English version for information purpose only

REXEL

a French société anonyme with a share capital of € 1,556,928,720
Registered office: 13 boulevard du Fort de Vaux, 75017 Paris, France
479 973 513 RCS Paris

BY-LAWS

Updated on October 1, 2026

Table of contents

ARTICLE 1 - FORM 1
ARTICLE 2 - CORPORATE NAME 1
ARTICLE 3 - OBJECTS 1
ARTICLE 4 - REGISTERED OFFICE 2
ARTICLE 5 - TERM 2
ARTICLE 6 - SHARE CAPITAL 2
ARTICLE 7 - ALTERATIONS TO THE SHARE CAPITAL 2
ARTICLE 8 - PAYING-UP OF THE SHARES 2
ARTICLE 9 - FORM OF THE SHARES 2
ARTICLE 10 - IDENTIFICATION OF THE SHAREHOLDERS 3
ARTICLE 11 - TRANSFER AND ASSIGNMENT OF SHARES – CROSSING OF THRESHOLD 3
ARTICLE 12 - RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES 4
ARTICLE 13 - INDIVISIBILITY OF THE SHARES – BARE OWNERSHIP – BENEFICIAL OWNERSHIP 4
ARTICLE 14 - BOARD OF DIRECTORS 4
ARTICLE 15 - SHARES OWNED BY THE MEMBERS OF THE BOARD OF DIRECTORS ... 7
ARTICLE 16 - CHAIRMAN OF THE BOARD OF DIRECTORS - VICE-CHAIRMAN OF THE BOARD OF DIRECTORS - OFFICERS OF THE BOARD OF DIRECTORS 7
ARTICLE 17 - PROCEEDINGS OF THE BOARD OF DIRECTORS 8
ARTICLE 18 - POWERS OF THE BOARD OF DIRECTORS 8
ARTICLE 19 - EXECUTIVE MANAGEMENT 11
ARTICLE 20 - REMUNERATION OF THE DIRECTORS, THE CHAIRMAN, THE CHIEF EXECUTIVE OFFICER, THE DEPUTY CHIEF EXECUTIVE OFFICER AND THE REPRESENTATIVES OF THE BOARD OF DIRECTORS 13
ARTICLE 21 - OBSERVERS 13
ARTICLE 22 - AGREEMENTS ENTERED INTO BETWEEN THE COMPANY AND ITS SHAREHOLDERS OR OFFICERS AND DIRECTORS 13
ARTICLE 23 - LIABILITY 14
ARTICLE 24 - STATUTORY AUDITORS 14
ARTICLE 25 - SHAREHOLDERS MEETINGS 14
ARTICLE 26 - CONVENING OF SHAREHOLDERS MEETINGS 14
ARTICLE 27 - AGENDA 14
ARTICLE 28 - ACCESS TO SHAREHOLDERS MEETINGS 14
ARTICLE 29 - ATTENDANCE REGISTER – OFFICERS – MINUTES 15
ARTICLE 30 - QUORUM – VOTE – NUMBER OF VOTES 16
ARTICLE 31 - ORDINARY SHAREHOLDERS MEETING 16
ARTICLE 32 - EXTRAORDINARY SHAREHOLDERS MEETING 17
ARTICLE 33 - SHAREHOLDERS' INFORMATION RIGHT 17
ARTICLE 34 - THE FINANCIAL YEAR 17
ARTICLE 35 - ANNUAL ACCOUNTS – MANAGEMENT REPORT 17
ARTICLE 36 - ESTABLISHMENT, ALLOCATION AND DISTRIBUTION OF PROFITS/LOSSES 17
ARTICLE 37 - PROCEDURES FOR PAYING DIVIDENDS 18
ARTICLE 38 - DISSOLUTION – LIQUIDATION 18
ARTICLE 39 - DISPUTES 19
ARTICLE 40 - PUBLICITY – POWERS 19

ARTICLE 1 - FORM

The company was created in the form of a *société par actions simplifiée* on December 15, 2004. The Combined Shareholders' Meeting of the Company of February 13, 2007, decided to adopt the form of a *société anonyme* with a Management Board and Supervisory Board as provided under articles L.225-57 *et seq.* of the French Commercial Code.

On May 22, 2014, the Company's Extraordinary Shareholders' Meeting decided to adopt the form of a *société anonyme* with a Board of Directors, as provided under articles L. 225-17 *et seq*. of the French Commercial Code.

Thus it is governed by said articles and the other legal and regulatory provisions in force now and in the future governing *sociétés anonymes* (the "Law"'), as well as by these By-Laws (the "By-Laws").

ARTICLE 2 - CORPORATE NAME

The Company's corporate name is: REXEL

All deeds and documents intended for third parties must indicate the company's name immediately preceded or followed by the words "*société anonyme*" (or the initials "*SA*"), *"Board of Directors*", the amount of the share capital as well as the place and number of the Company's registration with the companies' register.

