II

(Acts whose publication is not obligatory)

COUNCIL

COUNCIL DECISION

of 18 May 1987

approving an amendment of the Statutes (articles of association) of the Joint Undertaking 'Société d'énergie nucléaire franco-belge des Ardennes' (SENA)

(87/297/Euratom)

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Atomic Energy Community and in particular Article 50 thereof,

Having regard to the proposal from the Commission,

Whereas, by its Decision of 9 September 1961 [1], the Council set up the Société d'énergie nucléaire franco-belge des Ardennes (SENA) as a Joint Undertaking;

Whereas the extraordinary general meeting of the Joint Undertaking, held on 28 June 1985, decided to amend the Statutes in order to bring them into line with French Law No 81-1126 of 31 December 1981 on the harmonization of the company law of commercial enterprises with the second European Directive;

Whereas this amendment does not affect the provisions governing the Joint Undertaking;

Whereas it should therefore be approved,

HAS ADOPTED THIS DECISION:

Article 1

The amended Statutes of the Joint Undertaking 'Société d'énergie nucléaire franco-belge des Ardennes' (SENA) are hereby approved.

The text of the Statutes is attached to this Decision.

Article 2

This Decision is addressed to the Member States and the Joint Undertaking 'Société d'énergie nucléaire franco-belge des Ardennes' (SENA).

Done at Brussels, 18 May 1987.

For the Council

The President

P. DE KEERSMAEKER

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[1] OJ No 65, 9. 10. 1961, p. 1173/61.

SOCIÉTÉ D'ÉNERGIE NUCLÉAIRE FRANCO-BELGE DES ARDENNES (SENA)

***Société anonyme* with a capital of 80 million French francs**
Registered place of business : 3 and 5, avenue de Friedland, Paris 8e
(RCS Paris B 602 043 838)

STATUTES

TITLE 1

OBJECTS — NAME — SEAT — DURATION

Article 1

A *société anonyme* is hereby formed by and between the owners of the shares created below and of the shares which may be created in the future.

This company is established pursuant to Ordinance No 58-1137 of 28 November 1958 and shall be governed by that Ordonance, by these Statutes and by the laws relating to *sociétés anonymes,* in particular the law of 24 July 1966, insofar as the provisions of such laws do not conflict with the provisions of the abovementioned Ordinance of 28 November 1958.

Article 2

Objects

The objects of the company are, within the framework of the Euratom programme, to construct in the territory of Metropolitan France the Chooz (Ardennes) Nuclear Power Station and to equip and operate nuclear power stations.

Article 3

Activities of the company

The proportion of energy produced by the Chooz Power Station which corresponds to the holding of the shareholders in the capital of the company, whether natural or legal persons, who are nationals of foreign countries signatories of the Euratom Treaty shall be made available to such persons or to groups thereof.

The operation of the Chooz Power Station installations shall be undertaken by Électricité de France, service national.

Transmission of energy to other countries shall be via the grid under concession to Électricité de France, service national, up to the frontiers at which delivery is effected.

Article 4

Name

The name of the company is Société d'énergie nucléaire franco-belge des Ardennes, abbreviated to 'SENA'.

Instruments and documents issued by the company and intended for third parties must indicate the name of the company, followed immediately by the words *société anonyme* or abbreviation 'SA' and the amount of the company's capital.

Article 5

Seat

The seat of the company shall be at 3 and 5, avenue de Friedland, Paris (8e).

It may be transferred to any other place in Paris or in an adjacent Department by a decision of the Board of Directors which shall be subject to ratification by the next ordinary general meeting of the shareholders.

It may be transfered anywhere in France outside Paris or in an adjacent Department by a decision of the extraordinary general meeting of the shareholders.

Article 6

Duration

The period for which the company is formed shall expire on 31 December 2058, save in the case of prior dissolution or extension.

TITLE II

CAPITAL — SHARES

Article 7

Capital

The capital of the company is 80 million French francs, divided into 800 000 shares of 100 French francs, of which 400 000 shares shall be Class A shares and 400 000 shares Class B shares.

The capital may be increased or reduced subject to the following conditions.

Ownership of Class A shares shall be restricted, in accordance with Ordonance No 58-1137 of 28 November 1958, to Électricité de France, service national. Ownership of Class B shares shall be restricted to nationals, whether natural or legal persons, of foreign countries signatories of the Euratom Treaty.

Article 8

Increase or reduction of capital

The capital of the company may be increased from time to time by the creation of new shares representing contributions in kind or in cash, or by capitalization of profits, provisions or reserves and allotment of such new shares to the shareholders credited as fully paid up or increase of the nominal value of the existing shares, all of which operations shall be by resolution of the competent general meeting passed in accordance with the provisions of the law and of these Statutes. The same meeting shall fix the terms of issue of the new shares or of the increase in nominal value of the existing shares, or shall delegate its powers for this purpose to the Board of Directors.

Increases of capital may be effected by creation of either ordinary shares or preference shares which confer certain advantages over other shares or prior rights either to the profits or to the assets of the company or to both.

Whenever the capital is increased by the issue of shares for cash, an equal number of Class A and Class B shares shall be issued, so that the number of Class A shares is always the same as that of Class B shares.

Électricité de France shall, pursuant to Ordinance No 58-1137 of 28 November 1958, subcribe all the new Class A shares issued so as to maintain its 50 % shareholding in the capital of the company.

