



Text of resolutions

**Joint Extraordinary and Ordinary
Annual Shareholders' Meeting**

SOCIÉTÉ BIC
Tuesday, May 24, 2006

SOCIÉTÉ BIC
14, rue Jeanne d'Asnières
92116 Clichy Cedex, France
www.bicworld.com

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Only the French version shall be deemed authentic.

ANNUAL SHAREHOLDERS' MEETING OF SOCIÉTÉ BIC

Wednesday, May 24, 2006

TEXT OF RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

I. Resolutions of the competence of the Ordinary Meeting of Shareholders

Resolution One (Approval of the Statutory Accounts for Fiscal Year 2005)

The Shareholders' Meeting, after having been advised by the reports of the Board of Directors and of the statutory Auditors and having heard the additional explanations given at the General Meeting, approves the annual financial statements for fiscal year ending December 31, 2005. It also approves all the operations reflected in the accounts or summarized in the documents provided.

Resolution Two (Approval of the Consolidated Financial Statements for Fiscal Year 2005)

The Shareholders' Meeting, after having been advised by the reports of the Board of Directors and of the statutory Auditors and having heard the additional explanations given at the General Meeting, approves the consolidated financial statements for fiscal year ending December 31, 2005. It also approves all the operations reflected in the accounts or summarized in the documents provided.

Resolution Three (Appropriation of Earnings – Dividends)

The Shareholders' Meeting sets total net income after tax for the financial year ending December 31, 2005 at 131,022,492.66 euro and decides to allocate this amount in the following manner :

Net Income after Tax 2005	131,022,492.66 euro
<u>To add :</u>	
- Retained earnings before appropriation of earnings	215,297,042.33 euro
<i>Total of distributable on income</i>	<i>346,319,534.99 euro</i>
<u>Appropriation of earnings :</u>	
- Dividends paid to shareholders (except the shares held by the Company)	57,487,599.55 euro
- Retained earnings after appropriation of earnings	288,831,935.44 euro
<i>Total equal to distributable profits</i>	<i>346,319,534.99 euro.</i>

The amount of dividends for the financial year ending December 31, 2005 will be 57,487,599.55 euro corresponding to a dividend per share of 1.15 euro and will be paid as from June 1st, 2006. The total amount of the distribution and the retained earnings will be possibly adjusted according to the number of the BIC shares held by the Company at the time of the payment of the dividend.

In accordance with the article 243 bis of the French Tax Code (CGI), it is hereby specified that the dividend will be qualified for the 40% tax allowance granted to the French tax resident individuals according to the article 158-3 of the CGI.

The following is a table showing dividends distributed during the last three years:

Fiscal Year	Number of shares	Dividend per share	Tax credit per share (a)	Total earnings per share	<i>Dividend entitled to the tax allowance defined in art. 158-3 of the CGI</i>
2002	54 069 617	0,80 €	0,40 €	1,20 €	N/A
2003	53 223 520	0,80 €	0,40 €	1,20 €	N/A
2004	51 696 651	1,90 €(c)	0,20 €(b)	2,10 €	1,50 €

(a) On the basis of a tax credit calculated at the rate of 50 %. It is reminded that the dividends paid from 1 January 2005 no longer carry a tax credit.

(b) Tax credit attached to the interim dividend paid in November 2004.

(c) including 1€ of exceptional dividend

Resolution Four (Approval of Agreements involving directors of the Company)

The Shareholders' Meeting, after having been advised about the Auditors' special report concerning the agreements pursuant to Articles L. 225-38 and following of the French Commercial Code, approves the agreements mentioned in the said report.

Resolution Five (Determination of the Directors' Fees)

The Shareholders' Meeting decides to fix the annual amount of the directors' fees to be paid to the Board of Directors at 245,000 euro, for the financial year 2006.

Resolution Six (Authorization given to the Board of Directors to undertake operations with regards to the shares of the Company)

The Ordinary General Meeting, deliberating in compliance with the provisions of article L 225-209 of the Commercial Code, and after having been advised about the report of the Board of Directors, authorises the Board of Directors to acquire by any means, once or several times, the shares of the company:

1. - within the limit of the number of shares representing a maximum of 10 % of its share capital on the date of acquisition by the Board of Directors,
 - for a maximum amount of 370 million euros, under the conditions and limits provided by the rules and regulations in force,
 - for a maximum purchase price fixed at 75 euro, exclusive of costs.