ARTICLE 3 - OBJECTS

The Company's main objects are to carry out the following activities, directly or indirectly, in France and abroad:

- The acquisition, holding, management and, as the case may be, sale or other transfer, of shares, any other securities and other interests in all French or foreign companies or groups, listed or non-listed;

- The supply of services to these companies or groups, by secondment of personnel, or otherwise, in particular to provide them with any advice and assistance concerning their organization, investments and respective financing, and the coordination of their policies in terms of development, product lines, supply and distribution;

- The acquisition, holding, administration and, as the case may be, sale or any other transfer, of any industrial or intellectual property rights, of all processes as well as the acquisition or granting of licenses on such rights, directly or indirectly connected with the objects described above;

And generally speaking, all transactions, in particular industrial, commercial, financial or stock market transactions, non-commercial transactions, movable or real estate asset transactions, directly or indirectly connected with the Company's objects

described above or to similar or related objects, or objects likely to further the achievement thereof, in particular by loans or borrowings or the granting of guarantees and sureties covering its obligations or those of affiliates.

ARTICLE 4 - REGISTERED OFFICE

The registered office is located at 13 boulevard du Fort de Vaux, 75017 Paris, France.

It may be transferred to any other place in the same French *département* or to a neighboring *département* by decision of the Board of Directors subject to the ratification of the next Ordinary Shareholders Meeting and, to any other place, pursuant to a decision of the Extraordinary Shareholders Meeting.

When the Board of Directors decides to transfer the registered office, it has authority to amend the Articles of Association accordingly.

ARTICLE 5 - TERM

The Company's term is ninety nine (99) years beginning on the date of its registration with the Companies' register, except in the event of early dissolution or extension decided in accordance with the Law and these By-Laws.

ARTICLE 6 - SHARE CAPITAL

The share capital is of an amount of 1,556,928,720 euros. It is divided into 311.385.744 shares of a par value of 5 euros each, all of the same category and fully paid-up.
Each share entitles its bearer to the same rights, subject to the provisions below.

ARTICLE 7 - ALTERATIONS TO THE SHARE CAPITAL

The share capital may be increased or reduced using all methods and in all manners authorized by law.

The Extraordinary Shareholders Meeting may also decide to divide the shares or to group them together.

ARTICLE 8 - PAYING-UP OF THE SHARES

The shares subscribed in cash are issued within the conditions stipulated by law.

ARTICLE 9 - FORM OF THE SHARES

The Company's shares are registered or bearer shares, at the shareholder's choice, in the absence of legal or regulatory provisions which may impose the registered form in certain cases.

The Company's shares are registered on shareholders' accounts within the conditions and according to the procedures stipulated by law.

ARTICLE 10 - IDENTIFICATION OF THE SHAREHOLDERS

The Company keeps abreast of the composition of its shareholding within the conditions stipulated by law.

In this capacity, the Company may make use of all the provisions of law for identifying the owners of shares conferring immediately or in the future the right to vote in its shareholders meetings."

ARTICLE 11 - TRANSFER AND ASSIGNMENT OF SHARES – CROSSING OF THRESHOLD

1. Transfer and assignment of shares

Shares may be traded without restrictions, unless otherwise stipulated by law or the regulations. They are transferred from and to shareholder's account, within the conditions and according to the procedures stipulated by law.

2. Crossing of threshold

In addition to the legal obligation to inform the Company of the crossing of thresholds provided by law, any individual or legal entity who, acting alone or in concert, comes to own, directly or indirectly within the meaning of the law (and in particular article L.233-9 of the French commercial code) a number of shares representing a portion of the share capital or voting rights equal to or exceeding 2.5%, must inform the Company of the total number of shares and voting rights it holds, within 5 trading days following the crossing of this threshold, regardless of the date of the registration in account, by registered mail to the registered office of the Company or any other equivalent means for the holders or bearers of shares residing outside of France, specifying the total number of shares it owns which give access in the future to the share capital and voting rights attached thereto. This statement of crossing of threshold also indicates whether the shares or voting rights pertaining thereto are owned or not on behalf of or in concert with other individuals or legal entities and also specifies the date on which the threshold. It is renewed for the holding of each additional 2.5% fraction of the capital or voting rights, without limitation, including beyond 5%.

Failure to make such declaration duly, within the conditions stipulated above, will result in the shares exceeding the fraction which should have been declared being deprived of voting rights on the conditions stipulated by law, if one or several shareholders owning a fraction of the Company's capital or voting rights amounting to at least 2.5% make a request to this purpose which is recorded in the minutes of the shareholders meeting.

Any shareholder whose shareholding in the company in capital and/or voting rights falls below one of the aforementioned thresholds is also required to inform the company accordingly within the same deadline and according to the same forms, regardless of the reason thereof.

For calculating the aforementioned thresholds, account must be taken of the denominator of the total number of shares making-up the capital to which the voting rights are attached, including those shares deprived of voting rights, as published by the Company in accordance with law (the Company must specify in its publications the

total number of shares with voting rights and the number of shares which have been deprived of voting rights).

ARTICLE 12 - RIGHTS AND OBLIGATIONS ATTACHED TO THE SHARES

1. Each share entitles its owner to a portion in the ownership of the Company's assets and in profits, which is proportional to the stake of the capital it represents.

   Furthermore, it carries entitlement to vote and to be represented in shareholders' meetings within legal and regulatory conditions.

2. The shareholders are liable for the company's liabilities only up to the amount of their contributions in the Company.

