Translation for information purposes only
French version shall prevail

EDENRED
Société anonyme with a Board of Directors
Share capital: EUR 493,166,702
Registered office: 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux (France)
493 322 978 R.C.S. Nanterre

DRAFT TERMS OF CONVERSION OF EDENRED TO A EUROPEAN COMPANY

Introduction

EDENRED ("the Company") is considering adopting, following conversion, the legal form of a European Company or Societas Europaeas ("SE"), as governed by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001, on the Statute for a European Company (the "SE Regulation"), Council Directive no. 2001/86/EC of October 8, 2001 supplementing the Statute for a European Company with regard to the involvement of employees (the "SE Directive") and the prevailing French legislative and regulatory provisions applicable to European companies and those applicable to limited liability companies (*sociétés anonymes*) compatible with the SE Regulation and with the specific provisions applicable to SE.

The Company's Social and Economic Committee (*comité social et économique*) has been informed of and consulted on this project. A positive opinion was issued on November 17, 2020, in accordance with Article L. 2312-8, 2° of the French Labour Code (*Code du travail*). The European Works Council was also informed of this project on November 12, 2020.

Pursuant to Article 37 §4 of the SE Regulation and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*), the Board of Directors of the Company has prepared these draft terms of conversion. This report seeks to explain and justify the legal and economic aspects of the conversion and set-out the implications of the conversion for the shareholders, employees and creditors of the Company.

The conversion of the Company to an SE must be approved by the Extraordinary General Meeting of the Company.

I. OVERVIEW OF THE PROPOSED CONVERSION

1. Presentation of the characteristics of the Company to be converted

1.1. Legal form and registered office

The Company is a limited liability company with a Board of Directors (*société anonyme à conseil d'administration*) governed by French law.

Its registered office is located at 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux (France).

1.2. Place of registration – Applicable law

The Company is registered with the Nanterre Trade and Companies Register under number 493 322 978 and governed by legislative and regulatory provisions applicable in France, and by its bylaws.

1.3. Business activities

The Company is a leading services and payments platform and the everyday companion for people at work, connecting 50 million employees and 2 million partner merchants in 46 countries via more than 850,000 corporate clients.

The purpose of the Company in France and abroad, in its name or on behalf of third parties, is:

- the design, development, promotion, marketing and management of service vouchers, whatever the medium, whether physical or digital, and more generally of all services in the fields of employee and public benefits, rewards and loyalty, and management of corporate expenses,
- the development, promotion and operation of all the information systems necessary for the development and implementation of the vouchers and operations referred to above, including related consulting services, as well as the management of the associated financial transactions,
- the provision of consulting services, analysis and expertise in evaluating the administrative, technical and financial means necessary for the development and implementation of a service voucher policy, and more generally of the aforementioned operations,
- the acquisition of equity interests, by all means, in all companies or groups, whether French or foreign, having a similar or related purpose,
- all public relations and communications, organization of conferences and seminars, meetings, conventions and shows and events relating to the aforementioned operations,
- the short, medium and long-term financing and management of the funds of the companies it controls or that are under the same control as it and to this end, the contracting of all loans in France and abroad, in euros or in foreign currencies, the granting of all loans and advances, in euros or in foreign currencies, and the carrying out of all treasury, investment and hedging transactions,
- and generally, all commercial, industrial, financial, transferable securities or real estate transactions that are directly or indirectly related to the corporate purpose and to all similar or related purposes and that are likely to facilitate the execution of said purpose.

In order to fulfil this purpose, the Company can carry out, in any place, all actions and transactions, whatever their nature and size may be, including the setting up of new companies, subscriptions or purchases of securities or corporate rights, acquisitions and mergers, as long as such actions and transactions contribute or may contribute to, or facilitate or may facilitate the conduct of the activities defined above, or as long as they directly or

indirectly preserve the commercial, industrial or financial interests of the Company, of its subsidiaries or of the companies with which it has a business relationship.

1.4. Company term

The Company term is December 19, 2105, unless the Company is wound up in advance or its term is extended by decision of the General Meeting of shareholders.

1.5. Share capital – Listing venue

The share capital of the Company is EUR 493,166,702, divided into 246,583,351 fully paid-up shares of the same class with a par value of EUR 2 each.

The shares are listed on the Euronext Paris regulated market.

2. Purpose and reasons for the conversion

The development of the EDENRED group during the last years, especially in Europe, has led the Board of Directors of the Company to think about changes to the legal form of the Company to an SE to reflect the international and European dimension of the Group.

For instance, the acquisitions of UTA (in Europe) and then Easy Welfare (in Italy), Merits & Benefits and Ekivita (in Belgium) and Benefit Online (in Romania) in 2019 have significantly increased the weight of non-French European companies within the Group. The closing in February 2020 of the acquisition of 60% of EBV Finance securities, a Lithuanian company specialised in the refund of taxes for European transport companies, is part of such dynamic. The SE legal form would better reflect the reality of the Group, which is both firmly international, with a presence in over 46 countries and 84% of its employees working outside of France as of December 31, 2019. In addition, as of the same date, the Group makes 56% of its operational revenues in Europe with most of its workforce, namely 47%.

With this project, the Company would adopt a legal form common to all EU countries. This legal form, which is increasingly adopted by companies located in Europe and companies listed on the Euronext Paris regulated market, is consistent with the economic reality of the Group and its market.

This legal form would also strengthen the attractiveness of the Group by allowing the group to benefit towards all its stakeholders from the image of source of skills, technological excellence and leadership that Europe projects throughout the world.

3. Conditions precedent to the conversion

Pursuant to the provisions of the SE Regulation, a limited liability company incorporated under the laws of a Member State and having its registered office and head office located in the European Union, can convert to an SE:

- if it has subscribed capital of at least EUR 120,000; and
- if for at least two years it has had a subsidiary governed by the laws of another Member State.

