

**GEVELOT**

Limited Liability Company (Société Anonyme) with capital of 33,514,005 euros  
Registered office: 6 boulevard Bineau, Levallois-Perret, (Hauts de Seine) - France  
Trade register R.C.S. NANTERRE B 562 088 542

**NOTICE OF MEETING**

The Shareholders of GEVELOT are hereby informed that they are called at 11 a.m. on Thursday, June 19, 2008 to the registered office, 6 boulevard Bineau, Levallois-Perret, Hauts-de-Seine, France to:

**The Annual Ordinary General Meeting, in order to discuss the following agenda.**

- The Board of Directors' operating and financial review of the Company in financial year 2007,
- Auditors' Reports on the period's individual and consolidated financial statements,
- Approval of the Conventions referred to in Articles L 225-38 of the Commercial Code,
- Review and approval of the individual financial statements for period ending 31 December 2007,
- Allocation of earnings for financial year 2007
- Review and approval of the consolidated financial statements for period ending 31 December 2007,
- Auditors
- Directors
- Discharge of Directors,
- Powers,
- Other business.

---

**DRAFT RESOLUTIONS**

**(ORDINARY GENERAL MEETING OF 19 JUNE, 2008)**

**FIRST RESOLUTION**

The general meeting, having listened to the operating and financial review of the Board of Directors and to the Auditors' report, approves the said reports in their entirety, as well as the 2007 annual individual financial statements, which show a net income of €2,793,407.88.

**SECOND RESOLUTION**

The general meeting, having listened to the operating and financial review of the Board of Directors and to the Auditors' report, approves the annual consolidated financial statements as presented, which show a Group share of net consolidated income of €9.0 million for financial year 2007.

**THIRD RESOLUTION**

The general meeting takes due note of the Auditors' Special Report on the transactions coming under the scope of Article L.225-38, L 225-42 and R 225-30 of the Commercial Code and approves such transactions.

#### **FOURTH RESOLUTION**

The general meeting decides to allocate the period's profit of .....	€2 793 407.88
Plus previous retained earnings of.....	€ <u>1 720 676.04</u>
forming the distributable profit of .....	€4 514 083.92
as follows:	
• Allocation to the legal reserve ( 5% of 2007 income).....	€139 670.40
• Payment of a dividend of .....	€ <u>2 106 594.60</u>
(€2.20x 957,543 shares)	€ <u>2 246 265.00</u>
The balance to retained earnings of.....	€2 267 818.92

The dividend of €2.20 per share, which qualifies for the 40 % deduction granted to natural persons eligible for a capped tax credit, will be distributed from 1 July 2008.

As required by law, the general meeting is hereby reminded that the following dividends were paid out over the past three financial years.

Period	Net	Tax Credit	Number of shares	
			served	total
2004	2,10	pm	957 543	983 480
2005	2,20	pm	957 543	983 480
2006	2,20	pm	957 543	957 543

#### **FIFTH RESOLUTION**

After the resign of Cabinet MAZARS & GUERARD, Mr Jean Marié, substitute auditor becomes permanent auditor at the end of this general meeting. The Shareholders appoint Cabinet PriceWaterhouseCoopers permanent auditor for the rest of the period until the general meeting convening to approve the accounts of the financial year 2010.

#### **SIXTH RESOLUTION**

The general meeting appoints Cabinet FIDEAC substitute auditor for the same period as for the permanent auditor until the general meeting convening to approve the accounts of financial year 2010.

#### **SEVENTH RESOLUTION**

On the Board of Directors' proposal, the general meeting appoints Mr Mario Martignoni, director for a period of three years, until the general meeting convening to approve the accounts of financial year 2010.

### **EIGHT RESOLUTION**

The general meeting decides to allocate €68.000 per period for the total amount of fees paid out to the directors and including the auditors.

### **NINTH RESOLUTION**

The general meeting hereby discharges the directors from their corporate duties for financial year 2007.

### **TENTH RESOLUTION**

To proceed with any publication and filing required by law, and generally to carry out any statutory formalities, all powers are vested in the holder of original or duplicated copies or excerpts of these resolutions.

---

Requests for the inclusion of draft resolutions presented by Shareholders that meet legal conditions must be sent to the Registered Office of the Company by registered mail, return receipt requested, or by electronic telecommunications within 25 days of the publication of the present notice.

Any Shareholder may attend this Meeting and take part in deliberations, vote in the Meeting by post or be represented at the Meeting by his or her spouse and another shareholder.

For that purpose, the owners of registered shares must register their securities in an account at least 3 days before the date of said Meeting.

The owners must have filed with the Registered Office of the Company an immobilisation certificate for their shares drawn up by the duly authorised Financial Institution or Intermediary that keeps their accounts 3 days at the latest before said Meeting,

A postal or proxy voting form and its accompanying notes will be sent to any Shareholder upon request to the Company. The Company shall accede to any request filed with or sent to the Registered Office at the latest 6 days prior to the date of the Meeting.

Postal votes shall not be taken into account unless the correctly and duly completed forms reach the Company at least 3 days before the date of the above-mentioned Meeting.

The present notice gives formal notice of meeting, subject to any changes that may be made to the agenda as a result of Shareholders requesting the addition of any draft resolutions.

The Board of Directors