



## **EUROPCAR MOBILITY GROUP**

---

**SOCIETE ANONYME (FRENCH PUBLIC LIMITED COMPANY) WITH A BOARD OF DIRECTORS**

**WITH SHARE CAPITAL OF €44 639 196, 74**

**HEADQUARTERS: 13 TER, BOULEVARD BERTHIER – PARIS (75017)**

**PARIS TRADE AND COMPANIES REGISTER No. 489 099 903**

## **B Y - L A W S**

*Updated on February 26, 2021*

**CHAPTER I**  
**GENERAL PROVISIONS**

**ARTICLE 1 FORM**

The Company, which was originally formed as a public limited company with a board of directors (société anonyme à conseil d'administration), was transformed into a public limited company with a management board and a supervisory board at the combined shareholders' meeting held on February 24, 2015. It changed its legal form again at the combined shareholders' meeting of January 20, 2021 to become a public limited company with a board of directors. The Company is governed by the legal and regulatory provisions applicable to public limited companies currently in force, and by these by-laws.

**ARTICLE 2 CORPORATE NAME**

The Company's corporate name is: "Europcar Mobility Group".

Any deeds or other information provided by the Company to third parties must include the corporate name, clearly mention, either before or immediately after the words "société anonyme" or the initials "SA" and indicate the amount of share capital as well as the Company's place and number of incorporation with the trade and companies register.

**ARTICLE 3 PURPOSE**

The Company's corporate purpose, directly or indirectly, in France or abroad, is to:

- acquire investments by way of asset transfers, purchases, subscriptions or otherwise in any companies regardless of their form and purpose;
- provide all types of management services to other firms, in particular strategic, organizational, accounting, financial, IT and commercial services;
- manage a portfolio of trademarks and patents, in particular by way of licensing rights;
- lease any machinery and equipment of any kind whatever;
- own, by way of acquisition or otherwise, and manage, in particular by way of leasing, any buildings, real property and property rights;
- take direct or indirect part in any transaction that might directly or indirectly be connected with the corporate purpose through the creation of new companies, asset transfers, subscriptions or purchases of securities or company rights, mergers, alliances, joint ventures and by any other means and in any forms used in France and abroad;
- and more generally, to engage in all commercial, financial (including any loan, advance, security or any cash transaction within the Group), industrial and real or personal property transactions that might directly or indirectly be connected with the corporate purpose and with any purposes that are similar or connected or capable of promoting the achievement thereof.

## **ARTICLE 4 LOCAL HQ**

The headquarters are located at 13 ter, boulevard Berthier – Paris (75017).

## **ARTICLE 5 TERM**

The term of the Company is 99 years with effect from the date of its registration at the Trade and Companies Register, unless it is dissolved early or extended by a resolution of the Extraordinary Shareholders' Meeting.

## **CHAPTER II** **SHARE CAPITAL AND SHARES**

### **ARTICLE 6 SHARE CAPITAL**

The share capital is set at the amount of forty-four million six hundred and thirty-nine thousand and one hundred ninety-six and seventy-four cents (€ 44 639 196, 74). It is divided into four milliard and four hundred sixty-three millions and nine hundred nineteen thousand six hundred seventy-four (4 463 919 674) shares having a par value of one cent of euro (€ 0.01) each, all of which are fully paid up.

### **ARTICLE 7 FORM OF THE SHARES**

#### **7.1 Ordinary shares**

Fully paid up ordinary shares are held in either registered or bearer form at the shareholder's discretion.

Ordinary shares and any other securities issued by the Company are registered in their owners' accounts in accordance with applicable legal and regulatory provisions.

The Company is entitled, under the law and regulations in force, and against payment of a fee at its own cost, to ask the central depository of financial instruments to be informed, as the case may be, of the name or corporate name, nationality, date of birth or year of formation, and mail address, and, when appropriate, electronic address, of the holders of bearer securities conferring the right to vote at its shareholders' meetings, whether immediately or in the future, together with the quantity of securities owned by each of them and, if applicable, the restrictions to which the securities may be subject. In view of the list provided by the aforementioned organization, the Company has the power to ask the persons appearing thereon, whom the Company deems potentially registered on behalf of third parties, for the above information concerning the owners of the securities.