This authorisation shall be used by the Board of Directors to :

- * provide the liquidity and volume to the securities market of the company through an independent investment service provider in the name and on behalf of the company, within the scope of a liquidity contract, in compliance with professional ethics recognised by the French Securities Regulator (Autorité des Marchés Financiers) ;
- * conserve them in order to subsequently remit them as payment, as an exchange or other form, within the scope of eventual external growth operations (with the exception of mergers, demergers or contribution operation referred to in paragraph 2 below) in accordance with the market practices accepted by the Autorité des Marchés Financiers ;
- * remit them at the time of the use of rights attached to the securities giving access to the company's share capital by reimbursement, conversion, presentation of a bond or by any other means ;
- * allocate them to employees and managers under the conditions and according to the methods prescribed by the law, notably within the scope of employees profit sharing scheme, the stock option program, free allocation of shares or through an employees saving scheme;

- * cancel them entirely or partly, according to the conditions provided by the texts in force, by reducing, accordingly, the share capital, within the limit of 10 % of the capital existing on the cancellation date, by periods of 24 months, subject to the adoption by the Extraordinary General Meeting of resolution nineteen ;
 - * implement all market practices which may be accepted by the Autorité des Marchés Financiers ;
2. - within the limit of a number of shares representing a maximum of 5 % of its capital on the date of the Board of Directors' decision to acquire,
- for a maximum amount of 185 million euros,

- for a maximum purchase price fixed at 75 euro, exclusive of costs,

- and this, in order to conserve them and to subsequently remit them as payment or exchange within the scope of a merger, demerger or contribution operation.

The limits provided in paragraphs 1 and 2 above are not cumulative and the company cannot at any time, directly or indirectly, own more than 10 % of the total number of its own shares forming the share capital.

The acquisition, assignment, transfer or exchange of shares may be carried out by the Board of Directors by any means, once or several times, notably on the market, by mutual agreement or in block and if necessary, by recourse to derivative financial instruments negotiated on a regulated market or by mutual agreement, such as purchase options or sale options or any combination of these, or by recourse to bonds and this, according to conditions authorised by the French Securities Regulator, and at the time when the Board of Directors or the proxy of the latter shall deem appropriate, and eventually by a third party acting on behalf of the company in compliance with the provisions of the last paragraph of article L. 225-206 of the Commercial Code. It is specified that the section of the program concerning purchases of shares realised by acquisition or transfer of blocks of shares may concern the entire program.

The Ordinary General Meeting decides that the maximum purchase price excluding cost per share should not exceed that of the last isolated operation or, if it is higher, that of the highest current isolated offer on the market where the purchase is made.

In the case where the options provided in the fifth paragraph of article L 225-209 of the Commercial Code were used, the sale price (in case such a sale price would be necessary) shall thus be determined according to the legal provisions in force.

The acquisitions of shares of the company realised in virtue of this authorisation shall also comply with the rules enacted by the Autorité des Marchés Financiers as regards the conditions and the periods of intervention on the market. The company shall abstain from buying more than 25 % of the daily average quantity of shares negotiated on the regulated market where the purchase is made.

This authorisation, which invalidate, void and replace the previous authorization is given to the Board of Directors for a period of 18 months starting from the date of this General

Meeting. This authorisation may be used during public offers of the company's shares and subject to the applicable rules and regulations relating to this matter.

In compliance with the provision of article L. 225-210 of the Commercial Code, the shares of the company acquired by virtue of this authorisation must be registered shares and must be entirely paid up upon their acquisition. These acquisitions must not have, as consequence, to reduce the net equity to an amount lower than that of the capital increased by non distributable reserves. Finally, the company must have reserves, other than the legal reserve, which amount is equal to at least the value of all the shares it owns directly or indirectly.

Within the scope of its global financial management, the company reserves itself the possibility of using part of the available financial resources to finance the purchase of the shares and to resort to debt to finance the additional needs that may exceed its internal financing.

The Board of Directors shall inform the shareholders, in its management report to the annual Ordinary General Meeting, of the acquisitions and assignments realised in application of this authorisation.

The General Meeting confers all powers to the Board of Directors to implement this share purchase program and notably to:

- * appreciate the timeliness and proceed with the share purchase authorised by this resolution ;
- * prepare and publish before the realisation of a share purchase program, a description of the share purchase program, according to the conditions and methods set by the general rules and regulations of the Autorité des Marchés Financiers ;
- * place all orders, conclude all agreements regarding, notably the up keeping of the purchases and sales register;
- * inform, if necessary, the market and the Autorité des Marchés Financiers of operations carried out in compliance with the general rules and regulations of the Autorité des Marchés Financiers ;
- * delegate to the General Manager or, in accord with the latter, to one or several Deputy General Managers, powers necessary for the realisation of the share purchase program ;
- * make all declarations and carry out any other formalities and in a general manner do all that is necessary.

