

# DEXIA

**Limited company (*société anonyme*)  
with a capital of 279,213,332 Euros**  
**Registered office : 1 Passerelle des Reflets  
Tour CBX – La Défense 2  
92913 La Défense Cedex  
T.C.R. NANTERRE 351 804 042**

# ARTICLES OF ASSOCIATION

Last updated  
by the Extraordinary General Shareholders' Meeting of 7 November 2023  
effective as from 1 January 2024

English convenience translation for information purposes  
certified true to the original text



Pierre CREVITS  
Chief Executive Officer

## ARTICLES OF ASSOCIATION OF DEXIA

### TITLE I

#### LEGAL FORM, CORPORATE PURPOSE, COMPANY NAME, REGISTERED OFFICE, TERM

##### **Article 1 - Legal form of the Company**

The owners of the shares hereinafter created and all those that may subsequently be created hereby form a limited company governed by the legislative and regulatory provisions applicable to commercial companies, particularly articles L.210-1 et seq. of the French Commercial Code. The provisions of order 2014-948 of 20 August 2014, ratified and amended by law no. 2015-990 of 6 August 2015, are applicable to this company.

##### **Article 2 - Corporate Purpose**

As a non-financial entity, the company's corporate purpose, as its permanent mission, is the orderly resolution of its activities, by managing its activities in run-off and optimally refinancing its balance sheet, with a view to gradually reducing the risks and within the normative framework set forth in the present articles of association, in accordance with the orderly resolution plan validated by the European Commission on 28 December 2012.

In that regard, the company can, in France and abroad, pursue any financial, commercial or civil, movable or immovable transactions, including the sale, transfer, novation, acquisition, management, negotiation and rental of assets or liabilities, and more generally of all movable and immovable elements, financial instruments, securities, loans, bond debt, financial transactions, which are directly or indirectly related to the achievement of its corporate purpose and its orderly resolution, or which are likely to facilitate its achievement and contribute to an optimal management of risks.

To that end, it may, in particular:

- create or wind-up subsidiaries or branches;
- hold investments in companies whose activities are likely to facilitate the realization of the corporate purpose.

##### **Article 3 - Company Name**

The name of the company is Dexia.

##### **Article 4 - Registered Office**

The company's registered office is located at 1, passerelle des Reflets, Tour CBX - La Défense 2 - 92913 La Défense Cedex. It may be transferred to any other location in France by decision of the Board of Directors.

##### **Article 5 - Term of the Company**

The term of the Company is fixed at 99 years, with effect from its registration in the trade register, unless in the event of dissolution or extension as provided for in these articles of association.

One year at least before the expiry of this term, the Extraordinary General Meeting convened by the Board of Directors shall decide, under the conditions required for modification of the articles of association, whether the term of the Company shall be extended or not.

In the absence of a decision by the Board of Directors and after a formal request sent by registered letter remains unanswered, any associate may request the Chairman of the Commercial Court to rule on the appointment of a legal representative charged with consulting the shareholders and calling for a decision on the issue at hand.

## **TITLE II CAPITAL**

### **Article 6 - Capital**

The company's share capital amounts to 279,213,332 euros divided into 279,213,332 shares with nominal value of one euro each, fully paid.

## **TITLE III CAPITAL INCREASE, CAPITAL REDUCTION, TRANSFER OF SHARES**

### **Article 7 - Capital Increase**

The share capital may be increased by decision of the Extraordinary General Meeting of Shareholders. However, if such a capital increase is realized by incorporation of reserves, earnings or share premiums, the Extraordinary General Meeting called to rule on the capital increase must do so in accordance with the quorum and majority requirements applicable to Ordinary General Meetings.

Capital increases shall be decided on or authorized by the Extraordinary General Meeting that sets the conditions for new issues and grants all powers to the Board of Directors to realize the issues within a time period that may not exceed five years.

### **Article 8 - Capital Reduction**

The Extraordinary General Meeting may decide to reduce the share capital for any reason and by any means whatsoever, particularly by means of a share buyback or reduction in nominal value, or by reducing the number of shares.

