



Relations between statutory auditors and the AMF: How to interpret article L.621-22 of the Monetary and Financial Code

July 2010

*

The Financial Security Act of 1st August 2003 and the resultant legislation have brought significant changes to the respective responsibilities of the various stakeholders in financial regulation and control of statutory auditors. In particular, the legislator renewed the powers previously bestowed upon the Commission des Opérations de Bourse (COB) pertaining to statutory auditors by introducing a series of provisions in article L.621-22 of the Monetary and Financial Code to govern relations between the Autorité des Marchés Financiers (AMF) and statutory auditors who work with publicly traded companies.

The law of 26 July 2005 on business confidence and modernisation of the economy completed this system by strengthening the AMF's prerogatives in the supervision of periodic financial reporting by listed companies.

Order n° 2009-80 of 22 January 2009 on public offerings containing various provisions on financial matters, published in the *Journal Officiel* on 23 January 2009 abolishing the concepts of public offerings and publicly traded companies, led to a change in the scope of entities covered by the provisions of article L.621-22 of the Monetary and Financial Code. The persons now concerned are the statutory auditors of companies whose securities are admitted to trading on a regulated market and companies whose financial securities are offered to the public on an organised multilateral trading facility.¹

The Autorité des Marchés Financiers (AMF) and the Financial Markets Department of the Compagnie Nationale des Commissaires aux Comptes (CNCC) came together to update the guide published in December 2005 with the aim of providing statutory auditors and other market players with a practical tool to facilitate the relations laid down by both the letter and the spirit of the law.

Other provisions, relating to the AMF's prerogatives in terms of inspection of an auditor and to its ability to request particular diligences of statutory auditors in the framework of its investigations, are given for information in Appendix 5.

This guide does not address the particular rules on reporting to the AMF pertaining to certain entities subject to supervision by the AMF in its capacity as control authority (asset management firms, investment services providers, etc.). These rules are described, inter alia, in articles L.621-23, L.621-24 and L.621-25 of the Monetary and Financial Code, and statutory auditors should bear them in mind.

¹ In practice, Alternext.

CONTENTS

| | Page |
|--|------|
| 1. Appointment, reappointment and resignation of the statutory auditors of issuers | 3 |
| 2. Statutory auditor's duty to notify the AMF | 4 |
| 3. AMF's right to question the statutory auditor | 6 |
| 4. Statutory auditor's right to question the AMF | 8 |
| Appendices | 9 |

1. **Appointment, reappointment and resignation of the statutory auditors of issuers**

1.1 Reminder of the legislation

Art. L.621-22 (I) of the Monetary and Financial Code “The Autorité des Marchés Financiers shall be informed of the proposals for the appointment or the reappointment of the statutory auditors of entities whose financial securities² are admitted to trading on a regulated market and may make any observation it deems necessary concerning said proposals. Said observations shall be made known to the General Meeting or the body responsible for making the appointment, and to the professional concerned.”

Art. L.621-22 (VI) of the Monetary and Financial Code “The provisions of this article [L.621-22] shall apply to the statutory auditors of entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information.”³

Article R.823-1 of the Commercial Code

“Any statutory auditor that agrees to have its candidature put forward at the General Meeting of a company or to the relevant legislative authority of an entity whose financial securities are admitted to trading on a regulated market shall inform the Autorité des Marchés Financiers of this by registered letter with acknowledgement of receipt before the General Meeting or the meeting of the relevant legislative authority.

If its candidature is put forward by the company in a draft resolution presented as required by article R.225-73, the Autorité des Marchés Financiers shall be advised of this at least fifteen days before publication in the Bulletin des Annonces Légales Obligatoires as stipulated in the first paragraph of said article R.225-73.

When a candidature gives grounds for reservations on the part of the Autorité des Marchés Financiers and the management of the company or entity intends to proceed regardless, the management shall send the reasoned opinion issued by the Authority to the shareholders or the members of the legislative authority who are called upon to decide on this candidature. This opinion is also sent to the national council of the Compagnie Nationale des Commissaires aux Comptes and to the regional council of the regional company of which the auditor in question is a member.

The provisions of this article do not apply to credit institutions, financial companies and investment firms subject to the control of the Commission Bancaire, or to their statutory auditors.”

Article 12 – 5th paragraph of the Code of Conduct

“When it resigns and the company or entity for which it certifies the financial statements conducts activity in a sector governed by special regulations, such as those that apply to trading in financial securities on a regulated market, or to the banking or insurance sectors, it informs the relevant public authorities of this resignation. These provisions also apply to the statutory auditors of companies or entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information.”

