

# The Depository Trust Company

# IMPORTANT

**B#:** 3396

**DATE:** May 10, 2002

**TO:** All participants

**CATEGORY:** Dividends

**FROM:** Lucy DiPaolo, Supervisor, Dividend Department

**ATTENTION:** Operations, Reorg & Dividend Managers, Partners & Cashiers

**SUBJECT:** TaxRelief - Country: France  
VIVENDI UNIVERSAL CUSIP: 92851S204  
Record Date: 05/13/02 Payable Date: 06/04/02  
EDS Cut-off Date: 05/22/02

**Vivendi Universal** has announced a cash dividend distribution to record date holders of **May 13, 2002**. Participants can use DTC's Elective Dividend Service (EDS) function under **Foreign Securities** over the Participant Terminal System (*PTS*) to certify all or a portion of their position for cash at the favorable or unfavorable French withholding tax rate. In addition, participants using EDS also certify for the French tax refund (*avoir fiscal*) in the appropriate amount.

**NOTE:** The terms "ADR", for American Depositary Receipt and "ADS", for American Depositary Share, may be used interchangeably in this notice.

**Participants may elect the favorable withholding tax rate and *avoir fiscal* payment only for those beneficial owners who qualify.**

**Note: The French Parliament approved the proposed change providing for the reduction in the tax credit ("Avoir Fiscal") from 25% to 15% of the French gross dividend with effect for dividends paid on or after January 1, 2001 for non-individual investors.**

**The specific changes related to Avoir Fiscal entitlements are detailed in Important Notice B#: 2971 dated January 28, 2002.**

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**Appendix A which details the EDS election options has been modified in accordance with the Avoir Fiscal tax changes.**

Qualifying beneficial owners are entitled to a reduced treaty withholding tax rate of 15% (favorable) and payment of an *avoir fiscal* tax refund, rather than the tax reduction of 25% (unfavorable). Treaty benefits may be claimed at source through EDS or by refund using French Form RF 1A EU 5052 (or other required French reclaim form). All forms must be sent to the BNP Paribas at the address listed below for processing.

**NOTE: Only U.S. residents are eligible for the EDS process. Do not file French Form RF 1A EU 5052 for the customers whose shares are certified for the favorable rate over EDS.**

Deadlines and dates associated with the procedure for obtaining the favorable rate at source are as follows:

Record date	May 13, 2002
ADR Payment date	June 4, 2002
French Payment date	May 13, 2002
Dividend amount per ADR	1.00 EURO
EDS certification cutoff	May 22, 2002
Lists and documentary evidence to BNP Paribas, French paying agent, by overnight courier	May 14, 2002 through June 12, 2002
BNP Paribas, <b>must</b> be in receipt of lists and documentary evidence	June 13, 2002
Avoir Fiscal payments	No earlier than January, of 2003

**Participants should refer to DTC's Important Notice B#: 3923 dated May 8, 1998 and Important Notice B#: 3278 dated April 22, 2002 for details on submitting beneficial owner information via computer disk in ASCII (American Standard Code for Information Interchange) file format. As of 2002, ASCII file format or EXCEL spreadsheet is now required. The Custodians have specific requirements that must be adhered to, and have the right to return to any broker an incorrectly formatted file and will request a new one that must be returned within the stated timeframe.**

It is recommended that the documents be sent via overnight courier with a receipt of delivery requested. The lists, including summary page (4 copies) and the declaration (1 copy) must be sent to:

BNP PARIBAS Securities Services  
Attn: Fiscalite des non-residents-Ref: 09910  
3, rue d'Antin  
75 002 Paris, France  
Attn: Ms. Virginie Dogon / Cong Dong Le  
Tel: 011-331-4298-3636  
Fax: 011-331-4298-0820

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A copy of each summary page should also be sent to the Depository Bank and received by **June 12, 2002**:

The Bank of New York  
620 Avenue of the Americas  
New York, NY 10011  
Attention: Bob Kellett / ADR Dept.  
Tel #: 646-885-3164  
Fax#: 646-885-3041

The appendices to this document are as follows:

APPENDIX A - DTC EDS options available to beneficial owners

APPENDIX B - Format for beneficiary lists to be completed and sent to French paying agent

APPENDIX C - Declaration to be signed by a partner or officer of the participant, and sealed by corporate participants

NOTE: Any participant submitting instructions through EDS shall, by doing so, indemnify DTC under DTC's Rule 6, which applies (among other things) to any loss, liability or expense sustained by DTC as a result of any act done in reliance upon the participant's instruction or as a result of the inaccuracy of the information contained in the instruction, including reimbursement to the French authorities for the erroneous payment of dividends at a favorable withholding tax rate at source to participants.

