

# **S C O R S E**

**A European Company  
with share capital of 1415 265 813, 82 euros  
Registered office: 5, avenue Kléber – 75016 Paris**

**562 033 357 R.C.S. Paris**

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## **ARTICLES OF ASSOCIATION**

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## **ARTICLE 1 - LEGAL FORM OF THE COMPANY**

The Company was established in 1855 and was transformed into a Limited Company in 1866 before then being transformed into a European Limited Company (*Societas Europaea* or "SE") following a decision taken by the Extraordinary General Meeting of 24 May 2007; it is governed by the European and national provisions in force as well as future provisions, and by the present articles of association.

## **ARTICLE 2 - COMPANY NAME**

The company name is SCOR SE.

The Company was established under the name COMPAGNIE IMPERIALE DES VOITURES DE PARIS, before then taking on the company name COMPAGNIE GENERALE DES VOITURES A PARIS in 1866, at the time of transformation into a limited company. It was then successively named C.G.V. (Compagnie Générale des Voitures à Paris) in 1977, SCOR S.A. in 1989 and SCOR in 1996.

## **ARTICLE 3 - COMPANY OBJECTS**

The purpose of the Company is as follows, directly or indirectly, in all countries:

- a. insurance and reinsurance operations, transfer and retrocession operations of all kinds, in all sectors and all countries; takeover in any format whatsoever of reinsurance contracts or commitments from any insurer, company, organisation, enterprise or association, whether French or foreign, and the establishment, takeover, lease, hire, installation, operation of any establishment pertaining to these activities;
- b. the construction, lease, operation and purchase of property;
- c. the takeover and management of all securities and company rights, by all means and notably by way of subscription, contribution, purchase of shares, bonds, company shares, partnerships and other company rights;
- d. taking holdings or interests in other companies or industrial, commercial, agricultural, financial, moveable and immoveable property ventures, the establishment of all companies, involvement in capital increases, mergers, demergers and partial contributions;
- e. the administration, management and coordination of all companies or enterprises, direct or indirect holdings in operations undertaken by these companies or enterprises, by all channels and, notably, in all companies or holdings;
- f. the implementation and management of pooled cash-flow within the group and supply to any company forming the group concerned of services pertaining to management and operation of cash-flow pooling;

and more widely all industrial, commercial, financial, moveable and immoveable transactions which pertain, directly or indirectly, to the objects outlined hereinabove or are related thereunto or likely to facilitate performance and development thereof.

## **ARTICLE 4 - REGISTERED OFFICE AND CENTRAL ADMINISTRATION**

The registered office and central administration of the Company are located at 5, avenue Kléber, Paris (75016).

Relocation of the registered office within the same or a neighbouring department may be decided by the Board of Directors (which is authorised to amend the articles of association accordingly) subject to ratification of this decision by the immediately forthcoming Ordinary General Meeting.

## **ARTICLE 5 - TERM OF THE COMPANY**

The term of the Company was extended by 99 years at the time of the Extraordinary General Meeting of 25 April 2013 and will expire on 25 April 2112 notwithstanding early winding up or a further extension.

## **ARTICLE 6 - SHARE CAPITAL**

The total nominal amount of the share capital is 1415 265 813, 82 euros; it is divided into 179 671 295 (one hundred seventy-nine million six hundred seventy-one thousand two hundred ninety-five) shares with a nominal value of 7.8769723 euros each.

## **ARTICLE 7 - FORM AND ISSUE OF SHARES**

Shares are fully paid up and are nominative or bearer shares, at the choice of the shareholder.

The Company may implement at any time, in legal and regulatory conditions in force, the identification process of the shareholders or of the holders of securities conferring, either immediately or eventually, voting rights in its General Meetings of shareholders. Failure to provide the information or providing incomplete or erroneous information will give rise to the sanctions provided by the law.

Registered shares may be transferred from account to account in line with terms and conditions set forth by Law.