1.2 Position and recommendation

Article R.823-1 stipulates that the statutory auditor is bound by the reporting requirement introduced by the law. The AMF shall be informed of any appointments and reappointments envisioned in any entity whose financial securities are admitted to trading on a regulated market.⁴ Compliance with the notice period introduced by article R.823-1 is an imperative condition which allows the AMF to exercise its legal prerogatives in terms of notification of the General Assembly of Shareholders.

Although article R.823-1 does not require the statutory auditor to inform the AMF of its envisioned appointment or reappointment in an entity whose financial securities are offered to the public on an organised multilateral trading facility,⁵ this procedure does actually apply insofar as article L.621-22 of the Monetary and Financial Code stipulates notification of the AMF.

² The financial securities include equity securities issued by corporations and debt securities, and do not include commercial papers, cash vouchers or units and shares of collective investment schemes.

³ In practice: Alternext.

⁴ On the French regulated market or any other European regulated market of which the AMF has been declared the relevant authority when the securities are bonds (debt securities).

⁵ Does not concern companies whose securities are quoted on an organised multilateral trading facility via an offer described in article L.411-2. Concerns quotation group E1 (companies that have made a public offering) on Alternext.

Statutory auditors are advised to use the template letter attached to this guide⁶ in order to fulfil their notification obligation in the event of an appointment or reappointment offer.

In view of the provisions relating to the rotation of signatory partners provided in article L.822-14 of the Commercial Code, statutory auditors shall take special care to include information on the preparation of this rotation in its letter informing the AMF of a reappointment offer.

Out of courtesy, statutory auditors are advised to inform the AMF if the signatory partner in office is rotated. A template letter to be sent to the AMF in such cases is in Appendix 2c.

If it considers it appropriate, the Autorité des Marchés Financiers may ask statutory auditors put forward for appointment or reappointment to fill out the questionnaire attached to this guide.⁷ It is specified that any observations by the AMF are made after examination of the criteria for acceptance of terms of office as set by the professional rules, and after quality controls.

Additionally, in view of article 12 of the Code of Conduct, if a statutory auditor resigns from an entity whose securities are admitted to trading on a regulated market or are offered to the public on an organised multilateral trading facility, it shall send a copy of its resignation letter to the AMF. If a prospectus or a registration document is drawn up,⁸ the issuer shall bring the resignation and the non-renewal of the mandate to the knowledge of the public in accordance with paragraph 2.2⁹ of Annex 1 of European Regulation n°809/2004.

2. Statutory auditor's duty to notify the AMF

2.1 Reminder of the legislation

Art. L.621-22 (II- 2nd paragraph) of the Monetary and Financial Code *"The statutory auditors of the entities referred to in the previous paragraph [entities whose financial securities are admitted to trading on a regulated market] shall inform the AMF of any fact or decision which justifies an intention on their part to refuse to certify the accounts."*

Art L.621-22 (IV) of the Monetary and Financial Code *The statutory auditors of companies whose financial securities are admitted to trading on a regulated market shall send the Autorité des Marchés Financiers a copy of the document sent to the Chairman of the Board of Directors or of the Executive Board pursuant to the second paragraph of Article L. 234-1¹⁰ of the Commercial Code. They shall also send said authority the conclusions of the report which they intend to present to the General Meeting pursuant to Articles L. 823-12¹¹ and L.822-15¹² of said code.*

Art L.621-22 (V) of the Monetary and Financial Code *"Statutory auditors are released from professional secrecy, and shall therefore not incur liability, in respect of information provided pursuant to the obligations and formalities stipulated in this article and in Article L. 621-18".¹³*

Art L.621-22 (VI) of the Monetary and Financial Code *"The provisions of this article [L.621-22] shall apply to the statutory auditors of entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information."¹⁴*

Art L.621-22 (VII) of the Monetary and Financial Code *"The provisions referred to in paragraphs III¹⁵ and V of this article [L.621-22] shall apply to statutory auditors who carry out assignments in connection with public offers.*

⁶ Appendices 2a and 2b

⁷ Appendices 3a and 3b

⁸ Registration document drawn up in accordance with article 212-13 of the AMF General Regulation.

⁹ 2.2 specifies: "If auditors have resigned, been removed or not been re-appointed during the period covered by the historical financial information, indicate details if material."