These conditions are satisfied as the Company, a limited liability company incorporated under French law and with its registered office and head office located in France, (i) has a share capital of EUR 493,166,702, and (ii) has had for more than two years several subsidiaries located in EU countries other than France, such as Edenred Deutschland GmbH in Germany and Edenred Belgium in Belgium.

4. Legal provisions governing the conversion

The proposed conversion is governed by (i) the provisions of the SE Regulation (and particularly Articles 2§4 and 37 on the formation of an SE by conversion of an existing company); (ii) Articles L. 225-245-1 and R. 229-20 to R. 229-22 of the French Commercial Code (*Code de commerce*) and (iii) the provisions of the SE Directive and French national provisions implementing the SE Directive as set out in Articles L. 2351-1 et seq. of the French Labour Code (*Code du travail*).

II. CONSEQUENCES OF THE PROPOSED CONVERSION

1. Legal consequences of the conversion

1.1. Corporate name after conversion

Once the conversion becomes effective, the Company shall keep its corporate name "EDENRED" followed, in all documents issued by the Company, by the words "société européenne" or the initials "SE".

1.2. Registered office and head office of the Company

The registered office and head office of the Company will be located in France, 14-16 boulevard Garibaldi, 92130 Issy-les-Moulineaux.

1.3. Bylaws (draft appended)

A draft version of the bylaws that will govern the Company once the conversion becomes effective, subject to their approval by the Company's Extraordinary General Meeting, is appended to this document. These draft bylaws adapt the Company's existing bylaws to the legal form of an SE and do not take into account any other amendments that might be proposed to the shareholders in advance or in the course of the Extraordinary General Meeting of the Company that will be called to decide on the conversion of the Company to an SE.

The clauses of these draft bylaws comply with the provisions of the SE Regulation as well as applicable French legal provisions.
EDENRED shall retain a one-tier system of governance, in accordance with the provisions of Article 38 b) and Articles 43 to 45 of the SE Regulation and thus shall continue to have a Board of Directors.

1.4. Legal person and EDENRED shares

Pursuant to Article 37§2 of the SE Regulation, the conversion shall not result in either the winding up of the Company or the creation of a new legal person. Once the conversion becomes effective and the Company has been registered with the Nanterre Trade and Companies Register as an SE, the Company shall simply continue its business activities in the form of an SE.

The number of shares issued by the Company and their par value shall not change solely as a result of the conversion. These shares shall continue to be traded on the Euronext Paris regulated market.

1.5. Structure of the SE

The SE Regulation establishes a limited number of rules relating to the functioning of an SE, referring to the provisions of national law. The functioning of the Company shall therefore be regulated mainly by the provisions of the French Commercial Code (*Code de commerce*)

applicable to the management and administration of French limited liability companies, with the exception of certain rules introduced by the SE Regulation, in particular the requirement for the Board of Directors to meet at least once every three months.

The Company shall thus retain the governance bodies that it currently has as a limited liability company, pursuant to the provisions of the SE Regulation, namely:

- General Meeting of shareholders

The General Meeting of shareholders shall retain the same powers. The rules for calculating the majority at General Meetings of shareholders shall not change.

- One-tier system of governance with the Board of Directors

Once the conversion of the Company to an SE becomes effective, the members of the Board of Directors of the Company shall be the same as the members of the Board of Directors on the effective conversion date. Current terms of office shall continue under the same conditions and for the same residual terms as in effect before the conversion becomes effective. As necessary, the Extraordinary General Meeting approving the conversion shall acknowledge and confirm the continuation of the appointments of currently serving members of the Board of Directors.

The quorum of the meetings of the Board of Directors shall be the following: half of the members must be present.

The organization of the Company's governance, consisting primarily of the Chairman of the Board of Directors, the lead Independent Director and Vice-Chairman and the three Board Committees (an Audit and Risks Committee, a Commitments Committee, and a Compensation and Appointments Committee) shall remain unchanged.

1.6. Related-party agreements

As to related-party agreements, the Company's bylaws under its new legal form shall refer to the provisions applicable to limited liability companies. A new article shall be added in this regard in the bylaws.

1.7. Statutory auditors of the Company

Once the conversion of the Company to an SE becomes effective, the statutory auditors of the Company shall be the same as those on the effective conversion date. Current terms of office shall continue under the same conditions and for the same residual terms as in effect before conversion became effective. As necessary, the Extraordinary General Meeting shall acknowledge and confirm such continuation.

2. Consequences for the shareholders

The conversion shall not affect Company shareholders who shall automatically remain shareholders of the Company without any action on their part being necessary.

Each shareholder's financial commitment shall thus remain limited to that subscribed prior to the Company's conversion. Furthermore, the proportionate voting rights of each shareholder shall not be affected by the conversion.

The conversion shall not, in itself, have any impact on the value of Company shares. There shall

be no change in the number of shares issued by the Company as a result of this conversion.

The conversion to an SE shall entail a reinforcement of shareholders' rights, in line with Article 55§1 of the SE Regulation, entitling one or more shareholders who together hold at least 10% of the Company's subscribed capital to request that the SE convene a General Meeting and to draw up its agenda, as this provision has no equivalent under French law applicable to limited liability companies.

The conversion of the Company to an SE must be approved by an Extraordinary General Meeting of the Company.

3. Consequences for creditors

The conversion shall not, in itself, give rise to any changes in the rights of the Company's creditors. The creditors existing prior to the conversion shall retain all of their rights with respect to the Company once the conversion becomes effective. These creditors shall also continue to enjoy the benefit of securities granted before the effective date of the conversion (unless otherwise provided in the security constituent deeds).

In addition, pursuant to Articles L. 225-244 and L. 228-65 of the French Commercial Code (*Code de commerce*), the draft terms of conversion must be approved by bondholders' meetings.

4. Consequences for employees

The conversion of the Company to an SE shall not modify the current configuration of the Group to the extent it comprises a parent company and, with respect to the European Economic Area scope, subsidiaries and entities located in this scope.
The individual and collective rights of employees of the Company and its various subsidiaries and entities shall not be changed in that:

- individual relations between employees and their employer shall continue in accordance with the national rules normally governing such relations;
- collective relations shall also continue or evolve in accordance with national law and, in particular, shall not be reduced or held back by the conversion of the holding company to an SE.

