

H2O INVEST

An open-ended investment company in the form of an SAS (simplified joint-stock company)
with an initial share capital of EUR 9,163,641.46
Registered office: 39 Avenue Pierre 1er de Serbie, 75008 Paris, France
Paris Trade and Companies Register No. 532 900 081

ORDINARY GENERAL MEETING OF 28 OCTOBER 2022

AGENDA

- Reading of the Chairman and Statutory Auditor's reports on the financial statements for the financial year ended 30 June 2022;
- Reading of the Statutory Auditor's special report on the agreements referred to in Article L. 227-10 of the French Commercial Code;
- Review and approval of the annual financial statements, discharge of the Chairman;
- Allocation of distributable income;
- Powers for the completion of formalities.

DRAFT RESOLUTIONS

FIRST RESOLUTION

The Ordinary General Meeting, having heard the reports of the Chairman and the Statutory Auditor, approves the inventory and the annual financial statements, namely the balance sheet, off-balance sheet items, income statement and notes as at 30 June 2022, in the form in which they have been presented, as well as the transactions reflected in these financial statements and summarised in these reports.

The Ordinary General Meeting reports that the net assets, which were EUR 959,023,543.55 on 30 June 2021, split into:

- 826,763.1316 "I C EUR" shares, 800 "H I C GBP" shares, 2,233.1149 "N C EUR**" shares, 4,611.9618 "R C EUR**" shares, 952.0183 "H I C USD" shares, 2,450 "H I C CHF" shares, 0 "SI C EUR**" shares, 306,737.8652 "SR C**" shares, 1,129.9995 "H CHF SR**" shares, 0 "HUSD SR**" shares and 890 "H-SI C CHF**" shares of the "H2O LARGO" Sub-fund, representing assets amounting to EUR 123,398,579.07;
- 62,988.4747 "IC EUR**" shares and 1,017,696 "SI C EUR**" shares of the "H2O EUROSOVEREIGN***" Sub-fund, representing assets amounting to EUR 123,049,993.61;
- 3,000 "IC EUR**" shares, 2,420.1463 "RC EUR**" shares, 207,700 "SI C**" shares and 0 "NC EUR**" shares of the "H2O EUROPEA***" Sub-fund, representing assets amounting to EUR 25,790,336.91.
- 148,521.0280 "IC EUR**" shares, 2,080,919 "SI C EUR**" shares and 1,000 "NC EUR**" shares of the "H2O EUROSOVEREIGN 3-5 YEARS***" Sub-fund, representing assets amounting to EUR 231,158,674.23.
- 292,026.2549 "IC EUR**" shares of the "H2O GLOBAL CONVERTIBLES***" Sub-fund, representing assets amounting to EUR 35,962,577.58.
- 30,260.3847 "N EUR**" shares, 38,122.7431 "I EUR**" shares, 268,403.0331 "R EUR**" shares, 296.3968 "SI A*" shares and 4,428.4002 "SI B*" shares of the "H2O EUROAGGREGATE***" Sub-fund, representing assets amounting to EUR 419,663,382.15.

stood at EUR 570,201,699.79 on 30 June 2022, split into:

- 1,205,477.9197 "I C EUR" shares, 800 "H I C GBP" shares, 1,664.8598 "N C EUR**" shares, 4,279.5075 "R C EUR**" shares, 952.0183 "H I C USD" shares, 2,450 "H I C CHF" shares, 0 "SI C EUR**" shares, 198,837.6797 "SR C**" shares, 44.7868 "H CHF SR**" shares, 0 "HUSD SR**" share and 890 "H-SI C CHF**" shares of the "H2O LARGO" Sub-fund, representing assets amounting to EUR 151,027,634.38;
- 663,185.0005 "IC EUR**" shares and 674,900.8550 "SI C EUR**" shares of the "H2O EUROSOVEREIGN**" Sub-fund, representing assets amounting to EUR 77,808,551.60;
- 3,000 "IC EUR**" shares, 962.3248 "RC EUR**" shares, 201,000 "SI C**" shares and 0 "NC EUR**" shares of the "H2O EUROPEA**" Sub-fund, representing assets amounting to EUR 22,738,816.13.
- 415,412.7079 "IC EUR**" shares, 901,747.0000 "SI C EUR**" shares and 1,000 "NC EUR**" shares of the "H2O EUROSOVEREIGN 3-5 YEARS**" Sub-fund, representing assets amounting to EUR 133,143,474.03.
- 11,092.7078 "N EUR**" shares, 941.1173 "I EUR**" shares, 117,705.0699 "R EUR**" shares, 3.5616 "SI A**" shares and 2,091.5815 "SI B**" shares of the "H2O EUROAGGREGATE**" Sub-fund, representing assets amounting to EUR 185,483,223.65.

