



SOCIÉTÉ CIVILE DES PRODUCTEURS PHONOGRAPHIQUES

Civil company with variable capital
Registered address: 14, Boulevard du Général-Leclerc
92527 - Neuilly sur Seine Cedex
RCS Nanterre D 333 147 122

ARTICLES

As accepted by the Extraordinary General Meetings of 24 June 1997,
14 June 1999, 26 June 2002, 29 June 2004, 27 June 2007,
25 June 2008, 23 June 2011, 27 June 2013, 26 June 2014 and of 27 June 2018

ARTICLE 1 - INCORPORATION OF THE COMPANY

There exists, between all French or foreign producers of phonograms or music videos produced from these phonograms, as well as any individuals or legal entities exercising all or part of the rights that they hold or will hold by law or by contracts and acceding to these articles, a civil society, with variable capital, under the name of SOCIETE CIVILE DES PRODUCTEURS PHONOGRAPHIQUES (S.C.P.P.).

The phonographic or videographic producers, or the individuals or legal entities exercising the rights of said producers, admitted acceding to these articles, by the very fact of their accession, mandate the Civil Company of the Phonographic Producers to exercise their rights to authorisation and / or remuneration for the use of their phonograms and music videos, and this :

- Either by virtue of laws and international conventions when they require collective action, and in particular law no. 85-660 of 3 July 1985.
- Or by virtue of general or specific contracts which are or will be concluded with the users of phonograms or music videos.
- Or by virtue of the specific mandates given according to the provisions of Article L.324-5 of the Intellectual Property Code.

ARTICLE 2 - REGISTERED ADDRESS AND DURATION OF THE COMPANY

The registered office of the Company is: 14, Boulevard du Général-Leclerc 92527 NEUILLY-SUR-SEINE CEDEX, and may be transferred by the Managing Director by decision of the Board of Directors in the same city or to neighbouring departments and, by decision of the Extraordinary General Meeting, to any other place.

When the transfer of the registered office is carried out by the Managing Director, the latter has all powers to make the corresponding amendments to the articles. This decision is ratified at an Extraordinary General Meeting.

The duration of the Company is fixed at 99 years, which will commence from the date of its registration in the Trade and Companies Register.

One year before the expiry date of the company, the partners must be consulted in order to decide whether the company should be extended.

ARTICLE 3 - CORPORATE PURPOSE

The purpose of the Company, which is a collective management organisation, is :

1. The collective exercise of the rights of producers of phonograms and music videos and in particular :

- to authorise or prohibit the direct or indirect reproduction of phonograms and music videos,
- to authorise or prohibit the communication to the public of phonograms and music videos,
- and fix the amount of the remuneration due in return for reproductions, communications to the public or provision to the public,

and within the limits of the mandates given to it, either by all or part of the shareholders, or by foreign bodies having the same purpose, by concluding general contracts of common interest and specific contracts with the users of phonograms or music videos in order to improve their dissemination or to promote technical or economic progress.

With regard to non-paying events organised by the non-profit associations referred to in Article L.324-6 of the French Intellectual Property Code, the remuneration due to the Company in exchange for the right which, at their prior request, has been conferred on these associations to use the company's repertoire during these events, is reduced by 5%.

Those of these associations :

- a) whose essential purpose is the promotion of musical creation and education,
 - b) which fall under the provisions of Article L. 132-21 paragraph 2 of the Intellectual Property Code,
 - c) who are members of national federations of associations, that are signatories of a general protocol of agreement with the Company may benefit from a greater reduction of the fees owed by them.
2. The collection and distribution of remuneration due to producers of phonograms, their performers, or their beneficiaries due to the use of phonograms or music videos,
 - or under laws and international conventions when they require the collective exercise of the rights of producers of phonograms or music videos, their performers, or their specific beneficiaries,
 - or under the general contracts that are or will be concluded with the users of the phonograms or music videos,
 - either under the collective agreements between the organisations representing the producers of phonograms and those representing performers.
 3. The control of the use of the phonograms and music videos to which the rights recognised to the producers pertain, by sworn agents, approved by the Minister for culture, which establish proof of the materiality of any infringement.
 4. Legal action to defend the rights it brings in its own name or on behalf of the shareholders, and to cease and punish all infringements, the rights that are recognised by the Intellectual Property Code (IPC) and international conventions, as referred to in the Second and Third Books of the IPC.
 5. The defence of the collective interest of the profession exercised by its shareholders and the determination of professional rules in relation to their activity.
 6. Generally, the defence of the tangible and intangible interests of its shareholders or their specific beneficiaries, within the limits of the corporate purpose, and in particular to negotiate contract, plead, settle or compromise.
 7. Conclude all contracts of reciprocal representation with French or foreign organisations having the same purpose or pursue the same goal as that defined in these articles, and in particular through the incorporation of civil companies dedicated to the collection and distribution of copyrights and common neighbouring rights with other civil collection companies.
 8. Provide services of an administrative and financial nature to other French and foreign bodies facilitating the use of phonograms and music videos, or promoting the promotion of technical or economic progress, or allowing greater economic efficiency.