Following adoption of the draft terms of conversion by the Board of Directors, negotiations on the "involvement of employees in the SE" shall commence with the primary aim of organizing the set-up of an SE Committee. Indeed, Article L. 2351-2 of the French Labour Code (*Code du travail*) provides that provisions concerning the European Works Council are not applicable to an SE and its subsidiaries.

Accordingly, on registration of the Company as an SE, the current European Works Council shall cease to exist (subject to transitory provisions that may be agreed upon).

These negotiations shall be held between the Company management and representatives of employees of the Company and its European entities and subsidiaries. This process is set out in the SE Directive as implemented into Articles L. 2351-1 to L. 2353-32 of the French Labour Code (*Code du travail*). In addition to informing employee representatives of the Company and its European subsidiaries and entities following publication of the draft terms of conversion (hereafter jointly the "**Employee Representatives**"), the Company shall invite the latter to form a Special Negotiating Body ("**SNB**") at the place of the registered office as provided by law. Pursuant to Article L. 2352-2 of the French Labour Code (*Code du travail*), the purpose of the SNB is to negotiate a written agreement on the "involvement of employees" of the Company

and its European subsidiaries and entities in the SE, including the information, consultation and participation to the Board of Directors.

Members of the SNB shall be appointed in accordance with applicable procedures in each relevant country. This group shall be management's point of contact for the negotiations and shall have a legal status.

Negotiations with the SNB may continue for a period of six months from the creation of the SNB. This period may be extended by common agreement of the parties up to a total maximum period of one year.

Negotiations with the SNB on the involvement of employees of the Company and European subsidiaries and entities in the SE could result in the following situations:

i. the signature of an agreement setting out in particular - pursuant to Article L. 2352-16 of the French Labour Code (*Code du travail*) - the conditions for the implementation and functioning of an employee representation body within the SE, that is an SE Committee, and - pursuant to Articles L. 2352-17 and L. 2352-18 of the French Labour Code (*Code du travail*) - the terms of participation of employees on the Board of Directors of the Company which should be at least equivalent to existing terms.
ii. in the absence of an agreement within the aforementioned negotiation period, the default provisions set out in the SE Directive and Articles L. 2353-1 et seq. of the French Labour Code (*Code du travail*) shall apply. These provisions provide for the set-up of an SE Committee, the functioning of which is governed by Articles L. 2353-1 to L. 2353-27-1 of the French Labour Code (Code du travail), and the applicability of current provisions for employee representation on the Board of Directors (Article L. 2353-28 of the French Labour Code (*Code du travail*) and Article L. 225-27-1 of the French Labour Code (*Code du travail*)).

5. Tax consequences of the conversion

The conversion of the Company to an SE shall not have an impact on its income tax position as it does not entail either the creation of a new legal person or any change in the Company's tax regime (the Company shall be deemed equivalent to a limited liability company for tax purposes) or the transfer of the Company's registered office outside of France.

With respect to registration fees, the conversion must be registered within 30 days of the conversion becoming effective, subject to the minimal registration fee provided for in Article 680 of the French General Tax Code (Code général des impôts) (currently EUR 125).

III. PROCEDURE

1. Conversion Auditor(s)

Pursuant to Article 37§6 of the SE Regulation and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*), one or more conversion auditors (*Commissaires à la transformation*) shall be appointed by the President of the Nanterre Commercial Court.

In accordance with Article R. 229-21 of the French Commercial Code (*Code de commerce*), these conversion auditors shall be selected from among the statutory auditors registered on the list provided for in Article L. 822-1 of the French Commercial Code (*Code de commerce*) or from among the experts registered on one of the lists drawn up by the courts.

The role of the conversion auditors is to prepare a report intended for the shareholders, attesting in accordance with the provisions of Article L. 225-245-1 of the French Commercial Code (*Code de commerce*) that the Company has net assets at least equivalent to its capital plus those reserves that may not be distributed under the law or its current bylaws.

2. Individual benefits

Neither the members of the Board of Directors of the Company nor the Company's statutory auditors shall receive any individual benefits in connection with the conversion of the Company to an SE.

The conversion auditors shall be remunerated by the Company upon completion of their assignment.

3. Registration and announcement of the proposed conversion

The draft terms of conversion shall be filed with the Clerk's Office of the Nanterre Commercial Court, the office of the jurisdiction where the Company is registered, and the proposed conversion shall be announced by a notice in a legal gazette and in the French *Bulletin des Annonces Légales Obligatoires* (BALO) at least one month prior to the date of the Extraordinary General Meeting called to decide on the conversion.

4. Approval of the draft terms of conversion and of the draft bylaws of the Company

Pursuant to Article 37§7 of the SE Regulation and Article L. 225-245-1 of the French Commercial Code (*Code de commerce*), the Extraordinary General Meeting of the Company shall decide on the draft terms of conversion as well as the draft bylaws, subject to the quorum and majority rules applying to amendments to the bylaws of limited liability companies, as provided for in Article L. 225-96 of the French Commercial Code (*Code de commerce*).

In addition, as required under Articles L. 225-244 and L.228-65 of the French Commercial Code (*Code de commerce*), meetings of bondholders shall vote on the draft terms of conversion, subject to a two-thirds majority of the votes of bondholders present or represented.

5. Effective date of conversion

The conversion to an SE shall become effective once the Company is registered as an SE in the Trade and Companies Register. In accordance with Article 12§2 of the SE Regulation, an SE may not be registered unless the procedure relating to employees' involvement has been completed. Accordingly, as detailed above, the SNB, comprising representatives of employees of the Company and its European entities and subsidiaries, shall be formed as soon as possible

to begin discussions, during a period of six months and, subject to agreement of the parties, up to a maximum of one year.