Consequently, it grants full and unconditional discharge to the Chairman for their management for this financial year.

**This share class is not registered in the United Kingdom.*

***This sub-fund is not registered in the United Kingdom.*

SECOND RESOLUTION

The Ordinary General Meeting, having heard the Statutory Auditor's special report on the agreements referred to in Article L. 227-10 of the French Commercial Code and giving its decision on this report, approves its findings.

THIRD RESOLUTION

The Ordinary General Meeting, noting that the distributable income relating to profit for the financial year ended on 30 June 2022 totals EUR 852,441.78 for the "H2O LARGO" Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

"H I C GBP" shares

The amount to be allocated in respect of the proportion relating to income is EUR 658.48.

The Ordinary General Meeting resolves to allocate this sum to the capital account, in accordance with the statutory provisions.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

"I C EUR" shares

The amount to be allocated in respect of the proportion relating to income is EUR 795,461.27.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

“N C EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 974.19.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“R C EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 1,591.15.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H I C USD” shares

The amount to be allocated in respect of the proportion relating to income is EUR 604.06.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

“H I C CHF” shares

The amount to be allocated in respect of the proportion relating to income is EUR 1,554.33.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to profit was accumulated in full during the previous financial years.

“SR C EUR*” shares

The amount to be allocated in respect of the proportion relating to distributable income is EUR 51,232.84.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H-SR/C CHF*” shares

The amount to be allocated in respect of the proportion relating to distributable income is EUR 10.14.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H-SI C CHF” shares**

The amount to be allocated in respect of the proportion relating to income is EUR 355.32.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

FOURTH RESOLUTION

The Ordinary General Meeting, noting that the distributable income relating to profit for the financial year ended 30 June 2022 totals EUR 508,203.07 for the “H2O EUROSovereign**” Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

***This Sub-fund is not registered in the United Kingdom.*

“I C EUR” shares**

The amount to be allocated in respect of the proportion relating to income is EUR 40,425.15.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI C EUR” shares**

The amount to be allocated in respect of the proportion relating to income is EUR 467,777.92.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

FIFTH RESOLUTION

The Ordinary General Meeting, noting that the distributable income related to profit for the financial year ended 30 June 2022 showed a negative balance of EUR 182,676.18 for the “H2O EUROPEA**” Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

***This Sub-fund is not registered in the United Kingdom.*

“IC EUR” shares**

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 3,415.92.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“RC EUR” shares**

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 2,073.45.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous two financial years.

**This share class is not registered in the United Kingdom.*

“SI C EUR” shares**

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 177,186.81.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

SIXTH RESOLUTION

The Ordinary General Meeting, noting that the distributable income related to profit for the financial year ended 30 June 2022 showed a negative balance of EUR 249,401.27 for the “H2O EUROSovereign 3-5 YEARS**” Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

***This sub-fund is not registered in the United Kingdom.*

“IC EUR” shares**

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 107,196.15.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI/C EUR” shares**

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 141,845.77.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“NC EUR*” shares

The amount to be allocated in respect of the proportion relating to income showed a negative balance of EUR 359.35.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

SEVENTH RESOLUTION

The Ordinary General Meeting, noting that the distributable income relating to profit for the financial year ended 30 June 2022 totals EUR 3,601,633.59 for the “H2O EUROAGGREGATE**” Sub-fund, hereby resolves, in accordance with the statutory provisions, to make the following distributions and allocations:

***This sub-fund is not registered in the United Kingdom.*

“N EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 21,614.80.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“I EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 1,910.26.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“R EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 317,005.34.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI A EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 5,558.53.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI B EUR*” shares

The amount to be allocated in respect of the proportion relating to income is EUR 3,255,544.46.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income related to profit was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

EIGHTH RESOLUTION

The Ordinary General Meeting, noting that the amount to be allocated in respect of the proportion relating to net gains and losses posted a negative balance of EUR 504,812.99, for the “H2O LARGO” Sub-fund, hereby resolves, in accordance with the statutory provisions to make the following distributions and allocations:

“H I C GBP” shares

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 1,232.73.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

“I C EUR” shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 456,749.51.

The Ordinary General Meeting resolves to allocate the negative balance to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

“N C EUR*” shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 618.13.

The Ordinary General Meeting resolves to allocate the negative balance to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“R C EUR*” shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 1,581.63.

The Ordinary General Meeting resolves to allocate the negative balance to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H I C USD” shares

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 12,319.32.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

“H I C CHF” shares

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 9,167.53.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

“SR/C EUR*” shares

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 72,086.54.

