

ÉTABLISSEMENTS MAUREL & PROM

A limited company (*société anonyme*) capitalised at €154,688,011.94

Head office: 51 rue d'Anjou - 75008 Paris
Paris trade and companies register 457 202 331

ARTICLES OF ASSOCIATION

Draft submitted to the Combined General Meeting of 30 June 2020

ÉTABLISSEMENTS MAUREL & PROM

ARTICLES OF ASSOCIATION

SECTION I

FORM / NAME / AIMS / HEAD OFFICE / TERM

Article 1 – Form of company

The company is a limited company (*société anonyme*) governed by the operative laws and regulations concerning limited companies and by the present articles of association.

Article 2 – Name

The company's name is "Établissements Maurel & Prom".

Article 3 – Aims

The company's aims, in France and abroad, are as follows:

- managing all securities and company rights and, to this end, acquiring stakes in all companies, groupings and partnerships, notably by purchasing, subscribing and contributing, and selling such securities and company rights in any form;
- searching for and exploiting all mineral deposits, notably all fields of liquid and gas hydrocarbon and associated products;
- renting, acquiring, assigning and selling all wells, plots, fields, concessions, operating licences and prospecting licences, on its own account, on behalf of third parties, in partnership or otherwise; transporting, storing, processing, converting and trading in all natural and synthetic hydrocarbons, all underground liquid and gas products and sub-products and all ores and metals;
- acquiring all properties and managing and selling same;
- trading in all products and goods;
- generally, acquiring, directly and indirectly, stakes in any commercial, industrial, immovable, agricultural and financial operations in France or other countries by creating new companies, by contributing, subscribing to or purchasing securities or company rights, via mergers, joint ventures or otherwise and, generally, performing any operations of any nature whatsoever relating directly or indirectly to these activities and likely to facilitate the development or management thereof.

Article 4 – Head office

The company's head office is established at 51, rue d'Anjou – 75008 PARIS. It may be transferred under the conditions laid down in Article L225-36 of the Trade Code.

Article 5 – Term

The term of the company, initially set a ninety to nine (99) years and two (2) months from November 1 thousand nine hundred and nineteen (1 November 1919) is extended to ninety-nineteen (99) years beginning on 13 October two thousand and fourteen (13 October 2014), until 13 October two thousand one hundred and thirteen (13 October 2113), except in cases of early dissolution or extension provided by these Articles.

SECTION II **SHARE CAPITAL / SHARES**

Article 6 – Share capital

The share capital is established at €154,688,011.94 (one hundred fifty-four million and six hundred eighty eight thousand and eleven euros and ninety-four cents). It is divided into 200,893,522 (two hundred million and eight hundred ninety-three thousand and five hundred twenty-two) shares of a nominal value of €0.77 (seventy-seven centimes) each, fully paid up.

Article 7 – Share capital changes

The share capital may be reduced or increased by an extraordinary general meeting under the conditions laid down by law and the regulations, though the powers necessary for deciding on or performing a capital increase or any other issue of securities may be delegated by an extraordinary general meeting to the board of directors according to any procedures authorised by law or by the regulations.

Article 8 – Payment for shares

- 8.1 In the event of a capital increase, upon subscription and as decided by the extraordinary general meeting or the board of directors empowered by the extraordinary general meeting, the full value of the share must be paid in full or a fraction of not less than a quarter of the price of each share subscribed to in cash must be paid. In any event, such shares must be paid up in full within a timescale of five years by decision of the board of directors, which will determine the amounts called up and the time and place when and where the payments must be made. Payments for subscribed shares are made at the head office or any other place indicated for this purpose.
- 8.2 The board of directors determines the conditions in which shareholders may be authorised to pay up their shares in advance.
- 8.3 Shareholders are informed of calls for funds with notice of fifteen days before the date set for payment via a notice published in a legal notices paper published in the area of the head office or by individual recorded delivery letter with acknowledgment of receipt.
- 8.4 In the event of any late payment, interest at 6% will be automatically payable to the company from the due date, without the need for any application to the courts and without prejudice to the personal action that the company may take against the defaulting shareholder and the enforcement measures provided for by law.