The share capital may also be amortized in accordance with the law.

### **Article 9 - Form of the Shares**

The shares are registered shares.

The shares shall be registered in an account under the conditions and in accordance with the terms provided for by the law and regulations in force.

### **Article 10 - Transfer of Shares**

**I.** The disposal or transfer of shares in either of the two (2) cases indicated below is free and shall be settled immediately, without approval being required from the Board of Directors provided for in paragraph II hereinafter:

(1) Disposal or transfer of shares in favour of companies belonging to DEXIA Group;

(2) Disposal or transfer of a share in the Company to any individual or company newly appointed as a member of the Board of Directors of the Company, or disposal or transfer of a share to its original transferor in the event of a retrocession by a member of the Board of Directors of the Company, particularly on expiry of their mandate.

**II.** Subject to the legal provisions in force, the disposal or transfer of shares to a third party of any type and in any form whatsoever must, in order to be finalized, be subject to the approval of the Company granted by the Board of Directors, which shall rule within one month of the issue being brought before it.

### **Article 11 - Pledging of Shares**

If the Board of Directors has granted its consent to shares being pledged as collateral, such consent shall mean approval of the transferee in the event of the compulsory sale of the pledged shares, pursuant to the provisions of article 2078, paragraph 1 of the French Civil Code.

### **Article 12 - Rights Attributed to Shares**

Each share shall entitle the holder thereof, in proportion to the number of shares outstanding, to ownership of the corporate assets of the Company and a share in the Company's earnings and any liquidating dividends.

If it is necessary to hold more than one share in order to exercise a right, any single shares or a number held that is less than that required shall not give the holder thereof any right against the Company; it is the shareholder's personal responsibility to consolidate their shares accordingly and, if necessary, to buy or sell the required number of shares or rights.

## **TITLE IV**

### **MANAGEMENT OF THE LIMITED COMPANY (SOCIETE ANONYME)**

#### **Article 13 - Board of Directors - Composition**

The company is managed by a Board of Directors, the maximum number of members of which is that provided for by law. The members of the Board of Directors shall be appointed and may be dismissed by the General Meeting of Shareholders.

The number of members of the Board of Directors who have reached the age of 75 may not exceed one third of its current members. If this proportion is exceeded, the oldest member shall be deemed to have resigned from office.

The mandate of any member of the Board of Directors aged over 75 must be confirmed each year by the Ordinary General Meeting. In the absence of such confirmation, the member in question shall be deemed to have resigned from office.

A legal person may be appointed to the Board of Directors. On appointment, it must appoint a permanent representative who shall be subject to the same conditions and obligations and who shall incur the same civil and criminal liabilities as if they were a member of the Board of Directors in their own name, without prejudice to the joint and several liability of the legal person whom they represent and the provisions of Ordonnance 2014-948 of 20 August 2014, ratified and amended by Law n°2015-990 of 6 August 2015.

If the legal person dismisses its representative, it is bound to provide for their replacement at the same time.

The Board of Directors shall collectively have the knowledge, skills, and experience necessary to understand the company's activities, including the main risks to which it is exposed. All members shall devote sufficient time to the exercise of their functions within the company. The members of the board of directors shall demonstrate honesty, integrity and independence of mind which ensure effective collegiality within it and which also make it possible to effectively evaluate and question, if necessary, effective management decisions and to ensure effective monitoring and follow-up of management decisions.

#### **Article 14 - Term of Office and Vacancies**

The term of office of the members of the Board of Directors is four years, ending at the conclusion of the Ordinary General Meeting called to rule on the financial statements for the previous fiscal year and held in the year during which the mandate of the said Board member expires. Any exiting member may be re-appointed.

In the event of a vacancy, either because of death or resignation of a member, the Board of Directors may make provisional appointments between two general meetings.

#### **Article 15 - Chairmanship of the Board of Directors**

The Board of Directors shall appoint a Chairman from among those directors who are natural persons.