In addition to fulfilling the legal obligations to provide information in the event of the holding of certain portions of capital and voting rights, any natural person or legal entity, acting alone or collectively, who should hold or cease to hold, including through a registered intermediate within the meaning of article L. 228-1 of the French Commercial Code, directly or indirectly, a portion of capital or voting rights in the Company equal to or in excess of the threshold of 2.5%, shall inform the Company by way of a recorded delivery letter with acknowledgement of receipt sent to the registered office address, within five trading days following the moment when this threshold is exceeded, of the total number of shares and securities granting access to capital and corresponding voting rights which he holds. For the application of this statutory obligation, the participation thresholds are calculated according to the same rules as for legal thresholds, notably by taking into account the securities treated as equivalent within the meaning of article L. 233-9 of the French Commercial Code.

Default in respect of this statutory obligation shall be sanctioned, at the request, and entered in the minutes of the General Meeting, of one or more shareholders holding at least 2.5% of commercial capital in the Company, by deprivation of voting rights decided by the bureau of the General Meeting, for those shares exceeding the undeclared portion for any meeting of shareholders which may take place until expiry of a deadline of two years following the date of notice.

## **ARTICLE 8 - RIGHTS PERTAINING TO EACH SHARE**

Each share shall entitle the holder to a vote in General Meetings of Shareholders. The voting right attached to shares of the Company is proportional to the share in capital which they represent and no double voting right, as indicated under articles L225-123 and L. 22-10-46 of the Commercial Code, may be attributed or benefit, in any manner whatsoever, any of the latter.

In addition to the right of vote, each share shall lead to an entitlement to a share, in proportion to the number and nominal value of existing shares, in company assets, profits or liquidation bonuses. Each time it is necessary to hold a certain number of shares to exercise a right, it shall be incumbent upon owners who do not hold this number to personally group together shares required.

## **ARTICLE 9 - PAYMENT OF SHARES**

The total amount of shares issued by way of an increase in capital and to be paid in cash shall be due in line with the terms and conditions set forth by the Board of Directors.

Calls on funds are notified to subscribers and shareholders at least fifteen days before the date set for each payment by a notice in a legal publication journal of the place of the registered office or by way of an individually sent recorded delivery letter.

Any delay in payment of amounts due from the total unpaid balance for shares shall lead, ipso jure and without any formality being necessary, for payment of 6% interest per annum, accrued on a daily basis, following the payment date without prejudice for personal legal action which the Company may exercise against the defaulting shareholder and legal enforcement measures.

## **ARTICLE 10 - ADMINISTRATION**

I - Whatever the number of employees, the Company shall be directed by a Board of Directors comprising directors, who are natural persons, appointed by the Ordinary General Meeting. There shall be a total of nine directors at least and eighteen at most.

The term of mandate of directors who are appointed or renewed shall be three years.

By way of exception, and in order to execute or maintain the staggering of director's terms, the Ordinary General Meeting may appoint one or more board members with a term of office of one or two years.

The age limit to hold the post of director or permanent representative of a legal entity is 77 years. If any director in post should exceed this age limit, the mandate shall continue until the term set by the General Meeting.

During the term of a mandate, each director should hold at least one share.

Members of the Board of Directors are legally bound not to disclose, even following the end of their mandate, any information which they hold concerning the Company and of which disclosure may be likely to harm the best interests of the Company, excluding those instances in which such disclosure is required or accepted by legal or regulatory provisions in force or in the public best interests.

II - Where the management report presented by the Board of Directors during the Ordinary Annual General Meeting establishes that shares held by staff of the Company as well as staff of companies which are legally affiliated thereto represent over 3% of capital in the Company pursuant to the applicable regulations, a member of the Board of Directors is appointed by the Ordinary General Meeting of shareholders, upon proposal by the employee shareholders.

At the initiative of the Chairman of the Board of Directors, election of a candidate to the post of member of the Board of Directors representing shareholding employees is undertaken by way of a simple majority of rights of vote, during a meeting which brings together shareholder employees of the Company.

A candidate shall be elected from all shareholder employees.

The Chairman of the Board of Directors shall draft a report notably indicating the number of votes collected by the elected candidate who shall be presented to the Ordinary General Meeting.