Article 9 – Form of shares

- 9.1 Fully paid-up shares are registered or bearer, as the shareholder chooses.
- 9.2 Shares are recorded in individual accounts under the conditions and according to the procedures laid down by the applicable legislation and regulations.
- 9.3 The company is entitled to ask the central depository keeping its securities issue account, at any time, under the conditions and according to the procedures laid down by the statutory and regulatory provisions, to disclose the identities of holders of securities conferring, immediately or in the future, the right to vote at shareholders' general meetings, the quantity of securities held by each one and any restrictions that may apply to these securities.

Article 10 – Obligation to declare the crossing of thresholds

- 10.1 In addition to the thresholds defined by the applicable legislative and regulatory provisions, any private individual or legal entity, acting alone or in concert, that comes into possession, directly or indirectly, of a number of shares representing 2% or more (or a multiple thereof) of the capital or voting rights, so long he/she/it does not own, alone or in concert, a total number of shares representing more than two thirds of the company's capital or voting rights, must inform the company of the total number of shares and securities giving access to the company's capital that he/she/it owns by recorded delivery letter with acknowledgment of receipt sent to the head office within five stock exchange business days of the said stake threshold(s) being crossed.
- 10.2 On demand, as recorded in the general meeting minutes, by one or more shareholders owning at least 2% of the company's capital or voting rights, failure to comply with the above obligation to inform the company will be penalised by the shares exceeding the fraction that should have been declared being deprived of voting rights for all general meetings held within a period of two years of the date when the notification is formalised.
- 10.3 The above obligation to inform the company applies for the same timescale and according to the same procedures each time that the fraction of the share capital or voting rights owned by a shareholder falls below one of the above-mentioned thresholds.
- 10.4 The calculation of the above-mentioned thresholds includes the shares and voting rights held, plus, even if the person concerned does not directly hold the shares or voting rights concerned, shares and voting rights considered as equivalent thereto under Article L233-9 of the Trade Code, as a percentage of the total number of shares forming the company's capital and the total number of voting rights attached to these shares. The total number of voting rights is calculated on the basis of all the shares to which voting rights are attached, including shares deprived of voting rights.

Article 11 – Rights and obligations attached to shares

- 11.1 Each share gives the right to an equal part of the corporate profits and assets.
- 11.2 Shareholders are not liable in excess of the nominal value of the shares that they own.

- 11.3 Ownership of a share automatically entails adherence to the company's articles of association and general meeting decisions.
- 11.4 A shareholder's heirs, creditors, beneficiaries or other representatives may not request seals to be put on the company's assets or funds, demand the sharing or auctioning thereof, or interfere in any way in the company's administration. In order to exercise their rights, they must refer to the company inventories and general meeting decisions.
- 11.5 Whenever several shares have to be owned to exercise any right, in the case of exchange, grouping or allotment of shares, or a capital increase or reduction, a merger or any other corporate operation, the owners of single shares or of a number of shares lower than the required number may exercise these rights solely on condition that they deal personally with assembling the necessary shares or allotment rights and, where appropriate, purchasing or selling them.
- 11.6 Shares are indivisible with respect to the company, which recognises only one owner per share. Joint owners must be represented by a single person in dealings with the company. The voting right belongs to the usufructuary at ordinary general meetings and the bare owner at extraordinary general meetings.
- 11.7 Double voting rights are conferred on fully paid-up shares proved to have been registered in the name of the same shareholder in the company's registers for an unbroken period of at least four years counting from the date when they were fully paid up.
- 11.8 In the event of a capital increase via the incorporation of reserves, profits or issue premiums, double voting rights are conferred on registered shares, upon the issue thereof, allotted free of charge to a shareholder for existing shares for which the shareholder benefits from this right.
- 11.9 Double voting rights automatically lapse for any share converted to bearer status or transferred, though they may resume if the new shareholder proves registration in the same name for an unbroken period of at least four years.
- 11.10 The above-mentioned four-year period will not be interrupted or existing rights will be retained in the event of any transfer of registered shares as a result of intestate succession, succession by will, or division of community property or a partnership of acquets between spouses. The same will apply in the event of a donation *inter vivos* to a shareholder's spouse or to a relative with title to a share in the shareholder's intestate estate.