   The rights and obligations remain attached to the share, regardless of ownership.

   Ownership of a share automatically implies acceptance of the By-Laws and decisions of the shareholders' meetings.

3. Whenever it is necessary to own several shares to exercise any right whatsoever, in the event of the exchange, grouping together or allotment of shares, or as a consequence of the increase or reduction of the capital, a merger or other corporate transaction, the owners of isolated shares, or a number of shares which falls short of the required number, can exercise these rights only on the condition that they personally undertake to group together and, as the case may be, purchase or sell the necessary shares.

ARTICLE 13 - INDIVISIBILITY OF THE SHARES – BARE OWNERSHIP – BENEFICIAL OWNERSHIP

Shares are indivisible from the Company's point of view.

Co-owners of indivisible shares are required to be represented with the Company by a single party chosen among them or by a sole representative. Should they fail to agree on the choice of a representative, he or she will be appointed by order of the President of the commercial court ruling in chambers, at the request of the most diligent co-owner.

The voting right attached to the share belongs to the beneficial owner in Ordinary Shareholders Meetings, and to the bare owner in Extraordinary Shareholders Meetings.

ARTICLE 14 - BOARD OF DIRECTORS

1. The Board of Directors is made up of at least 5 members and no more than 15 members, subject to the exception stipulated by law in the event of mergers.

   During the Company's term, the directors are appointed or renewed to office by the Ordinary Shareholders Meeting.

2. They are appointed for a maximum term of four years.

However, the first directors appointed by the shareholders' meeting of May 22, 2014 and who were previously members of the Supervisory Board of the Company on the date of the shareholders' meeting of May 22, 2014 have been appointed for a period of time equal to the remainder of their term of office as members of the Supervisory Board of the Company.

The term of office of a director expires at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous financial year and held during the year in which the term of office of such director expires.

The Board of Directors shall be renewed in quarters, rounded to the higher whole number every year so that it is fully renewed every four years. The order of early termination of the terms of office shall be determined by the unanimous decision of the Directors present or represented or, if unanimity is unable to be reached, by drawing lots. The term of office of the persons so designated will expire on the date determined by the unanimous decision of the Board of Directors or determined by the Chairman of the Board of Directors before the draw. The renewal of directors shall then be carried out in the order of length of service.

Directors are always eligible for reelection.

They may be dismissed at any time by the ordinary shareholders' meeting.

No individual exceeding the age of 70 may be appointed as director if such appointment raises the number of directors who are over this age to more than one-third.

3. Where, at the close of a financial year, the portion of share capital held by the employees of the Company, and of its related companies within the meaning of article L. 225-1890 of the French Commercial Code, pursuant to the provisions of article L. 225-102 of said Code, is in excess of 3%, a director representing the employee shareholders shall be appointed by the Ordinary Shareholders' Meeting in accordance with the terms set forth in the regulations in force and in the By-Laws, to the extent the Board of Directors does not already include a director who is an elected employee shareholder or employee.

   The candidates for appointment to the office of employee-shareholder director are appointed in accordance with the following:

   a) Where the voting right attached to the shares held by the employees or investment funds of which they are a member is exercised by the members of the supervisory board of said investment funds, the candidates are appointed by and from among the members of said supervisory board members; and

   b) Where the voting right attached to the shares held by the employees (or by the investment funds of which they are a member) is directly exercised by said employees, the candidates are appointed during the consultation provided under article L. 225-106 of the French Commercial Code, either by the employee shareholders' meeting held specifically for said purpose, or by written consultation. To be eligible, the candidates must be presented by a group of shareholders representing at least 5 % of the shares held by the employees exercising their voting right in an individual capacity.

4. The directors may be individuals or legal entities. If they are legal entities, at the time of their appointment, they must appoint a permanent representative who is subject to

the same conditions and obligations and who incurs the same liabilities as if he or she were a director in his or her own name, without prejudice to the joint and several liability of the legal entity that he or she represents. This position of permanent representative is granted to him or her for the duration of the term of office of the legal entity he or she represents. It must be renewed each time the term of office of this legal entity is renewed.

If the legal entity dismisses its representative, it is required to immediately notify the Company of this dismissal, by registered mail, along as well as unavailability of the identity of its new permanent representative. The same is true in the event of the death, resignation or extended impediment of the permanent representative.

5. If one or several seats on the Board of Directors become vacant between two shareholders' meetings subsequent to the death or resignation of a member, the Board of Directors may make one or several provisional appointments.

Appointments of directors made by the Board of Directors are subject to the approval of the upcoming Ordinary Shareholders Meeting.

Failing approval, the decisions made and acts performed previously remain, nonetheless valid.

If the number of directors falls below three, the remaining directors must immediately convene an Ordinary Shareholders Meeting for the purpose of completing the Board of Directors.

The director appointed to replace another member remains in office only for the time remaining on his or her predecessor's term.

6. A person cannot be appointed as a director if he or she does not comply with the rules governing the plurality of duties, incompatibility, forfeiture or prohibition stipulated by the law.

The number of directors linked to the Company by an employment agreement shall not exceed one third of the directors in office.