¹⁰ The 2nd paragraph of article 234-1 concerns the alert procedure triggered by statutory auditors. The AMF shall therefore be informed in phase 2. Although article L.621-22 (IV) does not stipulate this, the notification duty also applies to private limited companies.

¹¹ Art L.823-12: "At the nearest General Meeting, the statutory auditors shall signal the irregularities and inaccuracies they have observed in the course of their assignment."

¹² Art L.822-15: "Subject to the provisions of article L. 823-12 and the special legislative provisions, statutory auditors and their staff and experts are bound by professional secrecy for facts, acts and information of which they may be aware in their functions. However, they are released from professional secrecy in respect of the President of the Commercial Court of the Court of First Instance when they implement the provisions of Book II, Title II, Chapter IV or Book IV, Title I, Chapter II."

¹³ Article L.621-18: see § 3.3.1.

¹⁴ In practice: Alternext.

¹⁵ See § 4.

The Autorité des Marchés Financiers may ask the statutory auditors for any information on the entities they control, where said entities make an offer to the public.”

2.2 Position and recommendation

2.2.1 *Intention to refuse to certify the accounts*

In view of the law, it should be considered that the obligation to notify the AMF covers all forms of opinion comprising an adverse or a disclaimer of opinion.

In accordance with the spirit of the law concerning the anticipation and prevention of problems and the security of the financial markets on the one hand, and market practice on the other, statutory auditors are also strongly advised to inform the AMF of any decision likely to justify its intention to issue an opinion with one or more qualifications.

In terms of sequencing, the statutory auditor shall first inform the persons in charge of governing the company of its intention to issue an opinion other than unqualified opinion. It shall then assess the appropriate moment to inform the AMF in the light of the circumstances.

This moment depends on the way the statutory auditor perceives the willingness of the management and/or the authority that approves the accounts to make the changes that it considers necessary. Indeed, its intention to issue an adverse or a disclaimer of opinion or to issue a qualified opinion arises when it appears that the accounts will not be changed or when a situation emerges bringing about a qualification that it is technically impossible to lift (for example a limitation on the extent of the work due to insurmountable circumstances). Therefore, the statutory auditor should in principle wait for the meeting of the relevant authority to approve the accounts whenever it considers it likely that this authority will comply with its requests.

In the event that the statutory auditor intervenes after the meeting of the authority to approve the accounts, the AMF shall be informed immediately after notification of the company's governing bodies.

The obligation to notify the AMF (article L.621-22 (II-2nd paragraph)) only applies to certification. Statutory auditors are nonetheless strongly advised to inform the AMF in the same way in their half-yearly review.

2.2.2 *Alert procedure*

As regards the alert procedure, the document described in IV of article L.621-22 is the letter in which the statutory auditor of a *société anonyme* invites the Chairman to convene the Board of Directors or the Executive Board to decide on the facts observed. This letter is issued in the second phase of the alert procedure, it being observed that no information is to be sent to the AMF in phase 1 of the procedure.

The letter to the Chairman must be sent at the same time as the notification to the AMF, and the statutory auditor is responsible for warning the Chairman of the notification to the AMF.

A template copy letter to the AMF is in Appendix 4.

2.2.3 Notification by the statutory auditor of the irregularities and inaccuracies signalled to the assembly in application of article L.823-12 of the Commercial Code

As regards disclosure to the AMF of the irregularities described in IV of article L.621-22, it should be clarified that these are the irregularities and inaccuracies that are indicated either in the report presented to the annual meeting or in an ad hoc communication to the annual general meeting or another meeting, or in a specific report (regulated agreements, internal control, prevention of difficulties in businesses, etc.).

The statutory auditor informs the AMF of all irregularities that it considers it should communicate to the general meeting, without prejudice to the attention that the AMF may give to it.

In terms of sequencing, the statutory auditor shall send the information to the AMF as soon as possible after it has determined that an irregularity or inaccuracy observed will be referred to in its report or in a communication, and at the latest when it sends its report or its communication to the company.

If the AMF has been informed before the report or the communication has been sent, the statutory auditor then sends the AMF a copy of the report or the communication.

3. The AMF's right to question the statutory auditor

3.1 Reminder of the legislation

Art. L.621-18, paragraph 2, of the Monetary and Financial Code "It [The AMF] shall check the information that said issuers [referred to in article L.451-1-2¹⁶] disclose. For which purpose it may require the issuers, the entities which control them or are controlled by them and their statutory auditors or other auditors to provide all relevant documents and information."