ARTICLE 4 - COMPOSITION OF THE COMPANY

The conditions of admission and the status of SSCP's shareholders as defined under Article 1 hereof are set forth in these Articles of Incorporation and the General Regulations.

ARTICLE 5 - MANDATES

There are 3 types of mandates given by the shareholders :

- Category 1 mandates, of a statutory nature, whose total or partial withdrawal ipso facto entails the resignation of the withdrawing shareholder: these are the mandates relating to the remuneration referred to in Articles L.214-1 (fair remuneration for broadcasting and direct communication to the public in public places), L.217-2 (Cable rebroadcasting, simultaneous, complete and unchanged, in the national territory of a phonogram or videogram broadcast from a Member State of the European Community) and L.311-1 (remuneration for private copying of phonograms, music videos, music and humorous videograms and corresponding elements of the visual arts) of the Intellectual Property Code;
- Category 2 mandates, of a statutory nature, whose total or partial withdrawal, under the conditions referred to in Article 6, does not entail the ipso facto resignation of the shareholder; these are mandates that are compliant or limited to the following categories of rights:

- the right of radio broadcasting and communication to the public in a public video music venue
- and for the exercise of this exclusive right of communication to the public, the right of reproduction, of music videos.
- the right of reproduction of phonograms falling under the provisions of Article L.213-1 of the Intellectual Property Code, but excluding the following reproductions which remain subject to the authorisation of the producer of the phonogram or of the person to whom he has given a license or mandate :
 - a) - reproductions intended for the provision to the public of phonograms for private use, by sale, exchange, renting or by interactive transmission.
 - b) - Reproductions intended for dubbing audiovisual works or documents other than those produced by or on behalf of an audiovisual communication undertaking or a company transmitting signals to a satellite.
 - c) - Reproductions intended to dub an audio or audiovisual advertising message, such as an advertising film or sponsorship "billboards" (sponsor's specific presentation sequence). As an exception, program trailers, self-promotion or graphic presentation of the broadcaster's channel are not affected by this exclusion.
- The right of communication to the public of phonograms or their authorised reproduction falling under the provisions of Article L.213-1 of the Intellectual Property Code, either directly in a show including as part of a live DJ performance taking place in a nightclub or any other public place, or indirectly through a cable or a signal broadcast to a satellite, whether the public is reached directly or through an audiovisual communication company.
- Category 3 mandates, optional, non-statutory, that the shareholders have discretion as to whether or not to entrust them to the SCPP, whose withdrawal is subject only to compliance with the notice mentioned below.

By the very fact of their adhesion to these articles, the shareholders recognise and accept the common interest nature of the category 1 and category 2 mandates that they give him

- The duration of category 1 mandates is that of accession to the social pact.

A shareholder who wishes to withdraw a mandate granted, regardless of the category, is released therefrom with effect at the end of each calendar year, subject to six months' notice before the expiry of the calendar year concerned. The withdrawal of a mandate shall take effect at the end of the calendar year in which the notice was given, if the date thereof is before 1 July, and at the end of the calendar year following the date of the notice if it is after 30 June.

Notwithstanding the granting of the Category 2 and Category 3 mandates referred to in Article 5 pursuant to these Articles, the shareholders may grant themselves licenses to use their phonograms or music videos for uses that do not give rise to any commercial or promotional advantage. These uses are operations that generate no revenue of any kind directly or indirectly. This option is exercised subject to informing the SCPP in writing prior to said operations.

