

The Depository Trust Company

IMPORTANT

B#: 2006
DATE: May 17, 2001
TO: All Participants
CATEGORY: Proxy
FROM: DTC Proxy Department
ATTENTION: Proxy/Reorganization Manager
SUBJECT: Groupe AB cusip #39944Q 10 9

The Bank of New York (“BNY”), Depository for the above captioned American Depositary Receipts, has advised DTC that Groupe AB, the issuer of the shares underlying these ADR’s, is holding its Annual Shareholders’ Meeting on June 12, 2001. Groupe AB advises BNY that under the laws of France shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable U.S. holders of Groupe AB ADRs to vote at the meeting, BNY has established a record date of May 4, 2001. Persons who hold Groupe AB ADR’s on May 4, 2001, and on the day of the meeting and wish to vote the Shares underlying their ADRs (subject to any applicable requirements or restrictions under French Law or Groupe AB, Articles of Association) may provide instructions to BNY. Participants must provide such instructions by June 5, 2001. Participants should obtain the voting instruction forms for that purpose from The Bank of New York by calling (212) 815-3895, Attention: Ellen O’Brien. In addition, Participants must follow the procedure described below.

To provide BNY with assurance that ADRs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is (39944Q 99 2). A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain other actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from The Bank of New York.

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Groupe AB ADSs CUSIP (39944Q 10 9), temporarily credit the position to an account maintained on behalf of BNY, ADR Contra-CUSIP #(39944Q 99 2). DTC will return this position to the Participant's account under the base CUSIP numbers upon instructions from BNY once the blocking process has been completed, this should occur on June 13, 2001.

Inquiries regarding this notice should be directed to Steven McGregor at (212) 855-5198 or Kathy Caziarc at (212) 855-5201.

Joseph Ranieri

Manager

Attachments

**THE DEPOSITORY TRUST COMPANY
55 WATER STREET
NEW YORK, NY 10041**

THE BANK OF NEW YORK, AS DEPOSITARY ("BNY")
101 BARCLAY STREET, 22W
NEW YORK, NY 10286
ATTN: ELLEN O'BRIEN
VIA FACSIMILE (212) 571-3050

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF GROUPE AB, A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE ("THE COMPANY"), TO BE HELD IN FRANCE, ON JUNE 12, 2001, (THE "MEETING"), TO ADDRESS THE MEETING AND TO VOTE THEREAT.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF "BNY" THE NUMBER OF AMERICAN DEPOSITARY RECEIPTS ('ADRs'), SPECIFIED BELOW, WHICH ADRs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL "BNY" ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO "BNY" AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADRs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADR'S REPRESENTED BY THE ADR'S SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE AT ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH "BNY" OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADRS SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICPANTS

NUMBER OF AMERICAN DEPOSITARY RECEIPTS

DATED: _____ 2001

FACSIMILE SIGNATURE OF CEDE & CO.

(PARTICIPANT LETTERHEAD)

_____, 2001

The Depository Trust Company
55 Water Street – 50th Floor
New York, NY 10041

RE: Groupe AB cusip # 39944Q 10 9

DTC Account #: _____

Number of ADRs _____

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the 'Deposited ADRs) of Groupe AB, American Depositary Receipts to vote at the Annual Shareholders Meeting of Groupe AB scheduled to be held on June 12, 2001, please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADRs and make the signed Proxy available for pick-up by The Bank of New York ("BNY") and
- (2) Deliver the Deposited ADRs from the undersigned's above-referenced account to an account with you maintained on behalf of "BNY" until "BNY" instructs you to return the Deposited ADR's to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADRs were on May 4, 2001 and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

(Print Participant's Name)

BY:

(Signature) and (Medallion Stamp)

(Print Name)

Title