Article 12 – Share assignment

Shares may be freely assigned by means of transfers between accounts under the conditions laid down by law and the regulations.

SECTION III
ADMINISTRATION

III.1 – THE BOARD OF DIRECTORS

Article 13 – Board membership

- 13.1 The company is administered by a board of directors formed by at least 3 (three) and at most 12 (twelve) members, appointed by an ordinary general meeting of the shareholders, except for the statutory waiver in the event of a merger.
- 13.2 A legal entity may be appointed as a director but it must, under the conditions laid down by law, appoint a private individual as its permanent representative on the board.

Article 14 – Term of office / Age limit

- 14.1 The directors' term of office is 3 (three) years, expiring at the end of the ordinary general meeting of the shareholders ruling on the accounts for the previous financial year and held during the year when the term of office expires.
- 14.2 The number of board members of over 70 (seventy) years of age may not exceed one third of the sitting members. If this number is reached, the eldest member is automatically deemed to have resigned.
- 14.3 Directors are eligible for re-election at all times subject to the age limit provisions above. They may be dismissed at any time by a general meeting.
- 14.4 In the event of one or more directorships falling vacant as a result of death or resignation, the board may make provisional appointments subject to ratification by the following ordinary general meeting within the limits and under the conditions laid down by law. Decisions made and operations performed previously remain valid even in the absence of ratification.
- 14.5 In the event of a directorship falling vacant as a result of death, resignation or dismissal, the director appointed by the shareholders' general meeting or, under the conditions laid down in 14.4 below, by the board to fill the vacancy will remain in post solely for the remaining period of his/her/its predecessor's term of office.
- 14.6 Should the number of directors fall to fewer than three, the remaining members (or the auditors, or a representative appointed by the presiding judge of the commercial court at the request of any interested party) must immediately summon an ordinary general meeting of the shareholders in order to appoint one or more new directors in order to bring the board complement up to the statutory minimum.

Article 15 – Powers of the board of directors

- 15.1 The board of directors determines the company's business strategy and ensures that it is implemented. Subject to the powers expressly attributed by law to shareholders' general

meetings and within the scope of the corporate aims, it examines any matters concerning the operation of the company and makes decisions on corporate affairs.

- 15.2 In its relations with third parties, the company is bound even by the board's acts outside the scope of the corporate aims unless it proves that the third party knew that the act went beyond this scope or could not be unaware of this in the circumstances. The mere publication of the articles of association is not sufficient to constitute proof of this.
- 15.3 The board of directors makes the checks and verifications that it thinks fit.
- 15.4 All directors receive all information necessary for the performance of their duties and may obtain all documents from the chairman or managing director that they consider necessary for the performance of their duties.
- 15.5 The board of directors may give one or more of its members or other parties, who need not be shareholders, all special powers for one or more specified purposes.
- 15.6 The board may decide to create specialist board committees, whose members and powers will be determined by the board and which will operate under the board's supervision.

Article 16 – Summoning board meetings / Meeting proceedings

- 16.1 The board of directors meets as often as the company's interest requires, summoned by the chairman, and as often as the chairman thinks fit, at the location specified in the summons notice.
- 16.2 If the board has not met for more than two months, at least one third of the members may demand that the chairman summon a meeting to discuss a specific agenda. The managing director may also demand that the chairman summon a board meeting to discuss a specific agenda. The chairman must comply with such demands.
- 16.3 Board meetings may be summoned by any means.
- 16.4 Board meetings are valid to proceed only if at least half of its members are present.
- 16.5 Board decisions are made by a majority of the members present and represented. The meeting chairman has a casting vote in the event of a tied decision.
- 16.6 Subject to statutory and regulatory provisions, board meetings may be held using videoconferencing or telecommunications facilities under the conditions laid down by the internal rules adopted by the board.
- 16.7 Board meeting proceedings are recorded in minutes drawn up in accordance with the law.
- 16.8 Copies of board meeting minutes and extracts therefrom are issued and certified in accordance with the law.
- 16.9 The decisions falling within the Board's own powers as provided for in article L. 225- 24 of the French Commercial Code, in the last paragraph of article L. 225-35 of the French Commercial Code, in the second paragraph of article L. 225-36 of the French Commercial Code and I of article L. 225-103 of the French Commercial Code as well as the decisions

to transfer the registered office in the same department may be adopted by means of written consultation of the directors.