The Chairman shall represent the Board of Directors. He or she shall organize and direct the work of the Board of Directors and report back to the General Meeting of Shareholders.

He or she shall ensure the proper operation of the Company bodies and, in particular, that the directors are able to effectively perform their mission.

The Chairman shall also assume the general management of the Company when this management function is not devolved by the Board of Directors to a Chief Executive Officer. The provisions relating to the Chief Executive Officer shall therefore also be applicable to the Chairman.

The Chairman is appointed for the entire term of his or her mandate as director. This appointment may be revoked at any time by the Board of Directors. The Chairman may be re-elected.

The age limit for holding the office of Chairman of the Board of Directors is set at:

- 70 years if the Chairman also holds the office of Chief Executive Officer of the Company;
- 75 years if the Chairman does not also hold the office of Chief Executive Officer of the Company.

In both cases, the Chairman is deemed to have resigned at the end of the meeting of the Board of Directors that follows the date of his or her birthday.

The Board of Directors shall elect from among those directors who are natural persons one or more vice-Chairmen if it deems it useful to do so.

#### **Article 16 - Meetings of the Board of Directors**

Meetings of the Board of Directors shall be convened by the Chairman, as often as required in the interests of the Company.

The Chief Executive Officer, if one is appointed, may at any time request the Chairman to convene the Board of Directors to deliberate on a given agenda.

Any member of the Board of Directors can only grant one single mandate to another member of the Board.

The Board of Directors can lawfully deliberate only if half of its members are present. Decisions shall be taken by a majority of members present or represented.

Under the conditions and in accordance with the terms provided for by the law, those members of the Board of Directors who are participating in the meeting of the Board by video conference or any method of telecommunication that enables them to be identified shall be considered as present for the establishment of the quorum and majority.

### **Article 17 - Minutes**

The deliberations of the Board of Directors shall be recorded in minutes established on a special register held at the registered office and signed by the Chairman of the meeting and at least one director.

### **Article 18 - Powers of the Board of Directors**

The Board of Directors shall determine the strategies and directions for the Company's business and ensure their implementation. Subject to the powers expressly attributed to the Shareholders' Meetings and within the limits of the corporate purpose, it shall be empowered to deliberate on any issue relating to the efficient running of the company, to rule on any business decisions within its remit and to carry out the controls and verifications that it deems necessary.

The Board may decide to create committees responsible for specific issues that may be submitted to these committees for review and analysis by the Board or its Chairman.

The Board may, in particular, decide to create a local authorities committee; the methods of working and organization thereof shall be determined by the Board.

### **Article 19 – Censors**

The Ordinary General Meeting may appoint one or more censors, natural or legal persons. The number of censors may not exceed four. Between two General Meetings, the Board of Directors can also appoint censors subject to ratification by the next General Meeting.

The term of the office of the censors is four years, ending after the Ordinary General Meeting deciding on the financial statements for the previous fiscal year. The censors can be re-elected and dismissed without prior notification.

The censors attend the meetings of the Board of Directors with consultative vote. They receive compensation for the effectively rendered services. The compensation is decided by the General Meeting of Shareholders. With the agreement of the Board of Directors, this compensation may be paid from the amount of the attendance fees attributed to the Directors.

The main role of censors is -without any involvement or interference in the management of the company- to ensure the strict application of the By-laws, to bring their expertise, to make comments during the meetings of the Board of Directors and to execute any specific mission entrusted to them by the Board of Directors.

### **Article 20 - General Management**

#### **20.1- Organization of general management**

The general management of the Company shall be assumed, under his or her responsibility, either by the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors and holding the title of Chief Executive Officer.

The Chief Executive Officer shall have the knowledge, skills, and experience necessary to understand the company's activities, including the main risks to which it is exposed. The Chief Executive Officer shall devote sufficient time to the exercise of his or her functions within the company. The Chief Executive Officer shall, at all times, have the necessary professional integrity and appropriate expertise to carry out this function. In particular he or she shall demonstrate honesty, integrity and independence of mind.