Therefore, participants are not required to use this procedure for their eligible customers.

Any participant not wishing to indemnify DTC and hold it harmless will be paid at the unfavorable rate at source (DTC EDS Default 5, See Appendix A), and apply for treaty benefits on French Form RF 1A EU 5052 (or other required French reclaim form). Please consult your tax advisor.

**Failure to document certifications made over EDS will result in the following:**

- a. A charge representing the amount of the under withheld tax, plus any associated foreign exchange costs, will be levied on the DTC participant's settlement account.**
- b. Under Rule 20, any administrative costs incurred by DTC as a result of a participant's incorrect filing may be charged to the responsible participant.**
- c. Chargebacks will be subject to a processing fee.**

Participants who fail to meet the EDS deadline or have other beneficial holders that are not eligible for the EDS process for whom they wish to file a reclaim may use DTC's **TaxReclaim** form preparation service, available by using the Tax Reclaim System (TAXR) function over PTS. **TaxReclaim** is DTC's proprietary withholding tax form preparation service that calculates reclaim entitlements and prepares the standard tax reclamation form for filing with the foreign taxing authorities or other designated agent. TaxReclaim will also support form preparation for the Elective Dividend Service (EDS) French **Simplified Procedures** for qualified U.S. beneficial holders. To enroll in **TaxReclaim**, please contact your Relationship Manager.

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Intermediary Relationships

- If there are one or more intermediaries between the DTC participant and the beneficial owners who are U.S.-resident individuals, each intermediary must notify the DTC participant (directly or through another intermediary) of the number of ADRs that are applicable for each of the EDS dividend payment options.
- A participant acting as an intermediary for a non-participant should immediately provide a copy of this Important Notice to the non-participant so the non-participant may submit the required forms and four copies of the lists of beneficial owners (Appendix B) to the **French Paying Agent** and its summary page (Appendix B) to the **Depository Bank**.

**Tax reclaims and tax relief may be subject to a service charge.**

**The DTC participant is reminded that the EDS process is for the simplified tax relief of U.S. residents ONLY. Only the following beneficiaries are entitled to the Simplified procedure:**

- U.S. Corporations
- U.S. Resident Individuals
- U.S. Regulated Investment Companies (RICs)
- U.S. Pension Funds if a IRS Certification (6166 or determination letter) is provided

If certification is not provided, the beneficiary will be excluded from the simplified procedure.

**Questions on Appendix B or C should be directed to Bob Kellett of The Bank of New York at (646) 885-3164.**

Questions regarding this Important Notice may be directed to Mr. Frederick Ceraso or myself of DTC's Dividend Department at (212) 855-4784 or 4531 respectively.

Appendix A

DTC EDS OPTIONS AVAILABLE TO BENEFICIAL OWNERS

Participants that have record date positions must select one of the dividend elections listed below through the EDS Participant Terminal System (PTS) function. To simplify this selection process, the elections have been divided into two sections:

- I. Beneficial owners eligible for favorable treaty rate at source, and
- II. Beneficial owners not eligible for favorable treaty rate at source.

**Please note, due to unavoidable technical requirements, DTC's EDS election numbers may not be the same as the election numbers listed in the Company's Notice to Holders of record, which you may have received directly from the Company. Participants should use DTC's election numbers when making their selection via the EDS function on PTS.**

I. OPTIONS AVAILABLE TO BENEFICIAL OWNERS ELIGIBLE FOR FAVORABLE TREATY RATE AT SOURCE

**1: U.S. Resident Individuals**

If a participant determines that the beneficial owners are eligible U.S. resident individuals, as defined in TAXI, (TAXINFO) the participant may elect for these beneficial owners will be entitled to receive full *avoir fiscal* tax refunds (equal to **42.5%** of the dividend) the following year or thereafter.

The net dividend (gross dividend less the 15% favorable withholding rate) will be paid in cash.

