her behalf, no later than two business days before the date of the Shareholders' Meeting at 0.00 a.m., Paris time, either in the books of registered shares held by the Company, or in the bearer securities accounts kept by the authorized intermediary

Article 25 – Attendance register – Bureau – Minutes

25.1 At each Shareholders' Meeting, an attendance register is kept and contains the information stipulated by the relevant legislation.

The attendance register must be signed by all the shareholders and corporate officers attending the Meeting. It must be certified exact by the Bureau of the Meeting. The powers granted to corporate officers shall be annexed to the attendance register.

The attendance register and the powers annexed to it have to be kept at the registered office and made available to any petitioner under the conditions set out by the legal and regulatory provisions in force.

25.2 The Meetings are chaired by the Chairman of the Board of Directors or, if he is absent, by a Director empowered by the Board to do so. Should the Statutory Auditors or a court-appointed agent, the Meeting is chaired by the author of the summons. Failing that, the Meeting itself elects its Chairman.

The two shareholders, attending the meeting and willing to play this role, who hold the highest number of votes by themselves as well as proxies, shall be appointed as scrutineers.

The Bureau thus composed appoints a secretary who can be chosen outside shareholders.

The Bureau members' mission is to verify, certify and sign the attendance register, to make sure the debates proceed in a civil and orderly manner, solve any incidents that may occur during the meeting, control votes cast, check their regularity and ensure the minutes are drawn up.

25.3 The minutes are drawn up and the copies or excerpts of the proceedings are delivered and certified in accordance with the relevant legislation.

Article 26 – Quorum and votes in Shareholders' Meetings

26.1 In Ordinary and Extraordinary Shareholders' Meetings, each shareholder has a voting right equal to the number of shares he/she holds or represents, without any limit.

However, a double voting right is attached to any fully paid-up registered share which has been owned under the registered form by the same shareholder for at least two years. The double voting rights shall automatically end with its conversion to the form of bearer share, as well as its transfer, except in cases provided for by law.

26.2 The Ordinary Shareholders' Meeting may transact business, on first notice, only if the shareholders present or represented, or voting by postal vote, represent at least one-fifth of the shares with voting rights.

No quorum is required for an adjourned meeting. It passes its resolution by a simple majority of votes cast by the shareholders present or represented or using a postal vote.

The quorum is calculated on the basis of the shares comprising the share capital, less any shares deprived of voting rights in accordance with the law and provisions of the Company's Articles of Association.

26.3 The Extraordinary Shareholders' Meeting validly takes decisions only if the shareholders present or represented, or voting by postal vote, represent, on first notice, one-quarter of the shares with voting rights, and one-fifth on second notice. In the event this quorum is not reached, the second Shareholders' Meeting may be postponed to a further date of two months to the date of original convening.

It passes its resolution by a two-thirds majority of votes cast by the shareholders present or represented or using a postal vote.

In the event of a capital increase by capitalisation of reserves, profits or issued premiums, the general meeting rules in the quorum and majority conditions of the ordinary general meeting.

26.4 Persons present at the Meeting for the purposes of calculating the quorum and the majority shall be deemed to include shareholders who take part in the Meeting via videoconference facilities or via telecommunication media that allow them to be identified and the nature and conditions of application of which are determined by the current regulations in force.

SECTION V

FINANCIAL STATEMENTS

Article 27 – Financial year

Each financial year lasts 12 months beginning on 1 January and ending on 31 December of every calendar year.

Article 28 – Financial statements

The Board of Directors ensures business operations are covered by appropriate accounting and closes the financial statements in accordance with the applicable legal and regulatory provisions.

Article 29 – Company income

After approving the financial statements and recognising a distributable profit within the meaning of the law, the General Shareholders' Meeting may resolve to transfer the

distributable profit to one or more discretionary reserve accounts, for which it fixes the allocation or use, or retained earnings or to distribute it as a dividend. After deduction of any prior year losses, at least 5% of each year's net profit is transferred to the statutory reserve as required by law. This provision ceases to apply once the statutory reserve has reached one-tenth of the Company's share capital.

The General Shareholders' Meeting may decide to distribute amounts from reserves to which the shareholders are entitled. In this case, the resolution must expressly indicate which reserve accounts are to be used. However, dividends must be drawn in priority from the year's distributable profit.

The General Shareholders' Meeting may resolve to offer payment of all or part of the dividend or interim dividends in cash or in shares at the personal choice of each shareholder.

A shareholder's right to the profits and contribution to losses is proportional to the percentage of share capital owned.

SECTION VI

LIQUIDATION

Article 30 – Liquidation

The Company's liquidation shall be carried out in accordance with the provisions of Book II of the French Commercial Code and the decrees issued for its application.

The liquidation surplus is divided between the shareholders proportionally to the number of their shares.

SECTION VII

DISPUTES – APPLICATION OF ARTICLES OF ASSOCIATION

Article 31 – Disputes

Any disputes relating to the Company's business which may arise during the Company's lifetime or during liquidation operations, either between shareholders or between a shareholder and the Company, are subject to the jurisdiction of the Commercial Court in the location of the Company's registered office.