Shareholders, whether natural or legal persons, who are nationals of foreign countries signatories to the Euratom Treaty shall have a preferential right to subscribe in proportion to the nominal amount of their shares for new Class B shares that are to be issued, which right shall be exercised in such manner and within such time as the Board of Directors shall determine.

This right shall be transferable and negotiable subject to Article 11; those shareholders whose shareholdings are such that they are unable to acquire a new share or an exact number of new shares shall be entitled to combine to exercise their rights, subject to the laws and regulations relating to joint holdings.

Where the capital is increased to represent contributions in kind to the company by shareholders, whether natural or legal persons, who are nationals of foreign countries signatories to the Euratom Treaty, and new Class B shares to the amount thereof are created, this increase shall be matched by a second increase of capital, either by the creation of Class A shares for contribution in cash by Électricité de France or by creation of Class A shares for allotment to that institution in consideration of contributions in kind, or by a combination of these two methods of increasing the capital. This second increase of capital, being effected for the purpose of maintaining the proportion of the capital held by Électricité de France, must, irrespective of the method employed, be equal to the increase of capital which it offsets.

Conversely, where the capital is increased to represent contributions made in kind to the company by Électricité de France and new Class A shares to the amount thereof are created, the increase shall be matched by a second increase of the same amount. This increase shall consist of Class B shares reserved exclusively for

shareholders who are nationals of foreign countries signatories to the Euratom Treaty and it shall represent contributions made by them in cash or in kind.

The general meeting may also, by resolution passed as provided above, reduce the capital of the company, for any reason whatsoever. This reduction may in particular be effected by repayment to the shareholders, purchase and cancellation of the shares of the company or exchange of existing shares for new shares, equal or fewer in number, which may or may not have the same nominal value, provided the number of Class A shares is always equal to the number of Class B shares.

Resolutions of an extraordinary meeting concerning any increase of reduction of capital referred to in this Article shall not, in any case or for any reason whatsoever, derogate from the principle enunciated in the first paragraph of Article 7.

Further, the various provisions contained in this Article shall not affect the preferential right of subscription of shareholders as provided for in the laws in force.

Article 9

Calls on shares

The amount of the shares subscribed shall be payable, either at the seat of the company or at any other place appointed for the purpose, as follows: not less than one-fourth at the time of subscription, and the balance within a period of not more than five years, in one or more instalments, according to the requirements of the company, at such times and in such proportions as shall be determined by the Board of Directors.

Notice of calls shall in each case be served on shareholders by registered letter, with notice of delivery, 15 days before the time fixed for such payment.

Subscriptions for shares upon which the payment due at the time of subscription has not been made may be deemed void if no action has been taken within eight days after service of notice by registered letter.

Any share certificate not duly marked to show that payments due in respect thereof have been paid shall cease to be negotiable and no dividend shall be paid thereon.

Shareholders, intermediate transferees and subscribers shall be jointly and severally liable for the amount of the share. However, any subscriber or shareholder who has transferred his certificate shall, two years after the transfer, cease to be liable for calls not yet made.

If the sum called in respect of a share is not paid at the times aforesaid, interest shall fall due at the rate of 7 % per annum for each day of delay in payment without the need for action at law.

Futhermore, if a shareholder possessing B shares fails to pay the amounts due on the due dates, the Board of Directors shall require him by registered letter with notice of delivery addressed to his last known domicile to pay the sums due from him.

If this demand does not produce the desired effect, the company shall, without any court authorization, proceed with the sale of the shares.

To that end, it shall publish in a publication which carries legal notices in the Department in which the company has its seat, at least 30 full days after the demand referred to in the preceding paragraph, the numbers of the shares put up for sale and shall inform the debtor and, where necessary, the co-debtors thereof by registered letter containing in particular the date and number of the publication in which this information has appeared.

The sale, which may not take place less than 15 full days after dispatch of the last-mentioned registered letter, shall be by public action through the agency of an exchange broker or of a notary at the risk of the defaulting shareholder.

Only holders of Class B shares shall be permitted to bid if the shares can be sold at a price which ensures that the company will receive the whole of the sums due from the defaulting shareholder.

If no bid reaches that figure, bidding shall be open to persons who are not members of the company, provided they are nationals of foreign countries signatories to the Euratom Treaty.

The entry relating to the defaulting shareholder shall automatically be deleted from the company's books. The purchaser shall be entered and new certificates indicating that the calls have been paid up and marked 'duplicata' shall be issued.

The net proceeds of sale shall be received by the company in full and shall be applied in payment of what is owed to the company by way of principal and interest by the defaulting shareholder and then in repayment of the expenses incurred by the company in arranging the sale. The defaulting shareholder shall be

liable for any deficiency or entitled to any surplus as the case may be.

The company may also take personal action against the defaulting shareholder and, where necessary, the co-debtors either before, after or during the sale.

The provisions in the first to eight subparagraphs of this Article shall apply in the event of non-payment of issue premiums.

Article 10

Form of shares

Shares shall be and shall continue to be registered. They shall be entered in their owner's account in accordance with the conditions and procedures provided for under the law.

Article 11

Transfer of shares

Class A shares owned by Électricité de France, service national, and rights attached thereto, in particular rights of subscription and allotment, shall be non-transferable.