Resolution Seven (Reappointment of Mr. François BIC as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mr. François BIC as Director of the Board.

The term of the mandate of Mr. François BICH will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Eight (Reappointment of Mrs. Marie-Henriette POINSOT as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mrs. Marie-Henriette POINSOT as Director of the Board.

The term of the mandate of Mrs. Marie-Henriette POINSOT will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Nine (Reappointment of Mr. Olivier POUPART-LAFARGE as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mr. Olivier POUPART-LAFARGE as Director of the Board.

The term of the mandate of Mr. Olivier POUPART-LAFARGE will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Ten (Reappointment of Mr. Antoine TREUILLE as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mr. Antoine TREUILLE as Director of the Board.

The term of the mandate of Mr. Antoine TREUILLE will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Eleven (Reappointment of Mrs. Marie-Pauline CHANDON-MOET as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mrs. Marie-Pauline CHANDON-MOET as Director of the Board.

The term of the mandate of Mrs. Marie-Pauline CHANDON-MOET will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Twelve (Reappointment of Mr. Frédéric ROSTAND as Director of the Board)

The Shareholders' Meeting decides to renew, for a period of three fiscal years, the mandate of Mr. Frédéric ROSTAND as Director of the Board.

The term of the mandate of Mr. Frédéric ROSTAND will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

Resolution Thirteen (Appointment of M.B.D. as Director of the Board)

The Shareholders' Meeting decides to appoint as Director of the Board, for a period of three fiscal years, the company SOCIETE M.B.D., limited partnership registered under n° 389 818 832 at the Register of Commerce of NANTERRE and located at 1 place Paul Verlaine – 92100 BOULOGNE, represented by Mr. Edouard BICH.

The term of the mandate of SOCIETE M.B.D. will thus expire at the end of the Shareholders' Meeting called to vote in 2009 upon the approval of the accounts for the financial year ending December 31, 2008.

II. Resolutions of the competence of the Extraordinary Shareholders' Meeting

Resolution Fourteen (Delegation of competence to the board of directions to increase the share capital by issuing new ordinary shares and/or securities giving access to the capital, with preservation of shareholders' preferential rights of subscription)

The Extraordinary General Meeting, after having noted that the share capital of the company is entirely paid up and after having been advised by the Board of Directors' report and the statutory auditor's special report, deliberating in compliance with the provisions of articles L225-129 and subsequent, L228-91 and L228-92 of the Commercial Code, delegates competence to the Board of Directors to decide immediately or when due, with preservation of shareholders' preferential rights of subscription, in France and/or abroad, either in euros, in foreign currency or in any other unit of account established by reference to a set of currencies:

- * one or several increases in share capital, by cash contribution and issuing of new ordinary shares of the company,
- * and/or, one or several issues of securities (hereinafter the « Compound Investment Securities » « Valeurs Mobilières Composées ») giving access by any means to the company's share capital.

The Extraordinary General Meeting decides that the total nominal amount of issuance likely to be realised shall not exceed:

- * 50 million euros for issuance of ordinary shares;

- * 650 million euros for issuance of Compound Investment Securities, such amount including the nominal value of shares to which these Investment Securities will give right,

having being specified that:

- * to these amounts, shall be added, if necessary, the extra/surplus nominal amount of shares to be issued to preserve, in compliance with the law, the rights of the bearers of already issued investment securities giving right to shares;
- * the nominal amount of the shares and the nominal amount of the Compound Investment Securities already issued as per resolution fifteen, shall be charged to these amounts.

Consequently, the Extraordinary General Meeting delegates authority to the Board of Directors to, notably and without this list being considered as restrictive:

- * appreciate the timeliness of deciding or not one or several increase(s) of share capital by issuing new ordinary shares of the company and/or one or several issuance of Compound Investment Securities ;
- * decide the nature and characteristics of the Compound Investment Securities;
- * fix the amount of the increase(s) in share capital by issuing new ordinary shares and/or issuance of Compound Investment Securities;
- * determine the conditions and methods of realisation of the increase(s) in share capital and/or the issuance of Compound Investment Securities, notably to set the issuance price of the new ordinary shares and/or the Compound Investment Securities (and the shares to which the latter shall give right), with or without premium, in compliance with the rules and regulations in force ;
- * set the opening dates and closing dates of subscriptions, extend these dates if necessary, organise receipt of funds and more generally acknowledge the final realisation of the increase(s) of share capital and/or the issuance of Compound Investment Securities, and/or the increases of capital resulting from the exercising of Compound Investment Securities, proceed with the modification of the by-laws accordingly, do all that is necessary, carry out all legal formalities ;
- * conclude with any investment service provider of its choice, any guaranty agreement of the realization of the issuing ;
- * determine the conditions and methods of exercising rights attached to the issued Compound Investment Securities;
- * take all necessary measures for the proper management of the issuing of Compound Investment Securities and draft an issuance contract for each category and issuance of Compound Investment Securities ;
- * decide the issuance of shares to which the Compound Investment Securities shall give right and set the date of possession of said shares;
- * prepare all the documents necessary to inform the public, shareholders and holders of initially issued compound investment securities;
- * if the Board notices further request to increase the number of shares issued, under the conditions and limits stipulated in article D 155-4, for the same price as that returned during the initial issuance, and without this option permitting to exceed the general ceilings set in this resolution;

- * take all measures to ensure, if necessary, the preservation of the rights of holders of already issued Compound Investment Securities giving right to the allocation of share capital, in compliance with the rules and regulations in force and notably the provisions of articles L228-98 to L228-102 of the Commercial Code;
- * take all measures to proceed with the appointment of a representative of stock owners for each category of Compound Investment Securities issued ;
- * delegate to the General Manager or, in accordance with the latter, to one or several Deputy General Managers, the power to decide on the realisation of the increase(s) of capital and/or the issuance of Compound Investment Securities, as well as that which is suspended, under the conditions and according to the methods set by the Board of Directors.

The Extraordinary General Meeting takes note that, in compliance with the provisions of article L225-132 of the Commercial Code, the decision to issue securities giving right to the capital also prevails over renunciation by the shareholders of their preferential rights of subscription to the share capital to which the securities issued give right.

The Extraordinary General Meeting decides that if the subscriptions on an irreducible basis and, if applicable, on a reducible basis, did not absorb the entire ordinary shares and/or securities issued, the board shall make an offer to the public of all or part of the unsubscribed shares.

This delegation of competence is given for a period of 26 months starting from the date of the General Meeting.

It is reminded that, in compliance with the provisions of article L225-129-3 of the Commercial Code, any delegation of the General Meeting is suspended during a tender offer/take-over bid or a take-over bid for shares on the shares of the company, except if this take-over bid is recorded under the normal course of activity of the company and that its implementation is not likely to thwart the offer/bid.

The General Meeting takes note that this delegation annuls any previous delegation having the same purpose, and notably, delegation of powers given to the Board of Directors in accordance with the terms of resolution eleven adopted by the Ordinary and Extraordinary General Meeting of June 3, 2004.

The other modalities of the operation shall require a complementary report, in compliance with the provisions of article L225-129-5 of the Commercial Code, which the Board of Directors shall prepare when using the delegation of competence given by this General Meeting, under the conditions set by decree.

The Board of Directors shall, each year, inform the Ordinary General Meeting of operations realised within the scope of this resolution.

Resolution Fifteen (Delegation of competence to the Board of Directors in order to increase the share capital by issuing new ordinary shares and/or securities giving access to the capital, with waiver of preferential right of subscription of shareholders.)

The Extraordinary General Meeting, after having noted that the share capital of the company is entirely paid up and after having been advised by the Board of Directors' report and the reading of the statutory auditor's special reports, deliberating in compliance with the provisions of articles L225-129 and subsequent, L225-135, L 228-91 and L228-92 of the Commercial Code, delegates competence to the Board of Directors, to decide to realise in France and/or abroad, that is in euros, in foreign currency or any unit of account established by reference to a set of currencies:

- * one or several increase(s) of share capital, by cash contribution and issuing of new ordinary shares of the company,
- * and/or one or several issues of securities (hereinafter the Compound Investment Securities) giving right to the company's share capital by any means.

The Extraordinary General Meeting decides that the nominal amount of issuances likely to be realised shall not exceed:

- * 50 million euros for the issuance of ordinary shares;
- * 650 million euros for the issuance of Compound Investment Securities, this amount including the nominal value of shares to which these Compound Investment Securities shall give right,

having specified that :

- * to these amounts, shall be added, if necessary, the extra/surplus nominal amount of shares to be issued to preserve, in compliance with the law, the rights of the bearers of already issued investment securities giving right to shares;
- * the nominal amount of the shares and the nominal amount of the Compound Investment Securities already issued as per resolution fourteen, shall be charged to these amounts.

