
Changes to legislation: Decision on the establishment of the 'Société d'énergie nucléaire franco-belge des Ardennes' Joint Undertaking, SECTION I is up to date with all changes known to be in force on or before 27 August 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

ANNEX

STATUTES OF THE 'SOCIÉTÉ D'ÉNERGIE NUCLÉAIRE FRANCO-BELGE DES ARDENNES'

TITLE V

General meetings

SECTION I

Provisions applicable to both ordinary and extraordinary general meetings

Article 29

Convening of general meetings

The shareholders shall each year be convened by the Board of Directors to a general meeting which shall be held not later than six months after the end of the financial year at a place, date and hour of meeting stated in the notice.

An extraordinary general meeting may be convened either by the Board of Directors or, in urgent cases, by the Auditors. The Board shall, in cases other than those provided for in Article 41, convene a general meeting within one month upon requisition by shareholders representing not less than one-quarter of the capital.

Subject to the provisions of Article 41 concerning an extraordinary general meeting at the first session of which a quorum is not present, general meetings shall be convened at not less than fifteen days' prior notice either by publication in the form of a notice appearing in a publication which carries legal notices in the place at which the company has its seat or by registered letter addressed to each of the shareholders. This period may be reduced to eight days in cases where an ordinary meeting is convened extraordinarily or a second notice is given.

The notice shall state briefly the object of the meeting.

Article 30

Conditions of admission

Persons who have held shares for not less than five days before the date of a meeting may, without any preliminary formalities, attend that meeting or appoint a proxy to represent them thereat.

No person may represent a shareholder at a meeting unless he is himself a member of the meeting or the lawful representative of a member thereof. The legal owner shall be validly represented by the holder of a beneficial life interest.

A company or firm may validly be represented by its manager or one of its managers, its *président-directeur général* or his deputy, or any agent specially appointed for the purpose who need not personally be a shareholder of this company.

The power of attorney shall be determined by the Board of Directors.

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Article 31

Composition

The general meeting (ordinary or extraordinary) shall comprise all the shareholders, irrespective of the number of shares they hold, provided the amounts due thereon have been paid in full.

Article 32

Voting power

At all general meetings (ordinary or extraordinary), the voting right attached to the shares shall be subject only to the restriction specified in Article 27 of the Law of 24 July 1867 and shall be proportionate to the share of capital that they represent respectively, each share carrying not less than one vote.

Article 33

Officers of the Meeting

The Chairman of the Board of Directors shall preside at the meeting or, in his absence, the Vice-Chairman of that Board, and in the absence of the Vice-Chairman also, a Director designated for that purpose by the Board.

The duties of scrutineer shall be performed by the two shareholders present and willing who represent, whether in person or by proxy, the greatest number of shares.

The officers shall appoint the Secretary, who need not be a shareholder.

A list of persons present shall be prepared, stating the names and fixed addresses of the shareholders present in person or by proxy and the number of shares owned by each of them. It shall be duly signed by the shareholders present and by the agents of shareholders who have appointed proxies, certified by the officers and lodged at the seat of the company, where it may be consulted by any person so requesting.

Article 34

Agenda

The agenda shall be drawn up by the Board of Directors if the meeting is convened by the Board, and by the Auditors if the meeting is called by the Auditors.

It shall contain only proposals from the Board or the Auditors and proposals which come within the competence of the general meeting and have been forwarded to the Board at least six days before the date of the notice convening the meeting and bear the signatures of members of the meeting representing not less than one-quarter of the capital.

No items other than those on the agenda shall be considered.

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Article 35

Minutes

Proceedings of the general meeting shall be recorded in minutes, which shall be kept in a special minute-book and signed by all or at least a majority of the officers.

Copies or extracts of such minutes for production in a court of law or elsewhere shall be certified by a Director.

After dissolution and during the winding up of the Company, such copies or extracts shall be signed by the liquidator or one of the liquidators.

Article 36

Effect of resolutions

A general meeting duly constituted shall represent the entire body of shareholders. It may be an ordinary or an extraordinary general meeting provided it fulfils the necessary conditions.

Resolutions passed by a general meeting in accordance with the law and these Statutes shall be binding upon all shareholders, including absent or dissenting shareholders.

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Changes and effects yet to be applied to the whole legislation item and associated provisions

- Art. 7 amendment by [EUDN 1966/31 Decision](#)
- Art. 17 amendment by [EUDN 1973/320 Decision](#)
- Art. 19 amendment by [EUDN 1973/320 Decision](#)
- Art. 23 amendment by [EUDN 1973/320 Decision](#)