



**DRAFT RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE
GENERAL MEETING OF SHAREHOLDERS ON DECEMBER 15, 2010**

EXTRAORDINARY GENERAL MEETING

FIRST RESOLUTION

Modification of Article 2 of the by-laws (update of the purpose of the Company)

The General Meeting, after review of the report of the Board of Directors, resolves to update the purpose of the Company and thus to modify Article 2 of the by-laws as follows:

“Article 2 - PURPOSE

The purpose of the Company, in France as well as abroad, shall be as follows:

- the development, producing, marketing, purchase, sell, rental and providing of after-sale service of computer hardware and/or software,*
- the supply and providing of services to users specifically in the area of training, demonstration, methodology, display and utilization,*
- the supply and providing of services of electronic data centers, including the supply of services dedicated to Software as a Service and the exploitation and supply of the corresponding infrastructures, and*
- the supply and sell of computer resources, together or separate from software or services,*

in the areas of computer-aided manufacturing and design, the management of the lifecycle of products, collaborative work, technical databases, the management of manufacturing processes, and software development tools as well as in any extension of these areas.

The purpose of the Company shall also be:

- the creation, acquisition, rental and management-lease of any on-going business, signing leases, and the establishment and operation of any facilities,*
- the acquisition, operation or sale of any industrial or intellectual property rights as well as any knowhow in the field of computers, and*
- more generally, taking an interest in any business or company created or to be created, as well as in any legal, economic, financial, industrial, civil commercial, personal or real property enterprise connected directly or indirectly, in whole or in part, with the purposes above or any similar or related purposes.”*

FREE TRANSLATION – FOR INFORMATION PURPOSE ONLY

SECOND RESOLUTION

Modification of the allocation of the voting rights between the beneficial owner and the bare owner (Article 11 of the by-laws)

The General Meeting, after review of the report of the Board of Directors, resolves to statutory organize that the voting right attached to the each share will belong to the bare owner, except for the decisions relating to the allocation of profits.

Article 11 of the by-laws “*Indivisibility of shares*” will henceforth provide as follows:

“Shares shall be indivisible with respect to the Company. Joint-owners of shares shall be represented at shareholders meetings by one of them or by a common agent of their choice. In the absence of any agreement between them as to the choice of an agent, such agent shall be appointed by Order of the Chief Judge of the Commercial Court ruling in chambers at the request of the more diligent joint-owner.

In case of stripping of the ownership of the shares, the voting rights attached to the share belongs to the bare owner, except for the decisions relating to the allocation of profits for which it belongs to the beneficial owner.

The shareholder's right to have access to corporate documents or to consult them may also be exercised by each joint owner of shares, by the beneficial owner and the bare owner of shares.”

THIRD RESOLUTION

Deletion of the obligation to own one share per director (Article 15 of the by-laws)

The General Meeting, after review of the report of the Board of Directors, resolves to delete the obligation for each director to own at least one share throughout his entire term of office.

Consequently, Article 15 of the by-laws “*Shares of directors*” is deleted purely and simply and it is proceeded to the re-numbering of the following articles and to the corresponding amendments of the index.

FOURTH RESOLUTION

Powers for formalities

The General Meeting, after review of the report of the Board of Directors, hereby grants any and all powers to the bearer of an original, a copy or an excerpt of the minutes of these deliberations for the purpose of carrying out any legal formalities for publication.