Class B shares of the company and rights of subscription or allotment attached to such shares may be transferred only to natural or legal persons who are nationals of foreign countries signatories to the Euratom Treaty, irrespective of the manner in which the transfer is effected and whether or not for valuable consideration. The same shall apply to transfer of such shares *inter vivos* or on death.

If the transferee is, or the transferees are, already shareholders of the company, there shall be no restriction on transfer.

If, on the other hand, the transferee is not yet a shareholder of the company, the following rules shall apply.

Save in the case of succession, of liquidation of the joint estate of spouses or of transfer, either to a spouse or to a relative in the ascending or descending line, the transfer of shares in any form whatsoever shall be subject to the company's approval.

In order to obtain such approval, the transferor shall, by an informal measure or by registered letter with a request for notice of delivery, inform the company of the transfer proposal, stating the surname, forenames and address of the transferee if he is a natural person, or the name and company seat if a legal person, the number of shares to be transferred and the price offered. The approval shall be given by means of notification or shall be deemed to have been given if no reply is received within three months of the date of the request.

If the proposed transferee is not approved by the company, the Board of Directors shall, within three months of the date of notification of refusal, ensure that the shares are acquired either by a shareholder possessing Class B shares or by a third party who is a national of a foreign country signatory to the Euratom Treaty, or, with the consent of the transferor, by the company with a view to reducing the capital. If no agreement is reached between the parties, the price of the shares shall be determined under the conditions provided for in Article 1868 (5) of the civil code.

If the shares have not been purchased by the time the period referred to above has expired, approval shall be deemed to have been given. However, that period can be extended at the request of the company by an order, against which no appeal may be made, of the President of the commercial court where the company has its seat, acting in chambers, the transferring shareholder and the transferee having duly been summoned.

Article 12

Indivisibility of shares

Shares are indivisible as regards the company.

Joint holders shall be represented in relation to the company by only one of their number.

The legal owner or owners shall be validly represented in relation to the company by the holder of a beneficial life interest, subject to the provisions of Article 30 with regard to the voting right.

Article 13

Rights attached to shares

Each share shall carry the right to a share in the assets of the company, a share in the profits and a share in the liquidation surplus proportional to the share of the company's capital which it represents.

Each share shall carry a right, both during the existence of the company and in the event of its liquidation, to settlement of the same net sum for any distribution or any reimbursement.

The rights and obligations attached to a share shall pass to the acquirer thereof, whoever he may be. Ownership of a share shall automatically imply acceptance of the Statutes of the company and of the resolutions passed by the general meeting. The voting right attached to each share, whether or not that share is jointly owned, shall be exercised in accordance with the law.

The heirs or creditors of a shareholder may not, on any pretext whatsoever, demand that seals be affixed to the property and documents of the company, nor shall they interfere in any way in its administration; in order to exercise their rights, they shall refer to to schedules of assets and liabilities of the company and to the resolutions of the general meeting.

Whenever it is necessary to possess several shares in order to exercise any right in the event of exchange, amalgamation, allocation of shares, increase or decrease of capital, merger of any other company operation, the holders of individual shares or of a number of shares which is less than the required number shall be capable of exercising that right only on condition that they take an active personal part in the grouping and, where appropriate, in the purchase or sale of the requisite number of shares.

Article 14

Liability of shareholders

Shareholders shall be liable only up to the amount of the shares which they own and any calls in excess of that amount shall be prohibited.

TITRE III

ADMINISTRATION OF THE COMPANY

Article 15

Composition of the Board of Directors

The company shall be administered by a Board composed on an even number of Directors which shall not be less than four nor more than 12, half of whom shall represent Électricité de France and the other half the Class B shareholders.

The Directors representing Électricité de France shall be appointed by that establishment.

The Directors representing the Class B shares shall be elected by the general meeting of shareholders; Électricité de France shall not take part in this election.

A legal person may be nominated as a Director, but, once he has been nominated, he must appoint a natural person who shall be his permanent representative on the Board of Directors; the office of permanent representative of a legal person in his capacity as Director of a Company shall be conferred for the duration of the functions as Directors of that legal person.

When the legal person revokes the appointment of his representative, he shall be required to provide simultaneously for a replacement : this also applies in the case of the death or resignation of the representative.

Any changes that occur in respect of the natural person representing a legal person must be notified forthwith to the company of which the legal person is a Director. The permanent representative's authority to act must be confirmed on each renewal of the term of office of the mandator company as Director.

Article 16

Qualification shares

Each Director representing Class B shareholders shall hold at least one share throughout his term of office.

That share shall be applied entirely as security for acts of administration, including any which may be exclusively personal acts of a Director; it shall be inalienable. Its entry in the account shall contain information to that effect. It shall not be possible to offer it as security.

The qualification shares of the Directors appointed by Électricité de France, service national, shall be deposited by that establishment.

Article 17

Terms of Office of Directors — Retirement and replacement

The term of office of a Director shall be six years.

The term of office of a Director shall expire on conclusion of the ordinary general meeting of the

shareholders which has considered the accounts for the past financial year and has been held during the year in which the term of office of the said Director expires.

The first Board of Directors shall remain in office until the ordinary general meeting which considers the accounts for the fifth financial year of the company and which will replace the whole Board.