If a person asked for information has failed to provide said information within the periods provided by the laws and regulations in force, or has provided incomplete or incorrect information relating either to their status or the owners of the securities, the shares or securities giving immediate or future access to the Company's equity in respect of which that person was registered in an account will be stripped of their voting rights for any shareholders' meeting held until the identification process is regularized, and payment of the corresponding dividend will be deferred until that date.

## **ARTICLE 8 INFORMATION ON OWNERSHIP OF THE SHARE CAPITAL**

Aside from applicable legal and regulatory thresholds, any natural person or legal entity, acting alone or in concert, who comes or ceases to hold, directly or indirectly, one percent (1%) or more of the Company's share capital or voting rights, or any multiple of this percentage, including above the declaration thresholds set by law and regulations, must inform the Company of the total number of shares and voting rights owned and of any securities giving access to the capital or voting rights potentially attached by registered post with recorded delivery to the headquarters (general address) by the close of trading on the fourth trading day following the date the threshold was crossed.

For the purpose of determining the thresholds described above, account is also taken of the shares or voting rights held indirectly and shares or voting rights associated with shares or voting rights held as defined in Articles L. 233-7 et seq. of the French Commercial Code.

In the event of a failure to comply with the above requirements, the penalties prescribed by law for any shareholder in breach of the obligation to declare the crossing of a legal threshold shall only be applied to the thresholds prescribed in the by-laws upon the demand, recorded in the minutes of the shareholders' meeting, of one or more shareholders holding at least one percent (1%) of the Company's share capital or voting rights.

The Company reserves the right to announce to the public and to shareholders either the information notified to it or any failure to comply with the above obligation by the person concerned.

## **ARTICLE 9 DOUBLE VOTING RIGHTS**

Double voting rights are granted to all fully paid up ordinary shares that have been held in registered form by the same holder for a continuous period of at least two (2) years. The length of time that shares were held prior to the listing date of the Company's ordinary shares on Euronext Paris will not be counted towards the two-year holding period. The Company has thus not exercised the option to waive attribution of double voting rights set out in Article L. 225-123 paragraph 3 of the French Commercial Code.

In accordance with Article L. 225-123 paragraph 2 of the French Commercial Code, in the event of a share capital increase by incorporation of reserves, earnings or share premiums, double voting rights will be granted upon issuance to new ordinary shares allocated free of charge to a shareholder in respect of existing shares already carrying such rights.

Double voting rights may be exercised at any shareholders' meeting.

Any ordinary share that is transferred or converted into bearer form loses its double voting right. However, a transfer of ownership through inheritance, liquidation of marital property or inter vivos donation to a spouse or relative entitled to inherit does not result in the loss of an acquired double voting right and does not interrupt the two-year holding period above.

## **ARTICLE 10 RIGHTS ATTACHED TO SHARES**

### **10.1 General rights and obligations of the shares**

Ownership of a share automatically implies acceptance of the by-laws and the decisions made at shareholders' meetings.

Each share carries a right to ownership of the Company's assets and liquidation surpluses equal to the fraction of the share capital that it represents.

Whenever it is necessary to own several old shares in order to exercise any right, or in the event of a securities swap or allocation conferring a right to a new security in exchange for the delivery of several old shares, individual securities or numbers of securities lower than that required will not give their holders any rights against the Company, and shareholders must make their own arrangements to group together and potentially purchase or sell the necessary number of securities.

The shares are indivisible as regards the Company so that joint owners of undivided shares must arrange to be represented to the Company either by one of them or by a single representative appointed by the courts in the event of disagreement.

## 10.2 Voting rights

Each ordinary share grants the right to vote and to be represented at any shareholders' meeting in accordance with legal and statutory requirements.

## **ARTICLE 11 PAYMENT OF SHARES**

The board of directors will issue cash calls for sums yet to be paid in respect of shares to be paid up in cash.