7. Directors representing the employees

7.1 In accordance with articles L.225-27-1 and L.22-10-7 of the French Commercial Code, the Board of Directors includes one or two directors representing the employees of the Group, to be appointed as follows.

When the number of directors, calculated in accordance with the law, is below or equal to eight, the Board of Directors shall include a director representing the employees appointed by the trade union having obtained the largest number of votes in the first round of the elections in the Company, its direct and indirect subsidiaries, whose head office is situated in France, referred to in Articles L.2122-1 and L.2122-4 of the French Labor Code.

When the number of directors exceeds eight, and subject to this criterion still being satisfied upon the date of his/her appointment, a second director representing the employees shall be appointed by the European Works Council. This appointment shall take place within a term of six months as from the crossing of the threshold of eight directors.

In case of vacancy, for any reason whatsoever, of the office of a director representing the employees, the vacant office shall be filled in, accordance with the provisions of Article L.225- 34 of the French Commercial Code.

7.2 The term of office of the employee directors shall be of four years.

The functions of the director designated in accordance with articles L.225-27-1 and L.22-10-7 of the French Commercial Code end on completion of the annual general meeting of shareholders having ruled on the financial statements for the past financial year and held in the year during which the term expires.

Nevertheless, their term of office shall cease ipso jure when these employee representatives no longer meet the eligibility criteria provided for in Article L.225-28 of the French Commercial Code, or in case of termination of their employment agreement in accordance with Article L.225-32 of such code.

The decrease to eight or less than eight of the number of directors appointed by the General Shareholders' Meeting does not affect the term of office of all of the employee representatives within the Board of Directors, which shall expire upon the end of its normal term.

7.3. The provisions of Article 15 of these by-laws do not apply to directors representing the employees which are not compelled to hold a minimum number of shares of the Company.

7.4. In the event that the obligation of appointment of one or several directors representing the employees pursuant to articles L.225-27-1 and L.22-10-7 of the French Commercial Code becomes void, the office of the Director(s) representing the employees within the Board of Directors shall expire upon its normal end.

ARTICLE 15 - SHARES OWNED BY THE MEMBERS OF THE BOARD OF DIRECTORS

During the whole duration of their term of office, the members of the Board of Directors should hold at least one thousand (1,000) shares of the Company. Should a director not own the required number of shares on the date of his appointment or should he cease to own them during his term of office, he shall be deemed to have resigned from office if he has not regularized the situation within the time limits provided for by applicable laws and regulations.

ARTICLE 16 - CHAIRMAN OF THE BOARD OF DIRECTORS - VICE-CHAIRMAN OF THE BOARD OF DIRECTORS - OFFICERS OF THE BOARD OF DIRECTORS

1. The Board of Directors elects among its members who are individuals, a Chairman and, as the case may be, a Deputy Chairman whose duties last as long as their duties as directors, unless the Board of Directors decides to appoint a new Chairman and, as the case may be, a new Deputy Chairman.

2. The Chairman of the Board of Directors may not exceed the age of 72; his duties shall cease ipso jure as at December 31 of the year his 72th birthday.

The Chairman of the Board of Directors represents the Board of Directors. He/she is responsible for convening the Board of Directors and organizing and leading its work, and for reporting on the work of the Board of Directors to the shareholders' meeting. He/she oversees the proper operation of the Company's bodies and in particular ensures that the directors are in a position to discharge their duties.

Subject to complying with the provisions of the law and of the By-Laws, the Chairman is always eligible for reelection.

3. In the event of the Chairman's unavailability, the Deputy Chairman performs the same duties and enjoys the same powers as the Chairman.

   The Deputy Chairman may also act as Senior Independent Director. The duties of the Senior Independent Director are determined in the Board of Directors' internal regulations.

   As an exception to the foregoing, the appointment of a Deputy Chairman is mandatory where the functions of Chairman of the Board of Directors and of Chief Executive Officer are exercised by the same person; in such case, the Deputy Chairman shall also act as Senior Independent Director.

   Subject to complying with the provisions of the law and of the By-Laws, the Deputy Chairman is always eligible for reelection.

4. The Board of Directors also appoints a Secretary, who need not be a member thereof. He or she, along with the Chairman and Deputy Chairman, are the officers of the Board of Directors. In the Secretary's absence, the Board of Directors appoints one of its members or a third party to act as substitute secretary.

5. The Board of Directors is presided by the Chairman or, in the Chairman's absence, by the Deputy Chairman or by a director chosen by the Board of Directors at the start of the meeting.

ARTICLE 17 - PROCEEDINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors meets as often as required by the Company's interests, and at least quarterly, upon notice from its Chairman or Deputy Chairman.

   The Board of Directors may meet in person, by a mean of telecommunication or by written consultation, under the provisions stipulated by the applicable Law and in accordance with the following terms.

2. Meeting in person, or by any other mean of telecommunication.

Notices can be made by all means, including by electronic mean or orally, at least three (3) days prior to the date of the meeting, save in exceptional circumstances, and are to be accompanied by the meeting's agenda and all documents prepared to be submitted to the Board of Directors. Nonetheless, when all the members of the Board of Directors are in presence or represented (including by participating or being represented where a mean of telecommunication is used) at a meeting, this meeting may occur without prior notice and without the obligation to comply with the three-day (3) notice.

