

Wavestone Company Foundation By-Laws at October 19, 2016

BACKGROUND

Wavestone, formerly called Solucom, a limited company (*société anonyme*) with a management and supervisory board, with capital of €496,688.20, headquartered at Tour Franklin 100-101 Terrasse Boieldieu 92042 Paris la Défense cedex, registered on the Nanterre Trade and Company Register under number 377 550 249,

Hereinafter referred to as "the Founder" or "Wavestone",

Represented by Pascal Imbert in his capacity as Chairman of the Board having full powers to carry out the purposes hereof;

has established the following by-laws of the Company Foundation created on January 17, 2009 on authorization by the Prefecture, extended for a period of five years starting on January 17, 2014, initially called the Solucom Company Foundation and renamed the Wavestone Company Foundation on a decision by its Management Board on October 19, 2016.

Article 2 – Form

A Company Foundation was created in 2009 governed by the amended Act no. 87-571 of July 23, 1987 on the development of patronage, and specified by the amended Decree no. 91-1005 of September 30, 1991, by their implementing texts and by these by-laws.

Article 2 – Name

The name is: "**Wavestone Company Foundation**".

Article 3 – Headquarters

The headquarters are located at Tour Franklin, 100-101 Terrasse Boieldieu 92042 Paris-La Défense cedex.

The headquarters may be relocated to any other place or location in the national territory by a simple decision from the Management Board.

The authorization to change headquarters shall be requested from the regulatory authority.

Article 4 – Objective and resources

The objective of the Company Foundation is to work in humanitarian causes in France or internationally by supporting or developing initiatives to help disadvantaged children, principally those in situations of poverty or extreme deprivation.

In the strict respect of its general-interest status, the Wavestone Company Foundation proposes to implement the following resources for action:

- The financing of initiatives by other bodies with a similar objective and able to work internationally;
- The establishment of intervention focuses and the organization of calls for projects to select the structures that will benefit from the support of the Company Foundation;
- The creation and development of action programs to fight against all forms of poverty, notably poverty caused by natural catastrophes and major epidemics;
- The development of communication initiatives, such as the production of a website, the dissemination of information, and the organization of meetings and think tanks;
- The development of preventive actions;
- The design and development of education and health programs;
- The implementation of educational initiatives (healthy lifestyle, nutrition);
- The development of actions in partnership with other bodies sharing a similar objective.

Article 5 – Duration

The Company Foundation was created for a period of five years as from the publication of the administrative authorization of its creation in the Official Gazette (*Journal Officiel*).

The Company Foundation was extended on an initial basis for a period of five years starting from January 17, 2014.

It may be extended again for a period of at least three years on a decision by the Founder.

The Founder contributing to its possible extension shall thereby commit to a new multi-year action program.

Authorization of this extension shall be requested from the regulatory authority.

Article 6 – Multi-year action program

As part of the extension dating from January 17, 2014, Wavestone committed to contributing to a five-year action program for a total amount of €150,000, paid fully on the extension of the Company Foundation.

The Founder may not withdraw from the Foundation if it has not fully paid the amount it has committed to pay.

Article 7 – Supplementary payments

Any update to the multi-year action program set out in Article 6 shall be subject to an amendment in the by-laws transmitted to the Prefect of the department in which the headquarters are based.

The Founder may also, following the full payment of the amounts it has committed to pay, support the work of the Foundation in the form of patronage in kind, as for example covering fees, skills or technological patronage, and the provision of its staff free of charge, this last being subject to a written agreement.

Over the course of the existence of the Company Foundation, new Founders may be admitted on a decision by the management board and subject to administrative authorization where such an event leads to a change in the by-laws. They shall commit at that time to making supplementary payments increasing the amount of the multi-year action program. These new founders shall free up the amount corresponding to their commitment in the form of equal fractions determined on the basis of the time remaining until the expiry of the five-year period as set out in the original multi-year action program, or in the event of an extension, the period determined as part of said extension.

Article 8 – Resources and assets

The resources of the Company Foundation comprise:

- payments from the Founder;
- subsidies from the state, local and regional authorities and their public institutions;
- revenue from the initial endowment if this last has been constituted and has not been allocated as provided for in Article 19-6 and revenue from the resources mentioned above;
- donations made by the employees of the Founder or the companies of the group, within the meaning of Article 223 A of the General Tax Code, to which the Founder belongs;
- any income from payments charged for services rendered and products sold.