Following completion of discussions with the SNB, two situations may arise:

i. signature of an agreement setting out the conditions for the involvement of employees, in particular the terms of participation of employees on the Board of Directors of the Company.
ii. failure of negotiations and application of the default provisions set out in the SE Regulation, i.e., creation of an SE Committee governed by Articles L. 2353-1 et seq. of the French Labour Code (*Code du travail*) and employee participation on the Board of Directors in accordance with Article L. 2353-28 of the French Labour Code (*Code du travail*).

The conversion of the Company to an SE and its registration with the Trade and Companies Register shall thus occur following completion of discussions with the SNB and after the conversion has been approved by the Extraordinary General Meeting.

Issy-les-Moulineaux, on December 7, 2020

The Board of Directors

Bertrand Dumazy
Chairman and Chief Executive Officer

Appendix to the Draft terms of conversion

-

Draft Company's bylaws

Draft bylaws of the company

EDENRED

as of May 11, 2021

ARTICLE 1 - FORM

The Company, initially incorporated as a French limited liability company (*société anonyme*), was converted to a European Company (*Société Européenne, Societas Europaea*) pursuant to a decision of the Extraordinary General Meeting of May 11, 2021. It is governed by applicable European Union law and French law provisions in force, and these bylaws.

ARTICLE 2 - CORPORATE NAME

The Company's name is:

EDENRED

In all deeds and documents issued by the Company and intended to third parties, the corporate name must always be immediately preceded or followed by the words "*Société Européenne*" or the initials "*SE*", a statement of the share capital amount as well as the place of registration and registration number with the Trade and Companies Register.

ARTICLE 3 - PURPOSE

The purpose of the Company in France and abroad, in its name or on behalf of third parties, is:

- the design, development, promotion, marketing and management of service vouchers, whatever the medium, whether physical or digital, and more generally of all services in the fields of employee and public benefits, rewards and loyalty, and management of corporate expenses,

- the development, promotion and operation of all the information systems necessary for the development and implementation of the vouchers and operations referred to above, including related consulting services, as well as the management of the associated financial transactions,

- the provision of consulting services, analysis and expertise in evaluating the administrative, technical and financial means necessary for the development and implementation of a service voucher policy, and more generally of the aforementioned operations,

- the acquisition of equity interests, by all means, in all companies or groups, whether French or foreign, having a similar or related purpose,

- all public relations and communications, organization of conferences and seminars, meetings, conventions and shows and events relating to the aforementioned operations,

- the short, medium and long-term financing and management of the funds of the companies it controls or that are under the same control as it and to this end, the contracting of all loans in France and abroad, in euros or in foreign currencies, the granting of all loans and advances, in euros or in foreign currencies, and the carrying out of all treasury, investment and hedging transactions,

- and generally, all commercial, industrial, financial, transferable securities or real estate transactions that are directly or indirectly related to the corporate purpose and to all similar or related purposes and that are likely to facilitate the execution of said purpose.

In order to fulfill this purpose, the Company can carry out, in any place, all actions and transactions, whatever their nature and size may be, including the setting up of new companies, subscriptions or purchases of securities or corporate rights, acquisitions and mergers, as long as such actions and transactions contribute or may contribute to, or facilitate or may facilitate the conduct of the activities defined above, or as long as they directly or indirectly preserve the commercial, industrial or financial interests of the Company, of its subsidiaries or of the companies with which it has a business relationship.

ARTICLE 4 - REGISTERED OFFICE

The Company's registered office is located at 14-16 boulevard Garibaldi, 92130 ISSY-LES-MOULINEAUX, France.

It may be transferred to any other place, pursuant to the legal and regulatory provisions in force.

ARTICLE 5 - TERM

The Company's term is ninety-nine years as from the date of its incorporation, except in the event of early dissolution or extension under the conditions provided for in the legal and regulatory provisions in force.

ARTICLE 6 - SHARE CAPITAL

The share capital amounts to €493,166,702 divided into 246,583,351 shares of a par value of €2 each and entirely paid up.

ARTICLE 7 - MODIFICATION OF THE SHARE CAPITAL

The share capital can be modified in any way authorized by the legal and regulatory provisions in force, including by issuing preference shares.

ARTICLE 8 - THE PAYMENT OF SHARES

The shares are issued and paid up under the conditions provided for in the legal and regulatory provisions in force.

ARTICLE 9 - FORM OF SHARES

The shares that are entirely paid up are registered shares or bearer shares, at the shareholder's discretion, within the scope of the legal and regulatory provisions in force.

The Company keeps informed of the composition of its shareholding under the conditions provided for in the legal and regulatory provisions in force.

To this end, as long as the Company's shares are admitted to trading on a regulated market, the Company may use the legal and regulatory provisions in force in terms of identifying bearers of securities immediately or eventually conferring a voting right at its General Meetings.

As long as the Company's shares are admitted to trading on a regulated market, any person who comes to solely or jointly hold or cease to hold a number of shares representing a fraction of the share capital or of the voting rights provided for in the legal and regulatory provisions in force must inform the Company of this, under the conditions and subject to the sanctions provided for in the legal and regulatory provisions in force.

Furthermore, as long as the Company's shares are admitted to trading on a regulated market and in addition to the thresholds provided for by law, any person who comes to solely or jointly hold a fraction that is equal to one per cent (1%) of the share capital or of the voting rights, must, by means of a registered letter with acknowledgment of receipt requested, sent to the registered office within four business days following the date on which any agreement leading to the crossing of the threshold was negotiated or entered into, and this regardless of the date of any incorporation into the book-entry system, inform the Company of the total number of shares and securities that eventually give access to the share capital as well as the number of voting rights that it holds.