The Board of Directors shall determine how the general management of the Company shall be effected when the Chairman is appointed and at any time that it deems appropriate.

## **20.2- Powers of the Chief Executive Officer**

Subject to the powers expressly attributed by the law to Shareholders' Meetings as well as to the Board of Directors and within the limits of the corporate purpose, the Chief Executive Officer shall be invested with the most extensive powers to act in the name of the Company under all circumstances. He or she shall represent the Company in its relationships with third parties. The Chief Executive Officer shall ensure that the identified risks are adequately covered according to mechanisms approved by the board of directors, based on a cost/benefit assessment.

The Chief Executive Officer may be dismissed at any time by the Board of Directors under the conditions provided for by law.

The age limit provided for with respect to the office of Chief Executive Officer is 70 years. If the incumbent exceeds this age, he or she shall be deemed to have resigned the office at the end of the meeting of the Board of Directors following his or her 70<sup>th</sup> birthday.

At the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more natural persons charged with supporting the Chief Executive Officer, bearing the title of Deputy Chief Executive Officer. The number of Deputy Chief Executive Officers may not exceed five. The Deputy Chief Executive Officers can be revoked at any time by the board of directors, on the proposal of the Chief Executive Officer and in accordance with the conditions set forth by law. The age limit for exercising the functions of Deputy Chief Executive Officer is 70 years. If a Deputy Chief Executive Officer exceeds this age, he is deemed to have resigned automatically at the end of the next meeting of the board of directors.

Deputy Chief Executive Officers shall have the knowledge, skills and experience necessary to understand the company's activities, including the main risks to which it is exposed. Deputy Chief Executive Officers shall devote sufficient time to the exercise of their functions within the company. Deputy Chief Executive Officers shall, at all times, have the necessary professional integrity and appropriate expertise to carry out their function. In particular these persons shall demonstrate honesty, integrity and independence of mind.

The Deputy Chief Executive Officers have, with regard to third parties, the same powers as the Chief Executive Officer.

## **Article 21 – Internal control**

The company shall have an organization and internal control mechanisms capable of guaranteeing its efficient and prudent management, based in particular on:

1° an adequate management structure based, at the highest level, on a clear distinction between the effective management of the company on the one hand, and control over this management on the other hand, and providing, within the company, adequate separation of functions and a well-defined, transparent and consistent responsibilities allocation system;

2° an adequate administrative and accounting organization as well as internal control, involving in particular a control system providing a reasonable degree of certainty as to the reliability of the financial reporting process;

3° effective procedures for identifying, measuring, managing, monitoring and internal reporting of the risks to which the company is likely to be exposed, including the prevention of conflicts of interest;

4° adequate independent internal audit, risk management and compliance functions;

5° an adequate integrity policy;

6° a remuneration policy ensuring sound and effective risk management, preventing risk-taking that exceeds the tolerance level set by the company;

7° control and security mechanisms in the IT field appropriate to the company's activities and sufficiently robust to guarantee the security and authentication of the means of information transfer, minimize the risk of data corruption and unauthorized access and prevent information leaks in order to permanently maintain the confidentiality of data requiring it.

## **Article 22 – Tools and Key Performance Indicators**

The board of directors shall equip itself with appropriate monitoring tools and key performance indicators for its strategic projects.

## **TITLE V STATUTORY AUDITORS**

### **Article 23 - Appointment - Powers**

The General Meeting of Shareholders shall appoint one or more principal statutory auditor(s) and one or more deputy statutory auditor(s) in accordance with the provisions of the law and regulations.

The auditors shall be appointed for a term of six fiscal years and their terms of office shall expire at the conclusion of the General Meeting called to rule on the financial statements of the sixth fiscal year.

The statutory auditors shall be invested with the functions and powers conferred on them by law. Their remuneration shall be determined in accordance with the regulatory provisions in force.

