



MARCHÉ LIBRE AND DELISTED SECURITIES MARKET

Organisation memorandum

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Non-regulated market, multilateral trading facility operated by Euronext Paris SA

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1 – DEFINITION AND ROLE OF THE MARCHÉ LIBRE AND DELISTED SECURITIES MARKET

The Marché Libre and Delisted Securities Market is a multilateral trading facility operated by Euronext Paris SA ("Euronext Paris"). It comprises two segments: the Marché Libre segment and a segment for securities delisted from the regulated market. Hereinafter, the provisions specific to one segment are identified by an explicit reference to that segment's name. Where such is not the case, the rules shall apply to both segments.

Euronext Paris provides intermediaries who are already trading members of the regulated securities markets it operates with a means to disseminate and match buy and sell orders for all Securities (as defined hereafter) listed on the Marché Libre and Delisted Securities Market.

The Marché Libre and Delisted Securities Market is not a "regulated market" within the meaning of Article L 421-1 of the Financial and Monetary Code. Consequently, the issuers of Securities ("Issuers") tradable on the Marché Libre and Delisted Securities Market, and the shareholders of these Issuers, are not bound by the requirements applicable to companies listed on a regulated market. This means *inter alia* that:

- the accounting requirements applicable to Issuers listed on the Marché Libre and Delisted Securities Market are those determined by their legal form;
- there is no minimum public holding requirement;
- public disclosure and communication is governed by the mandatory disclosure measures provided for in the French commercial code or, where such is the case, in the applicable foreign law;
- if the Issuer is a company making public offerings, within the meaning of "appel public à l'épargne" in the Financial and Monetary Code, or has equivalent status under foreign law, it must comply with the disclosure requirements in the applicable statutory and regulatory provisions, in particular the General Regulation of the Autorité des Marchés Financiers on ongoing disclosure obligations (Book II, Title II, Chapter II), except for those provisions applicable only to companies admitted to trading on a regulated market. This information is not sent to Euronext Paris and is made public under the sole responsibility of the Issuer;
- apart from information about certain corporate events, described in Article 5.4, Euronext Paris does not receive specific information concerning events that might affect the Issuer's net worth or legal situation, and consequently Euronext Paris cannot always inform market users of such events.

If a Security issued or offered otherwise than in a public offering is listed on the Marché Libre and Delisted Securities Market, without a prospectus being approved by the competent authority, then the member that introduced the Security and the person that applied for admission must make available to investors any and all information they may find useful in reaching an opinion when the Security is initially listed on the Marché Libre and Delisted Securities Market, as per Article 3 herein.

2 – CHARACTERISTICS

The financial instruments (the "Securities") eligible for admission to the Marché Libre and Delisted Securities Market are detailed in Article L.211-1 of the Financial and Monetary Code, with the exception of shares or units in collective investment schemes and derivative financial instruments.

Trading and data dissemination are handled by Euronext Paris's systems. Clearing and settlement are effected where appropriate through the systems of LCH.Clearnet SA ("LCH.Clearnet") and Euroclear France SA ("Euroclear France"), as specified in Article 6.

Euronext Paris reserves the right to take any decision necessary for orderly operation of the market, including a modification of trading hours, or a temporary or permanent trading halt in any Securities for which it deems such action to be necessary.

3 – INITIAL LISTING AND TRADING

3.1 Listing on the Marché Libre

Initial listing and trading of a Security on the Marché Libre and Delisted Securities Market takes place under the responsibility of a member of the regulated securities markets operated by Euronext Paris ("Member"), subject to payment of the fees referred to in Article 8. The first trade can originate from an investor, subject to the Issuer's express absence of opposition, or from the Issuer itself, and the Securities sold can arise from a capital increase.

Initial listing and trading of a security is announced in a Marché Libre notice posted on the Euronext website.

The application filed in advance with Euronext Paris must include the following documents:

- the company's past two annual financial statements (if the company has been in existence that long);
- an *extrait Kbis* for French companies or an equivalent incorporation certificate for foreign companies. Only joint stock companies and limited partnerships with share capital (i.e. *sociétés en commandite par actions* or their foreign equivalents) with minimum capital of EUR 225,000 may be listed on the Marché Libre. The capital evidenced by the Securities for which listing has been requested must be fully paid-in;
- an up-to-date and certified copy of the Issuer's articles/bylaws. If these include a clause restricting the negotiability or sale of the Securities, Euronext will not list the Securities on the Marché Libre;
- a letter from the Member that files and takes responsibility for the application, mentioning *inter alia* the quantity of Securities offered and the minimum offer price, accompanied by a brief memo substantiating the price proposed and a letter certifying that there is no clause restricting free negotiability of the Securities and that the Issuer's corporate form allows the Securities to be traded;
- the Member must ensure that the Issuer is not subject to any of the procedures referred to in Book 6 of the commercial code governing businesses in difficulty, with the exception of those procedures covered by a confidentiality requirement, or to any equivalent foreign procedures, and must produce documentary evidence to that effect. If the Issuer is subject to any such procedures, Euronext Paris will not list it on the Marché Libre;
- any indenture or subscription agreement relating to the Securities for which listing has been requested (including, *inter alia*, the minutes of general meetings or the resolutions put forward by the Issuer's management bodies);
- where the listing is being effected on the initiative of one or more shareholders, a copy of the letters, sent by registered mail with return receipt, by which the selling shareholder or shareholders informed the issuer of their intention at least one month before the planned date of listing on the Marché Libre and obtained the issuer's express absence of opposition;
- a document evidencing the settlement procedures arranged in accordance with Euroclear France (i.e. registered or bearer form), together with copies of the documents showing the date at which the Securities will be admitted to Euroclear France;
- the contact details of the investment services provider acting as registrar.

All these documents must be made available free of charge and expense to investors by the seller or the Issuer and by the Member responsible for the listing, on their respective websites where such is the case, at least five days before the Marché Libre listing.

Further, Euronext Paris reserves the right to demand any other supporting documents needed to process the application for listing of the Securities. Euronext Paris may refuse to list any Security for which the application is incomplete.

Once the filing is complete and its contents have been made available to investors as stipulated above, an initial memo is published by Euronext Paris three (3) trading days before the planned date of initial quotation. The memo contains the general data about the Issuer that are available to Euronext Paris, which shall not be held liable therefor, as well as dates, details about the listing, and technical information required for trading.

Once the first trade date has been set, Euronext Paris proceeds with one of the following methods:

- In the general case, as a direct quotation through centralisation of orders submitted by Members.
- If the transaction is large enough and if a prospectus has been approved by the competent authority, as a fixed-price centralised offer, a minimum-price offer, or an open-price offer.

3.2 Admission on the Delisted Securities Market

Equity securities or securities giving access to the capital of Issuers delisted from the regulated market operated by Euronext Paris can be transferred to the Delisted Securities Market at the request of the Issuer or at the discretion of Euronext Paris pursuant to its delisting decisions. Fractional shares can also be listed on this segment at the request of the Issuer. A fractional share is considered to be any financial instrument referenced to another financial instrument admitted to trading on a regulated market, i.e. equity warrants, subscription rights, allotment rights, voting rights certificates, investment certificates, exchangeable financial instruments, convertible bonds, preference shares, new shares, and other equivalent financial instruments.

4 – SUSPENSION AND WITHDRAWAL FROM TRADING

4.1 Trading halts

In the interests of the market, Euronext Paris may suspend trading in a Security, on its own initiative or at the request of the Issuer.

4.2 Withdrawal from trading on the *Marché Libre*

Without prejudice to the general provisions of Article 2, Euronext Paris withdraws securities from trading in the following cases, *inter alia*:

- if all the Securities in question are either redeemed (for debt securities) or extinguished (for rights);
- at the request of the receiver in the event of compulsory administration, at the request of the liquidator in the event of a company in liquidation, or as soon as Euronext Paris is informed of an official order for a disposal plan;
- if the Securities are admitted to listing on a regulated or organised market operated by a Euronext market operator;
- at the request of a person or jointly of a group of persons holding 100% of the company's tradable Securities;
- where a person, or a group of persons acting in concert, owns 95% of the capital or voting rights and has issued an offer to buy out the other shareholders (it being understood that the 95% threshold may have been reached as a result of this offer or may correspond to a prior holding). The offer must be open for at least 25 trading days and must be disclosed using procedures that make it possible to inform all shareholders, regardless of the form in which they hold their shares. The offeror and the executing intermediary must make directly available to the other shareholders the Issuer's latest financial statements as well as a short memo substantiating the offer price. These procedural rules are without prejudice to the possible enforcement of the AMF General Regulation governing mandatory buyout offers for certain companies on the "Hors Cote" market that had earlier been delisted from a regulated market;
- the company listed on the *Marché Libre* has been merged into another company and has therefore been dissolved.

The withdrawal of a Security engenders the withdrawal of all securities that are defined by reference to that Security.

4.3 Withdrawal from trading on the Delisted Securities Market

Unless otherwise decided, Securities shall be deleted permanently from the segment 6 months after being listed. However, Euronext Paris shall withdraw them before this period expires if they are subject to a squeeze-out or an equivalent procedure.