Article 17 – Board officers

- 17.1 The board of directors elects one of its members, who must be a private individual, as the chairman and may elect one or more deputy chairmen if it thinks fit. The board defines their terms of office, which may not exceed the terms of their directorships, and may dismiss them at any time.
- 17.2 The age limit for sitting as the chairman of the board is set at 75 (seventy-five) years. If a chairman reaches this age limit during his/her term of office, he/she is automatically deemed to have resigned.
- 17.3 In the event of the chairman's temporary impediment or death, the eldest deputy chairman acts as the chairman. In the case of a temporary impediment, such an appointment is made for a limited period, though it is renewable. In the case of death, the appointment is valid until the election of the new chairman.
- 17.4 The board of directors appoints a secretary, who need not be a director, and defines his/her term of office. In the absence of the chairman and deputy chairmen, the board designates one of the directors present to chair the meeting.
- 17.5 If, simply due to omission, the board fails expressly to reappoint board officers whose directorships have not expired, they will be automatically deemed to have been reappointed and such reappointments must be formalised by a subsequent board meeting as and where necessary.

Article 18 – Directors' remuneration

The overall amount of compensation of the directors and the terms and conditions of the compensation paid to the directors are set out in accordance with the corporate officers remuneration policy determined by the board of directors and voted by the general meeting in the cases and under the conditions provided for by the regulations in force.

Article 19 – Chairman of the board

- 19.1 The chairman of the board organises and directs its work and reports thereon to general meetings.
- 19.2 The chairman ensures that the corporate bodies function properly and ensures, in particular, that the directors are in a position to perform their duties.
- 19.3 The board determines the amount, calculation procedures and payment of the chairman's remuneration, if any. The chairman may be dismissed at any time by the board.

Article 20 – Non-voting directors

- 20.1 The board may appoint no more than four non-voting directors, chosen from the private individual shareholders.

- 20.2 The non-voting directors' term of office is set at 3 (three) years.
- 20.3 The non-voting directors' role is to attend board meetings as observers. They may be consulted by the board and may present their comments to general meetings on any proposals submitted to them if they see fit. They must be summoned to all board meetings. The board may give specific assignments to non-voting directors, who may sit on committees created by the board subject to the provisions of Article L823-19 of the Trade Code.
- 20.4 The board may decide to pay non-voting directors a share of the compensation allocated to the directors by the general meeting and may authorise the reimbursement of expenses incurred by non-voting directors in the company's interest.

III.2 – GENERAL MANAGEMENT

Article 21 – General management

- 21.1 In accordance with the statutory and regulatory provisions, the general management of the company is the responsibility of either the chairman of the board or of another private individual appointed by the board with the title of managing director.
- 21.2 The choice between the two general management methods is made by the board, which must inform the shareholders and other parties thereof under the conditions laid down by law.
- 21.3 The board's decision on the choice of general management method is made by a majority of the directors present and represented.
- 21.4 The option selected by the board will apply for a period of not less than one year.
- 21.5 Any change of general management methods will not entail the amendment of the articles of association.

Article 22 – Managing director

- 22.1 Depending on the choice made by the board in accordance with Article 21 above, the general management of the company is the responsibility of either the chairman or of a private individual appointed by the board with the title of managing director.
- 22.2 If the board chooses to separate the posts of chairman and managing director, it appoints the latter and determines his/her term of office, remuneration and any limits on his/her powers.
- 22.3 The age limit for holding the post of managing director is set at 70 (seventy) years. If a managing director reaches this age limit during his/her term of office, he/she is automatically deemed to have resigned.
- 22.4 The managing director may be dismissed by the board at any time.