## **TITLE VI GENERAL MEETINGS**

### **Article 24 - Nature of Meetings**

The shareholders shall meet in a General Meeting.

These meetings are qualified as:

- Extraordinary Meetings when they are called to deliberate on changes to the articles of association, and
- Ordinary Meetings in all other cases.

### **Article 25 - Time of the Meeting**

The Ordinary General Meeting shall be held each year, within five months of the year- end closing of the accounts, and shall be convened by the Board of Directors.

Extraordinary General Meetings shall be convened by the Board of Directors when they deem it necessary to do so ; likewise for an Ordinary General Meeting convened on an extraordinary basis.

General Meetings may also be called:

- by the statutory auditors;
- by a representative legally appointed for this purpose by any interested party in the event of an emergency or by one or more shareholders holding at least one twentieth of the share capital.

### **Article 26 - Notice of Meeting**

General Meetings of Shareholders shall be convened under the conditions provided for by law. They shall be held at the registered office or in any other location selected by the party convening the meeting.

All shareholders shall have the right to be sent the documents required to allow them to give an opinion with full knowledge of the facts and to make an informed decision on the management and control of the Company.

The nature of these documents and the conditions for sending them and making them available shall be determined by the law and regulations.

### **Article 27 - Right of Admission to Meetings**

Any shareholder shall have the right to attend the meetings simply by providing proof of identity, on condition, however, that their shares are fully paid.

Shareholders may be represented by another shareholder.

Powers of attorney must be filed at the Company's registered office, at least five days before the meeting.

### **Article 28 - Officers of the Meeting**

The General Meeting of Shareholders shall be chaired by the Chairman of the Board of Directors or by a member of the Board appointed for this purpose by the Board, or, failing that, by a person appointed by the Meeting; however, a Meeting called by the statutory auditors shall be chaired by one of the statutory auditors. The duties of vote-teller shall be fulfilled by the two shareholders who represent, either themselves or as agents, the greatest number of shares; should they refuse, the duty shall fall to the next two, and so on until two shareholders have accepted the role.

The officers shall appoint a secretary; this appointment may be made from outside the members of the meeting.

A register of attendance shall be opened and duly signed by the shareholders attending the meeting or their representatives, and shall be certified as accurate by the officers of the meeting. It shall be kept at the registered office and must be communicated to any person requesting it.

The duties of the officers shall be limited solely to ensuring the effective running of the meeting; their decisions may, at the request of any interested party, be subject to the vote of the assembly itself.

### **Article 29 - Agenda**

The agenda of the meetings shall be set by the party convening the meeting. However, one or more shareholders may request, under the conditions provided for by the law, the addition of draft resolutions to the agenda.

The meeting may only deliberate on items that appear on the agenda. Nevertheless, it may dismiss one or more members of the Board of Directors under any circumstances.

The agenda for the meetings may not be modified on the second convocation.

### **Article 30 - Voting Right**

The voting rights attached to the shares shall be proportional to the percentage of the share capital that they represent. Each share shall entitle the holder to one vote.

Each member of the meeting shall have as many votes as the shares that they own or represent, either in their own name or as an agent.

### **Article 31 - Minutes**

The deliberations of the General Meetings of Shareholders shall be recorded in minutes that shall contain the required references, established and signed in accordance with the regulations and laws in force.

### **Article 32 - Impact of Deliberations**

The deliberations of the General Meetings shall bind all the shareholders, even those who are absent, dissenting or legally incapacitated.

### **Article 33 - Quorum and Majority**

The Ordinary General Meeting may lawfully deliberate on the first convocation only if the shareholders present or represented own at least one fifth of the shares with voting rights.

On the second convocation, no quorum shall be required.

It shall rule on the majority vote of the shareholders present or represented.

Under the conditions and in accordance with the terms provided for by the law, those shareholders who are participating in the Meeting by video conference or any method of telecommunication that enables them to be identified shall be considered as present for the establishment of the quorum and majority.