**2: Corporations**

If a participant determines that the beneficial owners are eligible Corporations as defined in TAXI, (TAXINFO) the participant may elect for these beneficial owners will be entitled to receive full *avoir fiscal* tax refunds (equal to **12.75%** of the dividend) the following year or thereafter.

The net dividend (gross dividend less the 15% favorable withholding rate) will be paid in cash.

**3: Regulated Investment Companies (RICs)**

If a participant determines that the beneficial owners are eligible RICs as defined in TAXI, (TAXINFO) the participant may elect for these beneficial owners will be entitled to receive full *avoir fiscal* tax refunds (equal to **12.75%** of the dividend) the following year or thereafter.

The net dividend (gross dividend less the 15% favorable withholding rate) will be paid in cash.

**4: Pension Funds and Collective Trusts**

If a participant determines that the beneficial owners are eligible Pension Funds or Collective Trusts as defined in TAXI, (TAXINFO) then the participant may elect for these beneficial owners will receive partial *avoir fiscal* tax refunds (equal to **4.5%** of the dividend) the following year or thereafter.

The net dividend (gross dividend less the 15% favorable withholding rate) will be paid in cash.

II. OPTIONS AVAILABLE TO BENEFICIAL OWNERS NOT ELIGIBLE FOR FAVORABLE TREATY RATE AT SOURCE

If a participant determines that the beneficial owners are not entitled to treaty benefits at source as defined in **TAXI**, (TAXINFO) or if the participant chooses not to use DTC's EDS to obtain treaty benefits, then the participant will be allocated at the 25% unfavorable withholding rate. These beneficial owners will receive no *avoir fiscal* tax refunds through DTC.

The net dividend (gross dividend less the 25% unfavorable withholding rate) will be paid in cash.

Notes: For cash dividends, the effective exchange rate will be the rate at which the Depository bank for the ADRs will convert the **Euro** into U.S. Dollars. The approximate date of the currency exchange will be **May 13, 2002**.

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**First Page of Each List:** *(Bilingual Document French/English)*

**To be completed by DTC participant:**

IDENTITE ET ADRESSE COMPLETE ET NUMERO DE MEMBRE DE DTC DE L'ETABLISSEMENT QUI GERE LE COMPTE-TITRES A L'ETRANGER:

Name of DTC participant:

Address of DTC participant:

DTC participant Number:

NOM, NUMERO DE TELEPHONE ET NUMERO DE TELECOPIEUR D'UN EMPLOYE DE L'ETABLISSEMENT MEMBRE DE DTC:

Name of DTC participant's Employee:

Telephone number:

Telecopier number:

**To be Supplied by ADR Depository Bank:**

IDENTITE DE LA SOCIETE DISTRIBUTRICE FRANCAISE: **Vivendi Universal**

Name of the French company paying the dividend: **Vivendi Universal**

NATURE DES TITRES DETENUS: AP= actions au porteur, AN= actions nominatives: **AP**

Type of share held: AP= bearer shares, AN= registered shares: **AP**

RATIO DU NOMBRE D'ADRS PAR RAPPORT AU NOMBRE D'ACTIONS: **1:1**

The ratio of the ADRs to the ordinary shares: **1:1**

DATE DE MISE EN PAIEMENT: **13, Mai 2002**

Payment date of the dividend: **May 13, 2002**

VALEUR UNITAIRE DU COUPON:

Dividend amount per ordinary share in EURO (100%): **EURO 1.00**

Dividend amount per ordinary share after 15% withholding in EURO: **EURO 0.85**

Amount of the 15% withholding tax per ordinary share in EURO: **EURO 0.15**

Amount in EURO per ordinary share of the *avoir fiscal* at 42.5%: **EURO 0.425 (U.S. Resident Individuals)**

Amount in EURO per ordinary share of the *avoir fiscal* at 12.75%: **EURO 0.1275 (Corporations & RICs)**

Amount in EURO per ordinary share of the *avoir fiscal* at 4.5%: **EURO 0.045 (Pension Funds & Collective Trusts)**

**Appendix B**

**Format for Beneficiar  
List**

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**OPTION # 1 U.S. Resident Individual**

**Detail Pages of List - For Use by DTC participants on Behalf of U.S. Resident Individual Beneficial Owners Who: Received Entire Dividend in Cash, Net of 15% Withholding Tax.**

TOP OF EVERY PAGE:

**Name of French Issuer: Vivendi Universal Ordinary Payment Date: 13, Mai 2002**

**DTC participant Name & Number: \_\_\_\_\_ Page No. \_\_\_\_\_**

1. NOM, PRENOM OU RAISON SOCIALE ET L'ACTIONNAIRE ADRESSE COMPLETE DE	2. NUMERO D'IDENTIFICATION FISCAL DE L'ACTIONNAIRE	3. NOMBRE D'ADRS	4. NOMBRE D'ACTIONS	5. MONTANT TOTAL DES DIVIDENDES	6. MONTANT TOTAL DE LA RETENUE A LA SOURCE AU TAUX DE 15%	7. MONTANT TOTAL DU REMBOURSEMENT DEMANDE DE L'AVOIR FISCAL A 42.5%	8. MONTANT TOTAL DU REMBOURSEMENT DEMANDE DE L'AVOIR FISCAL A 4.5%
1. Beneficial owner's name and U.S. address of the beneficial owner	2. Beneficial owner's U.S. Taxpayer Identification Number (TIN)	3. Number of ADRs	4. Number of Ordinary Shares (Col. 3 ÷ 1)	5. Total dividend (Col. 4 x EURO 1.00)	6. Total 15% tax withheld at the source (Col. 5 x 15%)	7. Total <i>Avoir Fiscal</i> to be Refunded at 42.5% (Col. 5 x 42.5%)	8. Total <i>Avoir Fiscal</i> to be Refunded at 4.5% (Col. 5 x 4.5%)

DO NOT USE THIS COLUMN FOR INDIVIDUALS

1. U.S.-resident individuals in alphabetical order

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**OPTION # 2 Corporate**

**Detail Pages of List - For Use by DTC participants on Behalf of US Resident Corporate Beneficial Owners Who:  
Received Entire Dividend in Cash, Net of 15% Withholding Tax.**

TOP OF EVERY PAGE:

Name of French Issuer: Vivendi Universal Ordinary Payment Date: 13, Mai 2002

DTC participant Name & Number: \_\_\_\_\_ Page No. \_\_\_\_\_

1. NOM, PRENOM OU RAISON SOCIALE ET ADRESSE COMPLETE DE L'ACTIONNAIRE	2. NUMERO D'IDENTIFI- CATION FISCAL DE L'ACTION- NAIRE	3. NOMBRE D'ADRS	4. NOMBRE D'ACTIONS	5. MONTANT TOTAL DES DIVIDENDES	6. MONTANT TOTAL DE LA RETENUE A LA SOURCE AU TAUX DE 15%	7. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 12.75%	8. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 4.5%
1. Beneficial owner's name and U.S. address of the beneficial owner	2. Beneficial owner's U.S. Taxpayer Identification Number (TIN)	3. Number of ADRS	4. Number of Ordinary Shares (Col. 3 ÷ 1)	5. Total dividend (Col. 4 x EURO 1.00)	6. Total 15% tax withheld at the source (Col. 5 x 15%)	7. Total <i>Avoir Fiscal</i> to be Refunded at 12.75% (Col. 5 x 12.75%)	8. Total <i>Avoir Fiscal</i> to be Refunded at 4.5% (Col. 5 x 4.5%)  DO NOT USE THIS COLUMN FOR CORPORATIONS

1. U.S. Corporations in alphabetical order

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**OPTION # 3 Regulated Investment Companies (RICs)**

**Detail Pages of List - For Use by DTC participants on Behalf of RIC Beneficial Owners Who:  
Received Entire Dividend in Cash, Net of 15% Withholding Tax.**

TOP OF EVERY PAGE:

Name of French Issuer: Vivendi Universal Ordinary Payment Date: 13, Mai 2002

DTC participant Name & Number: \_\_\_\_\_ Page No. \_\_\_\_\_

1. NOM, PRENOM OU RAISON SOCIALE ET ADRESSE COMPLETE DE L'ACTIONNAIRE	2. NUMERO D'IDENTIFI- CATION FISCAL DE L'ACTION- NAIRE	3. NOMBRE D'ADRS	4. NOMBRE D'ACTIONS	5. MONTANT TOTAL DES DIVIDENDES	6. MONTANT TOTAL DE LA RETENUE A LA SOURCE AU TAUX DE 15%	7. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 12.75%	8. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 4.5%
1. Beneficial owner's name and U.S. address of the beneficial owner	2. Beneficial owner's U.S. Taxpayer Identification Number (TIN)	3. Number of ADRS	4. Number of Ordinary Shares (Col. 3 ÷ 1)	5. Total dividend (Col. 4 x EURO 1.00)	6. Total 15% tax withheld at the source (Col. 5 x 15%)	7. Total <i>Avoir Fiscal</i> to be Refunded at 12.75% (Col. 5 x 12.75%)	8. Total <i>Avoir Fiscal</i> to be Refunded at 4.5% (Col. 5 x 4.5%)  DO NOT USE THIS COLUMN FOR RICS