This report as well as all contact details of the elected candidate should be annexed to the notice convening the Ordinary General Meeting.

Any member of the Board of Directors appointed upon proposal by the shareholder employees shall have the same status, powers and responsibilities as all other members of the Board of Directors. However, the mandate shall end upon expiry or termination, whatever the reason, of the employment contract.

Where two directors are elected by the staff of the Company, one of them is a representative of engineers, managers and assimilated employees, the second is the representative of the other employees.

Where there is only one seat to be filled for the entire electorate, the election shall be by majority vote with two rounds. Where there is only one seat to be filled in an electoral college, the election shall be held by a two-round majority vote in that college.

The term of the mandates of directors elected by the staff of the Company is following the same rules as those applicable to the ordinary law directors of the Company.

The director elected by the staff of the Company shall have the same status, powers and responsibilities as other members of the Board of Directors. However, his mandate ends with the arrival of the term or the breach, for whatever reason, of his contract of employment.

The terms of voting not specified by the legal provisions or by the present articles of association as well as the conditions for the exercise of the mandates of the directors elected by the staff, are laid down by the Executive Management. It shall adopt a by-law concerning the election of one or two employees as directors.

III - The Board of Directors of the Company also includes a director elected by the staff of the Company and its subsidiaries having their registered office in France when the number of directors is eight or less, two directors elected by the staff of the Company when that number exceeds eight; such threshold of eight directors being calculated in accordance with applicable laws.

The status and procedures for the election of these directors are established in articles L. 22-10-6, L. 22-10-7 and L. 225-28 to L. 225-34 of the French Commercial Code, as well as by the present articles of association.

Candidates may be presented either by one or more representative trade union organizations within the meaning of article L. 2122-1 of the Labor Code or by one twentieth of the voters or, if the number exceeds two thousand, by hundred of them.

Each application must include, in addition to the candidate's name, the name of his eventual replacement.

Where two directors are elected, one of them is a representative of engineers, managers and assimilated employees, the second is the representative of the remaining employees. In this regard, employees are divided into two electoral colleges voting separately, one for engineers, managers and assimilated employees ("*ingénieurs, cadres et assimilés*"), and the other for other employees.

When a second director representing employees is appointed during the mandate of the first director representing employees, and to ensure that both are re-appointed at the same time, the first mandate of the second director representing employees shall expire at the same time as the mandate of the first director representing employees. In this case, unless there are no candidates, the second employee director shall be elected by a different electoral college to the one that elected the first employee director.

Where there is only one seat to be filled for the entire electorate, the election shall be by a two-round majority vote. Where there is only one seat to be filled in an electoral college, the election shall be held by a two-round majority vote in that college.

The term of the mandates of directors representing employees follows the same rules as those applicable to the ordinary directors of the Company.

The directors representing the employees shall have the same status, powers and responsibilities as other members of the Board of Directors. However, their mandate ends with the expiry or the breach, for whatever reason, of their contract of employment.

The terms of voting not specified by the legal provisions or by the present articles of association as well as the conditions for the exercise of the mandates of the directors elected by the staff, are established by the Executive Management. It shall adopt a by-law concerning the election of one or two employees as directors.

## **ARTICLE 11 - DELIBERATION BY THE BOARD OF DIRECTORS**

Directors are convened to meetings of the Board of Directors by all means, even verbally. Decisions are taken at the majority of members present or represented. The quorum is reached where one half of members of the Board of Directors are present or represented. In the event of a tie in votes, that of the Chairman of the Board of Directors shall prevail if the latter has chaired the meeting.

Any director may assist and participate in the Board of Directors meeting in line with the terms and conditions set forth by legal and regulatory provisions in force and the internal regulations of the Board of Directors of the Company.

Decisions relating to certain matters that are restrictively listed by the applicable regulation can be resolved upon by the Board of Directors through a written consultation process of the directors.

Minutes are drafted and copies or abstracts of deliberations are issued and certified as true and certified pursuant to law.

The Board of Directors shall meet at least once per quarter.