The resources may not comprise:

- appeals to public generosity;
- the possibility of receiving donations and bequests apart from donations made by the employees of the Founder or the companies of the group, within the meaning of Article 223 A of the General Tax Code, to which the Founder belongs.

All transferable securities are invested in registered securities, for which shall be drawn up a note of registered references as provided for in Article 55 of Act no. 87-146 of June 17, 1987 on savings, or in securities accepted by the Banque de France as collateral.

Where the Company Foundation holds shares in the Founder or a company controlled by the Founder, it may not exercise the voting rights attached to these shares.

The Company Foundation may not acquire or own other buildings apart from those necessary to its proposed objective.

Article 9 – Administration

The Company Foundation is administered by a Board composed of six members, of whom:

- at least three representatives of the Founder (hereinafter referred to as "Founding Directors");
- at least one employee representative of the Founder;
- at least two qualified external persons working in the Company Foundation's fields of intervention.

Founding Directors are appointed by the Founder.

The representative of the employees of the Founder is a natural person appointed by the Works Council and selected from among the employees of the Founder.

The qualified persons are chosen and appointed, consistent with the provisions of Article 19-4 of the amended Act no. 87-571 of July 23, 1987, on a majority vote by the directors at the constitutive meeting of the Management Board. These persons must stand as authorities or be recognized in the fields of intervention of the Company Foundation. Their competencies must enlighten the choices of the other members of the Management Board and contribute to the enhancement and control of the general-interest project supported by the Company Foundation.

Directors are appointed for a renewable five-year term.

In the event of the death or resignation of a director, he or she is replaced within two months. The new director remains in function for the remaining term of his or her predecessor.

Board members exercise their functions on a fee-free basis. Reimbursements for expenses incurred in the interest of the Foundation are made only on the basis of the relevant accounting documents.

Changes occurring to the Board of the Company Foundation are reported to the regulatory authority, namely the Prefect of the department, within three months.

Article 10 – The Chairman, Vice-Chairman and Treasurer of the Management Board of the Company Foundation

The Chairman of the Board appoints from among the Management Board members a Chairman, a Vice-Chairman and a Treasurer for a renewable five-year period.

Article 11 – Board meetings

1. The Management Board meets at least once every six months, being convened by its Chairman or one-third of its members, and as often as the interests of the Foundation so require, either at the headquarters or at another site.

The agenda is set by the person(s) having convened the meeting. Any director may ask for one or several questions to be included in the agenda.

2. The Management Board is convened in writing at least eight days before the date planned for the meeting accompanied by the agenda, the date and the time of the meeting.

3. The Board meeting is presided over by the Chairman. Failing that, the Board elects a session chairman.

4. The Board's deliberations are valid only where at least one half of its members are present. The directors sign a register of attendance on entering the meeting. They are required to personally attend the meetings of the Board. If unable to do so, a director may give his or her proxy according to the conditions set out in the rules of procedure. However, each director may hold only one proxy.

The deliberations are adopted on a majority of the directors present or represented.

However, decisions on changes to the by-laws, increases in the multi-year action program and the extension of the Company Foundation require a two-thirds majority of the directors.

5. The Board's deliberations are noted via minutes in a special register, which may be the same as the register of attendance, and signed by the Chairman and Secretary.

Article 12 – The powers of the Management Board

The Management Board is vested with the broadest powers to make all the decisions in the interest of the Company Foundation. To that end, the Board is notably authorized to:

- establish the general policy directions of the Company Foundation;
- establish and implement a procedure for identifying risks, notably in terms of conflicts of interest, so as to ensure the proper governance and transparency of the Company Foundation;
- approve the annual accounts and adopt the budget presented and prepared by the Treasurer;
- modify by-laws on a proposal from the Chairman;
- adopt and modify any rules of procedure on a proposal from the Chairman;
- appoint one or more statutory auditors chosen from the list included in Article L. 822-1 of the Commercial Code;
- authorize borrowing;
- deliberate on the general report and the special report of the statutory auditors drawn up under the regulated agreements falling within the scope of Article L. 612-5 of the Commercial Code, and, in this event, make its ruling without the interested party being present;
- authorize, except in emergencies, the Chairman to undertake any legal action, whether as plaintiff or defendant, to assent any transactions and to lodge any appeal.

The Management Board may via special deliberation delegate a part of its powers to one of the Board members, and may at any moment terminate said delegation.