ARTICLE 6 - PARTIAL WITHDRAWAL OF CATEGORY 2 MANDATES

A shareholder wishing to withdraw a Class 2 mandate is released therefrom subject to the notice referred to in section 5 hereof.

A shareholder wishing to partially withdraw a Category 2 mandate in respect of the categories of rights referred to in Article 5 shall be entitled thereto, subject to the notice referred to in Article 5 hereof, and subject to the types / categories of exploitation, types / categories of rights, phonograms and music videos excluded from the mandate being clearly identifiable by the users not being inseparable from exploitation, rights, phonograms or music videos for which the mandate is maintained, in order to guarantee an efficient management of the Company and legal certainty for users. The criteria used to assess compliance with the above conditions are set by the Board of Directors, subject to ratification at the Annual General Meeting of the SCPP.

ARTICLE 7 - SHARE CAPITAL

A - STATUTORY CAPITAL

The statutory share capital is set at the sum of FOUR HUNDRED AND FIFTY MILLION Euros (€450,000).

It is divided into shares of ONE HUNDRED AND FIFTY euros (€150) each which will be created according to the needs of variations in the effective capital.

B - EFFECTIVE CAPITAL

Effective capital represents the fraction of the statutory capital subscribed by the partners at a given moment in the life of the company.

C - INCREASE OR REDUCTION OF STATUTORY SHARE CAPITAL

I. Increase

The statutory share capital may be increased on one or more occasions, by the creation of new shares, exclusively in consideration for contributions in kind or in cash, by virtue of a decision of the Extraordinary General Shareholders' Meeting, under the conditions provided for in Article 26 of the Articles.

The Meeting sets the conditions for the creation or issue of the new units or delegates its powers to the Manager.

The increase in the statutory capital may result from the admission of new shareholders.

II. Reduction

The increase in the statutory capital may result from the admission of new partners.

D - VARIABILITY OF EFFECTIVE CAPITAL

Effective capital is subject to increases or decreases as a result of either total or partial contributions made by new shareholders, or new subscriptions from former or new shareholders.

Reductions of the effective capital are limited so that the share capital released by the shareholders is at least equal to 10% of the highest statutory capital since the incorporation of the Company.

ARTICLE 8 - SHARES

The share capital is divided in equal shares which are allocated to the shareholders who adhere to these articles, for one share per individual or legal entity.

Shares are not represented by any securities.

Each shareholder will have, at the General Meetings, a number of votes determined by the number of recordings declared at 31 December of the year preceding the date of the Ordinary or Extraordinary General Meetings, it being understood that :

- A recording is the first recording of the audio of an interpretation of a work or other audio, published commercially for private use.
- Each five minute section of a phonogram is counted for a recording.
- Only phonograms which have been the subject of one or more distributions during the year preceding the date of the General Meeting in question shall be adopted for the counting of votes.

In the event of multiple beneficiaries to the same phonogram, the count of the votes allocated to each partner will be based on the share of the remuneration paid by the Company to each beneficiary shareholder.

In addition, the declaring agent must, at the time of his declaration, indicate to the Company the distribution ratios for sharing the remuneration agreed with one or more shareholders.

The breakdown of votes allocated to each shareholder will, unless otherwise stipulated in the contract, be based on the sharing of remuneration between said shareholders.

The number of votes allocated to each shareholder is ermined according to the following levels, it being specified that each shareholder has at least one vote because of their adhesion to :

1 to 50	recordings	1 vote
51 to 100	recordings	2 vote
101 to 200	recordings	3 vote
201 to 500	recordings	4 vote
501 to 1 000	recordings	5 vote
1001 to 1 500	recordings	10 vote
1501 to 3 000	recordings	20 vote
3001 to 7 000	recordings	30 vote
7001 to 10 000	recordings	40 vote
10 001 to 20 000	recordings	50 vote
20 001 to 40 000	recordings	100 vote
40 001 to 90 000	recordings	200 vote
Over 90 000	recordings	500 vote

ARTICLE 9 - BUDGET

All expenses consist of all the expenses necessary for the operation of the Company.

All ordinary takings consist of :

1. A percentage levy determined by the General Meeting and calculated on the amount of the net remuneration received by the Company on behalf of the shareholders.
2. A levy on non-distributable sums pursuant to Article L.214-2 of the Intellectual Property Code and not assigned under law.