1. RICs in alphabetical order

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**OPTION # 4 Pension Fund and Collective Trust**

**Detail Pages of List - For Use by DTC participants on Behalf of Pension Fund and Collective Trust Beneficial Owners Who:  
Received Entire Dividend in Cash, Net of 15% Withholding Tax.**

TOP OF EVERY PAGE:

**Name of French Issuer: Vivendi Universal Ordinary Payment Date: 13, Mai 2002**

**DTC participant Name & Number: \_\_\_\_\_ Page No. \_\_\_\_\_**

1. NOM, PRENOM OU RAISON SOCIALE ET ADRESSE COMPLETE DE L'ACTIONNAIRE	2. NUMERO D'IDENTIFI- CATION FISCAL DE L'ACTION- NAIRE	3. NOMBRE D'ADRS	4. NOMBRE D' ACTIONS	5. MONTANT TOTAL DES DIVIDENDES	6. MONTANT TOTAL DE LA RETENUE A LA SOURCE AU TAUX DE 15%	7. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 4.5%	8. MONTANT TOTAL DU REMBOURSE-MENT DEMANDE DE L'AVOIR FISCAL A 4.5%
1. Beneficial owner's name and U.S. address of the beneficial owner	2. Beneficial owner's U.S. Taxpayer Identification Number (TIN)	3. Number of ADRs	4. Number of Ordinary Shares (Col. 3 ÷ 1)	5. Total dividend (Col. 4 x EURO 1.00)	6. Total 15% tax withheld at the source (Col. 5 x 15%)	7. Total <i>Avoir Fiscal</i> to be Refunded at 4.5% (Col. 5 x 4.5%)	8. Total <i>Avoir Fiscal</i> to be Refunded at 4.5% (Col. 5 x 4.5%)

DO NOT USE THIS  
COLUMN FOR  
PENSION FUNDS  
AND COLLECTIVE  
TRUSTS

1. Pension funds and collective trusts in alphabetical order

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At the End of Each List, a **summary page** with French and English captions showing:

**Name of French Issuer:** Vivendi Universal **Ordinary Payment Date:** 13, Mai 2002

**DTC participant Name & Number:** \_\_\_\_\_

**Page No.** \_\_\_\_\_

**NOMBRE D'ACTIONNAIRES CONCERNES:**

Number of beneficial owners listed on this list:

**NOMBRE TOTAL DE COUPONS PAYES A CES ACTIONNAIRES:**

Total number of ordinary shares listed on this list (Total of Col. 4):

Total number of ADRs listed on this list (Total of Col. 3):

**MONTANT TOTAL DES DIVIDENDES AVANT ET APRES RETENUE A LA SOURCE:**

Total amount of dividends allocable to these beneficial owners at 100% (Total of Col. 5):

Total amount of withholding tax for these beneficial owners at 15% (Total of Col. 6):

**MONTANT TOTAL DU REMBOURSEMENT DEMANDE AU TITRE DU TRANSFERT DE L'AVOIR FISCAL POUR L'ENSEMBLE DES ACTIONNAIRES CONCERNES, SOUS DEDUCTION DE LA RETENUE A LA SOURCE APPLICABLE:**

Total amount of *avoir fiscal* to be refunded at 42.5% (Total of Col. 7):

Total amount of *avoir fiscal* to be refunded at 12.75% (Total of Col. 7):

Total amount of *avoir fiscal* to be refunded at 4.5% (Total of Col. 8):

Grand total of *avoir fiscal* to be refunded (Col. 7 + Col. 8):

**Send Copy of Summary Page Only to:** The Bank of New York  
620 Avenue of the Americas  
New York, NY 10011  
Attention: Bob Kellett / ADR Dept.  
**Tel #/Fax #:** 646-885-3164 / 3041

**Attach to Each List:**

- The certificates and other documents evidencing the entitlement of RICs, U.S. Pension Funds, and Collective Trusts to treaty benefits, in the order in which the names of these beneficial owners appear on the list,
- Appendix C (Annex IV of the French regulation), declaration signed by an officer or partner of the DTC participant, and sealed by corporate participants.

