

SPIE SA

A joint stock company with a Board of Directors

Share capital: €72,415,793.32

Registered office: 10, avenue de l'Entreprise, 95863 Cergy-Pontoise Cedex

Pontoise Trade and Company Register 532 712 825

BYLAWS

As amended by the Chairman and CEO on December 10, 2015, in accordance with the delegation given by the Board of Directors dated as of July 28, 2015, the latter acting in accordance with the delegation given by the Shareholders Meeting dated as of May 7, 2015

TITLE 1

STRUCTURE – PURPOSE – NAME – OFFICE –

TERM – FISCAL YEAR

Article 1 – Structure

The company (hereinafter the « **Company** ») is a public company identified as société anonyme under French law. It is governed by existing and future legal and regulatory provisions, as applicable, and by these Bylaws.

Article 2 – Purpose

The purpose of the Company is, in France and abroad:

- To operate as a holding company acquiring all types of ownership interests (minority or majority ones) in French or foreign companies ;
- To provide advice and support services related to commercial, financial, accountancy, legal, tax technical, administrative, IT matters, contract negotiation, management and any other services provision for companies, entities or groups.

And in general, the company is allowed to perform all commercial, industrial and financial transactions which might relate directly or indirectly, in whole or in part to the above corporate purpose or any similar or equivalent purpose or which might contribute to its expansion or development.

Article 3 – Corporate name

The name of the Company is: SPIE.

Any instruments or documents issued by the Company and intended for third parties shall contain the name of the Company, immediately preceded or followed by the words “*société anonyme*” or by the initials “S.A.”, the registration number of the Company at the Trade and Company Register and the amount of the Company’s share capital.

Article 4 –Registered office

The registered office of the Company is located in Cergy Pontoise Cedex 95863- France at 10 avenue de l’Entreprise.

It may be transferred to any location within the same department or an adjoining department, upon decision by the Board of Directors, subject to ratification by the shareholders at their very next Ordinary General Meeting. The registered office may also be transferred to any other location in France as resolved by an Extraordinary Shareholders’ Meeting. When the transfer is decided by the Board of Directors in the same

department or in an adjoining department, the Board of Directors is allowed to modify the bylaws accordingly.

Article 5 – Term

The term of the Company is 99 years from its registration at the Trade and Company Register, except in case of early dissolution or if the term is extended.

Article 6 – Fiscal year

The Company fiscal year shall be of a duration of 12 months, starting on January 1st each year.

TITLE 2

SHARE CAPITAL

Article 7 – Share capital

The share capital of the Company is seventy-two million four hundred fifteen thousand and seven hundred ninety-three euros and thirty-two euro cents (€72,415,793.32).

It is divided into one hundred fifty-four million seventy-six thousand and one hundred fifty-six (154,076,156) shares, fully paid-up and each having a par value of forty-seven euro cents (€0.47).

Article 8 – Change in share capital

The share capital may be increased, decreased or redeemed under conditions laid down in the law and these Bylaws.

TITRE 3

SHARES

Article 9 – Paying up of shares

The paying up of shares for cash issued in the course of an increase in share capital shall be performed in accordance with applicable laws and with the decisions of the general meetings and of board of directors of the Company.

Initial shares shall be fully paid up as soon as they are issued.

The shares may not be industry contributions.

Article 10 – Shares

Fully paid up shares may be held in registered form or bearer form as the holder so chooses, subject to applicable legal and regulatory provisions.

So long as the shares of the Company are listed on a regulated market, the Company is entitled to ask for the identification of holders of shares that grant immediate or future voting rights at its shareholders' meetings and the number of shares held by each of them, subject to applicable legal and regulatory provisions.

Article 11 – Rights and obligations attached to shares

. Each share shall carry a right, proportional to the portion of the share capital it represents, in the profits or corporate assets. Additionally, it grants the right to vote in and be represented at Shareholders' Meetings, in accordance with legal and statutory requirements.

A double voting right are conferred on fully subscribed, registered nominal shares held by the same person for at least two (2) years. The period before the date of listing on Euronext Paris market is not taken into account in the calculation of the length of detention.

In accordance with article L.225-123 alinéa 2 of the French Commercial Code (Code de commerce), in the event of an increase in capital through the capitalisation of reserves, profits or issue premiums, double voting rights are conferred, as from their issue, on nominal shares allocated free to a shareholder on the basis of shares already held which bear this entitlement.