A special account is provided for, which will contain, by decision of the Board of Directors :

- interest on cash investments pending allocation,
- interest on sums invested from the share capital.

In the event of expenditure being exceeded by the amount of ordinary revenue, the Board of Directors shall deduct from the special account the sums necessary to settle the balance.

A reserve account is provided for the payment, by decision of the Board of Directors, of duly justified adjustments.

This account may be funded by a percentage levy determined by the General Meeting and calculated on the amount of the sums to be distributed among the shareholders.

ARTICLE 10 - RECEIPT AND DISTRIBUTION OF FEES

Fees will be distributed among the shareholders according to the terms and conditions set out in the General Regulations :

- either pro rata temporis to the use of phonograms in cases where the authorisation of their producer is not required,
- or according to the conditions laid down in the mandates and general contracts.

ARTICLE 11 - ADMINISTRATION OF THE COMPANY

The Company is administered by a Board of Directors composed of 12 members elected by the General Meeting, who can only be individuals having the status of shareholders of the Company, or proposed by legal entities having the status of shareholders of the Corporation from individuals holding a decision-making position within their structure.

A company and all the companies it controls within the meaning of Article L.233-3 of the French Commercial Code may not have more than two representatives or more than three votes among the individuals who sit on the Board of Directors.

The following may not propose individuals applying to be a member of the Board of Directors :

- shareholders whose main activity is the negotiation with the phonographic producers, on behalf of performers, of the authorisations defined in article L 212-3 of the Intellectual Property Code,
- audiovisual communication undertakings, within the meaning of the law of 30 September 1986, a member of the company as a phonographic producer.

For the election of the directors, the General Meeting is divided into 3 groups determined in the following way as stated in article 8:

- the first group consists of the 3 shareholders whose distribution amounts were the highest (average of the previous three years);
- the second group consists of shareholders with at least 7,000 recordings and not among the members of the first group;
- the third group consists of shareholders with fewer than 7,000 recordings.

The twelve members to be elected are chosen by the General Meeting in the ratio of:

- 3 directors proposed by the members of the first group,
- 5 directors proposed by the members of the second group,
- 4 directors proposed by the members of the third group,

If there are not enough candidates to fill the seats allocated to a group, these vacancies are allocated as follows:

- those of the 3rd group are allocated to the 2nd group,
- those of the 2nd group are allocated to the 3rd group,
- those of the 1st group are not allocated, and the number of directors envisaged in the 1st paragraph is reduced by the number of seats of the 1st vacant group.

The members of the Board of Directors are elected every three years by the General Meeting.

The Board of Directors chooses among its members, by secret ballot, a Committee composed of a Chairman, three Vice-Chairmen who must be chosen from the individuals of each of the groups, a Secretary General, a Deputy Secretary and a Treasurer.

The Bureau is elected for three years.

ARTICLE 12 - VACANT DIRECTORSHIP

If one or more directorships become vacant, for any reason whatsoever (death, resignation, dismissal ...), the Board of Directors will be convened and at the proposal of the directors of the category or categories concerned, the replacement of vacant seats will be provided for, subject to the provisions of Article 11 relating to the directors proposed by members of the 1st group and the ratification of their nominations by the annual Ordinary General Meeting.

A director no longer holding a decision-making position within the structure of the shareholder that submitted his candidacy at the time of his election, for whatever reason, will be deemed to have resigned from office, unless the shareholder that proposed him asks that he be kept on as director.

ARTICLE 13 - DISMISSAL OF A DIRECTOR

A director may be dismissed for serious reasons by the General Meeting, after having been given the opportunity to submit any observations to the General Meeting within a maximum of one month (the provisions of article 24, paragraph 11) applying in the absence of a quorum), at the request of the Board of Directors or the Supervisory Board with a majority of at least two-thirds of the votes of their voting members present or represented.

In the event of dismissal by the General Meeting, the dismissed director may not be a member of the Board of Directors or the Supervisory Board for a period of five years from the date of dismissal.

ARTICLE 14 - MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors can only validly sit if it gathers the majority of the members of the Board, present or represented. A director, in addition to his mandate, may not hold more than two mandates.