## **ARTICLE 12 - POWERS OF THE BOARD OF DIRECTORS**

Powers held by the Board of Directors are those which are conferred thereunto by law.

## **ARTICLE 13 - REMUNERATION OF DIRECTORS AND SCRUTINEERS**

A remuneration may be allocated by the Ordinary General Meeting to directors. This fixed annual remuneration shall be fixed by an Ordinary General Meeting and applicable until any further decision. The Board of Directors determines the remuneration allocated to each director and, as the case may be, to the scrutineers.

The directors may also be allocated exceptional remuneration by the Board of Directors in those instances and conditions for which provision is made by law.

## **ARTICLE 14 - ORGANISATION OF THE BOARD OF DIRECTORS**

The Board of Directors shall elect a Chairman from its members.

The Chairman shall organise and direct all works of the Board, for which he shall be accountable to the Ordinary Annual General Meeting. He shall oversee the due and proper operation of Company management authorities.

Nobody may be appointed Chairman if over 72 years of age. Where the Chairman in office reaches this age limit, he shall be deemed as tendering resignation at the next Ordinary Annual General Meeting.

The Board of Directors may appoint amongst its members a Deputy Chairman whose responsibilities shall consist of convening and chairing meetings of the Board of Directors in the absence of the Chairman. It may additionally establish study committees and propose and agree with all opinions which it wishes to receive.

## **ARTICLE 15 - TRANSACTIONS SUBMITTED TO AUTHORISATION OF THE BOARD OF DIRECTORS**

Any agreement made directly or via an intermediary between the Company and its Managing Director, any of its Deputy Managing Directors, Directors, or shareholders with a portion of voting rights in excess of 10% or, if concerning a shareholding company, the company which exercises control thereover as defined by article L. 233-3 of the Commercial Code, shall be subject to the prior authorisation of the Board of Directors.

This shall additionally be the case for those agreements in which any of those people indicated in the previous paragraph are indirectly interested.

Prior authorisation shall also be required for those agreements made between the Company and any company if the Managing Director, a Deputy Managing Director or Directors of the Company is owner,

indefinitely liable member, manager, director, member of the Supervisory Board or, more widely, manager of said company.

Prior authorisation of the board of directors is motivated by justifying the interest of the agreement for the Company, notably by indicating the financial terms and conditions attached thereunto.

Prior authorisation of the Board of Directors is not required for (i) those agreements concerning common transactions and which are concluded under normal conditions, pursuant to the provisions set forth under article L. 225-39 of the Commercial Code, and/or (ii) those agreement concluded between two companies where one of these holds, directly or indirectly, all of the capital of the other, where applicable, minus the minimum number of shares required to fulfil the requirements of article 1832 of the Civil Code or articles L. 225-1, L. 22-10-1, L. 22-10-2 and L. 226-1 of the Commercial Code, pursuant to the provisions set forth under article L. 225-39 of the Commercial Code.

The Board of Directors implements a procedure to assess, on a regular basis, if the agreements relating to ordinary transactions entered into at arm's length conditions actually comply with these requirements. The directly or indirectly interested parties to these transactions do not participate to such assessment.

The directly or indirectly interested party is legally bound to notify the Board of Directors as soon as such party is aware of any agreement for which prior authorisation is required by the Board of Directors. The latter may neither take part in the resolution nor in the vote on the requested authorization. The Chairman of the Board of Directors shall notify to the Auditors all agreements which have been authorized and entered into and shall submit these to approval of the General Meeting.

The Auditors shall present, concerning these agreements, a special report to the General Meeting which shall rule thereover.

Those agreements concluded and authorised during previous financial years for which performance has continued during the previous financial year are examined each year by the Board of Directors and notified to the auditor for the purposes of drafting the report for which provision is made hereinabove.

Information on the agreements referred to above are released to the public in accordance with the applicable regulation.

The directly or indirectly interested party may not take part in the vote and his shares shall not be taken into consideration for calculation of the majority.