Art. L.621-22 (II) of the Monetary and Financial Code "It [The AMF] may ask the statutory auditors of entities whose financial securities are admitted to trading on a regulated market for any information on the entities or individuals that/who control them."

Art L.621.22 (V) of the Monetary and Financial Code "Statutory auditors are released from professional secrecy, and shall therefore not incur liability, in respect of information provided pursuant to the obligations and formalities stipulated in this article and in Article L. 621-18".

Art L.621.22 (VI) of the Monetary and Financial Code "The provisions of this article [L.621-22] shall apply to the statutory auditors of entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information".¹⁷

Art L.621.22 (VII) of the Monetary and Financial Code "The provisions referred to in paragraphs III and V of this article [L.621-22] shall apply to statutory auditors who carry out assignments in connection with public offers. The Autorité des Marchés Financiers may ask the statutory auditors for any information on the entities they control, where said entities make an offer to the public."

¹⁶ Article L.451-1-2 of the Monetary and Financial Code (I): "French issuers with equity securities or debt securities having a denomination below €1,000 which are not money market instruments within the meaning of the aforementioned Directive 2004/39/EC of the Parliament and of the Council of 21 April 2004, which have a maturity of less than twelve months and are admitted to trading on a regulated market in a State party to the European Economic Area Agreement publish an annual financial report and file it with the Autorité des Marchés Financiers within four months of the end of their financial year....."

¹⁷ In practice: Alternext.

3.2 Position and recommendation

These articles concern the AMF's right of enquiry within the framework of its remit to monitor financial disclosure.

At all events, the AMF will primarily approach the issuer in order to obtain the company's internal documents and for any question about its activity and operations, as well as any question related to management or accounting treatment, where necessary in conjunction with its statutory auditors.

Apart from inspection procedures, the AMF's enquiries do not cover the statutory auditing firm holding the mandate, its organisation or its procedures, but only the dossier of the entity whose financial securities are admitted to trading on a regulated market or offered to the public on an organised multilateral trading facility.

The AMF's enquiries do not relate to the entire dossier, but only specific aspects such as the audit procedures, the assessment of accounting treatments of specific points described and justified beforehand by the issuer, fees, or ethical aspects linked to the assignment of the statutory auditor.

The statutory auditor is entitled to answer the AMF's queries by means of extracts from its working file or notes drafted for this purpose. To ensure that the responses provided by the statutory auditor in its exchanges with the AMF remain secure, the auditor is advised to pay special attention to its reasoning and formalisation.

If the AMF cannot obtain a suitable response to its enquiries, it has as a last resort the possibility of demanding the disclosure of the items in the working dossier corresponding to its request.

When the AMF deems it necessary to obtain the whole dossier, it has the possibility, independently of the investigations conducted on disclosures by issuers, to initiate an inspection of the statutory auditor.¹⁸

At all events, the AMF's enquiries cannot result in an obligation for the statutory auditor to conduct further verifications, as this type of request must either be made through the company or fall within the framework of the specific measures provided as part of investigation procedures initiated by the AMF.¹⁸

The AMF will clearly indicate to the statutory auditor if its approach is to be kept confidential from the issuer. If not, it sends a copy of its question(s) to the company concerned.

Lastly, when investigating a financial dossier (prospectus, registration document...), the AMF may in its exchanges with the company request that the questions posed by the AMF and the answers given by the issuer be brought to the knowledge of the statutory auditors, who shall assess whether these answers call for particular remarks on their part. If so, they inform the issuer of them.

The AMF may also question the statutory auditors who perform assignments as part of offers to the public. It should however be noted that enquiries may only cover the information presented in the prospectus drawn up for this occasion.

¹⁸ See Appendix 5

4. **Statutory auditor's right to question the AMF**

4.1 Reminder of the legislation

Art. L.621-22 (III) of the Monetary and Financial Code “The statutory auditors of entities whose financial securities are admitted to trading on a regulated market may raise questions with the Autorité des Marchés Financiers concerning any matter encountered in the performance of their duties which is likely to have an effect on the entity's financial information.”

Art L.621.22 (VI) of the Monetary and Financial Code “The provisions of this article [L.621-22] shall apply to the statutory auditors of entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information”.¹⁹

Art L.621.22 (VII) of the Monetary and Financial Code “The provisions referred to in paragraphs III and V of this article [L.621-22] shall apply to statutory auditors who carry out assignments in connection with public offers. The Autorité des Marchés Financiers may ask the statutory auditors for any information on the entities they control, where said entities make an offer to the public.”