- The directors presented by the 1st group have three votes per director, the directors presented by the 2nd and 3rd groups have one vote per director, within the limit provided for in the second paragraph of Article 11 above.
- The decisions of the Board of Directors are taken by a majority of the votes of its members present or represented.

In the event of a tie, the Chairman, or, in his absence, the Chairman of the meeting, shall have the casting vote.

- The minutes are signed by the Chairman or a Vice-Chairman and the Secretary General or Deputy Secretary.

The terms of these minutes are approved, after being read, at the next meeting, and are transcribed into a register kept for that purpose.

Three consecutive absences from the Board of Directors may lead, upon decision of the Board, to the withdrawal of the mandate from the Director concerned. In this case, the vacant seat will be filled under the conditions set out in article 12 above.

The members of the Board of Directors, as well as any person heard by the latter, are bound by the strictest confidentiality.

ARTICLE 15 - POWERS OF THE BOARD OF DIRECTORS

The Board of Directors directs the Company.

It deals, contracts, pleads, settles and compromises on behalf of the Company and generally performs all acts of administration.

It appoints, by secret ballot and by majority of at least 10 members of the Board of Directors present or represented, the Managing Director of the Company. The annual Ordinary General Meeting ratifies this appointment.

It dismisses, by secret ballot, under the same conditions, the Managing Director of the Company. The latter must first submit to the Board of Directors his means of defence, assisted or represented by the person of his choice.

It disposes of corporate funds and organises its investment.

It authorises expenses.

It has capacity to contract, in the interest of the shareholders of the Company, and in particular through the incorporation of civil companies for the collection and distribution of copyrights and common neighbouring rights with other civil collection companies.

It must inform the General Meeting of the pacts, protocols, conventions and agreements it has concluded in this respect.

ARTICLE 16 - RESPONSIBILITIES OF THE MANAGING DIRECTOR

The position of the Managing Director cannot be combined with that of a shareholder or that of employee of a member.

The Managing Director may not hold any interest in any company or shareholder organisation of the Company.

He is the manager of the Company and manages the Company in accordance with the decisions and instructions of the Board of Directors.

He is responsible in particular :

1. For implementing or ensuring the implementation of decisions taken by the Board.
2. For keeping the accounts and carrying out the correspondence of the Company.
3. For ensuring the collection of royalties and other receipts and keeping, under the control and supervision of the treasurer, the Company's petty cash.
4. For ensuring the distribution of royalties among the active shareholders according to their respective rights, and for paying these royalties with the approval of the Board of Directors.
5. For hiring, promoting and dismissing the employees necessary for the proper administrative functioning of the Company.
6. For initiating and following any action or lawsuit, either relating to an offence referred to in Article L.335-4 of the Intellectual Property Code, or relating to the defence of the rights specifically referred to in Article 3- 4°/ of these articles.
7. For initiating and following any other action or lawsuit for which he has been authorised by the Board of Directors.
8. For seeking the implementation thereof.

ARTICLE 17 - SUPERVISORY BOARD

The Supervisory Board is composed of 6 members elected by the General Meeting, who must be chosen from among the shareholders of the Company.

Shareholders who are members of the same group of companies may only have one representative on the Supervisory Board.

The following cannot be a member of the Supervisory Board:

- shareholders whose main activity is the negotiation with the phonographic producers, on behalf of performers, of the authorisations defined in article L. 212-3 of the Intellectual Property Code,
- Audiovisual communication companies, within the meaning of the law of 30 September 1986, a member of the company as a phonographic producer.

The six members to be elected to the Supervisory Board are chosen by the General Meeting in the ratio of:

- 3 members of the first group,
- 2 members of the second group,
- 1 member of the third group.

If there are not enough candidates to fill the seats allocated to a group, these vacancies are allocated as follows:

- those of the 3rd group are allocated to the 2nd group,
- those of the 2nd group are allocated to the 3rd group,
- those of the 1st group are not allocated, and the number of members of the Supervisory Board envisaged in the 1st paragraph is reduced by the number of seats of the 1st vacant group.

The members of the Supervisory Board are elected every three years by the General Meeting.

The legal entities sitting on the Supervisory Board must be represented by individuals holding a decision-making position within their structure. These individuals may not be members of the Board of Directors, nor may they be employees or managers of the Company.

