

Bit Market Services

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Societa' : EXANE FINANCE SA.
Identificativo : 72618
Informazione
Regolamentata
Nome utilizzatore : EXANEN03 - Molinari
Tipologia : AVVI 16
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Oggetto : Notice Information Exane Finance

Testo del comunicato

Vedi allegato.



NOTICE TO HOLDERS
dated as of 13 April 2016

EXANE FINANCE (“The Company” or “the Issuer”)

A public limited company [*société anonyme*] with capital of € 5,119,904

Registered office: 16 avenue Matignon, 75008 Paris

Registered number: RCS Paris 339 563 215

Information is hereby given that the Board of Directors of the Company, gathered on the 12th of April, 2016, has proposed to the General Meeting scheduled for Wednesday, 27th of April, 2016 a modification of the article 8 of its Articles of Association.

The Board of Directors proposes the removal of the obligation for the members of the board to own at least one share during their mandate.

Subject to the vote of the General Meeting of 27 April 2016, the article 8 of the Articles of Association of the Company shall be modified, as provided by the amended version of such Articles of Association attached thereto in annex.

Exane FINANCE
16, avenue Matignon
75008 Paris
France

ANNEX

AMENDED ARTICLES OF ASSOCIATION DATED AS OF 27th APRIL 2016 (subject to the vote of the General Meeting of shareholders)

EXANE FINANCE

A public limited company [société anonyme] with capital of €5,119,904
Registered office: 16 avenue Matignon, 75008 Paris
Registered number: RCS Paris 339 563 215

ARTICLES OF ASSOCIATION

Updated on 27 April 2016

Certified in conformity with the original
[signature]
The Chairman

ARTICLES OF ASSOCIATION

1 – FORM

The company is a public limited company [société anonyme]. It is a lending institution/finance company within the meaning of Law no. 84-46 dated 24 January 1984.2 – OBJECT

The principal object of the Company, subject to the limitations provided by the legal and regulatory provisions applicable to finance companies and subject to the provisions of the last paragraph of this Article, is:

- the provision in France and abroad of investment services, services connected with investment services within the meaning of the applicable regulations, and banking transactions, particularly intermediation in banking transactions, the receipt of funds from the public, lending operations, the issue of guarantees, activities connected with banking transactions, and any activities of a financial nature that it is not prohibited from carrying out under applicable regulations;
- to participate in France and abroad in any commercial, financial and industrial transactions and any real and personal property transactions associated in any way whatever with its corporate object, including by way of the creation of new companies, or the contribution, subscription or purchase of securities or company rights, or by way of merger, association or any other method whatever.

The Company shall carry on those of its activities that are subject to the obtaining of approval pursuant to current regulations, in accordance with the provisions of the approval granted or which might subsequently be granted to it.

3 – NAME

The Company's name is: Exane Finance.

4 – REGISTERED OFFICE

The registered office is at 16 avenue Matignon, 75008 Paris.

5 – TERM

The term of the Company is 99 years from the date of its registration at the Commercial and Companies Registry.

6 – AUTHORISED SHARE CAPITAL

The authorised share capital is €5,119,904 divided into 319,994 shares with a nominal value of €16 each.

7 – FORM OF SHARES – APPROVAL CLAUSE

All the shares must be registered.

In the absence of exceptions provided by law, the transfer of any share to a third party is subject to the approval of the Board of Directors, and, in the circumstances provided by applicable legislative and regulatory provisions, of the regulatory authorities.

The procedure for obtaining such approval and the consequences of its refusal are those provided by current legislation.

8 – ADMINISTRATION

Save as provided otherwise in these Articles, the rules relating to the Board of Directors (and in particular its composition, operation and powers) and general management are those provided by the currently applicable legal provisions.

The Board of Directors of the Company is composed of at least three (3) and at most twelve (12) members.

The term of office of the directors is six (6) years. Directors may always be re-elected.

The term of office of a director shall automatically terminate at the end of the financial year in which that director attains the age of 70 years.

The Board of Directors shall choose between the two methods of exercising general management referred to in Article L. 225-51-1 paragraph 1 of the Commercial Code; this choice shall be made under the conditions as to quorum and majority provided by Article 9 below, the directors proposed being entitled to take part in the vote. The Board of Directors may decide in its discretion to amend its choice at any time, under the same conditions.

Upon a proposal from the Managing Director, whether that office is held by the Chairman of the Board of Directors or by another person, the Board of Directors may appoint one or more natural persons, who may or may not be directors, to assist the Managing Director, who shall have the title Deputy Managing Director.

The maximum number of Deputy Managing Directors shall be five.

In agreement with the Managing Director, the Board of Directors shall determine the scope and duration of the powers granted to Deputy Managing Directors, together with their remuneration.

9 – DECISIONS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet as often as the interests of the Company so require, and in any event as often as may be required by law.

The directors may be summoned to meetings of the Board of Directors by any means, including by word of mouth.

Decisions shall be taken under the conditions as to quorum and majority provided by law. In the event of a tied vote, the Chairman of the meeting shall have a casting vote.

The Chairman may call upon members of the Management to attend meetings of the Board in a consultative capacity.

Minutes shall be prepared and copies or extracts of decisions may be issued and certified in accordance with the law.

10 – COMPANY ACCOUNTS

Each financial year shall commence on 1 January and expire on 31 December.

The profits of each financial year, less any previous losses, shall first be subject to the deduction of sums to be transferred to reserves. Thus, 5% shall be deducted to form the legal reserve fund. This deduction shall cease to be compulsory when the said fund reaches one tenth of the authorised share capital. It shall be resumed if the legal reserve falls below this fraction for any reason whatever.

In accordance with the law, the distributable profit shall consist of the profit for the financial year less previous losses and sums transferred to reserves, plus any profits carried forward.

Upon a proposal from the Board of Directors, the General Meeting may deduct from such profit such sums as it may consider appropriate, for any reserve funds or as profits carried forward.

The balance, if any, shall be divided among all the shares in proportion to their paid up and unredeemed amount.

11 – DISSOLUTION AND LIQUIDATION

Upon the dissolution of the Company, one or more liquidators shall be appointed by the General Meeting of Shareholders, under the conditions as to quorum and majority applicable to Ordinary General Meetings.

The net assets subsisting after repayment of the nominal value of the shares shall be shared between the shareholders in the same proportions as their investment in the capital.

Fine Comunicato n.1643-46

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