

ANNEX 2 to Convening Notice (Annual General Meeting 2017)

“2.1 Place and transfer of the registered office

The registered office of the Company is established in Luxembourg. It may be transferred within such municipality or to any other place in the Grand Duchy of Luxembourg by a resolution of the management board of the Company (the **Management Board**) who will then be authorised to amend the Articles to reflect the completion of the transfer.”

“ 3.2 Dissolution

The Company may be dissolved, at any time, by a resolution of the general meeting of shareholders (the **General Meeting**) adopted in the manner provided for in Article 10 with respect to the amendments of the Articles.”

“6. SHARES

6.1 Form of the shares

The shares of the Company are dematerialised shares (**Dematerialised Shares**) in accordance with the Luxembourg law on dematerialised shares dated 6 April 2013 (the **Dematerialisation Law**). All future shares to be issued by the Company shall be in dematerialised form and the optional conversion of shares to any other form by the holder of such shares is prohibited.

All dematerialised shares shall be registered via the single settlement organisation (*organisme de liquidation*) appointed by the Company, as it may be changed from time to time (the **Settlement Organisation**). The dematerialised shares are only represented, and the ownership of such shares is only established by a record in the name of the shareholder in the securities account. The Settlement Organisation may issue or request the Company to issue certificates relating to dematerialised shares for the purpose of international circulation of securities.

The decision to proceed with the mandatory conversion of all existing shares of the Company, represented at such time by a global bearer share, was taken at the annual general shareholders’ meeting of the Company dated 15 February 2017 (the **2017 AGM**).

In accordance with article 9(3) of the Dematerialisation Law, all shares within the centralized management system operated by Clearstream Frankfurt that are already treated as *de facto* dematerialized financial instruments shall automatically be converted into Dematerialised Shares in accordance with the Dematerialisation Law three months after the publication of the 2017 AGM in the RESA (*Recueil électronique des sociétés et associations*) (such three months period, the **Transitory Period**). The Company may exercise any rights under article 17 of the Dematerialisation Law for the purpose of identifying the holders of Dematerialised Shares.

6.2 Ownership and co-ownership of shares

The Company will recognise only one holder per share. In the event that a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as sole owner in relation to the Company.

6.3 Share repurchases

The Company may repurchase its own shares within the limits set forth by law.

6.4 Deposit

Notwithstanding the foregoing in this Article 6 and for the duration of the Transitory Period, where (i) registered shares are registered in the share register on behalf of one or more persons (the **Indirect Holders**) in the name of a securities settlement system or the operator of such a system or in the name of a financial institution or other professional depositary of securities or any other depositary (such systems, professionals or other depositaries being referred to hereinafter as **Depositaries**) or of a sub-depositary designated by one or more Depositaries, or (ii) bearer shares are deposited with any such Depositary or sub-depositaries (subject to and in accordance with applicable mandatory law), the Company shall, subject to applicable law and the terms, conditions and limitations of any applicable deposit or similar agreement, and upon presentation of a confirmation from such Depositary or sub-depositary (issued in accordance with such formal requirements as the Management Board may from time to time determine) certifying the name of the person on whose behalf the shares are held and the number of shares recorded in such person's account with the Depositary or sub-depositary, permit such person to exercise the rights attaching to those shares, including the person's admission and voting at General Meetings, and shall consider such person to be a shareholder for all purposes in these Articles.

Notwithstanding the foregoing in this Article 6, the Company will make any and all payments (including any dividend payments and any other distributions) in respect of shares recorded in the name of a Depositary or sub-depositary, or deposited with any of them, as the case may be, whether in cash, shares or other assets, only to such Depositary or sub-depositary, or otherwise in accordance with such Depositary's or sub-depositary's instructions, and that payment shall release the Company from any and all obligations for such payments.

6.5 Reporting requirements

If and for so long some or all of shares of the Company are admitted to trading on a regulated market as defined in the markets in financial instruments law dated 31 July 2007, established or operating within a Member State of the European Economic Area, any natural or legal person, acting alone or in concert with others, who would come to acquire or dispose of shares of the Company, or any other securities of the Company targeted by applicable law, shall comply with applicable reporting requirements within the time frame set forth by applicable law.”

“7. TRANSFER OF SHARES

Following the effective conversion of all Company shares into Dematerialised Shares after the Transitory Period, all shares are freely transferable through book entry transfers (*virement de compte à compte*) in accordance with the legal requirements of the Dematerialisation Law.

During the Transitory Period until the publication of the 2017 AGM, any transfer of shares shall be made in accordance with Luxembourg law.”

9. First paragraph:

“The annual General Meeting shall be held, in accordance with Luxembourg law, in Luxembourg at the address of the registered office of the Company or at such other place within the municipality of the registered office and at such time as specified in the convening notice of the meeting.”

24.1 First sentence:

“In the event that a member of the Management Board or a member of the Supervisory Board, as the case may be, has, directly or indirectly, a financial interest opposite to the interest of the Company in any transaction of the Company that is submitted to the approval of the Management Board or the Supervisory Board, as the case may be, such member of the Management Board or the Supervisory Board shall make known to the Management Board or the Supervisory Board, as the case may be, such opposite interest at that meeting and shall cause a record of his statement to be included in the minutes of the meeting.”