Shareholders will be informed of the cash calls and of the date on which the relevant sums must be paid either by an announcement made at least fifteen (15) days in advance in a journal authorized to carry legal announcements in the *département* where the registered office is located, or by registered letter sent to each of the shareholders within the same time limit.

Shareholders who fail to make payments that have become due on shares owned by them, on their due date, will automatically and without prior formal notice be liable to pay the Company late payment interest calculated for each day following the due date at the legal rate plus two (2) points, without prejudice to any action that the Company may take against the defaulting shareholder and any enforcement measures provided by the applicable legal and regulatory provisions. Thus, the Company may sell shares in respect of which payments due have not been made, under the conditions provided by law.

The net proceeds of sale will be payable to the Company and will be applied to the principal and interest owed by the defaulting shareholder and then to the reimbursement of any expenses incurred by the Company to complete the sale. The defaulting shareholder will remain liable for the difference if there is a shortfall, or, if applicable, will be paid the surplus.

**CHAPTER III**  
**ADMINISTRATION – MANAGEMENT – REPRESENTATION**

**ARTICLE 12 COMPOSITION OF THE BOARD OF DIRECTORS**

- I. The Company is managed by a board of directors composed of at least three (3) members and no more than eighteen (18 members) appointed by the shareholders' meeting.

Directors are appointed by the ordinary shareholders' meeting, but the board has the power, in the event of a vacancy for one or more positions, to appoint replacements by way of co-option for the remainder of the predecessors' terms of office and subject to ratification by the next ordinary shareholders' meeting.

Paragraphs I to IV of this Article do not apply to directors appointed in accordance with paragraphs V and VI below.

- II. The number of directors aged over seventy (75) years may not exceed one third of directors in office. Should this proportion be exceeded, the term of office of the director, other than the chairman, expires at the end of the next ordinary shareholders' meeting.
- III. The term of office of members of the directors is four (4) years. The Shareholders' Meeting may, upon the appointment of certain directors, reduce their term of office to less than four (4) years in order to stagger the renewal of the terms of office of directors. They may be re-elected. The duties of a director cease at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous fiscal year held in the year in which their term of office expires.

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

- IV. Directors must own at least 100 shares in the Company throughout their term of office under the terms and conditions laid down in the provisions of the internal regulations of the board of directors.
- V. When the report presented by the board of directors at a shareholders' meeting pursuant to Article L. 225-102 of the French Commercial Code establishes that the shares owned by the Company's staff and by companies associated with the Company within the meaning of Article L. 225-180 of said Code represent more than three per cent (3%) of the share capital, a director representing employee shareholders shall be appointed by the ordinary general meeting in accordance with the terms and conditions laid down by the legislative and regulatory provisions in force and with these by-laws.

Prior to the shareholders' meeting called to appoint the Board member representing employee shareholders, the chairman of the board of directors refers to the supervisory boards of the Company mutual funds created under the employee savings plan of the Company and the entities it controls under Article L. 233-3 of the French Commercial Code (together the "Group") and invested principally in the Company's shares and consults employee shareholders as stipulated in the by-laws.

Candidates for appointment are nominated under the following conditions:

- a. when the voting right attached to shares owned by employees is exercised by members of the supervisory board of a company mutual fund, that board may appoint one candidate

chosen from among its regular members representing employees. When there are several such company mutual funds, the supervisory boards of those funds can agree in identical resolutions to present two joint candidates chosen from among the sum total of their regular members representing employees;

- b. when the voting right attached to shares owned by employees is directly exercised by those employees, one candidate may be nominated at the time of the consultations organized by the Company. These consultations, preceded by a call for applications, are organized by the Company by any technical means that make it possible to ensure the reliability of the vote, including electronic or postal voting. In order to be admissible, applications must be presented by a group of shareholders representing at least five per cent (5%) of the shares owned by employees exercising their voting right on an individual basis.

The Company can form an ad hoc election Committee to ensure the process is regular.