Article 13 – Special committees

Insofar as the general interest of the Company Foundation requires the membership or participation of a large number of stakeholders, the Management Board of the Wavestone Company Foundation may create one or more special committees, optional by law, tasked with assisting it in all the actions led by the Company Foundation. The powers, organization and operating rules of these committees shall be determined by the Management Board.

Article 14 – The powers of the Chairman, Vice-Chairman and Treasurer

1. The Chairman acts in the name and on behalf of the Management Board of the Company Foundation. In this respect, the Chairman:

- represents the Company Foundation in all civil acts, legal matters and relations with third parties, being vested with all the powers to this end;
- executes the decisions ruled on by the Management Board;
- signs all the contracts and acts necessary to the execution of the decisions of the Management Board;
- orders expenditure;
- decides on the recruitment and dismissal of the personnel of the Company Foundation;
- prepares the rules of procedure and annual report for the Management Board;
- convenes the Management Board, sets the agenda and chairs the meetings;
- invites any person to attend the meetings of the Management Board for an advisory opinion.

The Chairman may delegate in writing part of his powers and signature, following the authorization of the Management Board, which may at any time terminate such delegation, to the Founding Directors of the Company Foundation.

The Vice-Chairman is responsible for the proper legal functioning of the Company Foundation. He drafts or has drafted under his responsibility the minutes of the Management Board meetings. The Vice-Chairman is responsible for meeting-attendance sheets and the ad hoc register of the Management Board. He may delegate, following the authorization of the Management Board, his powers and signature.

The Treasurer drafts or has drafted under his supervision a balance sheet, a profit and loss account with appendices and a report on the financial situation of the Foundation and presents it to the Management Board. He is authorized, under the supervision of the Chairman, to open and manage, at all credit or financial institutions, all accounts and savings passbooks. He is tasked, under the supervision of the Chairman, with paying expenses and collecting revenue. He may delegate, following the authorization of the Management Board, his powers and signature.

Article 15 – The financial year

The financial year has a duration of one year, lasting from April 1 to March 31.

However, the first financial year starting from the first extension shall begin on January 17, 2014 and close on March 31, 2015.

Article 16 – Financial statements and annual reports

The Board drafts a balance sheet, a profit and loss account and an appendix on an annual basis.

These documents are reviewed in written reports on the evolution of the Company Foundation drawn up by the Management Board and communicated to the statutory auditor.

Every year, no later than September 30 of the following financial year, the Company Foundation addresses the following to the Prefect of the department:

- an annual report;
- the annual accounts;
- the reports of the statutory auditor.

Article 17 – Audits of accounts

The accounts are audited by one or more statutory auditors, titular and alternate.

The Chairman of the Foundation informs the statutory auditor of all the relations between a director and the Company Foundation, be they direct or indirect and on a contractual basis or otherwise, with a view to drafting the special report on agreements falling within the scope of Article L. 612-5 of the Commercial Code.

Article 18 – Rules of procedure

Rules of procedure may be adopted by the Management Board to specify the procedures necessary for the proper execution of these by-laws.

Upon adoption by the Management Board, a copy of the rules of procedure shall be addressed to the Prefect of the department.

Article 19 – Changes to by-laws

These by-laws may be modified only following deliberation by the Management Board of the Company Foundation. In this case, a request for authorization to modify the by-laws is sent in a timely manner to the Prefect of the department.

Article 20 – Dissolution-Liquidation

The Company Foundation shall be wound up either when it reaches its term, by the withdrawal of administrative authorization, or the withdrawal of the Founder, provided it has fully paid the amounts it has committed to pay, or on a ruling by the Management Board with the requisite majority for modifying the by-laws.

In the event of dissolution, a liquidator is appointed by the Management Board or by the judiciary if the Board has not been able to make such an appointment or where the dissolution results from a withdrawal of authorization.

The liquidator allocates the resources not used by the Company Foundation to one or more public institutions or public-interest institutions whose work is similar to that of the dissolved Company Foundation.

The dissolution of the Company Foundation and the appointment of a liquidator are published in the Official Gazette (*Journal Officiel*) at the expense of the Company Foundation.

Article 21 – Condition precedent

These by-laws are established subject to the condition precedent that the authorization to change names as provided for in Article 19-1 of Act no. 87-571 of July 23, 1987 has been obtained.

Done in Paris-La Défense, October 19, 2016

In three (3) original copies

Pascal Imbert
Chairman

Sarah Lamigeon
Treasurer