The Extraordinary General Meeting decides, in compliance with the provisions of article L.225-135 of the Commercial Code, to waive the shareholders' preferential right of subscription to ordinary shares and/or Compound Investment Securities which shall be issued as per the provisions of this resolution, by making public offering.

Consequently, the Extraordinary General Meeting delegates to the Board of Directors competence, notably, and without this list being considered as restrictive, to:

- * appreciate the timeliness of deciding or not one or several increase(s) of share capital by issuing new ordinary shares of the company and/or one or several issuance of Compound Investment Securities ;

- * decide the nature and characteristics of the Compound Investment Securities to be issued and determine their characteristics;
- * fix the amount of the increase(s) in share capital by issuing new ordinary shares and/or issuance of Compound Investment Securities;
- * determine the conditions and methods of realisation of the increase(s) in share capital and/or the issuance of Compound Investment Securities, notably to set the issuance price of the new ordinary shares and/or the Compound Investment Securities (and the shares to which the latter shall give right), with or without premium, it being specified that said price shall be at least equal to the minimum as required by the rules and regulations in force, that is the weighted average exchange of the last three sessions of the stock market preceding the setting of the price, eventually reduced by a maximum reduction of 5%;
- * set the opening dates and closing dates of subscriptions, extend these dates if necessary, organise the receipt of funds and more generally acknowledge the final realisation of the increase(s) of share capital and/or the issuance of Compound Investment Securities , and/or the increases of capital resulting from the exercising of Compound Investment Securities, proceed with the modification of the by-laws accordingly, do all that is necessary, carry out all legal formalities ;
- * appreciate the possibility of setting a priority deadline for subscription in favour of shareholders, set the duration of this deadline in compliance with the rules and regulations in force, it being specified that this duration shall concern the entire relevant issues. This subscription priority shall not lead to the creation of negotiable rights, but, if the Board of Directors deems it necessary, shall be exercised on an irreducible basis, and if applicable on a reducible basis ;
- * conclude with any investment service provider of its choice, any guaranty agreement of the realization of the issuing ;
- * determine the conditions and methods of exercising rights attached to the issued Compound Investment Securities;
- * take all necessary measures for the proper management of the issuing of Compound Investment Securities and draft an issuance contract for each category and issuance of Compound Investment Securities ;
- * decide the issuance of shares to which the Compound Investment Securities shall give right and set the date of possession of said shares;
- * prepare all the documents necessary to inform the public, shareholders and holders of previously issued compound investment securities;
- * if the board notices surplus request, increase the number of shares issued, under the conditions and limits stipulated in article D 155-4, for the same price as that returned during the initial issuing, and without this option permitting to exceed the general ceiling set in this resolution;
- * take all measures to ensure, if necessary, the preservation of the rights of holders of already issued Compound Investment Securities giving right to the allocation of share capital, in compliance with the rules and regulations in force and notably the provisions of articles L 228-98 to L 228-102 of the Commercial Code;
- * take all measures to proceed with the appointment of a representative of stock owners for each category of Compound Investment Securities issued ;

- * delegate to the General Manager or, in accordance with the latter, to one or several Deputy General Managers, the power to decide on the realisation of the increase(s) of capital and/or the issuance of Compound Investment Securities, as well as that which is suspended, under the conditions and according to the methods set by the Board of Directors.

The Extraordinary General Meeting takes note that, in accordance with the provisions of article L225-132 of the Commercial Code, the decision to issue securities giving right to the share capital shall also prevail over the cancellation of the preferential rights of subscription to which the issued securities give right.

This delegation of competence is given for a period of 26 months starting from the date of this General Meeting.

It is recalled that, in compliance with article L225-129-3 of the Commercial Code, any delegation given by the General Meeting is suspended during a tender offer/take-over bid or take-over bids of shares of the company, except if this offer is recorded under the normal course of activity of the company and that its implementation is not likely to thwart the offer/bid.

The Extraordinary General Meeting decides that the Compound Investment Securities issued by virtue of this delegation may be destined to:

- * remunerate the shares that shall be contributed to the company according to the tender offer/take-over bid carried out in compliance with the provisions of article L225-148 of the Commercial Code;
- * on the appraiser's report, and within the limit of 10 % of the share capital, remunerate the contributions in kind made to the company or the compound investment securities giving access to the share capital, when the provisions of article L225-148 of the Commercial Code are not applicable.

In all cases, the amount of the increases of share capital made in accordance with the previous paragraph shall be charged to the entire amounts indicated here above in the previous resolution.