The minutes drawn up by the supervisory board(s) of the Company mutual funds or by ad hoc election committees presenting the applications must be sent to the board of directors no later than eight (8) days before the date of its meeting convened to settle the resolutions of the shareholders' meeting relating to the appointment of the director representing employee shareholders.

In order to be admissible, each application must present a principal and deputy candidate. The deputy candidate, who must satisfy the same conditions of eligibility as the principal, may be co-opted by the board of directors to succeed the representative appointed by the shareholders' meeting in the event that they cannot complete their term of office. The co-option of the deputy by the board of directors is subject to ratification by the next shareholders' meeting.

In order to ensure the continuity of employee shareholder representation and in the event that the deputy also cannot complete their term of office, the chairman of the board of directors refers to the body that originally nominated the candidate (the supervisory board of a company mutual fund or a group of employee shareholders) for it to nominate a new candidate whose appointment will be submitted to the shareholders' meeting.

The terms and conditions of nomination of candidates not defined by the laws and regulations in force or these by-laws are set by the chairman of the board of directors, in particular with regard to the timetable for the nomination of candidates.

Each procedure mentioned in a) and b) above is recorded in minutes including the number of votes received for each of the candidates. A list of all the candidates validly designated is established.

The ordinary shareholders' meeting rules, under the conditions applicable to any appointment of a director, on all the candidates validly designated. The candidate obtaining the highest number of votes held by the shareholders present or represented during this shareholders' meeting will be appointed as the member representing employee shareholders. Members representing employee shareholders are not taken into account when determining the minimum and maximum numbers of directors set by the paragraph above.

The term of office of the director representing employee shareholders is four (4) years. Their term of office ceases at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous fiscal year held in the year in which their term of office expires. However, their term of office ceases automatically and the director representing the employee shareholders is deemed to have automatically resigned in the event that they cease to be an employee of the Company (or of an entity or economic interest grouping associated with the Company under Article L. 225-180 of the French Commercial Code).

In the event that the position of director representing employee shareholders becomes vacant for any reason whatsoever, the replacement will be arranged under the conditions set out above, at the latest prior to the next shareholders' meeting or, if this meeting occurs less than four (4) months after the position becomes vacant, prior to the subsequent shareholders' meeting. The new director is appointed by the shareholders' meeting for the remainder of their predecessor's term of office.

The board of directors may validly meet and deliberate until the date of replacement of the director(s) representing employee shareholders.

The provisions of the first section of paragraph V shall cease to apply when, at the close of a fiscal year, the percentage of the capital owned by employees of the Company and entities associated with the Company under Article L. 225-180 of the French Commercial Code, in the context set out by Article L. 225-102 of said Code, represents less than three per cent (3%) of the share capital on the understanding that the term of office of any member appointed pursuant to the first section paragraph V will expire on its expiry date.

Provisions of paragraph IV relating to the number of shares that must be owned by a director are not applicable to members representing employee shareholders. Nevertheless, directors representing employee shareholders must, either individually or through a company mutual fund created under the Group's employee savings plan, own at least one share or a number of units of said fund equivalent to at least one share.

- VI. The board of directors also comprises, depending on the case, one or two directors representing employees in accordance with Article L. 225-27-1 of the French Commercial Code.

If, during a fiscal year, the number of directors, calculated in accordance with Article L. 225-27-1 II of the French Commercial Code, is less than or equal to eight (8) the group committee, stipulated by Article L. 2331-1 of the French Labor Code, appoints a single director representing employees, by a majority vote.

If, during a fiscal year, the number of directors, calculated in accordance with Article L. 225-27-1 II of the French Commercial Code, is greater than eight (8), and subject to this criteria still being met on the day of the appointment, the European works committee, as stipulated by Article L. 2342-9 of the French Labor Code, appoints a second director representing employees.

The term of office of the directors representing employees is four (4) years, renewable one (1) time from the date of their appointment.

As an exception, if a director representing employees is appointed according to one of the two aforementioned methods during the term of office of a director representing employees, the term of office of the newly appointed director will be shortened in such a way that its end will coincide with that of the already appointed director representing employees.