The Ordinary General Meeting resolves to allocate this negative balance to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H-SR/C CHF*” shares

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 165.27.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“H-SI C CHF*” shares

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 3,337.97.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

NINTH RESOLUTION

The Ordinary General Meeting, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 1,474,760.12 for the "H2O EUROPEA**" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

***This sub-fund is not registered in the United Kingdom.*

"IC EUR" shares**

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 22,259.78.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"RC EUR" shares**

The amount to be allocated in respect of the proportion relating to net gains and losses is EUR 6,919.58.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"SI C EUR" shares**

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 1,445,580.76.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

TENTH RESOLUTION

The Ordinary General Meeting, noting that the amount to be allocated in respect of the proportion relating to net gains and losses posted a negative balance of EUR 6,242,347.04, for the "H2O EUROSOVEREIGN**" Sub-fund, hereby resolves, in accordance with the statutory provisions to make the following distributions and allocations:

***This sub-fund is not registered in the United Kingdom.*

"IC EUR" shares**

The amount to be allocated in respect of the proportion relating to net losses showed a negative balance of EUR 582,448.16.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI C EUR” shares**

The amount to be allocated in respect of the proportion relating to net losses showed a negative balance of EUR 5,659,898.88.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

ELEVENTH RESOLUTION

The Ordinary General Meeting, noting that the amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 4,849,661.78, for the “H2O EUROSovereign 3-5 YEARS**”

Sub-fund, hereby resolves, in accordance with the statutory provisions to make the following distributions and allocations

***This sub-fund is not registered in the United Kingdom.*

“IC EUR” shares**

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 1,520,011.92.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“SI C EUR” shares**

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 3,325,999.16.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

“NC EUR” shares**

The amount to be allocated in respect of the proportion relating to net gains and losses showed a negative balance of EUR 3,650.70.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

TWELFTH RESOLUTION

The Ordinary General Meeting, noting that the amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 2,490,373.49 for the "H2O EUROAGGREGATE**" Sub-fund, hereby resolves, in accordance with statutory provisions, to make the following distributions and allocations:

***This sub-fund is not registered in the United Kingdom.*

"N EUR*" shares

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 15,799.03.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"I EUR*" shares

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 1,324.28.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"R EUR*" shares

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 317,320.57.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"SI A EUR*" shares

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 3,430.52.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

"SI B EUR*" shares

The amount to be allocated in respect of the proportion relating to net gains and losses totals EUR 2,152,499.

The Ordinary General Meeting resolves to allocate this sum to the capital account.

It is noted that distributable income relating to net gains and losses was accumulated in full during the previous financial years.

**This share class is not registered in the United Kingdom.*

THIRTEENTH RESOLUTION

The Ordinary General Meeting grants full powers to the bearer of a copy or extract of these resolutions to carry out any and all filing formalities and publications required by law.

CONDITIONS D'UTILISATION DU FORMULAIRE

<p>(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SOIT L'OPTION CHOISIE :</p> <p>Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules), prénom usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire).</p> <p>Pour les personnes morales, le signataire doit renseigner ses nom, prénom et qualité.</p> <p>Si le signataire n'est pas l'actionnaire (exemple : Administrateur légal, Tuteur, etc.) il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.</p> <p>Le formulaire adressé pour une assemblée vaut pour les assemblées successives convoquées avec le même ordre du jour (article R. 225-77 alinéa 3 du Code de Commerce).</p> <p>Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (article R. 225-81 du Code de Commerce). Ne pas utiliser à la fois « Je vote par correspondance » et « Je donne pouvoir » (article R. 225-81 paragraphe 8 du Code de Commerce).</p> <p>Un guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFTI : www.afti.asso.fr</p> <p>La version française de ce document fait foi.</p>	<p>(3) POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Article L. 225-106 du Code de Commerce (extrait) :</p> <p>"Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directeur, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant".</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôlé, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p>
<p>(2) VOTE PAR CORRESPONDANCE Article L. 225-107 du Code de Commerce (extrait) :</p> <p>"Tout actionnaire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret en Conseil d'Etat. Les dispositions contraires d'us et coutumes sont réputées non écrites.</p> <p>Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la société avant la réunion de l'assemblée, dans les conditions de délais fixées par décret en Conseil d'Etat. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention ne sont pas considérés comme des votes exprimés."</p> <p>La majorité requise pour l'adoption des décisions est déterminée en fonction des voix exprimées par les actionnaires présents ou représentés. Les voix exprimées ne comprennent pas celles attachées aux actions pour lesquelles l'actionnaire n'a pas pris part au vote, s'est abstenu ou a voté blanc ou nul. (articles L. 225-96 et L. 225-98 du Code de Commerce et, s'agissant des sociétés ayant adopté le statut de la société européenne, et articles 57 et 58 du Règlement du Conseil (CE) N°2157/2001 relatif au statut de la société européenne).</p> <p>Si vous votez par correspondance : vous devez obligatoirement noircir la case "Je vote par correspondance" au recto.</p> <p>1 - il vous est demandé pour chaque résolution en noircissant individuellement les cases correspondantes :</p> <ul style="list-style-type: none"> - soit de voter "Oui" [vote exprimé par défaut pour les projets de résolutions présentés ou agréés, en l'absence d'un autre choix]; - soit de voter "Non"; - soit de voter "Abstention" en noircissant individuellement les cases correspondantes. <p>2 - Pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre vote contre (vote exprimé par défaut en l'absence d'un autre choix), pouvoir au président de l'assemblée générale, abstention ou pouvoir à personne dénommée en noircissant la case correspondant à votre choix.</p>	<p>(4) POUVOIR À UNE PERSONNE DÉNOMMÉE Article L. 225-106 du Code de Commerce (extrait) :</p> <p>"I - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité.</p> <p>II - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent alinéa sont précisées par décret en Conseil d'Etat.</p> <p>III - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directeur, selon le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article.</p> <p>Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des fonds communs de placement d'entreprise détenant des actions de la société. Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71.</p> <p>Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."</p>	<p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'en cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p>
<p>Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.</p>		