Thereafter a number of the Directors shall retire and be replaced at the annual meeting, that number being in proportion to the number of Directors for the time being in office. Such retirement and replacement shall take place once every period of a year or two years, these periods alternating, if necessary, in such a way that the replacement process is as regular as possible and in any case complete after every period of six years, but also that the requirements of Article 15 are at all times complied with.

When this provision is brought into operation, the order of retirement shall be determined by lot at a meeting of the Board; once the order of rotation has been established, the Directors shall retire and be replaced in the order of their seniority of office, and the term of office of each Director shall be six years.

Retiring Directors shall be eligible for re-election.

The number of Directors over 70 years of age on the Board may not exceed one-third of the number of the Board's serving members. When the number of Directors over 70 years of age exceeds one-third of the number of serving Directors, the term of office of the oldest Director(s) shall expire on the day of the annual ordinary general meeting of shareholders following the date on which the proportion of one-third was exceeded.

Article 18

Temporary appointments

If one or more Director's seats become vacant as the result of death or resignation, the Board may fill such vacancies between two general meetings by making temporary appointments, but it must at all times comply with the requirements of Article 15.

When the number of Directors falls below the legal minimum of three members, the remaining Directors must immediately convene the ordinary general meeting in order to make up the requisite number of Directors of the Board.

When the number of Directors falls below the statutory minimum, but not below the legal minimum, the Board of Directors must make temporary appointments in order to make up the requisite number of members within a period of three months from the date of the vacancy.

The appointments made by the Board in accordance with the first and third subparagraphs shall be submitted for confirmation at the next ordinary general meeting. If they are not confirmed, resolutions passed and acts done by the Board continue nevertheless to be valid.

A Director appointed to replace another whose term of office has not expired shall remain in office only for the unexpired period of his predecessor's term of office.

When the Board fails to make the appointments required or to convene the meeting, any party concerned may take action at law to ensure the designation of an authorized agent responsible for convening the general meeting so that appointments may be made or that the appointments provided for above may be confirmed. The authorized agent shall be designated by the President of the commercial court where the Company has its seat, acting on request.

Article 19

Officers

The Board shall appoint from among its members a Chairman and a Vice-Chairman, who may be elected for their full terms of office as Directors, subject to resignation or dismissal.

The Chairman shall be elected from the Directors appointed by Électricité de France.

The age limit for assuming the office of Chairman shall be fixed at 70 years.

The term of office of the Chairman shall expire on the date of the annual ordinary general meeting which follows the date on which he reached the age of 70 years.

The Vice-Chairman shall be elected form the Directors representing the holders of Class B shares.

Whenever the Chairman and the Vice-Chairman are absent from a meeting, the Board shall appoint one of the members present to take the chair.

The Board shall also appoint a Secretary, who need not be a shareholder.

Article 20

Proceeding of the Board

The Board of Directors shall meet when convened by the Chairman, or upon requisition by one-third of its members, as often as the interests of the company so

require; such meetings shall be held either at the seat of the company or at such other premises or place as may be stated in the notice convening the meeting, which shall also contain a summary agenda for the meeting.

Each Director may, by letter or by telegram, appoint one of his colleagues to act as his proxy at any meeting of the Board of Directors. No Director may act at any one meeting as proxy for more than one of his colleagues. These provisions shall apply to the permanent representative of a Director who is a legal person.

The proceedings of the Board shall be valid only if not less than half the members in office are present.

Resolutions shall be passed by a majority of the votes of the members present in person or by proxy. However, resolutions relating to investment of available moneys, authorization of loans and advances, sureties and guarantees of bills of exchange, borrowings by arranging of credit facilities or otherwise, methods of implementing loans authorized by the general meeting pursuant to Article 39 of the Statutes, orders in excess of 400 000 French francs, acquisitions, exchanges of immoveable property or of rights therein, and the sale of such property and rights as are no longer required, the formation of any company or firm and the contribution of assets or any company or firm already existing shall be valid only if passed by majority of two-thirds of the votes of members present in person or by proxy.

Each Director shall have one vote, save where he acts as proxy for one of his colleagues, in which case he shall have two votes. In the case of equality of votes, the Chairman of the meeting shall have a casting vote. If, however, by reason of the number of Directors in office, the Board may pass valid resolutions with only two of its members present in person and no other Director has appointed a proxy, resolutions shall be passed by unanimous vote.

Article 21

Minutes of meeting

Proceedings of the Board of Direcrors shall be recorded in minutes, which shall be kept in a special minute-book at the seat of the company.

The name of the Directors present, represented, excused of absent must be mentioned in the minutes; the minutes must indicate the presence or absence of persons called to the meetings pursuant to legal provisions and the presence of any person who participated in all or part of the meeting.

They shall be signed by the Chairman of the meeting and by at least one Director who participated in the meeting; if the Chairman of the meeting is prevented form signing, they shall be signed by two Directors.

Copies or extracts shall be certified by the Chairman of the Board of Governors, the Director delegated to act temporarily as Chairman or a duly appointed person authorized to act to that end, who may be the Secretary of the Board of Directors.

Article 22

Powers of the Board of Directors

The Board of Directors shall have full power to act on behalf of the company and to perform or authorize any or all acts and transactions relating to the objects of the company, save as reserved to the ordinary general meeting or to any extraordinary general meeting.