Appendix C: Annex IV DECLARATION
ANNEXE IV: ATTESTATION (Bilingual Document English/French)

(To be submitted by [the DTC participant that is] the financial institution in the United States that manages the securities account of the [U.S.] resident(s) and wishes to be exempted from filing French form 5052 RF 1A EU for each beneficial owner)

(A PRODUIRE PAR L'ETABLISSEMENT FINANCIER QUI GERE AUX ETATS-UNIS LE COMPTE TITRE DU NON-RESIDENT ET QUI SOUHAITE ETRE DISPENSE DE LA PRESENTATION D'UN FORMULAIRE 5052 RF 1A EU PAR BENEFICIAIRE)

To obtain reduction [at source] of the French withholding tax on dividends entitled to receive a tax credit (avoir fiscal) and [to obtain] transfer of this tax credit, pursuant to the Tax Treaty amended July 28, 1967, between France and the United States, and the ministerial decision of September 17, 1993:

EN VUE DE LA REDUCTION DE L'IMPOT FRANCAIS SUR LES DIVIDENDES OUVRANT DROIT A L'AVOIR FISCAL ET DU TRANSFERT DE CET AVOIR FISCAL, CONFORMEMENT A LA CONVENTION FISCALE MODIFIEE DU 28 JUILLET 1967 ENTRE LA FRANCE ET LES ETATS-UNIS ET A LA DECISION MINISTERIELLE DU 17 SEPTEMBRE 1993:

I, the undersigned
JE SOUSSIGNE (NOM ET ADRESSE)

(Insert DTC Participant name and address)

acting as the manager outside France of securities accounts opened in the name of United States residents, request the benefit of the simplified procedure provided by the administrative instruction of May 13, 1994 (B.O.I. 4 J-1-94), in order to obtain for shareholders residing in the United States the benefits contemplated by the treaty and by the ministerial decision with respect to dividends paid by the French company or companies

AGISSANT EN QUALITE DE GESTIONNAIRE A L'ETRANGER DE COMPTES TITRES OUVERTS AU NOM DE RESIDENTS DES ETATS-UNIS, DEMANDE LE BENEFICE DE LA PROCEDURE SIMPLIFIEE PREVUE PAR L'INSTRUCTION ADMINISTRATIVE DU 13 MAI 1994 (B.O.I. 4 J-1-94) POUR L'APPLICATION AUX ACTIONNAIRES QUI SONT DES RESIDENTS DES ETATS-UNIS DES AVANTAGES PREVUS PAR LA CONVENTION ET PAR LA DECISION MINISTERIELLE EN CE QUI CONCERNE LES DIVIDENDES PAYES PAR LA OU LES SOCIETES FRANCAISES (NOM DE LA OU DES SOCIETES DISTRIBUTRICES)

(name of company or companies making distribution) ..... on
LE...(PRECISER LA OU LES DATES DE MISE EN PAIEMENT).

(specify date or dates of payment on the ordinary, not the ADR, shares).....

With respect to the pension funds, I declare, based on the certificate received for each of them and sent to the French tax authorities through the paying agent in France, that each of the organizations indicated on the attached list was created and operates pursuant to provisions of Sections 401(a) or 403(b) or 457 of the United States Internal Revenue Code(1);

JE DECLARE, EN CE QUI CONCERNE LES FONDS DE PENSION, QU'AU VU DE L'ATTESTATION RECUE POUR CHACUN D'EUX, ET TRANSMISE A L'ADMINISTRATION FISCALE FRANCAISE PAR L'INTERMEDIAIRE DE L'ETABLISSEMENT PAYEUR EN FRANCE, CHACUN DES ORGANISMES MENTIONNES SUR LA LISTE CI-JOINTE A ETE CREE ET FONCTIONNE CONFORMEMENT AUX DISPOSITIONS DES SECTIONS 401(a) OU 403(b) OU 457 DU CODE FEDERAL DES IMPOTS AMERICAIN(1);