This double voting right applies to all shareholders meetings.

The double voting right automatically cease for any share converted into a bearer share or subject to a transfer of ownership.

Shareholders shall only be held liable for Company losses up to the amount of their contribution.

Rights and obligation attached to a share shall be transferred to any owner thereof.

Whenever it is necessary to possess several shares in order to exercise a right, isolated shares or shares held in a number below the requisite do not entitle their holder to any right against the Company, it being up to the shareholders in such a case to personally seek to collect or group together the requisite number of shares.

Article 12 – Indivisibility of shares - usufruct

1 - Shares shall be indivisible with respect to the Company.

The co-owners of undivided shares shall be represented at meetings of shareholders by one of them or a single agent. Where there is a disagreement, the agent shall be designated by the Court at the request of of the most diligent co-owner.

2 - Where an usufruct is attached to the shares, their registration shall highlight the existence of this usufruct. Unless the Company has been notified by registered letter with acknowledgement of receipt, the voting rights belong to the usufructuary at the ordinary general meetings and to the bare owner at the extraordinary general meetings.

Article 13 – Transmission and transfer of shares

Shares, registered or bearer, are freely negotiable, notwithstanding any legal or regulatory provisions to the contrary. They are registered in an account and their transfer regarding third parties and the Company occurs by transfer from account to account in accordance with the procedures stipulated by the legal and regulatory provisions in force.

Article 14 . – Exceeding statutory threshold levels

As long as the Company's shares are admitted to trading on a regulated market, in addition to the legal and regulatory thresholds, any individual or legal entity, that becomes the owner, directly or indirectly, acting alone or in concert with others, of a number of shares representing a fraction of 1% of the share capital or voting rights (calculated in accordance with articles L.223-7 and L.233-9 of the French commercial code and with the provisions of the General Regulations of the French Financial Markets Authority).or any multiple of this percentage must notify to the Company the total number (i) of shares and voting rights he holds, directly or indirectly, acting alone or in concert with others (ii) of rights giving future access to the capital of the Company he holds, directly or indirectly, acting alone or in concert with others and the potential voting rights attached to them and (iii) existing shares that the shareholder may obtain, by way of an agreement or a financial instrument referred to in article L.211-1 of the Monetary and Financial Code. This notice shall be provided by registered mail with acknowledgement of receipt, within four trading days of crossing this threshold.

The obligation to notify also applies, with the same conditions and time-scales, when the shareholder's interest in the capital or voting rights falls below the said thresholds.

In the event of failure to comply with the obligation to declare thresholds crossing and at the request, recorded in the minutes of the General Meeting, of one or more shareholders representing at least 1% of the share capital or the voting rights, shares in excess of the amount required to be reported lose their voting rights for a period of two year following the date of the corrective declaration.

The Company reserves the right to make known to the public and the shareholders either the infirmation which have been notified to the Company, either the non-compliance of the above mentioned requirement by the relevant person.

TITLE 4

ADMINISTRATION OF THE COMPANY

Article 15 – Board of Directors

1 - Composition of the Board of Directors

The company shall be administrated by a Board of Directors. The number of directors shall not be less than three and not more than eighteen, subject to the derogations provided for by law.

The Board of Directors may appoint one or more non-voting members (*censeurs*) up to a maximum of three. The non-voting members are individuals or permanent representatives of legal entities, selected among or outside the shareholders. They are appointed for four years except in the event of resignation or or early cessation of duties decided by the Board of Directors. The Board of Directors determines the conditions and terms of their mission, including their compensation. They take part in the meetings of the Board of Directors and take part in the deliberation without having a voting right.

In accordance with article L.225-23 of the French commercial code, the Board of Directors is composed of one person representing the employee shareholders appointed by the Ordinary General Meeting from among the members of the Supervisory Board of the employee stock ownership fund.

2 - Appointment

.During the existence of the Company, the directors are appointed, reappointed or dismissed under the terms and conditions set forth in the applicable laws and regulatory provision and the present bylaws.

3 – Office

The term of office of directors shall be four years.

The directors may be re-elected. They can be removed at any time by the Ordinary Shareholders Meeting.

Directors should not be older than 75 years (no more than one-third of Board members may be aged more than 70) and shall be subject to the applicable laws and regulation regarding the plurality of directorships.