FORM TERMS AND CONDITIONS

<p>(1) GENERAL INFORMATION: This is the sole form pursuant to article R. 225-76 du Code de Commerce WHICHEVER OPTION IS USED:</p> <p>The signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form).</p> <p>If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf.</p> <p>If the signatory is not the shareholder (e.g. a legal guardian), please specify your full name and the capacity in which you are signing the proxy.</p> <p>The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 alinéa 3 du Code de Commerce).</p> <p>The text of the resolutions is in the notification of the meeting which is sent with this proxy (article R. 225-81 du Code de Commerce). Please do not use both "I vote by post" and "I hereby appoint" (article R. 225-81 du Code de Commerce).</p> <p>A guide relating to the general meetings processing, including an interpretation grid of this proxy form, is available on the AFTI website at: www.afti.asso.fr</p> <p>The French version of this document governs; The English translation is for convenience only.</p>	<p>(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING Article L. 225-106 du Code de Commerce (extrait):</p> <p>"In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolutions submitted or approved by the Board of Directors or the Management Board, as the case may be, and a vote against adopting any other draft resolutions. To issue any other vote, the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."</p>	<p>This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:</p> <p>1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;</p> <p>2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of the article L. 233-3;</p> <p>3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;</p> <p>4° Is controlled or carries out one of the functions mentioned with the 2° or the 3° in a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.</p>
<p>(2) POSTAL VOTING FORM Article L. 225-107 du Code de Commerce (extract):</p> <p>"Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent.</p> <p>When calculating the quorum, only forms received by the company before the meeting shall be taken into account, on conditions to be laid down by a decree approved by the Conseil d'Etat. The forms giving no voting direction or indicating abstention shall not be considered as votes cast."</p> <p>The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or represented. The votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or spoil ballot paper (articles L. 225-96 and L. 225-98 du Code de Commerce and, for the companies which have adopted the statute of European company, articles 57 and 58 of the Council Regulation [EC] n°2157/2001 on the statute for a European company).</p> <p>If you wish to use the postal voting form, you have to shade the box on the front of the document: "I vote by post".</p> <p>1 - In such event, please comply for each resolution the following instructions by shading boxes of your choice:</p> <ul style="list-style-type: none"> - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions), - or vote "No", - or vote "Abstention" by shading boxes of your choice. <p>2 - in case of amendments or new resolutions during the general meeting, you are requested to choose between vote "No" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person individual or legal entity by shading the appropriate box.</p>	<p>(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY) Article L. 225-106 du Code de Commerce (extract):</p> <p>"I - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with.</p> <p>II - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>III - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this Article.</p> <p>Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholder employees or members of the supervisory board of the company investment funds that holds company's shares. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71.</p> <p>Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."</p>	<p>This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above.</p> <p>When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void.</p> <p>The termination of the proxy is notified without delay by the proxy to the company.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p>
<p>Article L. 22-10-41 du Code de commerce:</p> <p>"Any person who proceeds to an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned in the first paragraph of the article L. 22-10-39, shall release its voting policy.</p> <p>It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises then, for any proxy received without voting instructions, a vote in conformity with the released voting intentions. The conditions of application of this article are determined by a Conseil d'Etat decree."</p>		
<p>Article L. 22-10-42 du Code de commerce:</p> <p>"The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide the publication of this decision at the expenses of the proxy.</p> <p>The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L. 22-10-41."</p>		
<p>Personal data included in this form are necessary for the execution of your voting instructions. You have certain minimum rights regarding your data (access, correction...). These rights may be exercised using the contact details provided by your custodian.</p>		