The meeting takes place either at the registered office or in any other location indicated in the notice.

Nonetheless, if the Board of Directors has not met in more than two months, a group of directors may, provided they represent at least one third of the directors in office, request the Chairman to call the Board of Directors on a specific agenda. In all other cases, the agenda is drawn up by the Chairman and must in any event be mentioned in the notice.

The Board of Directors may validly transact business only if at least one half of its members are in presence. Decisions are approved at a majority of the votes of the members in presence or represented, and each member of the Board of Directors is entitled to one vote and may represent only one of his or her peers.

The directors who attend meetings of the Board of Directors by mean of telecommunication will be considered as present for calculating the quorum and the majority in accordance with applicable law.

In addition, Directors may vote by mail in accordance with applicable law.

In the event of a tie, the Chairman of the meeting has a casting vote, if and only if the Board of Directors is made up of an even number of directors in office and solely at meetings chaired by the Chairman of the Board of Directors.

3. Written consultation

The Board of Directors may also, at the Chairman's discretion, deliberate by written consultation, including by electronic mean. Any director may object to the use of this procedure by notifying the Chairman of the Board of Directors within the time limits specified below. In the event of written consultation, the Chairman shall send to each director, alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, the text of the proposed decisions as well as all documents useful for their information.

The directors have a five-calendar-days delay (closed at 11:59 p.m., Paris time, on the last day of this delay) from the sending date of the draft decisions to express their vote in writing. The reply shall be sent alternatively (i) by registered letter with acknowledgement of receipt, (ii) by e-mail with acknowledgement of receipt, to the attention of the Chairman, at the registered office of the Company, as the case may be.

The Board of Directors may validly transact business on written consultation, including by electronic mean, only if at least one half of its members have replied within the above-mentioned delay. Decisions are approved at a majority of the votes of the members who replied, and each member of the Board of Directors is entitled to one vote.

In the event of a tie, the Chairman of the meeting has a casting vote, if and only if an even number of directors in office has cast a vote in accordance with the preceding stipulations.

4. A register of attendance is kept and signed by the directors attending the meeting of the Board of Directors and which, as the case may be, must mention the names of the directors who attended the meeting using a mean of telecommunication of having voted by mail.

5. Deliberations of the Board of Directors (including by written consultation) are recorded in minutes established in accordance with the legal provisions in force, and signed by the Chairman of the meeting and by at least one director or, in the event of the Chairman's unavailability, by at least two directors, subject to the terms applicable to decisions taken by written consultation.

Copies or extracts of these minutes are certified by the Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officers, the director temporarily acting as Chairman, or a representative duly empowered for this purpose.

ARTICLE 18 - POWERS OF THE BOARD OF DIRECTORS

1. The Board of Directors determines the direction of the Company's business and sees to its implementation. Subject to the powers expressly conferred to the shareholders' meetings and within the scope of the corporate purpose, it acts on all matters relating to the proper operation of the Company and manages the Company's business through its deliberations.

In its relationships with third parties, the Company is bound even by the ultra vires acts of the Board of Directors, unless it is able to prove that the third party was aware

of the ultra vires nature of the relevant act, or could not have been unaware of it in the circumstances, it being specified that the mere publication of the By-Laws shall not suffice to establish such proof.

The Board of Directors conducts all controls and verifications it deems appropriate.

Each director receives all information required for him/her/it to discharge his/her/its duties, and may obtain copies of any and all documents its deems useful from the Chairman.

2. The Board of Directors grants the Chief Executive Officer all authorizations prior to the granting of sureties, endorsements and guarantees, the sale of real estate assets, total or partial sales of interests and the creation of sureties.

3. The Board of Directors' internal regulations determines the decisions that are subject to the prior authorization of the Board of Directors.

4. The Board of Directors may confer special powers for one or more specific purposes to one or more of its members or to any third parties, who need not be shareholders.

5. The Board of Directors may appoint, among its members, one or several specialized committees whose membership and powers it determines and which carry out their activity under its responsibility.

   The rules governing the operation of said committees are determined in the internal regulations of the Board of Directors and, as the case may be, are specified in the internal regulations established by each of the committees and approved by the Board of Directors.

ARTICLE 19 - EXECUTIVE MANAGEMENT

1. The Company's executive management is exercised, under his/her responsibility, either by the Chairman of the Board of Directors, or by another private person, who need not be a director, appointed by the Board of Directors and bearing the title of Chief Executive Officer.

   The Board of Directors chooses one of the two aforementioned executive management methods, by the majority set forth in §2 of article 17 of the By-Laws. The shareholders and third parties are informed of the method chosen in accordance with the provisions of the Law.

   The executive management method applies until a contrary decision is made in accordance with the same procedure.

   Changes in the Company's executive management organization do not entail any amendment of the By-Laws.

2. Where the Company's Executive Management is discharged by the Chairman, the provisions of the laws, of the regulations and of the by-laws in relation to the Chief Executive Officer are applicable to him/her and he/she assumes the title of Chairman and Chief Executive Officer.