Those agreements approved by the General Meeting, as well as those for which it does not grant authorisation, shall be effective on third parties, unless they are cancelled in the event of any case of fraud. Even in the absence of any fraud, any harmful consequences for the Company of those agreements for which authorisation is not granted may be enforced on the directly or indirectly interested party and, where applicable, other members of the Board of Directors.

Without prejudice for the liability of the directly or indirectly interested party, those agreements for which prior authorisation of the Board of Directors is required and concluded without the prior consent of the Board of Directors may be annulled if they have harmful consequences for the Company.

Legal action for invalidity shall have a statute of limitations of three years following the date of the agreement. However, if the agreement has been hidden, the starting point for statutes of limitations shall be deferred to the date on which it was disclosed.

Invalidity shall be the result of a vote cast by the General Meeting called to rule upon a special report by the Auditors outlining the circumstances under which the authorisation procedure was not followed. In this instance, the directly or indirectly interested party shall not be entitled to participate in the vote and his shares shall not be considered in calculation of the majority.

## **ARTICLE 16 - GENERAL MANAGEMENT**

General Management of the Company is undertaken, under its liability, either by the Chairman of the Board of Directors, or by any other natural person appointed by the Board of Directors and bearing the title of Managing Director.

The Board of Directors shall select from between the two methods of General Management indicated in the previous paragraph.

Where General Management is undertaken by the Chairman of the Board of Directors, the provisions set forth under the present article pertaining to the Managing Director shall be applicable.

The Managing Director shall be vested with the widest range of powers to act in all circumstances on behalf of the Company. He shall exercise powers within the limit of the commercial objects of the Company and subject to those expressly attributed by law to general meetings of shareholders or the Board of Directors.

He shall represent the Company in relations with third parties.

Upon proposal by the Managing Director, the Board of Directors may appoint, in line with the terms and conditions set forth by law, one or more Deputy Managing Directors, of whom there may be no more than five. Deputy Managing Directors shall have, in dealings with third parties, the same powers as the Managing Director.

Nobody may be appointed Managing Director or the Deputy Managing Director if he exceeds 70 years of age. Where the Managing Director or Deputy Managing Director in post should reach this age limit, he shall be deemed as tendering resignation immediately following the forthcoming Ordinary Annual General Meeting.

#### **ARTICLE 17 - SCRUTINEERS**

The General Meeting may appoint one or more Scrutineers for the Company up to a limit of four.

The mandate of Scrutineers, who may be renewed continuously, shall last for two years.

If the number of Scrutineers should be less than four, the Board of Directors shall be entitled, if it should deem it necessary, within the best interests of the Company, to appoint one or more Scrutineers. In this instance, provisional appointments undertaken by the Board of Directors shall be subject, at the forthcoming meeting, to ratification by the Ordinary General Meeting.

Similarly, if a position as Scrutineer should become vacant between two Meetings, the Board of Directors may provisionally undertake replacement. Appointment shall be subject to ratification by the forthcoming Ordinary General Meeting.

A Scrutineer appointed as a replacement for another whose mandate has not expired, shall only remain in office for the time remaining to run on the mandate of the predecessor.

The age limit for holding the post of Scrutineer is 77 years. Any Scrutineer who reaches this age limit shall be deemed as tendering resignation immediately following the forthcoming Ordinary Annual General Meeting.

Scrutineers are convened to meetings of the Board of Directors and shall take part in deliberations with a vote for consultation. They shall present a report to the General Meeting if deemed necessary.

#### **ARTICLE 18 - AUDITORS**

Auditors shall be appointed by the Ordinary General Meeting and shall operate their auditing role pursuant to Law.

Their fees shall be set by Law or, failing this, by the Ordinary General Meeting.

#### **ARTICLE 19 - GENERAL MEETING OF SHAREHOLDERS**

General meetings of shareholders are convened and shall deliberate in line with the terms and conditions for which provision is made by Law. Meetings shall take place either at the registered office, or in any other location indicated in the notice convening the meeting.

Any shareholder, regardless of the number of shares held, may personally take part on Meetings or vote by mail or be represented.