- 22.5 The managing director is invested with the widest powers to act in all circumstances in the company's name. He/she exercises these powers within the limit of the corporate aims and subject to the powers expressly attributed by law to shareholders' general meetings and the board of directors.
- 22.6 The managing director represents the company in its relations with third parties. The company is bound even by the managing director's acts outside the scope of the corporate aims unless it proves that the third party knew that the act went beyond this scope or could not be unaware of this in the circumstances. The mere publication of the articles of association is not sufficient to constitute proof of this.

Article 23 – Deputy managing directors

- 23.1 On the managing director's recommendation, the board may appoint one or more private individuals as deputy managing directors to assist the managing director.
- 23.2 A maximum of two deputy managing directors may be appointed.
- 23.3 In agreement with the managing director, the board determines the scope and term of the powers granted to the deputy managing directors.
- 23.4 The deputy managing director(s) has/have the same powers with respect to third parties as the managing director.
- 23.5 The age limit for holding the post of deputy managing director is set at 70 (seventy) years. If a deputy managing director reaches this age limit during his/her term of office, he/she is automatically deemed to have resigned.
- 23.6 Deputy managing directors may be dismissed by the board at any time on the recommendation of the managing director.
- 23.7 The board of directors determines the deputy managing directors' remuneration.
- 23.8 In the event of the managing director being unable to perform his/her duties or his/her term of office ending, the deputy managing directors remain in post and retain their powers until the appointment of the new managing director unless otherwise decided by the board.

SECTION IV **AUDITORS**

Article 24 – Appointment, term of office and remuneration of the auditors

Control of the company is exercised by statutory auditors who are appointed and perform their duties in accordance with applicable law.

SECTION V **GENERAL MEETINGS**

Article 25 – Provisions applying to all of general meeting

25.1 The properly called general meeting represents all the shareholders. Its decisions are binding on all of them, even if absent, disagreeing or incapable.

25.2 Any shareholder, regardless of the number of shares he or she owns, has the right to participate in general meetings, in person, by appointing a proxy or by voting by post, on the conditions set out in the current laws or regulations.

25.3 Any shareholder can also send the company a power of attorney without indicating the name of his or her proxy. Any power of attorney that does not name the proxy will be considered as a vote in favour of the resolutions submitted to the meeting or approved by the board of directors.

25.4 The right to participate in general meetings, in any form whatsoever, is demonstrated by a record in the accounts or the registration of the shares on the conditions and within the times set out in the current regulations.

25.5 If the board of directors has so envisaged, remote voting forms or forms for voting through a proxy, and the attendance certificate, can be issued in a signed electronic format on the conditions set out in the applicable legal and regulatory provisions.

To that end, the electronic signature can be entered directly on the website set up by the meeting's centralising officer. The form can be signed electronically (i) on the conditions set out in the first sentence of the second sub-paragraph of article 1316-4 of the Civil Code, by entering an identifying code and a password or (ii) by any other procedure that fulfils the conditions set out in the first sentence of the second sub-paragraph of article 1316-4 of the Civil Code. The proxy or vote thus electronically expressed before the meeting and, where applicable, the acknowledgement of receipt which is given for it, will be deemed to be written, irrevocable and valid with respect to all parties, excluding the case of transfers of securities which will be the subject of the notification envisaged in Section IV of article R.225-85 of the Commercial Code.

The terms and conditions governing remote voting or proxy forms are specified by the board of directors in the notice of the meeting and the document calling it.

25.6 In accordance with the legal and regulatory conditions, the board of directors can organise the participation and voting of shareholders at the meeting by video-conference or remote communication methods that enable them to be identified and fulfil the legal and regulatory conditions. In particular, the board will ensure that the methods enabling shareholders to be identified are effective.

For the calculation of the quorum and the majority at any general meeting, the shareholders who participate in the general meeting by video-conference or by remote means enabling them to be identified in accordance with the legal and regulatory conditions are deemed to be present at it.