When the 1% threshold is crossed, any modification of the total number of shares or voting rights, by multiple of 0.50% of the capital or of the voting rights if there is an increase leading to a threshold crossing, and by multiple of 1% of the capital or of the voting rights if there is a decrease leading to a threshold crossing, must be declared pursuant to the terms and conditions provided for in the previous paragraph. If this information requirement is not complied with and at the request of one or several shareholders holding jointly at least three per cent (3%) of the capital or of the voting rights, such request being recorded in the minutes of the General Meeting, the voting rights that exceed the fraction that should have been declared cannot be exercised or delegated by the shareholder at fault at any General Meeting that is held until the expiration of the two-year time period following the regularization of the declaration.

For the application of the provisions of this article, the shares or voting rights referred to in Article L.233-9 (I.) of the French Commercial Code are included in the shares or voting rights held by the person who is required to make the declaration.

ARTICLE 10 - ASSIGNMENTS

The shares are freely negotiable, unless otherwise stipulated in the legal and regulatory provisions in force.

The free or paid transfer of shares, whatever their form may be, takes place by way of a transfer from one account to another, pursuant to the terms and conditions provided for in the legal and regulatory provisions in force.

ARTICLE 11 - RIGHTS ATTACHED TO SHARES

Each share, when equal to the par value, gives right, regarding the ownership of the company's assets and the sharing of the benefits, to the proportional fraction of the share capital that it represents.

Each time that it will be necessary to hold several shares in order to exercise a right, in the event of an exchange, grouping or allotment of shares, or as a consequence of the increase or decrease in share capital, the merger of any other corporate transaction, the bearers of isolated shares or of shares the number of which is inferior to what is required, can only exercise such right under the condition that they assume personal liability for the grouping and possibly for the purchase of the sale of necessary shares.

ARTICLE 12 - MANAGEMENT OF THE COMPANY

The Company is managed by a Board of Directors composed of a minimum of three members and a maximum of eighteen, subject to the dispensations provided for by the legal and regulatory provisions in force, including in the event of a merger.

No individual exceeding the age of 75 may be appointed as director. If a director in office exceeds the age limit of 75, the latter, at the close of the first General Meeting following his or her birthday, will be deemed to have automatically resigned.

The number of directors who are over 70 years of age may not represent more than a third of the directors in office.

If the above-mentioned proportion is exceeded as a result of a director turning over 70, the eldest director is deemed to have automatically resigned from office at that date.

A legal entity may be appointed as director. In such a case, the above mentioned provisions regarding the age limit also apply to the permanent representatives of any legal entity that has been appointed director.

Directors, including employee-representative directors, are appointed under the conditions provided for in the legal and regulatory provisions in force by the Ordinary General Meeting for a four-year term. They may be re-elected.

However, the Ordinary General Meeting can exceptionally appoint one or several directors for a term of less than four years. This is only for the regular renewal of the Board of Directors by rotation, so that such renewal applies to a different portion of its members each time.

In the event of a vacancy of one or several seats of directors appointed by the Ordinary General Meeting, the Board of Directors can carry out, pursuant to the conditions provided for in the legal and regulatory provisions in force, provisional appointments that will be subject to the ratification of the Ordinary General Meeting pursuant to the conditions provided for in the legal and regulatory provisions in force.

Failing ratification, the decisions made and the actions completed beforehand remain valid.

The director appointed pursuant to such conditions to replace another remains in office for the duration of his or her predecessor's remaining term of office.

As long as the Company's shares are admitted to trading on a regulated market, each director, with the exception of the employee-representative director(s), must hold at least 500 of the Company's registered shares.

As the Company falls within the scope of application of Article L.225-27-1 of the French Commercial Code, the Board of Directors includes one or two employee-representative directors. Pursuant to the provisions of said Article, when the Board of Directors has eight or fewer members, calculated in accordance with the provisions of Article L.225-27-1 (II.) of the French Commercial Code, the Social and Economic Council designates one employee representative director.

If the number of directors elected in accordance with the provisions of Article L.225-18 of the French Commercial Code rises above eight and for as long as it remains above eight, a second employee-representative director shall be appointed by the Social and Economic Council.

If the number of directors elected in accordance with the provisions of Article L.225-18 of the French Commercial Code falls to eight or below, this change shall have no effect on the terms

of office of the employee-representative director(s), who shall remain in office until the end of their current term.

The employee-representative director(s) are not included for the purpose of determining the minimum and maximum number of directors provided for in the French Commercial Code or for the purposes of applying the first paragraph of Article L.225-18-1 of the said Code. The employee-representative director(s) shall stand down before the end of their term under the conditions provided for in the legal and regulatory provisions in force and this Article of the bylaws, and in particular in the event of the termination of their employment contract, with the exception of an intra-group transfer.

If the conditions for the application of Article L.225-27-1 of the French Commercial Code are no longer met at the end of a fiscal year, the employee-representative director(s) shall stand down at the close of the meeting at which the Board of Directors places on record the fact that the Company no longer meets the conditions for the application of said Article.

If, for any reason, a seat as employee-representative director becomes vacant, the vacancy shall be filled in accordance with the terms provided for in Article L.225-34 of the French Commercial Code.

The Board of Directors may continue to conduct business validly until the vacancy of the employee-representative director(s) has been filled. In addition to the provisions of the second paragraph of Article L.225-29 of the French Commercial Code, it is specified insofar as necessary that, if no employee-representative director has been designated by the Social and Economic Council in accordance with the legal and regulatory provisions in force and this Article of the bylaws, decisions made by the Board of Directors shall nonetheless remain valid. Subject to the stipulations of this Article of the bylaws and the legal and regulatory provisions in force, the employee-representative directors shall have the same status, rights and responsibilities as the other directors.

ARTICLE 13 - POWERS, DUTIES AND FUNCTIONS OF THE BOARD OF DIRECTORS

The Board of Directors determines the Company's business activities and ensures their implementation in line with its corporate interest and taking into consideration the social and environmental stakes of its activities. Subject to powers that are expressly granted to the General Meetings and within the limit of the corporate purpose, it takes charge of any question relating to the running of the Company and addresses by way of its decisions the matters that concern it.

The Board of Directors shall make any and all decisions and exercise any and all powers that fall within its remit pursuant to the legal and regulatory provisions in force, these bylaws, General Meeting's delegations and its internal regulations.