The General Meeting takes note that this delegation annuls any previous delegation having the same purpose, and notably, delegation of powers given to the Board of Directors in accordance with the terms of resolution twelve adopted by the Ordinary and Extraordinary General Meeting of June 3, 2004.

The other modalities of the operation shall require a complementary report, in compliance with the provisions of article L225-129-5 of the Commercial Code, which the Board of Directors shall prepare when using the delegation of competence given by this General Meeting, under the conditions set by decree as well as by a complementary report of the statutory auditor.

The Board of Directors shall, each year, inform the Ordinary General Meeting of operations realised within the scope of this resolution.

Resolution Sixteen (Delegation of competence to the Board of Directors in order to decide to increase the share capital once or several times by incorporation of reserves, profits or premiums or other sums of money which capitalisation shall be accepted)

The Extraordinary General Meeting, deliberating under the conditions of quorum and majority required by the Ordinary General Meetings, and after having been advised by the Board of Directors report, making use of the option referred to in article L225-129 of the Commercial Code, decides:

- * to delegate to the Board of Directors, for a period of 26 months, the competence to decide the increase in share capital once or several times, in the proportion and at the period/time it will deem necessary, by incorporation of all or part of the reserves, profits and/or premium or other sums which capitalisation shall be legally or statutorily possible, and by attribution of new free shares of the company or by increase of the nominal value of the existing shares of the company; and
- * that the maximum nominal amount of the increase(s) of share capital likely to be decided by the Board of Directors or by the General Manager (or Deputy General Manager) and realised by virtue of this delegation, cannot be higher than the entire amount of reserves, profits and/or premium or other sums that may likely be incorporated into the share capital and which may exist and shall exist during the decision to increase the share capital of the company, not taking into account the amount that may eventually be necessary to preserve, in compliance with the law, the rights of bearers of already issued securities giving right to the shares of the company.

Consequently, the Extraordinary General Meeting delegates to the Board of Directors the competence, notably, and without this list being considered as restrictive to:

- * determine the amount and nature of sums incorporated in the company's share capital ;
- * set the number of the company's new shares to be issued and which shall be freely allocated or the amount of existing shares which nominal value shall be increased.
- * close the date, eventually retroactively, as from which the company's new shares shall be available for use or that at which the increase of the nominal value of the company's existing shares shall be effective ;
- * decide, if necessary, that the rights resulting in fractions of shares are not negotiable and that the corresponding shares shall be sold, the proceeds from such sale being allocated to owners of rights at the latest thirty (30) calendar days after the registration date on their account of the entire number of shares reallocated back to them; (*is this possible ?*)
- * deduct from one or several items of the available reserves sums necessary to bring the legal reserve's amount to one tenth of the share capital after each increase in share capital;
- * take all measures to ensure good implementation of each share capital increase and to acknowledge the realisation of each share capital increase, proceed to the modification of the by-laws accordingly and to carry out all relevant legal formalities;
- * take all measures as to permit holders of securities giving right to the capital, to obtain new shares of the company;

- * delegate to the General Manager or in accordance with the latter, to one or several Deputy General Managers the power to decide on the realisation of the increase(s) in capital, as well as that which is suspended, under the conditions and according to the methods set by the Board of Directors

The Extraordinary General Meeting takes note that this delegation shall cancel any other previous delegation having the same purpose, and notably the delegation of powers given to the Board of Directors as per resolution eleven adopted by the Ordinary and Extraordinary General Meeting of June 3, 2004.

Resolution Seventeen (Authorisation to be given to the Board of Directors in order to proceed to one or several increases in share capital reserved to employees)

The Extraordinary General Meeting, after having been advised by the Board of Directors' report and the statutory auditor's special report, decides, following the adoption of the resolutions which precede, and in compliance with the provisions of articles L.225-129-6 paragraph 1 and L.225-138-1 of the Commercial Code, to :