   Where the Board of Directors chooses to dissociate the Chair of the Board of Directors from the Executive Management of the Company, the Board of Directors appoints the Chief Executive Officer, sets his/her term of office and the scope of his/her powers, in keeping with the provisions of the Law and of the By-Laws. The decisions of the Board of Directors that limit the powers of the Chief Executive Officer are unenforceable against third parties.

   For the exercise of his duties, the Chief Executive Officer must be age of less than 70 years old. If he reaches this age limitation during his term of office, such duties shall cease ipso jure and the Board of Directors shall proceed with the nomination of a new Chief Executive Officer. However, his duties as Chief Executive Officer shall continue until the date of the meeting of the Board of Directors that is to appoint his successor. Subject to the age limitation indicated above, the Chief Executive Officer may always be reappointed.

   The Chief Executive Officer's functions may be terminated by the Board of Directors at any time.

   In the event of temporary unavailability of the Chief Executive Officer, the Board of Directors may delegate the functions of Chief Executive Officer to a director.

3. The Chief Executive Officer has the broadest powers to act in the name of the Company, in all circumstances. He/she exercises such powers within the scope of the corporate purpose and subject to the powers that the law expressly confers on the shareholders' meetings and on the Board of Directors. He/she represents the Company in its relationships with third parties.

   The Chief Executive Officer may request the Chairman to call the Board of Directors on a specific agenda.

   Where the Chief Executive Officer is not also a director, he/she may attend the meetings of the Board of Directors in an advisory capacity.

4. On the proposal from the Chief Executive Officer, the Board of Directors may appoint one to a maximum of five private persons to assist the Chief Executive Officer, bearing the title of Deputy Chief Executive Officer, and determines the scope and duration of their powers, it being understood that, in the relationships with third parties, the Deputy Chief Executive Officers have the same powers as the Chief Executive Officer.

   The functions of the Deputy Chief Executive Officer(s) may be terminated by the Board of Directors, at any time, on proposal of the Chief Executive Officer.

   In the event of termination of the Chief Executive Officer's functions, or of unavailability of the Chief Executive Officer, the Deputy Chief Executive Officer(s) retain his/her functions and powers until a new Chief Executive Officer is appointed, unless otherwise decided by the Board of Directors.

5. The Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officer(s), may be authorized to grant substitutions of their authority, subject to the limitations set forth in applicable laws and regulations.

ARTICLE 20 - REMUNERATION OF THE DIRECTORS, THE CHAIRMAN, THE CHIEF EXECUTIVE OFFICER, THE DEPUTY CHIEF EXECUTIVE OFFICER AND THE REPRESENTATIVES OF THE BOARD OF DIRECTORS

1. The Ordinary Shareholders' Meeting may remunerate the directors for their activities in a fixed annual amount which are charged to Company's operating costs and which are maintained until otherwise decided by the shareholders meeting. The Board of Directors distributes this remuneration among its members as it deems fit. In companies whose shares are admitted on a regulated market, this distribution shall be determined in accordance with the provisions set out in the Law.

2. The remuneration of the Chairman of the Board of Directors, of the Chief Executive Officer and of the Deputy Chief Executive Officers is determined by the Board of Directors. It may be fixed or variable, or both fixed and variable.

3. The Board of Directors may allocate exceptional remunerations for duties or mandates entrusted to members of the Board of Directors; in this case, this remuneration is charged to operating expenses and is subject to the approval of the Ordinary Shareholders Meeting in accordance with the procedure set forth in articles L. 225-38 to L. 225-42 of the French Commercial Code.

4. The Board of Directors may authorize the reimbursement of travel and transportation expenses incurred by its members in the Company's interest.

No remuneration, permanent or otherwise, other than that stipulated here shall be allocated to the members of the Board of Directors, unless they are linked to the Company under an employment agreement within the conditions authorized by law.

ARTICLE 21 - OBSERVERS

The Board of Directors may appoint up to three observers. The observers are called to attend meetings of the Board of Directors in an advisory capacity. They may be members of the committees created by the Board of Directors.

They need not be chosen from among the shareholders and may receive compensation determined by the Board of Directors.

The observers are appointed for a maximum term of four years. The observers are always eligible for a renewal of their functions, which may be terminated at any time.

ARTICLE 22 - AGREEMENTS ENTERED INTO BETWEEN THE COMPANY AND ITS SHAREHOLDERS OR OFFICERS AND DIRECTORS

Any agreement entered into between the Company and its shareholders or any one shareholder, or between the Company and its directors and officers or any director or officer, whether directly or through an intermediary, shall be subject to the applicable procedure defined by Law."

ARTICLE 23 - LIABILITY

The directors and the Chief Executive Officer are individually or jointly liable, as the case may be, towards the Company and third parties for any breaches of the provisions of the laws and regulations applying to a French *société anonyme*, for any breach of the By-Laws, as well as for their negligence in connection with their management activities, all in accordance with the provisions of the Law.

ARTICLE 24 - STATUTORY AUDITORS

The shareholders meeting appoints, in accordance with the law, one or several acting and alternate statutory auditors who perform the duties stipulated by law.

Statutory auditors are appointed for six financial years, and their duties expire following the Ordinary Shareholders Meeting resolving on the accounts of the sixth financial year. They perform their audit duties in accordance with law.