In particular, it shall enter into contracts with Électricité de France, service national, for the operation of installations for producing electricity from nuclear energy pursuant to Ordinance No 58-1137 of 28 November 1958. It shall appoint and dismiss employees of the company and fix their salaries, wages and bonuses, and all other conditions concerning their appointment and dismissal, in accordance with the *Statut national du personnel des industries électriques et gazières.*

Article 23

General management

The Chairman of the Board of Governors, who shall be a natural person, shall be responsible for the general management of the company. On a proposal from the Chairman, the Board may appoint to assist him either one of its members or an agent not chosen from among its members, who shall have the capacity of General Manager and who, in either case, must be a natural person.

The age limit of the General Manager shall be fixed at 65 years. The term of office of the General Manager shall expire on the day of the annual ordinary general meeting of shareholders following the date of his 65th birthday.

The Board of Directors shall confer upon its Chairman and, where appropriate, upon the General Manager appointed by the Board to assist him, such powers as are required for the proper conduct of the day-to-day business of the company, which may include power to delegate their authority in part.

If the Chairman is temporarily indisposed or has died, the Board of Directors may delegate the duties of Chairman to a Director representing Électricité de France. Where the indisposition is temporary, that delegation of duties shall be for a limited period; it shall be renewable. In the event of the Chairman's death, it shall apply until a new Chairman is elected.

The fixed and proportional remuneration paid to the Chairman for carrying out his duties of general management and, where appropriate, to the General Manager appointed to assist him and, if necessary, to the Director to whom duties have been delegated pursuant to the preceding subparagraph, shall be determined by the Board of Directors and shall be charged to the general expenses account.

The Board of Directors may, subject to the conditions laid down by law, form a committee to examine such questions as it may submit to it, the members of which may receive special remuneration therefor.

Article 24

Signature of documents

All documents concerning the company which have been resolved upon or authorized by the Board shall be signed either by the Chairman of the Board, the General Manager, if one has been appointed to assist the Chairman, or any agent who has been empowered to sign by either the Chairman, the General Manager or the Board of Directors.

Article 25

Contracts with Directors

Authorization in accordance with the laws in force shall be required for the making of any contract between the company and one or more of its Directors or with an undertaking of which one of the Directors of the company is the owner, personally liable as a partner, chief executive, director or manager.

Article 26

Accountability of Directors

The Chairman and the other Directors shall be accountable for the performance of their duties in the manner required by the laws in force.

Article 27

Remuneration of Directors

Apart form the special remuneration provided for in Article 23, the Directors may receive by way of attendance fees an allowance, the amount of which, as determined by the general meeting, shall remain unchanged until otherwise resolved by that meeting and shall be apportioned by the Board among its members as it thinks fit.

TITLE IV

AUDITORS

Article 28

Appointment and duties

The general meeting shall appoint, for such term and in such manner as the laws in force require, at least two full-time Auditors to perform the duties assigned to them by those laws.

Auditors shall be eligible for re-election.

They shall have the right to convene a general meeting where the Board of Governors fails to do so.

The ordinary general meeting may appoint one or more alternate auditors to replace the full-time Auditors in the event of their death, unavailability or refusal to act for a period equal to that of the term of office of the full-time Auditors.

The Auditors shall receive a remuneration, the amount of which as determined by the general meeting shall remain unchanged unless otherwise resolved by that meeting.

TITLE V

GENERAL MEETINGS

SECTION 1

PROVISIONS APPLICABLE TO BOTH ORDINARY AND EXTRAORDINARY GENERAL MEETINGS

Article 29

Convening of general meetings

The general meetings of shareholders shall be convened by the Board of Directors. Failing this, they may also be convened :

(1) by the Auditors;

(2) by a legally appointed authorized agent at the request of any interested party in the event of an emergency or of one or more shareholders representing at least one-tenth of the capital;

(3) by the liquidator(s) during the period of liquidation.

Subject to the provisions of Article 41 concerning extraordinary general meetings other than those convened for the first time, general meetings shall be convened by a notice appearing in a publication entitled to carry legal notices in the Département in which the company has its seat at least 15 full days before the scheduled date of the meeting if the meeting is to be held after the first notice. This period shall be reduced to six full days in the case of general meetings to be held after a second notice and in that of extended meetings.

Since all the shares are registered, the published notices provided for in this Article may be replaced by a notice sent to each shareholder by registered letter at the company's expense. Where the meeting is convened by published notice, the shareholders who have held registered shares for at least one month on the date of notice convening the meeting shall be called to attend that meeting by ordinary letter. On request, such shareholders may be called to the meeting by registered letter on condition that they forward to the company the sum representing the registration cost.

The notice shall state the day, time and place of the meeting and give a brief description of the object.

Article 30

Conditions of admission

Persons who have held shares for not less than five days before the date of the meeting may, without any preliminary formalities, attend that meeting or appoint a proxy to represent them thereat.

The right to vote attached to the share which confers the right to attend the general meeting shall belong to the holder of a beneficial life interest in the case of ordinary general meetings and to the legal owner in the case of extraordinary general meetings.

Where shares have been offered as security, the right to vote shall continue to belong to the owner of the shares.

Joint owners of shares shall be represented at meetings by one of them or by a jointly authorized agent. In the event of disagreement, such agent shall be designated by the President of the commercial court acting in chambers at the request of the joint owner who petitions first.

A shareholder may always be represented at meetings by his/her spouse or by another shareholder.