In particular and without limitation, the prior approval of the Board of Directors is required for:

- sureties, endorsements and guarantees given by the Company under the conditions set out in Article L.225-35, paragraph 4, of the French Commercial Code;

- the decisions of the Chief Executive Officer or of the Deputy Chief Executive Officers for which an approval of the Board of Directors is needed, under the conditions set forth in the internal regulations referred to in Article 16 below.

The Board of Directors may decide whether to issue bonds pursuant to the provisions provided for in the legal and regulatory provisions in force, with the faculty to delegate the necessary

powers for the issue of the bonds within a one-year time limit and to decide on the terms and conditions, to one or several of its members, to the Chief Executive Officer or with the latter's approval to one or several Deputy Chief Executive Officers.

The Board of Directors may confer to one or several of its members or to all the persons chosen outside the Board of Directors permanent or temporary assignments that it defines.

It may decide to create committees in charge of examining and giving recommendations on matters put forward to them by the Board of Directors or by its Chairman.

In accordance with the legal and regulatory provisions in force, the Board of Directors decides the membership and powers of the committees that exercise their activity under its responsibility.

ARTICLE 14 - CHAIRMAN OF THE BOARD OF DIRECTORS - VICE-CHAIRMEN - SECRETARY

The Board of Directors elects amongst its members a Chairman, a natural person, who is appointed for the duration of his or her term of office as director. The Chairman may be re-elected.

No individual exceeding the age of 70 may be appointed as Chairman. If a Chairman in office exceeds the age limit of 70, the latter, at the close of the first General Meeting held after his or her birthday, shall be deemed to have automatically resigned.

The Chairman performs the assignments and duties that are conferred upon him or her by the legal and regulatory provisions in force and these bylaws.

He or she chairs all the Board of Directors' meetings, organizes and conducts all the works and meetings, of which he or she gives an account to the General Meeting.

He or she supervises the effective performance of the Company's bodies and ensures in particular that the directors are capable of carrying out their assignment.

The Chairman chairs the General Meetings. The Chairman can also take on the Company's Executive Management in his or her capacity as Chief Executive Officer if the Board of Directors elected to combine both functions at the time of his or her appointment or at any other date. In such case, the provisions relating to the Chief Executive Officer apply to the Chairman.

The Board of Directors may appoint amongst its members one or two Vice-Chairmen who can chair the Board of Directors' meetings in the absence of the Chairman.

The Board of Directors appoints a Secretary who can be chosen from outside its members.

ARTICLE 15 - BOARD DELIBERATIONS

The Board of Directors meets whenever it is in the interest of the Company, upon the convocation of its Chairman, and at least once every three months.

The meeting takes place either at the registered office or in another place specified in the convening notice.

The convening notice can be given by any means, even orally, by the Chairman or by the Secretary of the Board of Directors upon the Chairman's request.

It also meets when at least a third of its members or the Chief Executive Officer requests the Chairman to convene a meeting on a specific agenda.

In the event of the inability of the Chairman to perform his or her duties, the convening notice can be given by the director to whom the Chairman's duties have been temporarily delegated, by the Vice-Chairman/Chairmen or by the Chief Executive Officer if the latter is also a director.

The Board of Directors only validly deliberates if at least half of its members are present.

The Board of Directors may decide that, for the calculation of the quorum and the majority, the directors who take part in the Board of Directors' meeting by videoconference or by any other suitable means of telecommunication under the conditions provided for in the legal and regulatory provisions in force are deemed to be present.

Any director can give proxy, in writing, to another director to represent him or her at one of the Board of Directors' meetings, each director only being authorized one proxy vote per meeting.

The meetings are chaired by the Chairman of the Board of Directors or, failing that, by the Vice-Chairman/Chairmen or by any other director designated by the Board of Directors.

At the Chairman's initiative, the Chief Executive Officer, the Deputy Chief Executive Officers, the members of Management, the Statutory Auditors or other persons having particular expertise regarding items on the agenda can be present during all or part of a Board of Directors' meeting.

Decisions are made by a majority vote of the members who are present or represented by proxy.

In the event of a tied vote, the Chairman of the meeting has a casting vote.

The directors as well as any person called to attend the Board of Directors' meeting are required to treat the information given during the discussions as strictly confidential and generally to act with discretion. The directors also have a duty, even after they have ceased to hold office, not to disclose any information which they hold concerning the Company, the disclosure of which might be prejudicial to the Company's interests, except where such disclosure is required or permitted by the legal and regulatory provisions in force or is of public interest.

In accordance with the conditions provided for in the legal and regulatory provisions in force, decisions coming under the specific remit of the Board of Directors and decisions to transfer the Company's registered office to another location in the same region (*département*) may be taken by the directors by way of written consultation.

ARTICLE 16 - INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

The Board of Directors draws up internal regulations which specify, pursuant to the legal and regulatory provisions and to these bylaws, the terms and conditions relating to the performance of the duties and functions of the Board of Directors, the Chairman and the Chief Executive Officer, sets the rules pertaining to the running of the Board of Directors' committees and specifies the breakdown of such duties and functions between these different bodies.

ARTICLE 17 - EXECUTIVE MANAGEMENT

Pursuant to the legal and regulatory provisions in force, Executive Management is taken on either by the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors and bearing the title of Chief Executive Officer.

Based on a majority of votes casts by directors who are present or represented by proxy, the Board of Directors chooses one of the two different ways of exercising Executive Management.

The Board of Directors has the faculty to decide that the chosen option will be effective until the Board of Directors votes otherwise, under the same quorum and majority conditions.

When the Company's Executive Management is taken on by the Chairman of the Board of Directors, the following provisions, relating to the Chief Executive Officer, apply.