If the number of directors, calculated in accordance with Article L. 225-27-1 II of the French Commercial Code, initially greater than eight (8) members, should fall below or become equal to eight (8) members, the terms of office of the directors representing employees are maintained until their expiration.

The terms of office of the directors representing employees cease at the end of the ordinary shareholders' meeting convened to approve the financial statements for the previous fiscal year,

and held during the year in which their terms of office expires. Nevertheless, their term of office ends automatically under the terms and conditions stipulated by law and by this article, and the director representing employees is considered to have resigned in the event they cease to be an employee of the Company or of a company it controls under Article L. 233-3 of the French Commercial Code. In the same manner, if the terms and conditions for the application of Article L. 225-27-1 of the French Commercial Code are no longer being met, the term of office of the director(s) representing employees ceases at the end of the meeting during which the board of directors records that the Company is no longer under the scope of this obligation.

In the event that the position of director representing employees becomes vacant for any reason whatsoever, a replacement will be arranged according to the methods set out above. The board of directors may validly meet and deliberate until the date of the replacement of the director(s) representing employees.

The provisions of paragraph IV relating to the number of shares that must be owned by a director are not applicable to members representing employees. In addition, the directors representing employees will not receive any attendance fees for holding this office, unless the board of directors decides otherwise.

Directors representing employees are not taken into account when determining the minimum and maximum numbers of directors set by the by-laws.

### **ARTICLE 13 CHAIRMAN OF THE BOARD OF DIRECTORS**

- I. The board of directors elects a chairman among its members, a natural person, for a term which may not exceed that of his or her term of office as director but may be reelected. The age limit for exercising the functions of chairman is set at
- Sixty-eight (68) years in the event he or she is also chief executive officer (chairman and chief executive officer) of the Company. In such case, the chairman and chief executive officer is automatically deemed to have resigned at the end of the shareholders' meeting convened to approve the financial statements for the fiscal year in which they reach the age of sixty-eight (68) years;
  - Seventy-five (75) years if he or she is not chief executive officer of the Company. In such case, the chairman of the board of directors is automatically deemed to have resigned at the end of the shareholders' meeting convened to approve the financial statements for the fiscal year in which they reach the age of seventy-five (75) years.

The chairman of the board of directors chairs the meetings of the board of directors and sets the agenda thereof. He or she organizes and oversees the board's work and reports on it to the shareholders' meeting. He or she ensures the proper operations of the Company's bodies, and that the directors are capable of fulfilling their duties.

When the chairman of the board of directors is also responsible for executive management of the Company, all the legal and regulatory provisions applying to the chief executive officer will apply to him or her.

- II. The board of directors, if it deems useful, may also appoint a vice chairman from among its natural person members, for whom it will determine the term of office, within the limit of that of his or her term of office as director.

The vice chairman has no duty other than chairing board and shareholders' meetings in the absence of the chairman.

- III. The board of directors may appoint a secretary selected or not from among its members.

#### **ARTICLE 14 EXECUTIVE MANAGEMENT**

- I. Executive management of the Company is fulfilled under his or her responsibility, either by the chairman of the board of directors, in which case referred to as chairman and chief executive officer, or by another natural person appointed by the board of directors and in such a case referred to as chief executive officer.
- II. Provided that the question was noted on the agenda, the board of directors shall chose between the two options for performing the executive management function, ruling under majority conditions of its members.
- III. In the event of a separation of the functions of chairman and that of chief executive officer, he or she – who is not necessarily a director – is appointed for term freely determined by the board of directors. However, is the chief executive officer is also a director, his or her term may not exceed that of his or her term of office as director.

In both cases, the chief executive officer is automatically deemed to have resigned at the end of the Shareholders' Meeting convened to approve the financial statements for the fiscal year in which he or she reaches the age of sixty-eight (68) years.

- IV. The chairman and chief executive officer or the chief executive officer as the case may be, is invested with the broadest powers to act in any circumstances in the name of the Company. He or she exercises these powers within the limitations of the corporate purpose and subject to the powers expressly attributed by law to shareholders' meetings and to the board of directors. They represent the Company in its relations with third parties.
- V. The board of directors, on the recommendation of the chairman and chief executive officer, or of the chief executive officer as the case may be, may appoint, from among its members or otherwise, one or more natural persons to assist the chairman and chief executive officer with the title of deputy chief executive officer.