5 – TRADING RULES

5.1 Member access

Members must have been admitted as Members of the regulated market in Securities operated by Euronext Paris, and are subject to Chapter 2, Book I of the Euronext Rules. When trading on the Marché Libre and Delisted Securities Market, Members shall comply with the trading rules applicable to Euronext regulated markets (Chapter 4, Book I of the Euronext Rules, except for special provisions pertaining to trading off the central order book).

5.2 Trading on the central order book

Trades on the central order book comply with the same rules and procedures as those in place on the regulated markets operated by Euronext (see the relevant provisions of Chapter 4, Book I of the Euronext Rules and the Cash Market Trading Manual, notably as regards order types accepted by the system, trading algorithms and transparency principles).

The associated trading hours and reservation thresholds are set forth in the Annex to the Trading Manual.

Trades are made by auction.

5.3 Trading off the central order book

Counterparties wishing to trade without checking their interest against the interests of the rest of the market (i.e. to make a bilateral trade, pre-arranged by themselves) may use the TCS system (via the usual Member access channels or the Web interface), as stipulated in the system's User Guide.

5.4 Corporate events

The Issuer undertakes to inform Euronext Paris of any event that may significantly affect the rights of holders of Securities traded on the Marché Libre and Delisted Securities Market. Without warranty on its part, Euronext Paris publishes notices on the financial transactions and the information brought to its attention (corporate events, etc.) which concern the Securities traded on the Marché Libre and Delisted Securities Market.

Euronext Paris must be informed of the events listed below, *inter alia*, at least three trading days before they take effect:

- Securities going ex-rights (subscription, bonus or distribution rights);
- securities going ex-dividend or ex-coupon;
- opening of an option period for scrip or cash dividends;
- swaps involving fractional shares or a change of securities code;
- contractual redemption of debt securities;
- reverse stock split;
- stock split.

Euronext Paris may interrupt or permanently halt trading if constant failures to communicate information about corporate events interfere repeatedly with trading in the financial instrument concerned.

6 – SETTLEMENT

For Marché Libre and Delisted Securities Market Securities admitted to Euroclear France, settlement occurs automatically three days after the trade in the system designated by Euroclear France. Trades on the Marché Libre are cleared and guaranteed by LCH.Clearnet, under its own terms and conditions and within its own limits.

For Marché Libre Securities that are not admitted to Euroclear France, the formalities of bearer registration and deletion with the issuer or delegated transfer agent are effected by transfer order initiated by the Member involved in the trade.

7 – COMPLIANCE WITH AND AMENDMENT OF THESE RULES

A Member of Issuer who trades on the Marché Libre and Delisted Securities Market must strictly abide by the statutory and regulatory provisions that apply to transactions on this market, including the rules for public offerings of securities and the rules on solicitation. Euronext Paris shall not be liable in any case whatsoever if a Member of Issuer fails to comply with these provisions.

Trading on the Marché Libre and Delisted Securities Market implies full and complete compliance with these rules, which have contractual value and are binding on the various participants. In this respect, Euronext Paris shall implement resources proportional to the activity on the Marché Libre and Delisted Securities Market in order to enforce and oversee compliance with these rules by Members or Issuers, as the case may be. Euronext Paris shall not be liable if a direct market participant infringes the rules or in the event of an act or omission by Euronext Paris or its managers, employees, agents or representatives when ensuring compliance with the rules, save for gross negligence or deliberate tortious intent.

Members must send this memorandum to any investor for whom they execute orders and who so requests.

Euronext Paris can amend the rules in this memorandum at any time with a view to ensuring orderly operation of the market. In this case, Euronext Paris will inform Members of the amendments made. Members must abide by these amendments and bring them to the attention of their clients.

However, a Member who no longer wishes to continue trading on the Marché Libre and Delisted Securities Market under the new terms and conditions announced by Euronext Paris can cease trading thereon, in which case neither party owes compensation to the other.

8 – FEES

(Fee scale, before taxes)

- a) For the Marché Libre: Application fee, charged regardless of outcome: €3,800
- b) For the Marché Libre: Fee for initial listing and trading: 0.1% of market capitalisation
- c) customary Euronext Paris fees are assessed on trades.

Subscription fees and listing follow-up fees, if any, are described in a Marché Libre notice.

9 – SUBSCRIPTION TO MARCHE LIBRE NOTICES

Annual subscription: €692.37 (ex VAT).

10 – SCOPE OF NEW MEASURES

The provisions relating to mandatory admission to Euroclear France apply only to Issuers with Securities admitted to trading on the Marché Libre after this memorandum came into force.