### **Article 34 - Powers**

The annual Ordinary General Meeting shall include the report of the Board of Directors on the operation of the Company, the consolidated and annual financial statements and the reports of the statutory auditors.

It shall discuss, approve or adjust the financial statements and rule on the allocation and distribution of earnings.

It shall appoint or dismiss the directors and statutory auditors and give them full discharge.

It shall rule on agreements subject to audit under the conditions provided for by the law in force.

It shall approve or reject temporary appointments of directors.

It shall fix the amount of director's fees granted to the Board of Directors. Finally, it shall deliberate on any proposal brought to the agenda that does not fall within the scope of the Extraordinary General Meeting under the provisions of article 36 of these articles of association.

### **Article 35 - Quorum and Majority**

The Extraordinary General Meeting may lawfully deliberate on the first convocation only if the shareholders present or represented own at least one quarter of the shares with voting rights and on the second convocation one fifth. If this second quorum is not achieved, the second meeting may be postponed to a later date within a maximum of two months from the date of the second convocation.

It shall rule on the two-thirds majority vote of the shareholders present or represented. However, notwithstanding the provisions above, the Extraordinary General Meeting ruling on a capital increase by incorporation of reserves, earnings or share premiums, shall rule in accordance with the quorum and majority requirements applicable to Ordinary General Meeting.

Under the conditions and in accordance with the terms provided for by the law, those shareholders who are participating in the Meeting by video conference or any method of telecommunication that enables them to be identified shall be considered as present for the establishment of the quorum and majority.

### **Article 36 - Powers**

**I.** The Extraordinary General Meeting may, at the proposal of the Board of Directors, modify the articles of association in all their provisions, without however increasing the commitments of shareholders, with the exception of transactions resulting from a consolidation of shares lawfully performed.

**II.** In particular, it may rule items including but not limited to the following list, subject to compliance with legislative and regulatory provisions:

- transformation of the Company;
- modification of the corporate purpose ;
- modification of the term of the Company, its reduction, extension or early dissolution;
- modification of the Company name - transfer of the registered office;
- increase or reduction of share capital and its amortization;
- merger of the Company with any existing or newly incorporated companies, or its demerger between multiple companies;
- modification of the nominal value of the shares, potentially their consolidation, and the terms and conditions for their transmission;
- modification of the number of members of the Board of Directors;
- modification of the conditions for lawful deliberation of the Board of Directors and extension or reduction of its powers;
- modification of the method and time frames for convening General Meetings of Shareholders, as well as changes to the composition of the Ordinary General Meeting;
- limitation of the number of shareholders' votes in the General Meetings - any changes to the allocation and distribution of earnings;
- and any modifications under conditions of liquidation.

Notwithstanding the provisions above, in the event of a capital increase, the necessary changes to the clauses of the articles of association relating to the amount of share capital and the number of shares representing the share capital, insofar as these changes correspond materially to the actual result of the transaction, shall be made by the Board of Directors with authorization from the Extraordinary General Meeting.

## Article 37 - Special General Meetings

When a decision by a General Meeting modifies the rights associated with any of the share classes, such a decision shall not be final and valid until approved by a Special General Meeting of holders of the share class in question, on condition that the said shares are fully paid. The Special General Meeting may lawfully deliberate on such approval on the first convocation only if the shareholders present or represented own at least one third of the shares with voting rights and on the second convocation one fifth.

Special General Meetings are convened in the forms and time frames provided for in article 26 above relating to General Meetings of Shareholders.

## TITLE VII COMPANY BALANCE SHEET AND DISTRIBUTION OF EARNINGS

### Article 38- Fiscal Year - Balance Sheet - Report of the Board of Directors

The fiscal year begins on 1 January and ends on 31 December of each year.

At the close of each fiscal year, the Board of Directors shall establish an inventory of the various elements of the Company's assets and liabilities as at this date.

It shall also prepare the annual financial statements and a report on the situation of the Company and its business during the previous fiscal year, in accordance with the provisions of the laws and regulations in force.