4.2 Position

The statutory auditor's right to question the AMF applies as broadly as possible to any question pertaining to financial information, whether relating to accounting treatments, auditing problems, or questions about the content of prospectuses, among others.

The statutory auditor shall prefer questions submitted in writing. It shall clearly outline the difficulty and send all useful and necessary information to the AMF so that it may respond.

The AMF shall reply in writing, specifically referring to the procedure stipulated in article L.621-22 of the Monetary and Financial Code.

The statutory auditor shall assess the timeliness of sending its question and the AMF's answer to the entity in question. It shall specify to the AMF whether its approach is to be kept confidential from the entity or not.

* *
*

¹⁹ In practice: Alternext.

APPENDICES

APPENDIX 1

- a. Table summarising the obligations of statutory auditors p.10
- b. Article L.621-22 (full text) p.11

APPENDIX 2

- a. Template letter on the appointment of a statutory auditor p.12
- b. Template letter on the reappointment of a statutory auditor p.13
- c. Template letter declaring the change of a partner during the mandate p.15

APPENDIX 3

- a. Auditing firm details, to be filled in if so requested by the AMF p.16
- b. Auditor (natural person) details, to be filled in if so requested by the AMF p.22

APPENDIX 4

- Template letter for transmission of the letter issued in the second phase of the alert procedure p.29

APPENDIX 5

- Other provisions relating to the AMF's prerogatives p.30

Appendix 1a

Table summarising the obligations of auditors

| Article L.621-22 | Companies with financial securities admitted to a regulated market (1) | Companies with securities listed on an MTF via an offer to the public (VI) | Companies with securities listed on an MTF via an offering covered by Art. L. 411-2 | In the event of an offer to the public (including via free market)(VII) |
|---|---|---|--|--|
| I – Inform the AMF of all proposed appointments or reappointments of auditors | Yes | Yes | No | N/A |
| Auditor's duty to inform the AMF: - II al. 2 – Refusal of certification - IV – Alert procedure - IV -Irregularities and inaccuracies | Yes Yes Yes | Yes Yes Yes | No No No | N/A N/A N/A |
| II al. 1 – Right of the AMF to question the auditor | Yes | Yes | No | Yes |
| III – Right of the auditor to question the AMF | Yes | Yes | No | Yes |
| V – Auditor relieved of professional secrecy obligations for information given in application of Article L.621-22 and Article L.621-18 | Yes | Yes | No | Yes |

(1) Applies to regulated markets within the European Economic Area and to the professional segment if the listed company is headquartered in France and the AMF is the designated regulatory authority.

Appendix 1b
Article L.621-22 (full text)

Article L621-22

Amended by Order No.2009-80 of 22 January 2009 - Art. 6

I. - The Autorité des Marchés Financiers shall be informed of the proposals for the appointment or the reappointment of the statutory auditors of entities whose financial securities are admitted to trading on a regulated market and may make any observation it deems necessary concerning said proposals. Said observations shall be made known to the General Meeting or the body responsible for making the appointment, and to the professional concerned.

II. - It may ask the statutory auditors of entities whose financial securities are admitted to trading on a regulated market for any information on the entities or individuals that/who control them. The statutory auditors of the entities referred to in the previous paragraph shall inform the AMF of any fact or decision which justifies an intention on their part to refuse to certify the accounts.

III. - The statutory auditors of entities whose financial securities are admitted to trading on a regulated market may raise questions with the Autorité des Marchés Financiers concerning any matter encountered in the performance of their duties which is likely to have an effect on the entity's financial information.

IV. - The statutory auditors of companies whose financial securities are admitted to trading on a regulated market shall send the Autorité des Marchés Financiers a copy of the document sent to the Chairman of the Board of Directors or of the Executive Board pursuant to the second paragraph of Article L. 234-1 of the Commercial Code. They shall also send said authority the conclusions of the report which they intend to present to the General Meeting pursuant to Articles L. 823-12 and L.822-15 of said code.

V.- Statutory auditors are released from professional secrecy, and shall therefore not incur liability, in respect of information provided pursuant to the obligations and formalities stipulated in this article and in Article L. 621-18.

VI. - The provisions of this article shall apply to the statutory auditors of entities whose financial securities are offered to the public on a multilateral trading facility which abides by the laws or regulations intended to protect investors from insider dealing, price rigging and the dissemination of false information.