The Supervisory Board chooses from the individuals sitting on it, a Chairman, elected for 3 years.

ARTICLE 18 - VACANT POSITION ON THE SUPERVISORY BOARD

If one or more seats on the Supervisory Board become vacant (death, resignation, dismissal ...) for any reason whatsoever, the Supervisory Board will be convened and, at the proposal of the shareholders of the category or categories concerned, vacancies will be filled, subject to ratification of the corresponding appointments by the Annual General Meeting.

ARTICLE 19 – DISMISSAL OF A MEMBER OF THE SUPERVISORY BOARD

A member of the Supervisory Board may be dismissed for serious reasons by the General Meeting, after having been given the opportunity to submit any observations to the General Meeting within a maximum of one month (the provisions of article 24, paragraph 11) applying in the absence of a quorum), at the request of the Board of Directors or the Supervisory Board with a majority of at least two-thirds of the votes of their voting members present or represented.

In the event of dismissal by the General Meeting, the dismissed member of the Supervisory Board may not be a member of the Board of Directors or the Supervisory Board for a period of five years from the date of dismissal.

ARTICLE 20 - MEETINGS OF THE SUPERVISORY BOARD

The Supervisory Board meets once every six calendar months. In case of emergency, exceptional meetings can also take place. Meetings are held in the presence of the general manager or any employee appointed by him.

The Supervisory Board can only validly sit if it gathers four members of the Board, present or represented. A member of the Supervisory Board, in addition to his mandate, cannot receive more than one mandate. Each member of the Supervisory Board has one vote.

In the event of a tie, the Chairman, or the Chairman of the meeting, shall have the casting vote.

The minutes of the meetings of the Supervisory Board are signed by its Chairman or the Chairman of the meeting.

The members of the Supervisory Board are bound by the strictest confidentiality.

ARTICLE 21 - POWERS OF THE SUPERVISORY BOARD

The task of the Supervisory Board is :

- To oversee the activity of the Manager and the Board of Directors, in particular the implementation of the decisions of the General Meeting, especially with regard to the general policy of distribution of sums due to rights holders, the general policy on the use of non-distributable sums, the general investment policy of revenues from the exploitation of rights and revenues resulting from this investment and the general policy of deductions on these revenues and receipts of the Company;
- To exercise the powers delegated to it by the General Meeting;
- To express an opinion on any refusals by the collective management organisation of requests for documents submitted by the shareholders of the Company in application of the provisions of Article L.326-5 of the Intellectual Property Code.

It reports, at least once a year, on the performance of its duties to the General Meeting.

ARTICLE 22 – FINANCIAL YEAR

Each financial year has a duration of one year which begins on 1 January and ends on 31 December.

ARTICLE 23 - COMMITTEES

Either the Board of Directors, or the General Meeting, and as required, will set up Committees operating under the conditions defined by the general regulations.

They may not in any way interfere in the administration of the Company.

Their role is to study the issues within their competence as well as those submitted to them and to propose the appropriate solutions to the Board of Directors.

Committees will keep minutes of their meetings, which will be signed by their chairman and secretary.

ARTICLE 24 – GENERAL MEETING

Every year, the General Shareholders' Meeting is convened in the last fortnight of June.

The shareholders are convened by a convocation notice published in the two legal gazettes "La Gazette du Palais" and "Les Petites Affiches", as well as on the website of the SCPP, at least fifteen days before the meeting. In the event that one of these gazettes disappears, interrupts its publication or ceases to publish such insertions, the Managing Director of the Company decides to publish the notice of meeting in another legal gazette. He informs the shareholders of this by any appropriate means.

An individual convocation is also sent to the shareholders by electronic means with acknowledgement of receipt, or by post, at least fifteen days before the date of the meeting.

Any shareholder may also ask to be convened individually, at his expense, to the Meeting by registered letter with acknowledgement of receipt. The request must be made at least 3 months before the date of the General Meeting and the shareholder may go back on his request at any time by respecting the same notice.

In the event that the Annual General Meeting cannot be held on the scheduled date, notice is given to the shareholders under the same conditions as above and at least fifteen days before that date. The notice shall state the reasons for the postponement and the date on which the Meeting will be held. The convocations shall indicate the date and place of the Meeting and its agenda so that the content and scope of the questions contained therein are clearly indicated.