Five percent must be deducted up front from the net profit for the fiscal year, minus previous losses if applicable, to constitute the statutory reserve fund required by law; this deduction shall cease to be compulsory if the statutory reserve fund reaches a sum equal to one tenth of the Company's share capital and shall again be compulsory if the statutory reserve fund falls below this amount.

### Article 39 - Allocation and Distribution of Earnings

**I.** Distributable earnings are made up of the net profit for the fiscal year minus previous losses and the deductions provided for in article 38, plus retained earnings.

**II.** The General Meeting shall determine, at the proposal of the Board of Directors, the share of the distributable earnings to be allocated to shareholders in the form of dividends. Any surplus shall be allocated either to the retained earnings account or to one or more reserves at the decision of the General Meeting, which manages the allocation and use thereof. The General Meeting may also rule on the distribution of sums deducted from the reserves and available for distribution; in that event, the decision shall expressly indicate the reserves from which the deductions were made. However, dividends shall be deducted as a priority from the distributable earnings for the fiscal year.

**III.** The terms and conditions for payment of dividends shall be set by the General Meeting or, failing that, by the Board of Directors. However, dividend payment must take place within a maximum of nine months from the year-end closing of the accounts, unless this deadline is extended by order of the presiding judge of the Commercial Court ruling at the request of the Board of Directors.

Notwithstanding the provisions above and in the cases provided for by law, the Board of Directors shall be authorized to decide on the distribution of an interim dividend with respect to the previous or current fiscal year, before the accounts for these fiscal years have been approved. The Board of Directors shall fix the amount

of the said interim dividend as well as the date of distribution. The General Meeting shall ensure, when the final dividend is determined, that the provisions of this paragraph have been fulfilled for the whole dividend amount (including any interim dividend paid).

## TITLE VIII DISSOLUTION, LIQUIDATION

### **Article 40 - Dissolution**

The Extraordinary General Meeting may, at any time, decide on the early dissolution of the Company.

If, because of losses registered in the accounting documents, the net assets of the Company are less than half of its share capital, the Board of Directors shall be bound, within four months of the approval of the financial statements showing these losses, to convene an Extraordinary General Meeting in order to decide whether there is cause for early dissolution of the Company, in accordance with the law and regulations in force.

### **Article 41 - Liquidation**

At the end of the term set by the articles of association or in the event of early dissolution, the General Meeting shall rule, at the proposal of the Board of Directors, subject to the compulsory legal provisions in force, on the method of liquidation and shall appoint one or more liquidators, for which it shall determine the powers. This appointment shall terminate the mandate of the members of the Board of Directors but not that of the statutory auditors. The General Meeting, duly formed, shall retain the same attributes during the liquidation process as it had during the life of the Company; in particular, it shall retain the power to approve the liquidation accounts and to deliberate on any issues relating to the Company's interests.

The liquidators shall represent the Company. They are invested with the most extensive powers to liquidate the Company's assets, even by amicable agreement, and settle its liabilities.

After all liabilities have been settled, the balance of the equity capital is used firstly to pay shareholders the amount of capital paid on their shares and not amortized. The surplus, if any exists, is distributed in one or more transactions between all the shareholders in the same proportions as their holdings in the share capital.

## TITLE IX DISPUTES

### **Article 42 - Jurisdictional Authority**

All disputes that may arise during the life of the Company or during its liquidation, either between the shareholders themselves with respect to the Company's business, or between the shareholders and the Company, shall be subject to the competent courts.

### **Article 43 - Civil Liability Action**

No decision of the General Meeting of Shareholders may extinguish a civil liability action brought against the members of the Board of Directors or against one or more members of the Board of Directors.

The civil liability action against the members of the Board of Directors, whether at Company or individual level, shall lapse after three years from the date of commission of the tort or, if the tort was hidden, from the date of its disclosure. However, if the tort is qualified as a criminal act, the action shall lapse after ten years.

\* \* \*

CONVENIENCE TRANSLATION