A company or firm may validly be represented by its manager or one of its managers, its president, its director-general or his deputy, or any agent specially appointed for the purpose who need not personally be a shareholder of this company.

Article 31

Composition

The general meeting (ordinary or extraordinary) shall comprise all the shareholders, irrespective of the number of shares they hold, provided the amounts due thereon have been paid in full.

Article 32

Voting power

At all general meetings (ordinary or extraordinary), the voting right attached to the shares shall be subject only to the restrictions specified in Article 82 of the Law of 24 July 1966 and shall be proportionate to the share of capital that they represent respectively, each share carrying not less than one vote.

Article 33

Officers of the meeting

The Chairman of the Board of Directors shall preside at the meeting or, in his absence, the Vice-Chairman of that Board, and in the absence of the Vice-Chairman also, a Director designated for that purpose by the Board.

The duties of scrutineers shall be performed by the two shareholders present and willing who represent, whether in person or by proxy, the greatest number of shares.

The officers shall appoint the Secretary, who need not be a shareholder.

The list of persons present at the meetings must contain the following information :

(1) the name, usual forename and fixed address of each shareholder present, the number of shares that he holds and the number of votes attached to those shares;

(2) the name, usual forename and fixed address of each shareholder represented by proxy, the number of shares that he holds and the number of votes attached to those shares;

(3) the name, usual forename and fixed address of each authorized agent, the number of shares held by his mandators and the number of votes attached to those shares.

The officers of the meeting may append to the list of persons present the proxy bearing the name, usual forename and fixed address of each mandator, the number of shares he holds and the number of votes attached to those shares. In that case, the officers of the meeting shall no longer be required to enter in the list of persons present the information concerning the shareholders represented by proxy, but the number of proxies appended to the said list shall be indicated on it. These proxies shall be notified under the same conditions and at the same time as the list of persons present.

The list of persons present, duly signed by the shareholders present and by the agents of shareholders who have appointed proxies, shall be certified as correct by the officers of the meeting.

Article 34

Agenda

The agenda of a meeting shall be drawn up by the convenor of that meeting, subject to implementation of the provisions of Article 128 of Decree No 67-236 of 23 March 1967.

No item other than those on the agenda shall be considered.

Article 35

Minutes

Proceedings of the general meeting shall be recorded in minutes, which shall be kept in a special minute-book at the seat of the company, classified and initialled. However, these minutes may be recorded on loose sheets which are numbered and initialled in unbroken order, in compliance with the conditions laid down in Article 85 of Decree No 67-236 of 23 March 1967.

The minutes of the proceedings of the meeting must contain the date and place of the meeting, the way in which the meeting was convened, the agenda, the list of officers of the meeting, the number of shares participating in the vote and the quorum attained, the documents and reports placed before the meeting, a summary of the discussions, the texts of the resolutions put to the vote and the result of the voting. They shall be signed by the officers of the meeting.

Copies or extracts of such minutes shall be validly certified either by the Chairman of the Board of Directors or by the Secretary of the meeting.

After dissolution and during the winding up of the Company, such copies or extracts shall be signed by the liquidator or one of the liquidators.

Article 36

Effect of resolutions

A general meeting duly constituted shall represent the entire body of shareholders. It may be an ordinary or an extrordinary general meeting provided it fulfils the necessary conditions.

Resolutions passed by a general meeting in accordance with the law and these Statutes shall be binding upon all shareholders, including absent or dissenting shareholders.

SECTION II

ORDINARY GENERAL MEETINGS

Article 37

Quorum

The ordinary general meeting shall be held at least once a year within the six-month period preceding the closing of the financial year, subject to prolongation of that period by a Court decision.

An ordinary general meeting (whether annual or convened extraordinarily) shall be validy held only if the number of shareholders comprising it represents not less than one-quarter of the capital. This quorum shall be calculated by reference to the total shares forming the capital, less those in respect of which, pursuant to any law or regulation, there is no right to vote.

If the quorum of one-quarter is not attained, the general meeting shall be convened afresh in the manner provided for in Article 29.

The proceedings at the second general meeting shall be valid irrespective of the number of shares represented, but resolutions passed thereat shall relate only to items on the agenda for the first meeting.

Article 38

Majority

Resolutions of an ordinary general meeting shall be passed by a majority of the votes of shareholders present or represented, including shareholders voting by correspondence.

Article 39

Powers

The ordinary general meeting shall hear the report of the Board of Directors on the business of the company and on the annual accounts; it shall also hear the reports of the Auditors.

It shall :

— discuss and approve or rectify the accounts, and fix the dividends to be distributed,

— appoint the Directors and Auditors,

— fix, where appropriate, the allowance which may be received by the Board of Directors by way of attendance fees and the allowances to be paid to the Auditors,

— take decisions on any other proposals on the agenda which are not within the competence of an extraordinary general meeting,

and

— confer on the Board of Directors the necessary authority to deal with cases in respect of which the powers conferred upon the Board may be inadequate, and in particular authorize the contracting of loans by the issue of bonds or debentures, whether secured by mortgage or not.

The resolution approving the balance sheet and accounts shall not be passed until after the reports of the Auditors have been heard. Otherwise it shall be invalid.

SECTION III

EXTRAORDINARY GENERAL MEETINGS

Article 40

Majority

Resolutions of an extraordinary general meeting shall be passed by a majority of two-thirds of the votes of

shareholders present or represented, including shareholders voting by correspondence.

