

# Shareholder participation in the Ordinary and Extraordinary General Meeting on May 31st, 2011

## ■ Attend the general meeting

Shareholders may attend this meeting **irrespective of the number of shares they hold**.

In accordance with Article R.225-84 of the French commercial code, any shareholder may submit written questions to the Chairman of the Board of Directors as of the present publication. Such questions must be sent to the Company's registered office recorded delivery with delivery receipt by the latest for the **fourth working day before the general meeting date**. They must be accompanied by an account registration certificate.

As provided for under Article R.225-71 of the French commercial code, shareholders representing the legal fraction of the share capital may, up until 25 days before the general meeting, call for draft resolutions to be included on the agenda for this meeting. Their request will need to be sent to the registered office recorded delivery with delivery receipt, for the attention of the Chairman of the Board of Directors. Such requests must be accompanied by the texts for the resolutions, which may be combined with a brief presentation of the reasons, as well as an account registration certificate. The general meeting's review of any draft resolutions submitted by shareholders under the regulatory conditions in force is subject to the requests' authors submitting a new certificate confirming that their shares are registered in the accounts by midnight (Paris time) on the third working day prior to the general meeting date.

In accordance with Article R.225-85 of the French commercial code, shareholders will be entitled to attend the general meeting if the securities are recorded for accounting purposes in their name or in the name of their registered intermediary by midnight (Paris time) on the third working day prior to the meeting, either in the registered securities accounts held by the Company, or in the bearer securities accounts held by the authorized banking or financial intermediary managing their securities account.

The entry or recording of securities in bearer securities accounts kept by the authorized banking or financial intermediary must be acknowledged with a certificate of participation issued by the latter, electronically if relevant, and appended to a postal voting form or proxy form or to the application for an admission card made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate is also issued to shareholders who wish to attend the meeting in person and who have not received their admission card by midnight (Paris time) on the third working day prior to the general meeting.

## ■ Appointing any party and vote

If they are unable to attend this meeting in person, shareholders may choose between one of the following three options:

- Sending a proxy form to the Company without indicating any representative;
- Casting a postal vote;
- Appointing any party - individual or corporate entity - of their choice as proxy under the conditions set out in Article L. 225-106 I of the French commercial code. In this way, shareholders will need to send CACEIS Corporate Trust a written and signed proxy form indicating their surname, first name and address, as well as the full name and address of their representative, accompanied by a photocopy of an identity document for the shareholder and representative. Representatives are dismissed under the same conditions as for their appointment.

In accordance with the provisions of Article R. 225-79 of the French commercial code, notice of the appointment and dismissal of a representative may also be given electronically, under the following conditions:

- **For pure registered shareholders:** by sending an email with an electronic signature, obtained by them from an authorized third-party certifier under the legal and regulatory conditions in force, to the following electronic address [aq@parrot.com](mailto:aq@parrot.com), indicating their surname, first name, address and CACEIS Corporate Trust identifier for pure

registered shareholders (information available on the top left of their securities account statements) or their identifier from their financial intermediary for administered registered shareholders, as well as the surname and first name of the representative appointed or dismissed;

- **For bearer shareholders:** by sending an email with an electronic signature, obtained by them from an authorized third-party certifier under the legal and regulatory conditions in force, to the following electronic address [ag@parrot.com](mailto:ag@parrot.com), indicating their surname, first name, address and full bank references, as well as the surname and first name of the representative appointed or dismissed; in addition, they must ask their financial intermediary managing their securities account to send written confirmation (by mail) to **CACEIS Corporate Trust, Service Assemblée Générale, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or fax it to +33 1.49.08.05.82).**

Only notices for the appointment or dismissal of representatives that are duly signed, completed and received at least three days before the general meeting date will be able to be taken into consideration. Moreover, only notices for the appointment or dismissal of representatives may be sent to the abovementioned electronic address, with no other requests or notifications concerning any other purpose able to be taken into consideration and/or processed.

Shareholders who have already cast a postal vote, sent in a proxy form or applied for an admission card or a certificate of participation may sell some or all of their shares at any time. However, if the sale takes place before midnight (Paris time) on the third working day prior to the general meeting, the Company will invalidate or modify the postal vote cast, the proxy form, the admission card or the certificate of participation accordingly, as appropriate. To this end, the authorized account holding intermediary informs the Company or its agent of the sale and provides it with the information required.

No sale or other transaction carried out after midnight (Paris time) on the third working day prior to the general meeting, regardless of the means used, will be reported by the authorized intermediary or taken into consideration by the Company, unless agreed otherwise.

**The postal voting and proxy forms will be sent out to all registered shareholders (pure or administered) by mail.**

**Any bearer shareholders wishing to cast a postal vote** may send a letter recorded delivery with delivery receipt to request a postal voting form from the Company (for the attention of Mrs. Karin Wittkötter), or CACEIS Corporate Trust, Service Assemblée Générale, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, France, or **electronically to the following address [ag@parrot.com](mailto:ag@parrot.com), at least six days before the meeting date.**

To be taken into consideration, the postal voting form will need to be returned, duly completed and signed, directly to **CACEIS at the aforementioned address**, at least three days before the meeting for registered shareholders, and to their authorized intermediary for bearer shareholders. In the case of **bearer shareholders, the form will only be taken into account if it is accompanied by the certificate of participation issued by the authorized intermediary** holding their securities account.

When shareholders have already cast a postal vote, sent in a proxy form or applied for an admission card or a certificate of participation, they will no longer be able to choose another method for participating in the general meeting.

It will not be possible under any circumstances to return a document specifying both a proxy and the indications for postal voting to the Company.

For this general meeting, there are no plans for voting using electronic means of communication; as such, no internet site covered under Article R. 225-61 of the French commercial code will be developed for this purpose.

#### ■ Receive additional documentation

Shareholders will be able to obtain the documents provided for under Articles R.225-81 and R.225-83 of the French commercial code simply by sending a request to CACEIS Corporate Trust. The documents will also be available to shareholders at the Company's registered office.

The information and documents covered under Article R.225-73-1 of the French commercial code will be published on the [www.parrotcorp.com](http://www.parrotcorp.com) internet site at least 21 days prior to the general meeting.