ARTICLE 25 - SHAREHOLDERS MEETINGS

Collective decisions of the shareholders are voted in shareholders meetings, which are referred to as ordinary, extraordinary or special, depending on the nature of the decisions they are called to resolve upon.

Any duly constituted shareholders' meeting represents all of the shareholders.

Decisions of the shareholders meetings are binding upon all shareholders, even those who are absent, dissenting or subject to incapacity.

ARTICLE 26 - CONVENING OF SHAREHOLDERS MEETINGS

Shareholders meetings are convened by the Board of Directors, in accordance with the procedures and deadlines determined by Lawor, failing this, by any person authorized by law.

Shareholders meetings are convened at the registered office or in any other location stipulated in the notice of the meeting.

ARTICLE 27 - AGENDA

1. The agenda of shareholders meetings is determined by the author of the notice.

2. The shareholders meeting may not vote on any item which is not on its agenda, which cannot be modified on second notice. However, it may, in any circumstances, dismiss and replace one or several members of the Board of Directors.

ARTICLE 28 - ACCESS TO SHAREHOLDERS MEETINGS

1. The right to attend shareholders meetings is subject to the registration or the recording of the shares under the conditions and in the time limits provided for by applicable regulation.

2. A shareholder may be represented by any other shareholder, by his or her spouse or by the person with whom he or she has entered into a civil solidarity pact (*pacte civil de solidarité*). In addition, a shareholder may be represented by any other individual or entity of its choice:

   (i) when the shares of the Company are listed on a regulated market;

   (ii) when the shares of the Company are listed on a multilateral trading facility that submits itself to legislative or regulatory provisions which aims at protecting investors against insider trading, market manipulation and diffusion of false information under the conditions set forth in the general rules of the *Autorité des marchés financiers*, mentioned on a list drawn up by the *Autorité des marchés financiers* under conditions set forth in its general rules.

   The proxy and, as the case may be, its withdrawal must be in writing and provided to the Company, under the conditions set forth by the Law.

3. A shareholder may vote by mail on a form completed and sent to the Company within the conditions stipulated by law.

   This form may appear, as the case may be, on the same document as the proxy form; in this case, the sole document must comprise the references and information stipulated by regulatory provisions. The form must be received by the Company at least three (3) days prior to the date of the meeting, failing which, no account will be taken thereof. An electronic signature can take the form of a process meeting the conditions defined in the first sentence of the second paragraph of article 1367 of the French Civil Code.

   A shareholder may also, if the Board of Directors so decides at the time of the convening of the shareholders meeting, attend and vote in the shareholders meeting using electronic telecommunication or transmission means permitting his or her identification within the conditions stipulated by law.

4. Shareholders who take part in the shareholders meeting by videoconference or electronic telecommunications or transmission means permitting their identification on the conditions determined by law will be considered as present for calculating the quorum and the majority.

ARTICLE 29 - ATTENDANCE REGISTER – OFFICERS – MINUTES

1. An attendance register is kept at each shareholders meeting which contains the information required by law.

   This attendance register, duly initialed by the shareholders in presence and the proxies, to which the proxy forms granted to each representative are appended, and as the case may be the mail voting forms, is certified accurate by the officers of the meeting.

2. Shareholders' meetings are chaired by the Chairman of the Board of Directors or, in his or her absence, by the Deputy Chairman of the Board of Directors or by a member of the Board of Directors specially appointed for this purpose.

If the meeting is convened by the statutory auditors, a court representative or the liquidators, the meeting is chaired by one of them.

In any case, failing the authorized person or the person appointed to chair the meeting, the meeting elects its Chairman.

The duties of tellers are performed by the two shareholders in presence and acquiescing who represent, either themselves or as representatives, the greatest number of shares.

The officers, once appointed, appoint a secretary who need not be a shareholder.

The officers' duty is to verify, certify and sign the register of attendance, to ensure the proper conduct of the proceedings, to settle incidents occurring during the meeting, to check the votes issued and to monitor the regularity thereof, and to supervise the drafting of the minutes and sign them.

3. Minutes are drafted and copies or extracts of the proceedings are issued and certified in accordance with law.

ARTICLE 30 - QUORUM – VOTE – NUMBER OF VOTES

1. In Ordinary and Extraordinary Shareholders Meetings, the quorum is calculated on the basis of all the shares making-up the share capital, after deducting the shares deprived of voting rights pursuant to the provisions of law.

   In the case of a vote by mail, account is taken for calculating the quorum only of the forms received by the Company prior to the convening of the meeting, within the conditions and the deadlines stipulated by law.

2. In Ordinary and Extraordinary Shareholders Meetings, the shareholder has as many votes as he or she owns or represents shares, without limitation. In accordance with the ability provided for under article L.22-10-46 of the French Commercial Code, fully paid-up shares which can be proved to have been registered in the name of the same shareholder for at least two years shall not benefit from a double voting right

3. The vote is held and the votes expressed according to the decision of the officers of the meeting, by a raising of hands, e-mail or using any telecommunications means permitting the identification of the shareholders within the conditions imposed by the regulations in force.