Article 41

Powers — Quorum — Notice of meetings

Subject to approval in the manner required under Ordinance No 58-1137 of 28 November 1958, second paragraph of Article 1, only the extraordinary general meeting shall have authority to amend any provisions of the Statutes. It may not, however, increase the shareholder's commitments if the decision to do so is not unanimous, with the exception of those that would result from regrouping of shares carried out on a regular basis.

It may, in particular do all or any of the following things, the list being in no way exhaustive :

— resolve to increase the capital or authorize an increase thereof, in accordance with the conditions contained in Article 8,

— resolve to reduce the capital,

— resolve that the capital be divided into shares of a nominal value different from that of the existing shares, and that the shares be consolidated, involving, if appropriate, the obligaton to transfer or purchase existing shares so that one or other of these transactions may be effected,

— resolve to change the name of the company and to transfer its seat outside Paris where it is now situated and outside the adjacent Departments,

— resolve upon any alteration of the form in which and the conditions upon which shares may be transferred,

— resolve that the period for which the company is being formed be extended or reduced,

— resolve that the company be subject to any new law which has not been declared retrospective,

— resolve that the company be dissolved before the period for which it is formed has expired, or that it be merged with one or more companies already existing or to be established pursuant to Ordinance No 58-1137 of 28 November 1958,

— resolve that the objectives of the company be altered, in particular as regards their extension or restriction, and decide on the distribution of the profits and assets of the company.

In the event of verification of the capital subscribed in kind and any special rights granted, the general meeting, in the same way as constitutive meetings, shall be held under the conditions regarding quorum and majority laid down for the extraordinary general meetings.

In all cases mentioned above, and when required to pass resolutions concerning alterations relating to the objects of the company, an extraordinary meeting shall be duly constituted, and may be duly held, only if not less than one-half of the capital is represented. However, for purposes of verification of the contributions in kind and of the special rights that are submitted to the meeting for approval, the capital that must be represented shall not include shares owned by the persons who made such contributions in kind or stipulated for such rights.

The extraordinary general meeting may be duly held after a first notice only if the shareholders present or represented together possess at least half of the shares conferring the right to vote.

If this condition is not fulfilled, the general meeting shall be reconvened in the manner and within the period prescribed by Article 29 of these Statutes. After the second notice, the meeting shall be duly held if the shareholders present or represented together possess at least one-quarter of the shares conferring the right to vote, but only the items on the agenda of the first meeting may be considered.

Failing such quorum, the second meeting may be postponed to a date not more than two months later than that for which it was originally convened and then convened and held in the manner and within the period required under Article 29 of the Statutes. After this third notice, the meeting shall be duly held if the shareholders present or represented together possess at least one-quarter of the shares conferring the right to vote, but only the items on the agenda of the first meeting may be considered.

By way of derogation from the rules set out above, the general meeting called upon to act on a proposal to increase the capital by incorporation of reserves, profits or issue premiums shall be held in accordance with the conditions regarding quorum and majority laid down for the ordinary general meetings.

TITLE VI

COMPANY ACCOUNTS — ALLOCATION OF PROFITS OR LOSSES

Article 42

Financial year

The financial year shall run from 1 January to 31 December. By way of exception, the first financial year shall run from the date of establishment of the company to 31 December 1960.

Article 43

Company accounts

A schedule of the assets and liabilities of the company shall be drawn to each year by the Board of Directors in accordance with the rules in force.

The Board shall further draw up the annual accounts comprising the balance sheet, the profit and loss account and an annex and shall present to the shareholders a written management report describing the company's situation and, where appropriate, that of its subsidiary companies and their activities during the preceding financial year, foreseeable developments and the important events that occurred between the date of year end closure and the date on which the report was drawn up.

Where, under the conditions defined in Article 11 of the Code du Commerce, changes are made to the way in which the annual accounts are presented or the methods of evaluation adopted, they shall, in addition, be pointed out in the management report and, where appropriate, in the Auditor's report.

Even where no profits or insufficient profits have been earned, charges and provisions necessary for the balance sheet to reflect the true situation shall be made.

The documents listed in this Article shall be made available to the Auditors not later than 45 days before the date of the general meeting.

Any shareholder may exercise the right to peruse the documents listed in the laws and regulations in force.

Article 44

Allocation of profits or losses

A levy of at least one-twentieth shall be made on the profits of the financial years, less, where appropriate, previous losses, and shall be allocated to the setting-up of a reserve fund termed 'legal reserve'. This levy shall cease to be obligatory when the said funds amount to a sum equal to one-tenth of the company's capital.

The profit available for distribution shall be the profit for the financial year, less previous losses and deductions for the setting-up of the legal reserve and, if such exist, reserves described by articles, plus, where appropriate, profit carried forward.

After the accounts for the financial year have been approved and it has been ascertained that profit is available for distribution, a sum equivalent to 5 % of the nominal sums which have been paid up on the shares and not reimbursed shall be deducted from that profit by way of interim dividend. If the profit for any year does not permit such payment, the shareholders shall not be entitled to claim payment thereof out of the profits for subsequent years.

The ordinary general meeting may then, on a proposal from the Board of Directors, determine as it thinks fit the amount to be deducted whether for carrying forward to the next financial year or for payment into one or more reserve funds, the allocation and use of which it shall determine.