With respect to the "Regulated Investment Companies", I declare that each of the beneficial owners indicated on the attached list satisfies the conditions provided in paragraph 6.b.iii of Article 9 of the tax treaty and that I have attached to this list (specify number) certificates from the American tax authorities regarding the RIC status of the beneficial owners/the list of RICs prepared by the American tax authorities(1) [DTC Participants, please note that despite the official wording, the requirement to attach certificates or IRS RIC list and insert number no longer applies];

JE DECLARE, EN CE QUI CONCERNE LES "Regulated Investment Companies", QUE CHACUN DES BENEFICIAIRES MENTIONNES SUR LA LISTE CI-JOINTE REMPLIT LES CONDITIONS PREVUES AU PARAGRAPHE 6.b.iii DE L'ARTICLE 9 DE LA CONVENTION FISCALE ET QUE J'AI JOINT A CETTE LISTE (INDIQUER LE NOMBRE) ATTESTATIONS DE L'ADMINISTRATION FISCALE AMERICAINE DE LA QUALITE DE RIC DES BENEFICIAIRES/LA LISTE DES RIC ETABLIE PAR L'ADMINISTRATION FISCALE AMERICAINE(1);

I declare that, to the best of my knowledge, each shareholder (other than a pension fund or a RIC) indicated on the attached list is a resident of the United States and that the details given on this list are accurate(1);  
 JE DECLARE QU'A MA CONNAISSANCE CHAQUE ACTIONNAIRE (AUTRE QU'UN FONDS DE PENSION OU UN RIC) MENTIONNE SUR LA LISTE CI-JOINTE EST UN RESIDENT DES ETATS-UNIS ET QUE LES MENTIONS PORTEES SUR CETTE LISTE SONT EXACTES(1);

I certify that, to the best of my knowledge, all listed persons satisfy all the conditions required to qualify for the [treaty] benefits they request (and in particular that none has a permanent establishment or fixed base in France to which the shares generating the dividends are effectively connected) and I declare that I have used my best efforts to ascertain the accuracy of the information that these persons have communicated to me in this respect. If I come to learn that any of them have unduly benefited, I agree to voluntarily inform the French tax authorities and the paying agent in France of this fact;

J'ATTESTE QU'A MA CONNAISSANCE TOUTES LES PERSONNES CI-DESSUS SATISFONT A L'ENSEMBLE DES CONDITIONS REQUISES POUR BENEFICIER DES AVANTAGES QU'ELLES DEMANDENT (ET NOTAMMENT NE POSSEDENT PAS EN FRANCE UN ETABLISSEMENT STABLE, OU UNE BASE FIXE, AUQUEL SE RATTACHE EFFECTIVEMENT LA PARTICIPATION GENERATRICE DES DIVIDENDES) ET JE DECLARE AVOIR FAIT TOUTES DILIGENCES POUR M'ASSURER DE L'EXACTITUDE DES INFORMATIONS QUE CES PERSONNES M'ONT COMMUNIQUEES A CE SUJET; AU CASE OU NEANMOINS JE VIENDRAIS A APPRENDRE QUE CERTAINES D'ENTRE ELLES ONT BENEFICIE D'UN AVANTAGE INDU, JE M'ENGAGE A EN INFORMER SPONTANEMENT L'ADMINISTRATION FISCALE FRANCAISE ET L'ETABLISSEMENT PAYEUR EN FRANCE;

Moreover, I undertake jointly with the [French] paying agent to restore to the French Treasury, either voluntarily or at the request of the French tax authorities, an amount corresponding to any favorable treatment from which any person shall have unduly benefited.

JE M'ENGAGE PAR AILLEURS SOLIDAIREMENT AVEC CET ETABLISSEMENT PAYEUR A RESTITUER AU TRESOR FRANCAIS, SOIT SPONTANEMENT, SOIT SUR DEMANDE DE L'ADMINISTRATION FISCALE FRANCAISE, TOUT MONTANT CORRESPONDANT A UN AVANTAGE DONT UNE PERSONNE AURAIT BENEFICIE INDUMENT.

FAIT A , ,LE  
 At ..... , on .....  
 (insert place) (insert date)

(CACHET)  
 (affix corporate seal)

By:.....

(1) Cross out items that do not apply.  
 (1) RAYER LES MENTIONS INUTILES.

.....  
 (print name and title of signatory)  
 (NOM ET QUALITE DU SIGNATAIRE)