ARTICLE 18 - CHIEF EXECUTIVE OFFICER - APPOINTMENT - POWERS

When the Board of Directors chooses to separate the duties of Chairman and those of Chief Executive Officer in application of Article 17, it proceeds to appoint the Chief Executive Officer amongst the directors or from outside the Board of Directors, it sets the duration of his or her term of office, which cannot, should the case arise, exceed the term of his or her duties as director, it determines his or her compensation and, if necessary, the limits of his or her powers under the conditions provided for in the legal and regulatory provisions in force.

No individual exceeding the age of 65 may be appointed as Chief Executive Officer. If a Chief Executive Officer in office exceeds the age limit of 65, the latter, at the first General Meeting held after his or her birthday, shall be deemed to have automatically resigned.

The Chief Executive Officer is invested with extensive powers enabling him or her to act in all circumstances on behalf of the Company. The Chief Executive Officer exercises his or her powers within the limits of the corporate purpose and subject to the powers that the legal and regulatory provisions in force expressly confer to the General Meetings and to the Board of Directors.

He or she represents the Company in its relationships with third parties.

The Company is bound even by the actions of the Chief Executive Officer that do not fall within the corporate purpose, unless it proves that the third party knew that such actions did not fall within the corporate purpose or that it could not ignore such fact given the circumstances, it being excluded that the publication of the bylaws alone would be sufficient to constitute such proof.

Under the conditions provided for in the legal and regulatory provisions in force, the undertakings, avals or guarantees given on behalf of the Company are authorized by the Board of Directors, or given by the Chief Executive Officer under the authorization of the Board of Directors, for a duration that cannot exceed one year, whatever the duration of the guaranteed commitments may be.

The Chief Executive Officer and Deputy Chief Executive Officers can grant, with or without the faculty to substitute, all delegations to all representatives that they elect, subject to the restrictions provided for in the legal and regulatory provisions in force.

ARTICLE 19 - DEPUTY CHIEF EXECUTIVE OFFICERS - APPOINTMENTS - POWERS

Upon the Chief Executive Officer's proposal, the Boards of Directors can appoint one or several natural persons in charge of assisting the Chief Executive Officer with the title of Deputy Chief Executive Officer.

The maximum number of Deputy Chief Executive Officers is 5.

No individual exceeding the age of 65 may be appointed as Deputy Chief Executive Officer. If a Deputy Chief Executive Officer in office exceeds the age limit of 65, the latter, at the close of the first General Meeting held after his or her birthday, shall be deemed to have automatically resigned.

With the approval of the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers granted to the Deputy Chief Executive Officers.

Regarding third parties, the Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.

In the event of the resignation or the inability to perform of the Chief Executive Officer, the Deputy Chief Executive Officers in office keep their duties and functions until the appointment of a new Chief Executive Officer, unless the Board of Directors decides otherwise.

ARTICLE 20 - COMPENSATION OF THE DIRECTORS - CHAIRMAN - CHIEF EXECUTIVE OFFICER - DEPUTY CHIEF EXECUTIVE OFFICERS AND OBSERVERS (*CENSEURS*) OF THE BOARD OF DIRECTORS

The General Meeting can allocate to directors a fixed annual sum as compensation. The distribution of said sum between the directors, and if necessary the observers (*censeurs*), is determined by the Board of Directors under the conditions provided for in the legal and regulatory provisions in force.

Under the conditions provided for in the legal and regulatory provisions in force, the Board of Directors can allocate exceptional compensation for assignments or roles entrusted to directors or observers (*censeurs*).

It can authorize the repayment of expenses incurred by directors or observers (*censeurs*) in the interest of the Company.

The Board of Directors determines the compensation of the Chairman, Chief Executive Officer and Deputy Chief Executive Officers under the conditions provided for in the legal and regulatory provisions in force.

ARTICLE 21 - OBSERVERS (*CENSEURS*)

The Board of Directors, upon the Chairman's proposal, can appoint, up to a limit of a quarter of the number of directors in office, natural persons as observers (*censeurs*). The latter attend Board of Directors' meetings where they can cast an advisory vote.

Their role is fixed by the Board of Directors pursuant to the legal and regulatory provisions in force and these bylaws.

Each observer (*censeur*) is appointed for a fixed term which is determined by the Board of Directors. The latter can however put an end to their duties at any time.

The observers (*censeurs*) can, in consideration for services rendered, receive compensation that is determined by the Board of Directors under the conditions provided for in the legal and regulatory provisions in force.

ARTICLE 22 - STATUTORY AUDITORS

The Statutory Auditors are appointed by the General Meeting upon the Board of Directors' proposal under the conditions provided for in the legal and regulatory provisions in force. They perform their audit engagement pursuant to the legal and regulatory provisions in force.

ARTICLE 23 - CONVENING NOTICE FOR GENERAL MEETINGS

General Meetings are convened under the conditions set by the legal and regulatory provisions in force.

Pursuant to the legal and regulatory provisions in force, any shareholder has the right to attend General Meetings and to take part in the resolutions or to be represented by proxy, irrespective of the amount of shares it holds, if, under the conditions provided for in the legal and regulatory provisions in force, it justifies the registration of shares in its name – or as long as the Company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to paragraph seven of Article L.228-1 of the French Commercial Code – on the second business day prior to the date on which the General Meeting is held, at 12:00 am, Paris time, either in registered share accounts held by the Company, or, as long as the Company's shares are admitted to trading on a regulated market, in bearer share accounts held by one of the authorized intermediaries, referred to in paragraphs 2 to 7 of Article L.542-1 of the French Monetary and Financial Code.

The registration or accounting entry of shares in the bearer share accounts held by the authorized intermediary is recorded by a share ownership certificate issued, electronically if necessary, by the latter under the conditions provided for in the legal and regulatory provisions in force.

The meetings are held at the registered office or at any other place specified in the convening notice.

ARTICLE 24 - HOLDING OF THE GENERAL MEETING

Any shareholder has the right to take part in the General Meetings or to be represented by proxy under the conditions determined in the legal and regulatory provisions in force.