Article 26 Calling General Meetings

26.1 Shareholders' meetings are called, on the conditions laid down by law, by the board of directors or, failing that, by the auditors or any other legally qualified person.

26.2 Meetings are held at the registered office or at any other place specified in the notice calling the meeting.

Article 27 Agenda of General Meetings

27.1 The agenda is decided on by the entity that calls the meeting.

27.2 However, on the conditions stipulated by the current legislation and regulations, one or more shareholders or the company committee, if any, have the faculty of requiring that matters or draft resolutions be included on the agenda.

27.3 The meeting cannot discuss any matter that is not on the agenda. Nevertheless, it can in all circumstances revoke one or more members of the board of directors and proceed to replace them.

Article 28 Chairmanship of General Meetings

28.1 The general meeting is chaired by the chairman of the board of directors or, in his absence, by a member of the board of directors delegated by the board. Failing that, the meeting elects its own chairman.

28.2 Meetings called by the auditors are chaired by the oldest auditor.

28.3 The chairman of the meeting is assisted by two scrutineers who, together with him, form the meeting's committee. The scrutineers' duties are exercised by the two shareholders present at the start of the meeting, who accept, and who represent the greatest number of shares on their own behalf and through the proxies conferred on them. The meeting's committee co-opts a secretary who does not have to be a member of the meeting.

Article 29 Attendance Sheet

An attendance sheet is kept at each meeting recording the surnames, usual forenames and addresses of the shareholders present, represented or voting remotely and those of their proxies, if any, and the number of shares owned by each of them. The attendance sheet, produced on the provisions set out in article R.225-95 of the Commercial Code, to which the proxies of the shareholders represented and the remote voting forms are annexed, is initialled by the shareholders present or their proxies and certified true by the meeting's committee. It is lodged at the registered office and must be communicated to any applicant on the conditions fixed by the current regulations.

Article 30 Deliberations at General Meetings

30.1 Subject to the provisions of article 11.7 of the articles of association and the articles following it, each shareholder has as many votes as the shares he/she owns or represents.

30.2 A secret ballot is held when requested by shareholders representing at least 10% of the authorised capital.

30.3 Deliberations are recorded in minutes entered in a special register. Those minutes are signed by the members of the meeting's committee. Copies or extracts of the minutes are signed by the chairman of the board of directors.

Article 31 – Ordinary general meetings

31.1 The ordinary general meeting makes all decisions other than those referred to in articles L.225-96 and L.225-97 of the Commercial Code concerning the competence of extraordinary general meetings.

31.2 The board of directors calls the ordinary general meeting every year within six months of the close of the financial year.

31.3 Ordinary general meetings can also be called extraordinarily.

31.4 The ordinary general meeting can validly deliberate when called for the first time only if the shareholders present, represented or voting remotely own at least a fifth of the shares with voting rights.

31.5 If those conditions are not fulfilled, the meeting is called again. The deliberations of that second meeting are valid regardless of the number of shares represented.

31.6 The ordinary general meeting makes its decisions by the majority of the votes assigned to the shareholders present, represented or voting remotely.

Article 32 – Extraordinary general meetings

32.1 In accordance with articles L.225-96 and L.225-97 of the Commercial Code, general meetings are called extraordinary when their purpose is to modify the company's articles of association or its nationality.

32.2 Extraordinary general meetings are called whenever the company's interests so require.

32.3 The extraordinary general meeting can validly deliberate when called for the first time only if the shareholders present, represented or voting remotely own at least a quarter of the shares with voting rights.

32.4 If those conditions are not fulfilled, the meeting is called again. It can validly deliberate when called for the second time only if the shareholders present, represented or voting remotely own at least a fifth of the shares with voting rights. If that quorum is not present, the second meeting can be postponed for not more than two months after the date for which it was called.

32.5 The extraordinary general meeting makes its decisions by the majority of two thirds of the shareholders present, represented or voting remotely. However, in the case of an increase in the capital by incorporating reserves, profits or issue premiums, the meeting makes its decisions on the quorum and majority conditions applicable to ordinary general meetings.

