

STATUTES

ARTICLE I – Description

A not-for-profit association to be known as the “*Association BNP Paribas MixCity*”, as governed by the French loi du 1er juillet 1901 and the French décret du 16 août 1901, has been established by its members.

ARTICLE II - Purpose

The purpose of this association is:

- to offer executive women with an employment status equivalent to that of the French “cadre” who are employees of Group BNP Paribas, the opportunity to participate in a network for brainstorming, discussing and sharing their experiences, around the key concepts of gender equality in the workplace and the advancement of women;
- to encourage the promotion of women to senior roles within the Group;
- to recommend measures to improve work/life balance.

ARTICLE III – Registered office

The registered office of the association is at 1, boulevard Haussmann, 75009 Paris, France.

This address may be changed by a decision of the Board. Any such change must be ratified by the General Assembly.

ARTICLE IV - Duration

The association has been created for an indefinite period.

ARTICLE V - Composition

The association is made up of:

- Honorary members
- Active or associated members.

Honorary members are people who provide or have provided services to the association. Honorary members are admitted by the General Assembly based on recommendations made by the Board.

Active or associate members of the association may be:

- Senior executive women with an employment status equivalent to that of the French “cadre de Direction Hors Classification” and who are employees of Group BNP Paribas;
- Women who were members of the original network;
- Executive women with an employment status equivalent to that of the French “cadre,” who are employees of Group BNP Paribas and who have been sponsored by a woman who is already a member of the association.

The practical conditions for membership are defined in the *Association BNP Paribas MixCity* Charter.

ARTICLE VI – Membership Fees

The annual membership fee is set by the General Assembly.
Honorary members are exempt from the obligation to pay membership fees.

ARTICLE VII – Cancellation of Membership

Membership may be lost by:

- resignation from the association;
- death;
- cancellation of the employment contract between the member and BNP Paribas or one of its subsidiaries for any reason whatsoever (including resignation, dismissal or retirement);
- cancellation of membership decreed by the Board for non-payment of membership fees or for non respect of the association's charter.

ARTICLE VIII – Assets

The assets of the association are composed of:

- The amounts of any joining fees and membership fees;
- Any grants that may be received by the association;
- Interest and income generated by any properties or assets which it may possess.

ARTICLE IX – Board

The association is administered by a Board composed of at least 8 and no more than 15 members, elected for a period of two years by the General Assembly from among its members.

New members shall be elected to the Board each year to replace one-half of the members of the existing Board. The Board members shall be replaced according to seniority, in the order in which they were initially nominated.

Exceptionally, the first Board shall be composed of 6 founding members of the association, to which two additional posts will be added during the first General Assembly. These posts shall be held for a period of two years, with half of the officers being replaced (on a voluntary or random basis) at the end of the first year.

The Board shall select an Executive Committee from among its members, which shall be composed of:

- a President;
- one or more Vice-Presidents;
- a Secretary and, if appropriate, a Deputy Secretary;
- a Treasurer, and, if necessary, a Deputy Treasurer.

The role of President may not be combined with that of the Treasurer or Secretary.

In the event of a vacancy, the Council may appoint a provisional replacement. It shall elect a definitive replacement at the next General Assembly. The powers of any members so elected shall expire at the end of the mandate period for which the member whom they have replaced was originally elected.

ARTICLE X – Board Meeting

The Board will meet regularly every month and no fewer than 6 times per year when convoked by the President, or at the request of one quarter of the members of the association.

Decisions shall be taken by a simple majority; in the event of a tie, the vote of the President shall be the deciding vote.

Membership of the Board requires regular participation in meetings, as well as the assumption of specific responsibilities with respect to projects or undertakings approved by the Board.

In addition, any member of the Board who, without an acceptable reason, fails to attend three consecutive meetings will be considered to have resigned her post.

ARTICLE XI – Ordinary General Meeting

The Ordinary General Meeting is made up of all members of the association, regardless of the terms of their membership and whose membership payments are up to date. The Ordinary General Meeting convenes each year during the first half of the year.

At least 15 days prior to the date fixed for the meeting, the Secretary shall convoke the members of the association by individual letter or by any other appropriate means. The agenda for the meeting shall be set out in the invitations.

The President, assisted by the other members of the Board, shall chair the meeting and shall present a report on the current state of affairs of the association.

The Treasurer shall provide an account of the management of the association and shall submit the accounts for approval by the Meeting.

Once all items on the agenda have been addressed, the assembly shall vote, by secret ballot, for the replacements for those Board members whose term of office has ended.

Only issues which are on the agenda shall be discussed by the general assembly. Decisions shall be taken by a simple majority of the votes of the members who are present or represented by proxy.

Each member of the assembly has one vote, together with as many additional votes as she holds by proxy on behalf of other members, provided that no member of the association may hold more than ten proxy votes in addition to her own. Long-distance voting or voting by correspondence may be organised by any secure electronic means.

For decisions to be valid, at least one quarter of the members of the association must be present, in person or by proxy, at the meeting. If this condition is not met, the assembly must be reconvened at a second meeting. Should such a second meeting be convened, the decisions shall be valid regardless of the number of members present in person or by proxy, but only with respect to those issues which figured on the agenda for the original meeting.

The minutes of the meeting shall be posted on the association's website.

ARTICLE XII – Extraordinary General Meeting

If needed, or at the request of one half plus one of the members of the association or of the members of the Board, the President may convoke an extraordinary general meeting, which shall be conducted in accordance with the formalities set out in Article XII.

ARTICLE XIII – The Association BNP PARIBAS MixCity Charter

The Charter of the association has been established and approved by the Board.

This Charter is intended to regulate various points not covered by the statutes, including those related to the internal administration of the association.

ARTICLE XIV - Dissolution

In the event that the dissolution of the association is approved by at least two-thirds of the members of the association who are present at the general meeting, one or more liquidators shall be appointed by the general meeting, and any assets shall be assigned in accordance with Article 9 of the French loi du 1er juillet 1901 and the French décret du 16 août 1901.

FOUNDING MEMBERS AND ADMINISTRATIVE OFFICERS OF THE ASSOCIATION BNP PARIBAS MIXCITY

Louise Beveridge
President

Laure Morsy
Vice-President

Catherine de Bettignies
Secretary

Solveig Bachellery
Deputy Secretary

Sandrine Ausset
Treasurer

Isabelle Chevelard
Deputy Treasurer