VII. - The provisions referred to in paragraphs III and V of this article shall apply to statutory auditors who carry out assignments in connection with public offers. The Autorité des Marchés Financiers may ask the statutory auditors for any information on the entities they control, where said entities make an offer to the public.

Appendix 2a
Template letter on the appointment of a statutory auditor

AUTORITE DES MARCHES FINANCIERS
Direction des Affaires Comptables
17, place de la Bourse
75082 PARIS CEDEX 2

Registered letter with acknowledgement of receipt

Place, Date

Dear Sir,

In application of the provisions set out in Article L.621-22 (I) of the Monetary and Financial Code, we hereby inform you that we have agreed for the company XXX, a limited company with a capital of €xxx headquartered at XXXXX, *and whose financial securities are admitted to trading on a regulated market or whose financial securities are offered to the public on Alternext²⁰* to submit the application of ... [name of the auditor (natural person) or name of the firm which holds the contract], represented by [name(s) of signatory partner(s)], to be appointed as the statutory auditor at the next Annual General Meeting which will sit on...[date].

Yours faithfully.

Name of firm

Statutory Auditor

Member of the Regional Company XXX

²⁰ Fill in as appropriate

Appendix 2b
Template letter on the reappointment of a statutory auditor

AUTORITE DES MARCHES FINANCIERS
Direction des Affaires Comptables
17, place de la Bourse
75082 PARIS CEDEX 2

Registered letter with acknowledgement of receipt

Place, Date

Dear Sir,

In application of the provisions set out in Article L.621-22 (I) of the Monetary and Financial Code, we hereby inform you that we have agreed for the company XXX, a limited company with a capital of €xx headquartered at XXXXX, *and whose financial securities are admitted to trading on a regulated market or whose financial securities are offered to the public on Alternext²¹* to propose the reappointment of the current statutory auditor ... [name of the auditor (natural person) or name of the firm which holds the contract], represented by [name(s) of signatory partner(s)], at the next Annual General Meeting which will sit on...[date].

Full information regarding the changes in associates is given in appendix to this letter.²²

Yours faithfully.

Name of firm

Auditor

Member of the Regional Company XXX

²¹ Fill in as appropriate

²² Delete in the case of companies whose securities are offered to the public via Alternext.

APPENDIX³

Information about signatory partner rotation

| Name | Date of arrival in this post | Projected date for the end of their involvement with this matter | Names of planned successors |
|----------------------------|-------------------------------------|---|------------------------------------|
| Partner (s) - - - | | | |

³ Delete in the case of companies whose securities are offered to the public via Alternext.

Appendix 2c
Template letter declaring the change of a partner during the mandate

AUTORITE DES MARCHES FINANCIERS
Direction des Affaires Comptables
17, place de la Bourse
75082 PARIS CEDEX 2

Registered letter with acknowledgement of receipt

Place, Date

Dear Sir,

We are writing to inform you that the mandate of designated auditor for company XXX, a limited company with a capital of €xxx headquartered at XXXXX, *and whose financial securities are admitted to trading on a regulated market or whose financial securities are offered to the public on Alternext²³*, currently held by [name of firm currently holding the contract] represented heretofore by [name(s) of appointed signatory(ies)], will henceforth be represented by [updated name(s) of appointed signatory(ies)].

Yours faithfully,

Name of firm

Auditor

Member of the Regional Company XXX

²³ Fill in as appropriate

Only fill in this form if requested to do so by the AMF

CORPORATE ACCOUNTING AND AUDITING DIRECTORATE

COMPANY NAME:

LEGAL STRUCTURE:

HEADQUARTERS:

TELEPHONE:

FAX:

EMAIL:

PRESIDENT OR MANAGER:

REGIONAL COMPANY:

Is the company registered with the Order of Accredited Accountants and Chartered Accountants?

Is the company part of a grouping? Does it have offices within the meaning of Article 27 of the Code of Ethics?

Is the company part of a network?

