



Paris, 15 February 2010

**Compensation of the Chairman and Chief Executive Officer published in accordance with the AFEP-MEDEF Code of Corporate Governance and the Internal Regulations of the Board of Directors**

---

The Board of Directors of 9 February 2010 took the following decisions in connection with the compensation of Frédéric Vincent as Chairman and CEO, upon proposal by the Appointments and Compensation Committee:

LTIP associated to stock option plan n°7	Since the thresholds triggering payment under the Long Term Incentive Plan (LTIP) associated to stock option plan n°7, of which Frédéric Vincent is a beneficiary, have not been reached, no payment will be made under this LTIP.
--	--

Stock option plan n° 8 : performance conditions to be fulfilled under the first vesting period	The performance conditions to be satisfied for the exercise of options granted to corporate officers who are members of the Executive Committee (including Frédéric Vincent) are satisfied on the first vesting period. As a result, the rights attached to the options vested on November 25, 2009 are confirmed.
--	--

Rate of achievement of the quantitative objectives linked to the Group's financial performance in 2009	The Board noted that the rate of achievement of the quantitative objectives linked to the Group's financial performance in 2009, applicable to the determination of the variable compensation of Frédéric Vincent, amounts to 53.36%.
--	---

Determination of the variable compensation for 2009	Taking into consideration the rate of achievement of the Group's quantitative objectives for 2009 and the appreciation of the qualitative objectives, the Board has decided to pay Frédéric Vincent a total variable compensation of 482,917 euros for 2009, including 131,132 euros as Chief Operating Officer ( <i>Directeur Général Délégué</i> ) and 351,785 euros as Chairman
---	--

---

and CEO (*Président-Directeur Général*).

---

Determination of the fixed and variable compensation for 2010

The Board maintained for 2010 the terms of the 2009 annual compensation of the Chairman and CEO, which are the following:

- Fixed annual compensation: 750,000 euros
  - Rate of variable compensation: 100% of the base compensation, with a possible variation between 0% and 150% of the base compensation depending on the achievement of the objectives. The quantitative objectives represent 65% of the variable compensation, the balance being qualitative objectives.
-