The right to participate in General Meetings shall be subject to entry into the accounts of shares in the name of the shareholder or the intermediary entered on behalf of the latter, as at the second working day preceding the Meeting date at zero hours, Paris time, either in nominative accounts held for the Company by its representative, or in bearer share accounts held by a duly empowered intermediary.



Entry of shares into bearer share accounts held by the duly empowered financial intermediary shall be observed by way of a certification of participation issued by the latter which should be annexed to the mail voting form, the power of attorney, or the application for an admission card issued in the name of the shareholder or on behalf of the shareholder represented by the entered intermediary.

A certificate should additionally be sent to any shareholder wishing to physically take part in the Meeting and who has not received an admission card on the second working day preceding the Meeting at zero hours, Paris time.

Shareholders may, in those conditions set forth by legislative and regulatory provisions in force, send a power of attorney form or voting form concerning any Meeting, either in hard copy, or following a decision by the Board of Directors, by any electronic means. For instructions given by shareholders electronically including power of attorney or for electronic remote voting forms electronic entry and signature of the shareholder may be undertaken directly, where applicable, on the dedicated website implemented by the company, by any reliable identification method guaranteeing the relation of the signature to the form as decreed by the Board of Directors and meeting those conditions set forth by legislative and regulatory provisions in force.

The absolute deadline for return of remote voting forms and powers of attorney is fixed by the Board of Directors. It may not be earlier than one day before the Meeting date. However, insofar as the Board of Directors authorises use, electronic remote voting forms and instructions given electronically for powers of attorney may validly reach the Company until 15.00 hours, Paris time, on the day immediately before the Meeting.

The Board of Directors may additionally decide that shareholders may participate and vote in any General Meeting by way of videoconference or any other telecommunication means allowing for their identification as well as actual participation, and in line with the terms and conditions set forth by legislative and regulatory provisions in force.

The Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by a director specially appointed by the Board.

Minutes of the Meeting are drafted and their copies are certified and published pursuant to law.

## **ARTICLE 20 - FINANCIAL YEAR - DISTRIBUTION OF PROFITS**

Each financial year, lasting for a full year, shall begin on 1 January and expire on 31 December of the same year.

From the profits for each year minus, where applicable, previous losses, amounts to be entered into reserves pursuant to law shall be deducted first and foremost.

Distributable profit is constituted by the profits from the previous financial year minus previous losses and amounts entered onto reserves pursuant to law, and increased by profit carried over.

From these profits, the General Meeting shall deduct all amounts which it deems appropriate to allocate to all optional reserve funds, whether ordinary or extraordinary, or to be carried over again.

The balance, where one exists, is distributed between all shares in proportion with their total amount paid up and not amortized.

The General Meeting may decide on the distribution of amounts debited from optional reserves, either to issue or complement a dividend, or as an exceptional distribution; in which case, the decision should expressly indicate the reserve posts from which debits should be taken.

The Ordinary Annual General Meeting may validly take part in all decisions allowing each of the Shareholders to receive payment, in whole or in part, of the dividend distributed or deposits over dividends, of Company shares and this in line with the terms and conditions set forth by law.

## **ARTICLE 21 - TRANSFORMATION**

The Company may not be transformed into any other company than a Limited Company. Transformation into a Limited Company shall neither lead to winding up of the Company nor creation of a new legal entity.

**ARTICLE 22 - WINDING UP AND LIQUIDATION**

Upon winding up of the Company, one or more administrators shall be appointed by the General Meeting of Shareholders, in line with the terms and conditions for a quorum for which provision is made by Ordinary General Meetings.

The administrator represents the Company. He is vested with the widest powers to settle the assets, even amicable. He shall be empowered to pay all creditors and distribute the available balance.

The General Meeting of Shareholders may authorise continuation of business or the commitment of new business for the purposes of liquidation.

Distribution of the net asset value remaining following reimbursement of shares is undertaken to Shareholders in line with the same proportions as their participation in capital.

**ARTICLE 23 - DISPUTES**

Any disputes which may arise, during the term of the Company or its liquidation, and between the Company and its Shareholders, or between Shareholders themselves concerning company matters, shall be referred to the competent courts.

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