ARTICLE 31 - ORDINARY SHAREHOLDERS MEETING

1. The Ordinary Shareholders Meeting is the meeting called to vote all decisions which do not amend the By-Laws.

   It is convened at least yearly, within the legal and regulatory deadlines in force, to resolve on the accounts and, as the case may be, on the consolidated accounts of the previous financial year.

2. The Ordinary Shareholders Meeting voting within the quorum and majority conditions required by the provisions governing it, exercises the powers granted to it by law.

ARTICLE 32 - EXTRAORDINARY SHAREHOLDERS MEETING

1. The Extraordinary Shareholders Meeting alone has the power to amend any and all of the provisions of the By-Laws. Nonetheless, it cannot increase the shareholders' commitments, subject to the operations resulting from an exchange or grouping of shares duly decided and carried out.

2. The Extraordinary Shareholders Meeting, voting within the quorum and majority conditions required by the provisions governing it, exercises the powers granted to it by law.

ARTICLE 33 - SHAREHOLDERS' INFORMATION RIGHT

Shareholders are entitled to be provided with the documents which are necessary to allow them to take a stand with full knowledge of the facts and to bear an enlightened judgment on the Company's management and operations.

The nature of these documents and in the conditions of mailing or availability thereof are determined by the law.

ARTICLE 34 - THE FINANCIAL YEAR

The financial year lasts for twelve months. It begins on January 1 and ends on December 31 of each year.

ARTICLE 35 - ANNUAL ACCOUNTS – MANAGEMENT REPORT

Regular accounts are kept of the company's operations, in accordance with law.

At the end of each financial year, the Board of Directors drafts an inventory of the various assets and liabilities existing as at this date.

It also draws-up the balance sheet describing the assets and liabilities and presenting separately the equity capital, the income statement showing the year's income and expenses, as well as the appendix supplementing and commenting the information provided on the balance sheet and the income statement.

Even in the event that there are no profits or insufficient profits, the necessary amortizations and provisions are made. The amount of the commitments secured, endorsed or guaranteed by the Company is mentioned in the appendix.

The Board of Directors establishes the management report on the Company's situation within the conditions stipulated by law.

ARTICLE 36 - ESTABLISHMENT, ALLOCATION AND DISTRIBUTION OF PROFITS/LOSSES

The income statement, which shows the year's income and expenses, shows the year's profits after subtracting amortizations and provisions.

From the year's profit, minus previous losses, as the case may be, at least five percent (5%) are deducted to create the legal reserve. This deduction ceases to be mandatory

when the reserve amounts to one tenth of the share capital; it is resumed when the legal reserve falls, for any reason whatsoever, below this percentage.

The distributable profits are made up of the year's profit minus previous losses and the amounts placed on reserve, pursuant to law and the By-Laws, plus the profits carried forward.

From this profit, the shareholders meeting may deduct all amounts deemed useful by the Board of Directors to endow all provident funds or optional, ordinary or extraordinary reserves, or to carry forward or distribute. The balance, if any exists, is distributed among all the shareholders proportionately.

Furthermore, the shareholders meeting may decide to distribute amounts deducted from the available reserves, indicating expressly the reserve items from which the deductions are made. Nonetheless, dividends are deducted by priority from the year's distributable profit.

Except in the case of a reduction in the share capital, no amounts can be distributed to the shareholders when the equity capital is or would fall, following such distribution, below the amount of the capital plus the reserves of which the law or the By-Laws prohibit the distribution.

The revaluation differential is not distributable. It may be incorporated partially or entirely into the capital. Losses, if any, are carried forward, after approval of the accounts by the shareholders' meeting, to be charged to the profits of subsequent years until they are liquidated.

ARTICLE 37 - PROCEDURES FOR PAYING DIVIDENDS

1. The shareholders' meeting is entitled to grant to each shareholder, for all or a portion of the dividend or interim dividends distributed, an option between cash payment and payment in Company shares within the conditions determined by law.

2. The procedures for paying dividends in cash are determined by the shareholders' meeting or, failing that, by the Board of Directors.

   Payment of the dividends in cash must take place within a maximum period of nine (9) months following the end of the financial year, unless this period is extended by authorization of the court.

   No refunding of the dividend can be demanded from the shareholders except when it has been distributed in breach of legal provisions and when the Company provides evidence that the beneficiaries were aware of the irregular nature of this distribution at the time it occurred or could not have ignored it given the circumstances. As the case may be, action for recovery is time-barred, thirty (30) years after the payment of these dividends.

   Dividends which are not claimed within five (5) years of their payment are no longer valid.

ARTICLE 38 - DISSOLUTION – LIQUIDATION

At the time of the company's expiry or in the event of early dissolution, the Extraordinary Shareholders' Meeting settles the liquidation method and appoints one or several liquidators whose powers it determines and who perform their duties in accordance with the law.

ARTICLE 39 - DISPUTES

All disputes which might arise during the Company's term or at the time of its liquidation, either between the shareholders, the management or auditing bodies and the Company, or among the shareholders themselves, regarding Company's business, will be settled in accordance with the law and submitted to the competent courts entertaining jurisdiction.

ARTICLE 40 - PUBLICITY – POWERS

The publicity formalities required by the law will be carried out at the diligence of the Chief Executive Officer or Deputy Chief Executive Officer with special powers for this purpose.