The balance shall be distributed between the shareholders.

The general meeting may decide to distribute the sums deducted from the reserves at its disposal; in that case, the decision shall expressly indicate the reserve items from which the deductions shall be made.

Where losses exist, they shall after the accounts have been approved by the general meeting, be entered in a special account on the liabilities side of the balance sheet in order to be charged to the profits of subsequent years until they have been paid off or discharged by deduction from the reserves.

The dividends on the shares shall be paid at the times and places fixed by the meeting or by the Board of Directors within a maximum period of nine months from the year end closure. That period may be extended by Court decision.

TITLE VII

DISSOLUTION — WINDING UP

Article 45

Proprietor's capital which is less than half of the company's capital

If, by reason of the losses ascertained in the accounting documents, the proprietor's capital of the company falls below half of the company's capital, the Board of Directors shall be required to call an extraordinary general meeting within the four-month period following the approval of the accounts which revealed these losses in order to decide whether the company should be dissolved earlier than intended.

If the decision is not in favour of dissolution, the company shall be required, not later than the closure of the second financial year following the year in which the losses were ascertained and subject to the legal provisions relating to the minimum amount of capital of *sociétés anonymes,* to reduce its capital by an amount at least equal to that of the losses which could not be charged to the reserves if, within that period, the proprietor's capital has not been replenished to an amount at least equal to half of the company's capital.

Article 46

Winding up of the company

On expiration of the period for which the company was formed, or in the case of prior dissolution for any reason whatsoever, the general meeting shall, on a proposal from the Board of Directors, determine the method of winding up and appoint one or more liquidators, whose powers it shall likewise determine.

On appointment of the liquidators, the powers of the Directors and Auditors shall lapse.

During winding up, the general meeting duly constituted shall retain the same powers as those held during the life of company; it shall in particular adopt the winding up accounts, discharge the liquidators and resolve upon all the affairs of the company. It shall be presided over by one of the liquidators and, if the liquidators are absent or unavailable, it shall itself elect a chairman.

The task of the liquidators shall be to realize, including by amicable arrangement, all the assets, and to discharge the liabilities of the company. For this purpose they shall, solely by virtue of their capacity, have full powers, save for such restrictions as the general meeting may place thereon, including power to enter into an agreement, composition or an arrangement with creditors, to give security including security by way of mortgage, to make withdrawals from suit and cancellations, with or without payment. Further, pursuant to a resolution of an extraordinary general meeting, they may assign to another company or firm all or part of the property, rights and obligations held by the company being dissolved, or agree to the transfer of such property, rights and obligations to any other company, firm or person, subject to provision of Articles 394 to 396 of the Law of 24 July 1966.

After clearance of the debts of the company and the charges on its property, the net proceeds of winding up shall be applied in the first place in repayment of the capital in full if repayment has not yet been effected. The balance shall be distributed among all the shares.

TITLE VIII

DISPUTES

Article 47

Jurisdiction

All disputes arising during the life of the company or in the course of its winding up, whether between shareholders and the company or between the shareholders themselves, concerning the affairs of the company shall be judged in accordance with the law and shall submit to the authority of the Courts within whose jurisdiction the seat of the company is situate.

To this end, every shareholder shall, in the event of a dispute, give an address within the jurisdiction in which the company seat is situate, and any summons or notice is valid if served at that address.

Where an address for service is not given, summonses and notices are valid if served at the office of M. le procureur de la république près le tribunal de grande instance within whose juridiction the seat of the company is situate.

TITLE IX

TRANSITIONAL PROVISIONS

Article 48

This company will be definitively established only when :

(1) All the shares have been subscribed and paid up as to not less than one-quarter, which shall be attested by declaration made before a notary public by the founder of the company, to which shall be annexed one of the originals of the Statutes and a statement of the capital subscribed and the amounts paid containing the statements required by law;

(2) A general meeting has recognized that the statement of the capital subscribed and amounts paid up is correct and has appointed the first Directors and the Auditor or Auditors and recorded their acceptance of office;

(3) The necessary permision has been obtained from the foreign exchange authorities for transfer of the foreign capital required for the formation of the capital of the company.

Article 49

If this company is established as a Joint Undertaking within the meaning of the Treaty establishing the European Atomic Energy Community, it shall be subject, for the whole of the period of its activity as such, to the provisions of the Treaty, to acts adopted in implementation thereof and in particular to the Euratom Council Decision establishing it as a Joint Undertaking.

In particular :

— amendments to these Statutes shall not enter into force until they have been approved by the Council of the European Communities,

— in accordance whith Article 171 (3) of the Treaty, the company's profit and loss accounts and balance sheets relating to each financial year shall, within one month after their approval by the general meeting of the company, be sent by the Board of Directors to the Commission of the European Communities, which shall place them before the Council and the European Parliament. The estimates of revenue and expenditure shall be submitted in accordance with the same procedure one month at the latest before the beginning of the financial year.

Subject as provided in this Article, the company shall continue to be governed by French law, and in particular by Ordinance No 58-1137 of 28 November 1958 and by French laws relating to *sociétés anonymes.*

Article 50

For the purposes of publishing these Statutes and all documents and minutes relating to the establishment of the company, and of completing all legal formalities, full powers are conferred upon the bearer of copies or extracts of these documents.