The number of deputy chief executive officers may not exceed five (5). The board of directors shall determine the scope and term of the powers granted to the deputy chief executive officers, in accordance with the chairman and chief executive officer or the chief executive officer. With respect to third parties, the deputy chief executive officers have the same powers as the chairman and chief executive officer or the chief executive officer.

## **ARTICLE 15 DELIBERATIONS OF THE BOARD OF DIRECTORS**

- I. The board of directors meets on a notice of meeting issued by its Chairman, as often as the interests of the Company require, and at least four times a year. Directors are called to board meetings by any means, including orally.
- II. Meetings take place at the Company's registered office or any other place specified in the notice of meeting. They are chaired by the chairman of the board of directors, and in the event of the absence of the chairman, by the vice-chairman.
- III. Meetings are held and decisions made under the quorum and majority conditions provided by law and by these by-laws. In the event of a tied vote, only the Chairman has a casting vote.
- IV. The board of directors establishes internal rules, which may provide that, with the exception of the adoption of decisions regarding the appointment, remuneration or dismissal of the chairman or chief executive officer, the method for performing executive management, the approval of the annual financial statements (company and consolidated) and the establishment of the management report, directors participating in board meetings by videoconference or other telecommunication shall be deemed present for purposes of calculating the quorum and required majority, under the conditions laid down by law and applicable regulations in force.
- V. The minutes of meetings of the board of directors are prepared and copies or extracts thereof are delivered and certified in accordance with the law.

## **ARTICLE 16 POWERS AND OBLIGATIONS OF THE BOARD**

- I. The board of directors sets out the company's business policies and ensures their implementation. Subject to the limitations imposed by the Company's corporate purpose and those matters expressly reserved by law to shareholders' meetings, it addresses any issues relating to the effective performance of the Company and, through its deliberations, resolves any issues affecting said performance.
- II. As a rule, the board of directors makes all decisions and exercises all powers which, under the provisions of the law, authorizations of the shareholders' meeting or these by-laws, fall within its remit.
- III. The board of directors shall carry out audits and perform the verifications that it deems appropriate.
- IV. Directors receive all the necessary information to perform their duties and can obtain any documents they deem useful.
- V. The board of directors may form committees responsible for looking into matters that it or its chairman submit for their examination and opinion. It determines the composition and remit of these committees which carry out their duties under its supervision.

## **ARTICLE 17 COMPENSATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS**

The shareholders' meeting may allocate an annual fixed sum to the directors by way of compensation for their duties. The board of directors divides the total sum allocated among its members. The board of directors may also allocate exceptional compensation in the cases and under the terms laid down by the law.

## **ARTICLE 18 CENSORS**

- I. The shareholders' meeting may appoint censors for the purpose of assisting the board of directors. Censors may or may not be shareholders and can number up to four (4). They are appointed for a maximum term of two (2) years. The Shareholders' Meeting may revoke their appointment at any time. The board of directors sets their attributions and determines their compensation.
- II. The age limit of a censor is eighty (80) years. Any censor reaching that age will be deemed to have automatically resigned.
- III. Censors are convened to all meetings of the board of directors under the same terms and conditions as directors and take part in its deliberations in a solely consultative capacity. Censors express their observations during the board of directors' meetings. They cannot replace directors and only issue their opinions. Censors may receive compensation.
- IV. The board of directors may also assign specific tasks to the censors.

## **ARTICLE 19 THE STATUTORY AUDITORS**

Statutory auditors are appointed and fulfill their duties in accordance with the law.

**CHAPTER IV**  
**SHAREHOLDERS' MEETINGS**

**ARTICLE 20 COMPOSITION, CONVENING AND HOLDING OF MEETINGS**

- I. Shareholders' meetings are convened and deliberate in accordance with the law.
- II. Meetings take place either at the headquarters or in any other place specified in the notice of meeting.

