



A *société anonyme* with capital of Euro 91,000,788
Registered office: 10 Rue Cimarosa
75116 Paris
424 064 707 Trade Registry of Paris

CONDITIONS FOR ATTENDING THE ANNUAL GENERAL MEETING

On Thursday 28 April 2011 at 10.00 am

at Eurosites Georges V
28 Avenue George V - 75008 Paris

◆ **How to attend the Meeting?**

The shareholders can personally attend the General Meeting. In case they cannot attend the meeting in person, the shareholders can choose one of the following three possibilities:

- Appoint as proxy his/her spouse or the partner with who he/she has made a civil solidarity pact (PACS), or any other individual or legal person of his/her choice ;
- Send to **BNP Paribas Securities Services** a proxy form with no indication of a representative, otherwise a vote in favor of the adoption of the resolution drafts approved by the Board of Directors will be casted ;
- Vote by mail.

The shareholders who want to personally attend the Meeting must own an admission card. This admission card is required to be admitted to the Meeting and vote and can be obtained by following the instructions below.

The voters will vote by show of hands.

In order that the meeting can be held smoothly, we recommend that:

- you arrive as early as 9:30 a.m. at the reception desk and at the sign-in desk, with the **admission card** and an **identity card**, to sign the attendance sheet.

◆ What are the prior formalities to fulfil?

Only shareholders of record at midnight, Paris time on Thursday, April 21, 2011 are entitled to attend the meeting, vote by mail or appoint a proxy. On the record date, registered shares must be registered in the holder's name or the name of the holder's nominee if not resident in France on the register held on behalf of the Company by **BNP Paribas Securities Services** and bearer shares must be registered on a securities account held by an authorized financial intermediary.

Holders of bearer shares should ask their financial intermediary to issue a certificate of ownership, if applicable by electronic means, which should be attached to the combined mail voting, proxy and application for admission card form completed in their name or the name of their nominee.

A certificate will also be issued to shareholders wishing to attend the meeting in person and who have not received their admission card by midnight, Paris time on Thursday, April 21, 2010.

Shareholders who already expressed his/her remote vote, sent a proxy or asked for an admission card or a certificate of participation in the conditions expressed in the last sentence of the paragraph II of the Article R.225-85 of the French Commercial Code (Code de Commerce), can at any time sell the totality or part of his/her shares. However, if the disposal occurs before the third working day preceding the General Meeting at midnight, Paris time on Thursday, April 21, 2011, the Company invalidates or modifies accordingly, depending on the case, the remote vote, the proxy, the admission card or the certification of participation. To this end, the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (Code Monétaire et Financier) must notify the operation to Company or to its representative, and send the necessary information.

No disposal or other operation realised after the third working day preceding the General Meeting at midnight, Paris time, whatever be the means used, will be notified by the intermediary mentioned in the Article L.211-3 of the French Monetary and Financial Code (Code Monétaire et Financier) or taken in consideration by the Company even in case of an opposite agreement.

◆ You wish to attend the Meeting

You must request an **admission card**, which is **required** to be admitted to the Meeting and to vote.

In order to obtain this card, you must return the form for voting by mail or by proxy attached to the meeting summons brochure, after having **checked the “A” box at the top left-hand side of the form, dated and signed at the bottom of the form**, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

◆ You wish to vote by mail or be represented at the General Meeting

Even if you can not attend the meeting in person, you have nevertheless the possibility to express your vote, either by mail, or by returning a proxy.

◆ You wish to vote by mail

You must return the form for voting by mail or by proxy appended hereto, after having **checked the “B” box at the top left-hand side of the form and the “I am voting by mail” box, dated and signed at the bottom of the form**, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

Pursuant to the legal and regulatory provisions, the form for voting by mail must be received by **BNP Paribas Securities Services** or at the company’s registered office at least 3 days before the General Meeting date.

Meaning of votes:

By checking the **“B”** box and the **“I am voting by mail”** box, as indicated above and, failing any other action by you, you will be deemed to have voted “for” all the resolutions.

We remind you that, if you wish to vote “against” or “abstain” on one or several resolutions, you must blacken the box corresponding to the resolution for which you wish to make such vote.

If you wish to vote on any draft resolutions not approved by the Board of Directors, you must blacken the boxes corresponding to your choice.

In addition, in the event that amendments or new resolutions are presented at the Meeting, you have the possibility of making your choice by blackening the corresponding box.

◆ You wish to be represented (Power)

- If you wish to be **represented by the Chairman of the Meeting**, you must return the form for voting by mail or by proxy appended hereto, after having **checked the “B” box at the top left-hand side of the form**, to **BNP Paribas Securities Services**, in the attached reply envelope if your shares are registered in the registered share account.

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

- If you wish to be **represented by another proxy** (your spouse or the partner with who you have made a civil pact of solidarity PACS or any other individual or legal person of your choice), you must return, to **BNP Paribas Securities Services**, in the attached reply envelope, if your shares are registered in a registered share account, the form for voting by mail or by proxy appended hereto, after having **checked the “B” box at the top left-hand side of the form and the “I hereby give power to” box, having provided all information concerning your representative’s identity, dated and signed at the bottom of the form.**

If you are the owner of bearer shares, the form must be given to the intermediary who manages your share account so that he may attach the shareholding certificate to it (cf. above).

This proxy is dismissible in the same forms as those required for the appointment of the representative.

In accordance with the dispositions of the Article R.225-79 of the French Commercial Code (Code de Commerce), the notification to the Company of the designation or the dismissal of a representative can be carried out through electronic means according to the following terms: the shareholder will have to send an e-mail accompanied with a certified electronic signature (obtained from an authorized certifier) to the following e-mail address: paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail will contain the following information:

- for the owners of direct registered shares: the name of the company concerned, the date of the General Meeting, their full name, address and identifier to BNP Paribas Securities Services as well as the full name and address of the designated or dismissed representative.

- for the owners of intermediary registered shares or of bearer shares: the name of the company concerned, the date of the General Meeting, their full name, address and full banking information as well as the full name and address of the designated or dismissed representative; and then ask their intermediary who manages the share account that he send a confirmation by mail to BNP Paribas Securities Services, CTS Assemblées Générales – les Grands Moulins de Pantin 9 rue du Débarcadère 93761 Pantin Cedex-France.

In order the appointments or dismissals of office terms expressed by electronic means be validly taken into account, the confirmations must be received at the latest the day before the Meeting at 12 am, Paris time. The appointments or dismissals of office terms expressed by paper means must be received at the latest 3 calendar days before the date of the Meeting.

Besides, only the notifications of appointments or dismissals of office terms can be sent to the above-mentioned e-mail address, any other request or notification relative to another matter won't be taken into account or treated.

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