

THE DEPOSITORY TRUST COMPANY

IMPORTANT

B#: 0094

DATE: June 8, 2000

TO: ALL PARTICIPANTS

FROM: DTC PROXY DEPARTMENT

ATTENTION: PROXY/REORGANIZATION MANAGER

SUBJECT: GROUPE AB AMERICAN DEPOSITARY SHARES
CUSIP # 39944Q 10 9

The Bank of New York ('BNY'), Depository for the above captioned American Depositary Shares (ADS), has advised DTC that Groupe AB, the issuer of the ordinary shares underlying these ADS's, is holding its ANNUAL Shareholders' Meeting on June 29, 2000. Groupe AB advises BNY that under the French Law, 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 ADSs to vote at the meeting, BNY has established a record date of May 24, 2000. Persons who hold Groupe AB ADSs on May 24, 2000, and on the day of the meeting and wish to vote the ordinary shares underlying their ADSs (subject to any applicable requirements or restrictions under French Law or under Groupe AB Articles of Association) may provide instructions to BNY by June 22, 2000. Participants should obtain the voting instruction forms for that purpose from Corporate Investor Communications by calling (201) 896-1900, attention: Processing Department. In addition, Participants must follow the procedures described below.

To provide BNY with assurance that ADSs 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 Corporate Investor Communications.

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 Groups AB ADSs CUSIP (39944Q 10 9), temporarily credit the position to an account maintained by BNY, and indicate that movement in the Participant's account under the Groupe AB ADSs contra-CUSIP (39944Q 99 2). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from BNY once the voting has been completed, this should occur on June 30, 2000.

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

Karl Baker

Manager

Attachments

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

VIA FACSIMILE: (212) 571-3050

THE BANK OF NEW YORK, AS DEPOSITARY ('BNY')
101 BARCLAY STREET, 22W
NEW YORK, NY 10286
ATTN: ELLEN O'BRIEN
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE ANNUAL MEETING OF SHAREHOLDERS OF GROUPE AB, A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE, ON JUNE 29, 2000, (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 SHARES ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITARY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK 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 OWNERS (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADSs REPRESENTED BY THE ADSs SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAFTER.

THIS PROXY IS REVOCABLE 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 ADSs SPECIFIED BELOW AT THE MEETING, THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICIPANT

NUMBER OF AMERICAN DEPOSITARY SHARES

DATED: _____ 2000 _____

— _____
FACSIMILE SIGNATURE OF CEDE & CO.

[PARTICIPANT LETTERHEAD]

_____ , 2000
The Depository Trust Company
55 Water Street - 50th Floor
New York, NY 10041
RE: Groupe AB CUSIP #39944Q 10 9
DTC Account No.: _____
Number of ADSs: _____

Gentlemen:

In order to enable the beneficial owner (s) of the number specified above (the 'Deposited ADSs') of Groupe AB American Depository Shares to vote at the Annual General Meeting of Shareholders of Groupe AB scheduled to be held on June 29, 2000, please take the following actions:

(1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADSs and make the signed Proxy available for pick-up by The Bank of New York, ('BNY'); and

(2) Deliver the Deposited ADSs 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 ADS's to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on May 24, 2000, and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

(Print Participant's Name)

BY:

(Signature)

(Print Name)

(Title)