Other remarks:

Signed in....., Date:.....

| FULL NAME OF ASSOCIATED AUDITORS | Percentage of the capital of the auditing firm held by each associate |
|--|---|
| <p style="text-align: center;">STAFF</p> <hr style="width: 30%; margin: 0 auto;"/> <p>ASSOCIATED AUDITORS:</p> <p>EMPLOYEES:</p> <p>Trainee accountants And auditors</p> <p>Other technical personnel</p> <p>Administrative staff</p> <hr style="width: 30%; margin: 0 auto;"/> <p style="text-align: right;">Total no. of employees (1)</p> <p>(1) If the company is part of a group, indicate clearly in a separate column the total number of employees of each category in the group as a whole.</p> | <p style="text-align: center;">FURTHER INFORMATION (where relevant)</p> <hr style="width: 30%; margin: 0 auto;"/> |

| <p>A – MANDATES WITH COMPANIES MAKING OFFERS TO THE PUBLIC</p> <p>_____</p> <p>Name and address of the audited company</p> | <p>Associate Auditor Co-Signatory</p> <p>(Article 69 of the Decree of 12 August 1969 amended by the Act of 27 May 2005)</p> | <p>Designated auditor: D</p> <p>Junior: J</p> | <p>Exact end date of the last financial year to be audited under the terms of the current mandate.</p> | <p>Name of the other auditors in the same company, indicating whether they are designated auditors or juniors.</p> |
|--|---|---|--|--|
| | | | | |

| <p>B – MANDATES WITH MUTUAL FUNDS</p> <p>_____</p> <p>NAME OF FUND (Name of depositary)</p> | <p>Associate Auditor Co-Signatory</p> <p>(Article 69 of the Decree of 12 August 1969 amended by the Act of 27 May 2005)</p> | <p>Exact end date of the last financial year to be audited under the terms of the current mandate.</p> |
|--|---|--|
| | | |

| <p>C – MANDATES WITH SICAV FUNDS</p> <p>_____</p> <p>NAME OF COMPANY (Name of depositary)</p> | <p>Associate Auditor Co-Signatory</p> <p>(Article 69 of the Decree of 12 August 1969 amended by the Act of 27 May 2005)</p> | <p>Exact end date of the last financial year to be audited under the terms of the current mandate.</p> |
|---|---|--|
| | | |

D – LIST OF THE PRINCIPAL AUDITING MANDATES HELD IN COMPANIES OR ORGANISATIONS NOT MAKING OFFERS TO THE PUBLIC

Number of mandates:

| Name of company or organisation: | Name of company or organisation: | Name of company or organisation: | Name of company or organisation: |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | | |

Only fill in this form if requested to do so by the AMF

CORPORATE ACCOUNTING AND AUDITING DIRECTORATE

SURNAME:

FIRST NAME:

DATE OF BIRTH:

HOME ADDRESS:

TELEPHONE:

HEADQUARTERS OF FIRM:

TELEPHONE:

FAX:

EMAIL:

REGIONAL ASSOCIATION:

Where relevant: - Accounting firm of which you are an associate:
- Firm or group of auditors of which you are an associate or employee:
- Membership of a network:
- Existence of an office within the meaning of Article 27 of the Code of Ethics:

Professional Information

Degrees:

Proportion of the firm's total turnover derived from auditing activities:

Signed in, Date

| STAFF | FUTHER INFORMATION (where relevant) |
|---|-------------------------------------|
| <hr/> <p>EMPLOYEES :</p> <p>Trainee accountants And auditors</p> <p>Other technical personnel</p> <p>Administrative staff</p> <hr/> | <hr/> |
| <p>Total no. of employees (1)</p> | |

| <p style="text-align: center;">A – MANDATES WITH COMPANIES MAKING OFFERS TO THE PUBLIC</p> <hr style="width: 20%; margin: auto;"/> <p>Name and address of the audited company</p> | <p style="text-align: center;">Headquarters of the audited company</p> | <p style="text-align: center;">Designated auditor: D</p> <p style="text-align: center;">Junior: J</p> | <p style="text-align: center;">Exact end date of the last financial year to be audited under the terms of the current mandate.</p> | <p style="text-align: center;">Name of the other auditors in the same company, indicating whether they are designated auditors or juniors.</p> |
|---|--|---|--|--|
| | | 1) MANDATES | UNDER YOUR NAME | |
| | | | | |

| <p>A – MANDATES WITH COMPANIES MAKING OFFERS TO THE PUBLIC</p> <p>_____</p> <p>Name and address of the audited company</p> | <p>Headquarters of the audited company</p> | <p>Designated auditor: D</p> <p>Junior: J</p> | <p>Exact end date of the last financial year to be audited under the terms of the current mandate.</p> | <p>Name of the other auditors in the same company, indicating whether they are designated auditors or juniors.</p> |
|--|--|---|--|--|
| <p>2) MANDATES HELD BY YOUR AUDITING FIRM FOR WHICH YOU ARE A CO-SIGNATORY (1)</p> | | | | |
| Empty space for data entry | | | | |