- * to delegate for a period of 26 months to the Board of Directors competence to increase the share capital once or several times to the benefit of employees of the Société BIC and/or of companies which are bound to it in accordance with Article L.233-16 of the Commercial Code (represented eventually by a mutual fund (FCPE) to be created and/or subscribing to an employees savings scheme, at the Board of Directors' choice), under the conditions referred to in article L.225-138-1 of the Commercial Code and article L.443-5 of the Labour Law code, of an amount representing, at the maximum, 3% of the share capital on this day, by issuing of new shares of the company, giving to their owners the same rights as those of the old shares;
- * that the issue price of shares to be issued shall be determined by the Board of Directors, in compliance with the provisions of article L.443-5 of the Labour Law Code;
- * to give all rights to the Board of Directors in order:
 - to implement this delegation, decide and eventually realise the increase in share capital in compliance with this resolution, set the final amount of said share capital increases, determine their dates and modalities, issue price in compliance with this resolution, set the issue price of the new shares, determine the opening dates and closing date of the subscription period, determine the date of enjoyment of new shares, determine the method of payment of their subscriptions, close the list of beneficiaries and the number of shares to be attributed to each of them;
 - prepare the complementary report describing the final conditions of the operation as provided in articles L.225-129-5 and L.225-138 of the Commercial Code ;
 - eventually to put in place, if it deems it necessary, an employees saving scheme to be created, which shall be financed voluntarily by employees and eventually by contributions made by company, if it so decides;

- more generally, set the modalities and conditions which shall be realised by virtue of this authorisation, take note of the final realisation of the increase(s) in share capital, proceed with the modification of the by-laws accordingly, take all measures and execute acts and carry out all necessary formalities.

The General Meeting takes note of the fact that this delegation of powers cancels any other previous delegation having the same purpose and notably, the delegation of powers given to the Board of Directors in accordance with resolution fourteen adopted by the Ordinary and Extraordinary General Meeting of June 3, 2004.

Resolution Eighteen (Cancellation of preferential rights of subscription regarding the one or several increases in share capital reserved to employees)

The Extraordinary General Meeting, after having been advised by the Board of Directors' report, decides to cancel, in accordance with the provisions of article L.225-138 of the Commercial Code the shareholders' preferential rights of subscription to shares which shall be issued within the scope of the increase(s) of share capital which shall be decided in compliance with the previous resolution and to reserve the issuing to employees of the company, having, on the date of the opening of the subscription, a seniority of at least three months (and who are not on a prior notice period), eventually regrouped within an employees saving scheme to be created, which shall be financed voluntarily by employees and eventually by contribution by the company should the Board of Directors so decides.

It is recalled that, in compliance with the provisions of article L 225-138 - I of the Commercial Code, the complementary report prepared by the Board of Directors when it shall make use of the delegation given to it according the terms of resolution seventeen, shall be certified by the statutory auditor.

Resolution Nineteen (Delegation given to the Board of Directors to reduce the share capital by cancellation of shares acquired within the scope of art. L 255-209 of the Commercial Code)

The Extraordinary General Meeting, after having been advised by the Board of Directors' report and the reading of the statutory auditor's report, deliberating in compliance with the provisions of article L225-209 of the Commercial Code and within the scope of the repurchase of its own shares, referred to in the sixth resolution of this General Meeting, and subject to the adoption of said resolution, authorises the Board of Directors:

- * on its sole deliberations, at the time it deems it necessary, to cancel once or in several times, by a reduction of said share capital accordingly, all or part of the shares of the company that this company may hold within the scope of the repurchase of shares authorised by the sixth resolution, within the limit of 10 % of the share capital existing on the day of the cancellation, by periods of 24 months;
- * to charge the difference between the purchase price of the cancelled shares and their

nominal value on available premiums and reserves.

The Extraordinary General Meeting delegates to the Board of Directors, all powers to proceed with the cancellation of these shares, to take note of the reduction(s) of share capital, to charge the difference between the account value of cancelled shares and their nominal value on all reserve accounts or others, to proceed with the modification of the by-laws accordingly, to carry out all formalities, make all declarations with all authorities or administrative bodies and in a general manner, do the necessary.

Resolution Twenty (Authorization given to the Board of Directors to provide options of subscription and/or purchase of shares of the Company to officers and employees of Société BIC and its subsidiaries)

The Extraordinary Shareholders' Meeting after having been advised of the Board of Directors' report and the Auditors' special report:

- authorizes the Board of Directors, in accordance with the Articles L.225-177 to L.225-186 of the French Commercial Code, to provide, on one or more occasions, to officers and employees, or only to some of them, of Société BIC and of companies which are bound to it in accordance with Article L.225-180 of the French Commercial Code, options giving right to the application for shares of the company to issue or to the purchase of existing shares of the company coming from repurchases carried out under the conditions defined by the law, this authorization being given to the Board of Directors for a duration of 24 months starting from this day;
- decides that the total number of the options which will be open will not give right to subscribe or buy a number of options higher than the limits fixed in the Articles L.225-182 of the French Commercial Code and 174-17 of the Decree of March 23, 1967, subject to all other legal limitations ;
- decides, in the event options of subscription are granted, that the price of subscription of the shares by the recipients will be determined the day the options are authorized by the Board of Directors, and could not be lower than the Paris Stock Exchange average share price, on the market with monthly payment, during the twenty sessions of the Paris Stock Exchange preceding the day the options of subscription are authorized;
- decides, in the event options of purchase are granted, that the purchase price of the shares by the recipients will be fixed the day the options are authorized by the Board of Directors, and could be neither lower than the Paris Stock Exchange average share price, on the market with monthly payment, during the twenty sessions of the Paris Stock Exchange preceding the day the options of subscription are authorized, nor lower than the average purchase price of the shares held by the company in accordance with Articles L.225-208 and/or L.225-209 of the French Commercial Code;
- decides that no option of subscription or purchase could be authorized :
 - . less than twenty sessions of the Paris Stock Exchange after the shares are torn of a coupon giving right to a dividend or to a capital increase;

- . within ten sessions of the Paris Stock Exchange preceding and following the date on which the consolidated accounts or, failing this, the annual statements are made public;
 - . within the frame ranging between, on the one hand, the date on which the social bodies of the company are informed of information which, if it were made public, could have a significant incidence on the price of the shares of the company and, on the other hand, the later date of ten sessions of the Paris Stock Exchange from when this information is made public.
- acknowledges that the present authorization involves, for the recipients of the options of subscription, express renunciation of the shareholders of their preferential right of subscription for the shares which will progressively be emitted as the options are exercised;
- delegates all power to the Board of Directors to fix other conditions and details of attribution of the options and of their exercise, and, in particular, for:
- . fixing the conditions under which the options will be authorized and determining the list or the categories of recipients; fixing the conditions of seniority these recipients will have to meet; deciding conditions under which the price and the number of shares could be adjusted, in particular in the cases provided in Articles 174-8 to 174-16 of the Decree of March 23, 1967 ;
 - . fixing the period(s) of exercise of the options authorized, being specified that the duration of the options could not exceed a ten year period, as from their date of attribution ;
 - . providing ability to temporarily suspend the exercising of options, during a three month period at the most, in case of realization of financial transactions implying the exercise of a right attached to the shares ;
 - . performing or making perform all acts and formalities resulting from the implementation of this authorization, amending the Articles of Association and, in general, doing what is necessary ;
 - . on its sole decision and if it considers it convenient, charging the expenses of the capital increases to the amount of the premiums related with these increases and taking on this amount the sums necessary to carry the statutory reserve to the tenth of the new capital after each increase.

Resolution Twenty-one (Modification of the Articles of Association of the Company, for the purpose of removing the age limit fixed for the exercise of the functions of Director, Chairman, Chief Executive Officer and Executive Vice-President)

The Extraordinary General meeting, after having been advised by the report of the Board of Directors, decides to modify the articles 10 and 14 of the Articles of Association of the Company, for the purpose of removing the age limit fixed at 65 years for the exercise of the functions of Director, Chairman, Chief Executive Officer and Executive Vice-President, as it follows:

Article Ten - Management:

The 4e subparagraph "the age limit of the Directors, physical persons and permanent representatives, is fixed for each of them at 65 years" is removed.

Article Fourteen - Chairman, Chief Executive Officer and Executive Vice-President:

The 5e subparagraph "the age limit for the exercise of the functions of Chairman, Director, Chairman, Chief Executive Officer and Executive Vice-President is fixed at 65 years" is removed.

Resolution Twenty-two (Modification of the Articles of Association of the Company, for the purpose of taking into account the provisions of the law n°2005-842 of July 26, 2005 for confidence and modernization of the economy concerning the modes of participation in the meetings of the Board of Directors by means of telecommunication)

The Extraordinary General Meeting, after having been advised by the report of the Board of Directors, decides to modify the 2nd subparagraph of the article 11 of the Articles of Association of the Company, for the purpose of taking into account the provisions of the law n°2005-842 of July 26, 2005 for confidence and modernization of the economy concerning the modes of participation in the meetings of the Board of Directors by means of telecommunication, as it follows:

Article Eleven - Deliberation of the Board of Directors

2e subparagraph: "Except in the cases excluded by the laws, are considered as present, for the calculation of the quorum and the majority, the Directors who take part in the meeting of the Board by means of videoconference or telecommunication allowing their identification and guaranteeing their effective participation, of which the nature and the conditions of use are determined by the regulations in force."

Resolution Twenty-three (Proxies for carrying out legal formalities)

The Shareholders' Meeting gives proxy to the bearer of a copy or relevant portion of the present document to carry out any and all required legal formalities.

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