



<p style="text-align: center;">JOINT ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON MAY 19, 2010</p>

Public limited company with registered Capital of 15 310 046 euros
Registered office: Paris Nord II, 33, rue des Vanesses, 93420 Villepinte
Commercial Registry of Bobigny: 327 359 345

This is a free translation of the Convening Notice that is submitted to the shareholders for the Joint Ordinary and Extraordinary Shareholders' Meeting held on may 19, 2010

Ladies and Gentlemen,

You are convened for a Joint General Meeting (Ordinary and Extraordinary) at 5.00 p.m. on May 19, 2010 at « 64 avenue Marceau, Hôtel Intercontinental Paris 8^{ème} », for the purpose of considering and voting on the following agenda and draft Resolutions :

AGENDA

- Management report of the Board of Directors concerning the company's activity, report of the Chairman, reports on Stock Options, on Stocks grants without consideration, on the carrying out of the share purchase operations
- Reports of the Statutory Auditors on the consolidated and annual financial statements for the year ending 31 December 2009 and on the report of the Chairman
- Special reports of the Statutory Auditors on the agreements stipulated in Articles L.225-38 and subsequent of the Code of Commerce, on the delegations of powers to give to the Board of Directors to reduce the share capital,

I – Ordinary General Meeting :

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| First resolution - | Approval of the consolidated financial statements for the financial year ending on 31 December 2009 |
| Second resolution - | Approval of the balance sheet and of the corporate financial statements for the financial year ending on 31 December 2009 |
| Third resolution - | Appropriation of the earnings for the financial year ending on 31 December 2009 |
| Fourth resolution - | Establishment of the attendance fees |
| Fifth resolution - | Approval of the conventions mentioned in articles L. 225-38 et seq. of the Commercial Code |
| Sixth resolution - | Renewal of Mr. Philippe Bacou's term as director |
| Seventh resolution - | Renewal of Mr. Henri-Dominique Petit's term as director |
| Eighth resolution - | Ratification of the co-optation of Mr. Laurent Vacherot as director |
| Ninth resolution - | Renewal of Mr. Laurent Vacherot's term as director |
| Tenth resolution - | Renewal of Mr. François de Lisle's term as director |
| Eleventh resolution - | Renewal of Mr. Philippe Rollier's term as director |
| Twelfth resolution - | Authorization to be granted to the Board of Directors for repurchase and sale by the company of its own shares, under the legal conditions |
| Thirteenth resolution - | Powers. |

II – Extraordinary General Meeting :

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| Fourteenth resolution - | Authorization of a capital reduction by cancellation of treasury shares held by the company |
| Fifteenth resolution - | Powers. |

Shareholders can take part in this meeting, whatever the number of shares they own, notwithstanding any clauses to the contrary in the Articles of Association.

Companies have the right to attend General Meetings whose securities are listed for trading on a regulated market or for in central custodian transactions by accounting registration of the securities in the name of the shareholder or of the intermediary registered on its behalf pursuant to the seventh paragraph of Article L. 228-1 of the Commercial Code on the third business day preceding the Meeting at midnight, Paris time, or in the nominal securities accounts kept by the company or in the bearer securities accounts kept by the authorised intermediary.

The registration or accounting registration of the securities in bearer securities accounts kept by the authorised intermediary must be certified by an attendance certificate issued by the latter, if need be by electronic means under the conditions stipulated in Article R. 225-61 of the Commercial Code and annexed to the form for remote voting or power of attorney or, to the application for an entry card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

A certificate is also issued to a shareholder wishing to physically attend the Meeting, who has not received his entry card on the third business day preceding the Meeting at midnight, Paris time.

In the absence of personally attending this Meeting, shareholders can choose between one of the three following formulas :

- 1) send a power of attorney to the company without any indication of a proxy
- 2) give a power of attorney to another shareholder or his spouse
- 3) or vote by correspondence.

A shareholder who has already cast his vote remotely, sent a power of attorney or requested his entry card or an attendance certificate can sell all or some of his shares at any time. However, if the sale takes place before the third business day preceding the Meeting at midnight, Paris time, the company invalidates or modifies accordingly, depending on the case, the vote cast remotely, the power of attorney, the entry card or the attendance certificate. For this purpose, the authorised account-keeper intermediary must notify the sale to the company or to its proxy and send it the necessary information.

No sale or other transaction executed after the third business day preceding the Meeting at midnight, Paris time, whatever the means used, is notified by the authorised intermediary or taken into consideration by the company, notwithstanding any agreement to the contrary

The forms for a power of attorney or voting by correspondence are sent by post automatically to shareholders registered in a simple nominal or administered account.

In accordance with the law, all of the documents that must be provided to this General Meeting, shall be made available to shareholders within the statutory times at the registered office of **SPERIAN PROTECTION** or sent on simple request to CACEIS Corporate Trust.

For owners of bearer shares, the forms for a power of attorney and for voting by correspondence shall be sent to them on request by registered letter with acknowledgement of receipt to **CACEIS Corporate Trust – General Meeting Department – 14, rue Rouget de Lisle – 92862 Issy-Les-Moulineaux Cedex 9**, at the latest six days before the date of the Meeting.

To be accepted, the form for voting by correspondence, filled out and signed, must be returned to **CACEIS Corporate Trust – General Meeting Department – 14, rue Rouget de Lisle – 92862 Issy-Les-Moulineaux Cedex 9** at the latest three days before the holding of the Meeting .

When a shareholder has already cast his vote remotely, sent a power of attorney or requested his entry card or an attendance certificate, he can no longer choose another method of attendance at the Meeting except in the event of a provision to the contrary in the Articles of Association.

Shareholders can pose written questions to the company as from this notice. These questions must be sent to the registered office of the company by registered letter with acknowledgement of receipt at the latest on the fourth business day preceding the date of the General Meeting. They must be accompanied by an account registration certificate.

Requests for registration of draft resolutions on the agenda by shareholders fulfilling the statutory conditions must be sent to the registered office by registered letter with request for acknowledgement of receipt at the latest twenty-five days before the holding of the General Meeting. These requests must be accompanied by an account registration certificate. It is, furthermore, recalled that the examination by the General Meeting of the resolutions that shall be presented is subject to the sending by the interested parties, at the latest on the third business day preceding the Meeting, at midnight, Paris time, of a new certificate proving the account registration of their securities under the same conditions as those stipulated above.

This notice amounts to notice to attend, on condition that no modification is made to the agenda pursuant to requests for registration of draft resolutions presented by shareholders and/or the Works Council, in which case it shall be given by means of a new insertion.

The Board of Directors.