(1) In this case, your firm should fill out a separate form using the template provided by the AMF

| <p>B – MANDATES IN MUTUAL FUNDS</p> <hr/> <p>NAME OF FUND (Name of depositary)</p> | <p>Associate Auditor Co-Signatory</p> <p>(Article 69 of the Decree of 12 August 1969 amended by the Act of 27 May 2005)</p> | <p>Exact end date of the last financial year to be audited under the terms of the current mandate.</p> |
|--|---|--|
| | | |

| <p>C – MANDATES IN SICAV FUNDS</p> <p>_____</p> <p>SICAV NAME (Name of depositary)</p> | <p>Associate Auditor Co-Signatory</p> <p>(Article 69 of the Decree of 12 August 1969 amended by the Act of 27 May 2005)</p> | <p>Date Exact end date of the last financial year to be audited under the terms of the current mandate.</p> |
|--|---|---|
| | | |

D – LIST OF THE PRINCIPAL AUDITING MANDATES HELD IN COMPANIES OR ORGANISATIONS NOT MAKING OFFERS TO THE PUBLIC

Number of mandates:

| Name of company or organisation | Headquarters | Legal form | Year-end date |
|---------------------------------|--------------|------------|---------------|
| | | | |

Appendix 4
Template letter for transmission of the letter issued in the
second phase of the alert procedure (limited company)

SA 1
Address
City

SA 2
Address
City

AUTORITE DES MARCHES FINANCIERS
Direction des Affaires Comptables
17, place de la Bourse
75082 Paris Cedex 02

Registered letter with acknowledgement of receipt

Place, Date

Dear Sir,

Further to our telephone conversations of (date) with XXX and in accordance with the provisions of article L.621-22 IV of the Monetary and Financial Code, please find enclosed a copy of the letter dated (date) and sent to (client) in the framework of the alert procedure.

We remain at your disposal for any further information.

Yours faithfully,

Statutory Auditor

SA 1

SA 2

Enc..

| |
|---|
| Appendix 5 Other provisions relating to the AMF's prerogatives |
|---|

Recourse by the Authority to special verifications by the statutory auditor giving rise to the issue of a special report

As part of its control and investigation powers (subsection 3 “Controls and Investigations” of section IV “Powers” of the Monetary and Financial Code) the AMF may *“request the statutory auditors of companies whose securities are admitted to trading on a regulated market or on a multilateral trading facility which is subject to the laws and regulations intended to protect investors from insider dealing, price manipulation and the dissemination of false information, or for which an application for admission to trading on such markets has been submitted or an expert has been included on a list of legal experts to carry out any additional analysis or verification which they deem necessary for the entities or institutions whose securities are admitted to trading on a regulated market or on a multilateral trading facility which is subject to the laws and regulations intended to protect investors from insider dealing, price manipulation and the dissemination of false information, or for which an application for admission to trading on such markets has been submitted, and also for the entities referred to in paragraph II of Article L. 621-9. The costs and fees shall be borne by the Autorité des Marchés Financiers. The provisions of this paragraph shall also apply to statutory auditors who carry out assignments in the context of securities issuance.”* (article L.621-9-2 of the Monetary and Financial Code).

Article L.621-9-3, second paragraph, stipulates:

“For the purposes of this subsection, statutory auditors shall be released from professional secrecy in regard to the Autorité des Marchés Financiers.”

These provisions shall apply in the framework of investigations only.

The conditions for application of article L.621-9-2 are set by a Council of State decree (article R.621-31 of the Monetary and Financial Code).

These analyses or verifications may be requested to a statutory auditor other than the company’s statutory auditor.

Inspections

According to article L.821-8, second paragraph, of the Commercial Code:

“The AMF may initiate an inspection of an auditor of an entity whose financial securities are admitted to trading on a regulated market or offered to the public on an organised multilateral trading facility which is subject to the laws and regulations intended to protect investors from insider dealing, price manipulation and the dissemination of false information, or of a CIS, and the assistance of the CNCC for this purpose and, as the case may be, of the entities and authorities listed in 2° of article L.621-9-2 of the Monetary and Financial Code. Neither the chairman of the AMF nor his representative shall sit on the High Council while any disciplinary proceedings resulting from such an inspection are in progress.”

The conditions for application of this article are set by a Council of State decree (article R.821-24 of the Commercial Code).

According to article L.821-12 of the same Code:

“Auditors are required to provide all the information and documents requested of them when (periodic) inspections and checks are carried out, without being able to invoke professional secrecy.”