When the convened Meeting is subject to particular conditions of quorum or majority, these are mentioned in the convocations.

The General Meeting decides on the transparency report of the Company during the past year presented to it by the Managing Director. It also rules on the annual accounts and on all matters submitted to it by the Board of Directors. It approves any remuneration and benefits granted to the members of the Board of Directors and the Supervisory Board. It rules on the dismissal of a member of the Board of Directors or the Supervisory Board.

The General Meeting also decides on:

- The general policy of distribution of sums due to rights holders;
- The general policy for the use of non-distributable sums;
- The general investment policy of revenues from the exploitation of rights and revenues resulting from this investment;
- The general policy of deductions from these revenues and receipts;
- The use during the previous fiscal year of sums that could not be distributed;
- The risk management policy;
- The approval of any acquisition, sale of real property or mortgage on them;
- The approval of mergers or alliances, the creation of subsidiaries, and the acquisition of other entities or interests or rights in other entities;
- The approval of borrowing, granting of loans or loan guarantee operations;

It may delegate all or part of the powers relating to the last four items listed above to the Supervisory Board.

To deliberate validly and in accordance with the conditions set out in Article 8 of these Articles of Incorporation, the General Meeting must gather at least 40% of the number of votes of its shareholders having paid the entry fee and having benefited from one or more allocations. In the two years prior to the date of the General Meeting in question, whether present or represented.

If the General Meeting does not convene the quorum stipulated in paragraph 10 above, a second General Meeting will be convened to be held no later than fifteen days and no later than thirty days after the date scheduled for the first.

The second Meeting may validly deliberate, regardless of the number of votes of the shareholders present or represented, having subscribed their portion of the share capital and having benefited from the allocations provided for in paragraph 10 of these Articles.

The Meeting votes.

- Either remotely and electronically;
- or in session.

The practical details of each type of vote and the periods of remote electronic voting are determined by the Board of Directors.

The vote in session is held by secret ballot.

The remote electronic voting is implemented by means of an online service guaranteeing the security and confidentiality of the votes and respecting statutory conditions concerning electronic voting. Shareholders who have voted electronically and remotely may attend the General Meeting but may not vote.

The General Meeting elects the members of the Board of Directors, the Supervisory Board and the members of the committees defined by the General Regulations.

The Committee of the General Meeting is composed of the Chairman, the Vice-Chairmen, the Secretary General and the Managing Director. It is chaired by the Chairman of the Board of Directors or one of the Vice-Chairmen.

Decisions are taken by a relative majority of votes, and the number of mandates available to each shareholder is limited so that the same shareholder cannot have more than 1,000 votes.

However, it is specified that as regards the application of the provisions of Article L.324-17 of the Intellectual Property Code, decisions are taken under the conditions mentioned in this article.

Deliberations are recorded in minutes drawn up and signed by the Chairman of the Meeting and the Managing Director.

These minutes are transcribed in a special register kept at the registered office of the Company.

ARTICLE 25 - EXCEPTIONAL GENERAL MEETING

During the course of the year, General Meetings may be held for a special purpose, in accordance with the deliberations of the Board of Directors and at its request.

They are convened, deliberate, and vote under the same conditions as the Annual General Meeting.

ARTICLE 26 - EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting is convened to rule on any amendments to the articles.

The Extraordinary General Meeting can deliberate validly only if it gathers at least 40% of the number of votes of its shareholders who have met the conditions set out in article 24, paragraph 10, whether they are present or represented.

Decisions are taken by a two-thirds majority of votes.

If the Extraordinary General Meeting convened does not meet the quorum stipulated in paragraph 2 of this article, a new Extraordinary General Meeting will be convened. It will meet in the next month.

The second Meeting may validly deliberate, regardless of the number of votes of the shareholders present or

represented, having paid their entry fee and having benefited from the allocations provided for in article 24, paragraph 10 of these Articles.

Decisions will then be taken by a relative majority of votes.

The Extraordinary General Meeting is convened under the same conditions as the Annual General Meeting at least fifteen days before the scheduled date.

The terms of the presidency and committee of the Extraordinary General Meeting will be the same as those of the Ordinary General Meeting.