Shareholders can cast their vote by post pursuant to Article L.225-107 of the French Commercial Code. The proxy/postal voting form may be sent to the Company or to the Company's registrar in paper form or, by decision of the Board of Directors published in the notice of meeting, by electronic mail in accordance with the conditions provided for in the legal and regulatory provisions in force.

If the Board of Directors so decides when the General Meeting is convened, shareholders may also participate in and vote at the General Meeting by videoconference or by any other means of electronic telecommunication or remote transmission that allows them to be

identified in accordance with the conditions provided for in the legal and regulatory provisions in force.

In addition, and if the Board of Directors so decides when the General Meeting is convened, shareholders may also request an admission card electronically.

Are deemed present, for the calculation of the quorum and the majority, the shareholders who take part in the General Meeting by videoconference or by any other means of electronic telecommunication or remote transmission that allow them to be identified, and the nature and conditions of application of which are determined by the legal and regulatory provisions in force.

If the Board of Directors so decides when the General Meeting is convened, the entire General Meeting may be publicly broadcast by videoconference or any other means of telecommunication or remote transmission, including via the Internet.

In the event of an electronic signature of the postal voting form by the shareholder or its legal representative or in the event of an electronic signature of the proxy form by the shareholder, thus enabling it to be represented at a General Meeting, such signature will have to:

- either take the form of a secured electronic signature pursuant to the conditions determined by the legal and regulatory provisions in force,
- or take the form of a registration by the shareholder via an access code and a unique password on the Company's website, if such website exists, pursuant to the legal and regulatory provisions in force; such procedure will be considered to be a reliable and secure identification procedure guaranteeing the shareholder's link with the instrument that contains the electronic signature, within the meaning of the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

Each share gives right to one vote, except in the case where the voting right is regulated by the legal and regulatory provisions in force. A voting right that is double that of a right attached to the other shares, regarding the proportion of the share capital that they represent, is attributed to all the shares that are fully paid up and for which proof can be provided of registration of at least two years in the name of the same shareholder.

In addition, in case of an increase in the capital following the incorporation of reserves, profits or issue premiums, a double voting right applies to registered shares, as soon as they have been issued, that are allocated to a shareholder for free on the basis of old shares for which it benefits from said right.

Any share that has been converted into a bearer share or that has seen its ownership changed loses the double voting right. However, the transfer following an inheritance, a liquidation of joint ownership between spouses or a donation between living persons for the benefit of a spouse or a parent entitling one to inherit does not result in the loss of the acquired right and does not interrupt the two-year period provided for in this Article. The merger of the Company has no effect on the double voting right, which can be exercised within the absorbing company, if this is established in its bylaws.

When shares are held by a beneficial and non-beneficial owner, the voting right attached to these shares belong to the beneficial owner in the Ordinary and Extraordinary General Meeting, subject to the non-beneficial owner's right to vote in person when a unanimous shareholders vote is required in the legal and regulatory provisions in force.

The General Meetings are chaired by the Chairman of the Board of Directors or, failing that, by a director who has been appointed especially for such purpose by the Board of Directors. Failing that, the General Meeting appoints its Chairman itself.

The duties of the Scrutineer (*scrutateur*) are carried out by the two present and consenting members of the General Meeting, who by themselves or as representatives have the largest number of votes. The General Meeting Committee (*Bureau*) that has so been constituted appoints the Secretary, who can be appointed from outside the shareholders.

An attendance sheet is kept under the conditions provided for in the legal and regulatory provisions in force.

Copies or extracts of the minutes of General Meetings are validly certified by the Chairman of the Board of Directors, by the Chairman of the meeting or by the Secretary of the General Meeting.

Ordinary and Extraordinary General Meetings fulfilling the conditions of quorum and majority required by the provisions that respectively govern them, exercise the powers that have been granted to them by the legal and regulatory provisions in force.

ARTICLE 25 – RELATED-PARTY AGREEMENTS

Pursuant to Article L.229-7, paragraph 6, of the French Commercial Code, the provisions of Articles L.225-38 to L.225-42 of the French Commercial Code are applicable to agreements entered into by the Company and, as long as the Company's shares are admitted to trading on a regulated market, the provisions of Articles L.22-10-12 and L.22-10-13 of the French Commercial Code.

ARTICLE 26 - FINANCIAL YEAR

Each financial year begins on January 1 and ends on December 31.

ARTICLE 27 - DISTRIBUTABLE EARNINGS

Distributable earnings are made up of the net profit for the fiscal year, decreased by previous losses and amounts carried to reserve, in application of the legal and regulatory provisions in force and these bylaws, and increased by the retained earnings carried forward.

The General Meeting can decide, upon the Board of Directors' proposal, to distribute the sums deducted from the reserves which it has at its disposal; in such case, the decision expressly indicates the reserves from which the deductions are made.

Following the approval of the accounts and the recognition of the existence of distributable sums (such sums including the distributable earnings as well as the sums deducted from the reserves, as indicated above), the General Meeting decides either to distribute all or part of them as dividends, the balance, in the second case, being allocated to one or several reserves still at its disposal, of which it determines the distribution or use, or to allocate all of the distributable sums to such reserves.

The Board of Directors may give the shareholders the choice, for all or part of the dividend distribution, or for interim dividend distributions, between payment in cash and payment in new Company shares or by remitting goods in kind pursuant to the conditions provided for in the legal and regulatory provisions in force.

The General Meeting will have the faculty to distribute interim dividend payments before the approval of the financial statements for the year, under the conditions provided for in the legal and regulatory provisions in force.

ARTICLE 28 - DISSOLUTION

Upon expiry of the Company or in the event of its early dissolution, the General Meeting determines how it will be liquidated and appoints one or several liquidators, whose powers are determined by the General Meeting and who exercise their functions pursuant to the legal and regulatory provisions in force.

ARTICLE 29 - DISPUTES

All disputes arising during the Company's existence or during its liquidation, either between the shareholders and the Company or between the shareholders themselves, in relation to the interpretation or execution of these bylaws or more generally to Company matters, will be submitted to courts with competent jurisdiction.