



**SUGGESTED AGENDA FOR THE  
ORDINARY AND EXTRAORDINARY SHAREHOLDER MEETINGS  
CONVENED ON MAY 19, 2010**

**Agenda of the Ordinary Shareholder Meeting:**

- Annual report; Statutory Auditor's report; presentation and approval of the annual statutory accounts; Expenses provided for under articles 39-4 et 39-5 of the French tax code (resolution 1).
- Allocation of the year-end results (resolution 2).
- Annual report; Statutory Auditor's report; presentation and approval of the annual consolidated accounts (resolution 3).
- Statutory Auditors' report on agreements with related parties provided for in articles L.225 -38 and following of the French commercial code and approval of the agreements listed in said report (resolution 4).
- Director fees to be allocated to the Board of Directors (resolution 5).
- Authorization for the Board to purchase Company shares as provided for in articles L.225 -209 and following of the French commercial code within the limit of 5% of the share capital ( resolution 6).
- Designation of a new Board Member (resolution 7).
- Power of attorney to complete the formalities provided for by law ( resolution 8).

**Agenda of the Extraordinary Shareholder Meeting:**

- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital or to debt securities, with preferential right of subscription of the shareholders (resolution 1).
- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital or to debt securities, without preferential right of subscription of the shareholders and by public offer (resolution 2).
- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital or to debt securities, without preferential right of subscription of the shareholders and by private placement (resolution 3).
- Delegation of competence to the Board of Directors to fix the price of issuance of the securities to be issued under the second resolution, within the limit of 10% of the share capital per year (resolution 4).

- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital or debt securities, to increase the number of securities to be issued in the context of an increase of the share capital, with or without preferential right of subscription of the shareholders (resolution 5).
- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital to increase the share capital by capitalization of reserves, provisions or other sums the capitalization of which would be permitted (resolution 6).
- Delegation of powers to the Board to increase the share capital in consideration for capital contributions in kind (resolution 7).
- Delegation of competence to the Board to increase the share capital for the benefit of a category of investors (resolution 8).
- Delegation of competence to the Board to increase the share capital in connection with a profit sharing plan reserved for the Company's employees (resolution 9).
- Delegation of powers to the Board to issue warrants for designated beneficiaries (resolution 10,11, 12, 13 and 14).
- Authorization to the Board to increase the share capital in case of take over bid or exchange offer (resolution 15).
- Delegation of powers to the Board to gratuitously issue warrants in case of take over bid on the Company (resolution 16).
- Modification of the by-laws to reduce the term of office of the Board members to four years (resolution 17).
- Modification of the by-laws to broaden the business purpose of the Company (resolution 18).
- Power of attorney to complete the formalities provided for by law (resolution 19).

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