SECTION VI
COMPANY ACCOUNTS / DIVIDENDS

Article 33 – Company year

The company year lasts for twelve months, starting on the first of January and ending on the thirty-first of December.

Article 34 – Company accounts

The board of directors keeps regular accounts records of the company's operations and closes the accounts according to the legal and regulatory provisions applicable.

Article 35 – Allocation of results

35.1 The profit and loss account, which summarises the income and charges of the financial year, shows, as a difference, after deducting amortisations and provisions, the profit or loss of the financial year.

35.2 5% is deducted from the profit of the financial year, minus any previous losses, to set up the legal reserve fund. That deduction ceases to be compulsory when the reserve fund reaches a tenth of the authorised capital but resumes if, for any reason whatsoever, the legal reserves falls below that tenth.

35.3 The distributable profit is made up of the profit of the financial year minus any previous losses and the sums to be transferred to reserves in application of the law and the articles of association, plus the profit carried forward.

35.4 The meeting can deduct from the profit any sums it considers appropriate to assign to any other optional, ordinary or extraordinary reserve funds or to carry forward. The balance, if any, is distributed among the shareholders in proportion to the number of shares belonging to each.

35.5 Moreover, the general meeting may decide to distribute sums withdrawn from the reserves at its disposal, expressly indicating the reserves from which the withdrawals are made. However, as a priority, dividends are taken from the distributable profit of the financial year.

Article 36 – Payment of dividends

36.1 The terms and conditions governing payment of the dividends voted on by the general meeting are fixed by that meeting or, failing that, by the board of directors, in accordance with articles L.232-12 to L.232-17 of the Commercial Code.

36.2 The general meeting has the faculty of granting the shareholders, for all or part of the dividend or advance instalments on dividends distributed, an option between receiving the dividend or instalments on dividends in cash or in shares on the conditions fixed by law.

All or part of the dividend, advance instalments on dividends, reserves, premiums or any other sums likely to be distributed to the shareholders can be paid in cash or in kind by the remission of the company's assets, including financial securities held by the company. Distributions to shareholders in kind can be made with or without the option of receiving payment in cash.

SECTION VII **WINDING-UP / LIQUIDATION**

Article 37 – Winding-up

37.1 The company may be wound up in advance at any time by an extraordinary general meeting on the board's recommendation.

37.2 If the shareholders' equity falls below half of the company's share capital, the board must summon an extraordinary general meeting within four months of approval of the accounts showing this loss in order to decide whether the company should be wound up in advance. If the company is not wound up, the capital must be reduced immediately by the amount of the loss recorded, subject to the provisions of Article L224-2 of the Trade Code. The meeting resolution must be made public in all circumstances.

37.3 The resolution passed by the shareholders is filed at the clerk's office of the commercial court with jurisdiction over the head office, entered on the trade and companies register and published in a legal notices paper.

37.4 If the extraordinary general meeting is not held or if it cannot validly proceed on the final summons, any interested party may apply to the court for the company to be wound up.

37.5 The court may grant the company a maximum period of six months to rectify the situation in all circumstances and may not wind the company up if the situation has been rectified on the day when the court rules on the substantive issue.

Article 38 – Liquidation

38.1 On the expiry of the corporate term or in the event of winding-up in advance, the liquidation method is determined, on the board's recommendation, by a general meeting, which appoints one or more liquidators and determines their powers.

38.2 The appointment of a liquidator terminates the powers of the board members.

38.3 During the entire liquidation period, the corporate assets remain the property of the collective legal being surviving the winding-up of the company for the purposes of its liquidation. The powers of general meetings remain the same as during the company term.

38.4 Once the company's liabilities and debts have been paid off, the liquidation proceeds are used to redeem the share capital in full if it has not already been redeemed.

38.5 The surplus is divided between the shares.

SECTION VIII **DISPUTES**

Article 39 – Disputes

Any disputes over corporate affairs arising during the company term or its liquidation, either between the shareholders and the company or between the shareholders themselves, will come within the jurisdiction of the competent courts.