ARTICLE 27 - PREVENTION AND HANDLING OF CONFLICTS OF INTERESTS

An annual individual declaration must be drawn up, no later than five months after the end of the preceding financial year, by each of the individual members of the Board of Directors and the Supervisory Board, as well as by the Managing Director, specifying:

- Any interest he holds in the Company;
- Any remuneration received by him in the Corporation's previous fiscal year, including pension benefits, benefits in kind or any other benefit;
- Any income received from the Company in the previous financial year, as a rights holder;
- Any actual or potential conflict between his personal interests and those of the Company or between his obligations towards the Company and those he has towards any other individual or legal entity;

This declaration is kept at the disposal of the members of the General Meeting for a period of two months before the annual meeting of this meeting at the company's registered office. Any member who wishes to consult these statements must first make a written commitment not to take a copy of the statements and not to violate the applicable legal rules on the protection of privacy, the protection of personal data and business confidentiality.

Any member who contravenes this commitment will be liable to be struck off for serious grounds, within the framework of the provisions of article 29-2°/ of the articles.

Any person required to draw up an annual individual declaration and who fails to submit it in full within the required time or who provides erroneous information may be subject, by decision of the Board of Directors, to a gradual and proportionate fine, the amount of which cannot however be higher than € 1,500 per breach.

ARTICLE 28 – REQUEST FOR DELIBERATION

At least one-third of the members of the Board of Directors shall be entitled to submit to the General Meeting one or more resolutions on the same subject which falls within the exclusive competence of the latter.

In addition, any shareholder may at any time, by registered letter, ask the Managing Director to convene a deliberation of the shareholders on a specific issue, under the conditions provided by Article 39 of Decree No. 78-704 of 3 July 1978.

ARTICLE 29 - RESIGNATION AND STRIKING OFF

The status of shareholder of the Company is lost :

1. By resignation or by withdrawal of the mandate under the conditions provided for in Article 5 of these Articles, or in the event of sale or transfer of business, or as a result of dissolution or liquidation in the case of a legal entity, or in case of death if it is an individual.

In one of these cases, striking off is ordered by the Board of Directors.

The striking off of a Shareholder, an individual or legal entity, that has lost their legal personality, particularly in the event of sale or transfer of the business, completion of liquidation operations, or dissolution for a legal entity, duly certified by the Board of Directors, or in the event of death for an individual, will take effect on the day of the striking out decision pronounced by the Board of Directors.

2. By striking out ordered for serious grounds.

In this case, the Extraordinary General Meeting, with the majority fixed for the modification of the articles, decides on the striking off of the shareholder. The latter must first submit to the General Meeting his means of defence, assisted or represented by the person of his choice.

The portion of the share capital allocated to the member concerned upon his entry into the company will be refunded to him, within one month of the effective date of his resignation or the order to strike him off.

ARTICLE 30 - DISSOLUTION AND LIQUIDATION OF THE COMPANY

The company will not be dissolved by the death, insolvency, bankruptcy, liquidation, resignation or expulsion of a partner.

The extension of the company is in accordance with the rules of Article 2 of these articles.

In the event that the Company is to be liquidated, this will be carried out by the Board of Directors assisted by the Managing Director, after a decision to dissolve it has been taken at an Extraordinary General Meeting.

ARTICLE 31 - GENERAL REGULATIONS

The articles will be completed by general regulations. They will be approved in accordance with the law and will be binding on all shareholders.

They may only be amended by the annual Ordinary General Meeting, acting at the proposal of the Board of Directors or at the request of at least a quarter of the shareholders who have met the conditions of article 24, paragraph 10, of these articles of association.

In this case, the request must be sent in writing to the Board of Directors, at least two months before the Ordinary General Meeting, under pain of inadmissibility.

In any case, the text of the proposed amendments will be annexed to the convocation of the Ordinary General Meeting.

ARTICLE 32 - APPOINTMENT OF STATUTORY AUDITORS

A statutory auditor and his deputy are appointed or dismissed by a majority decision of the shareholders.

The statutory auditor, in remuneration for his duties, shall receive fees whose amount is fixed in accordance with the law.

ARTICLE 33 - MISCELLANEOUS PROVISIONS

Any disputes that may arise during the course of the company or its liquidation, either between the shareholders in matters of corporate affairs, or between the shareholders and the Company, are subject to the competent courts having jurisdiction over the registered office.