Shareholders may attend shareholders' meetings in accordance with the law.

Any shareholder may take part in shareholders' meetings either personally or by appointing a proxy. They may also attend any shareholders' meeting by postal vote according to the laws and regulations in force.

The board of directors is empowered to authorize transfer by telecommunications (including by electronic media) to the Company of the postal proxy and voting forms in accordance with applicable law and regulations.

When e-signatures are used, they can take any form that complies with the conditions set out in the first sentence of paragraph 2 of Article 1367 of the French Civil Code.

If the board of directors announces in the notice of meeting that such means of telecommunication may be used, all shareholders attending by video conference or other telecommunication permitting their identification as required by applicable regulations are deemed present for purposes of calculating quorum and majority.

- III. Meetings are chaired by the chairman of the board of directors or, in their absence, by the vice-chairman. Failing this, the meeting elects its own chairman.
- IV. Minutes are taken of shareholders' meetings and copies or extracts provided and certified in accordance with law.

**ARTICLE 21 VOTING RIGHTS**

When ordinary shares are held in usufruct, their right to vote at ordinary shareholders' meetings belongs to the usufruct-holders. However, shareholders may agree among themselves any other allocation of the exercise of voting rights at shareholders' meetings. In this case, they must notify their agreement to the Company by registered mail sent to the registered office and the Company will be obliged to respect this agreement at any shareholders' meeting held more than one (1) month after the date the registered letter was sent, as attested by the postmark.

Any shareholder may vote by mail under the terms and conditions and using the procedures prescribed in accordance with applicable law and regulations. Shareholders may, in accordance with applicable law and regulations, send their proxy or voting forms by mail in either paper format or, if the board of directors so decides and announces in the notice of meeting, by telecommunications (including electronic media). The Company may, to this end, use an identification procedure that complies with the conditions in the first sentence of paragraph 2 of Article 1367 of the French Civil Code.

**CHAPTER V**  
**PARENT COMPANY FINANCIAL STATEMENTS AND ALLOCATION OF RESULTS**

**ARTICLE 22 FISCAL YEAR**

The fiscal year begins on January first (1) and ends on December thirty-first (31) of each year.

**ARTICLE 23 DISTRIBUTION OF PROFITS**

Profits for each fiscal year are determined according to the legal and regulatory provisions in force.

In the event of a profit for the fiscal year after deductions to establish or increase legal reserves, the shareholders' meeting, on the proposal of the board of directors, may deduct any sums that it considers appropriate to be either retained and carried forward to the next fiscal year or allocated to one or more general or special reserve funds or distributed to shareholders.

The shareholders' meeting has the power to grant shareholders the option to receive payment of all or part of their dividend or interim dividend in cash or in shares under the conditions laid down by the regulations in force. In addition, the shareholders' meeting may decide that payment of all or part of dividends, interim dividends, distributed reserves or premiums, or any reduction in capital, will be deducted in kind using the Company's portfolio securities or assets.

All shareholders share in profits and contribute to losses in proportion to their stake in the share capital.

**TITRE VI**  
**DISSOLUTION AND LIQUIDATION – DISPUTES**

**ARTICLE 24 DISSOLUTION AND LIQUIDATION**

Upon the dissolution of the Company, one or more liquidators shall be appointed by the shareholders' meeting acting under the quorum and majority conditions provided for ordinary general meetings.

The liquidator represents the Company and is invested with the broadest powers to get in the assets, including out of court. He or she is authorized to pay creditors and to distribute the available balance.

The shareholders' meeting can authorize the continuation of current business or the taking on of new business for the purposes of the liquidation.

The net assets subsisting after the reimbursement of the par value of the shares shall be shared between the shareholders in proportion to their stake in the capital.

**ARTICLE 25 DISPUTES**

All disputes that might arise during the lifetime of the Company or upon its liquidation concerning the Company's affairs, whether between the Company and the shareholders or between the shareholders themselves, will be subject to the jurisdiction of the competent courts in the place where the registered office is located.