4 - Identity of Directors

Directors may be natural or legal persons. Any legal entities must, at the time of their appointment, appoint a permanent representative who is subject to the same conditions and obligations and shall incur the same liability as if he were director in his own name, without prejudice to the joint liability of the legal entity he represents.

The permanent representative shall have the same term as office as the legal entity.

When the legal entity dismisses its permanent representative, it shall bound to immediately notify the Company, by registered letter with acknowledgment of receipt, of such termination as well as of the identity of his permanent representative. The same shall apply in the event of the death, resignation or extended impediment of the permanent representative.

5 - The Board of Directors may allocate to directors, as attendance fees, a fixed sum per year the amount of which remains in force until a new resolution. Its allocation between the directors shall be determined by the Board of Directors.

The directors may not receive from the Company remuneration, whether permanent or not other than provided for by the law.

6 –Each director must own at least 100 shares of the Company, except for the employee shareholders appointed as directors in accordance with article L.225-23 and employees appointed as directors in accordance with articles L.225-27 and L.225-27-1, who will not be required to hold a minimum of shares of the Company.

Article 16 – Meetings of the Board of Directors

1 – Meetings

The Board of Directors shall meet upon notice of its Chairman, as often as the interests of the Company so require. The frequency and duration of board meetings should be sufficient to allow for in-depth examination and discussion of matters within the committee’s scope.

The General Meeting shall take place at the registered office or in any other place specified in the convening notice.

The convening notice may be issued by all means included verbally. The Board of Directors may take valid decisions, even if not convened by a notice, if all of its members are present or represented.

2 - The Board can only deliberate if at least half of its members are present.

Decisions shall be taken on the basis of a simple majority of members present or represented. In the event of an equality of votes, the Chairman shall have a casting vote.

In compliance with the applicable legal and regulatory provisions, the internal regulations may provide that, for purpose of calculating quorum and majority, directors who participate in the meeting through videoconferencing or telecommunications methods under the conditions defined by applicable regulation shall be considered to be present.

Any Director may designate another Director as proxy for representation at a board meeting, each Director only being authorized one proxy vote per session.

3 - An attendance register shall be kept and signed by the directors attending a meeting of the Board, both individually and with a mandate to represent.

The deliberations of the Board of Directors are recorded in minutes signed by the Chairman of the meeting and at least one director attending the meeting. In case of impediment of the Chairman, it is signed by at least two directors.

4 - The Board of Directors shall determine how it operates in internal regulations, in accordance with the law and the bylaws. It can decide to set up committees to examine questions submitted to them by it or its Chairman. The composition and duties of these committees, who shall conduct their activity under its responsibility, are defined by the Board of Directors in the internal regulations.

5 – Any other person called to attend meetings of the Board of Directors shall refrain from disclosing any information of a confidential nature which is given as such by the Chairman and bound in general secrecy.

Article 17 – Chairman of the Board of Directors

1 - The Board of Directors appoints, among its members who are individual persons, a Chairman.

The Chairman shall be appointed for a term that cannot exceed that of his term of office as director. He is eligible for re-appointment.

In the event of temporary incapacity or death, the Board of Directors may delegate a director to the duties of Chairman.

In the event of temporary incapacity, such delegation shall be for a limited period. It may be renewed. In case of death, it is valid until the election of the new chairman.

2 - The chairman of the Board of Directors organizes and directs the work of the board, and reports on this work to the General Meeting. He ensures the proper functioning of the Company's bodies and makes sure, in particular, that the directors are able to carry out their assignments.

Article 18 – Executive Management

1 - Organization of the Executive Management

The executive management of the Company shall be assumed either by the Chairman of the Board of Directors, or by the Chief Executive Officer who is an individual appointed by the Board of Directors among its members or outside them.

The Board of Directors shall choose one of these two forms of Executive Management at any time and at least at each end of the Director's office or the office of the Chairman of the Board of Directors when the latter also fulfills the duties of the general manager of the Company.

The shareholders and the third parties shall be informed of this choice pursuant to applicable legal and regulatory provisions.

When the Executive Management of the Company is assumed by the Chairman of the Board of Directors, he is subject to the applicable legal provisions related to the Chief Executive Officer,. He is called Chairman and Chief Executive Officer.

2 - The Board of Directors may, upon proposal of the Chief Executive Officer, appoint one or several individuals to assist the Chief Executive Officer. These individuals are called Deputy Chief Executive Officers.

No more than five Deputy Chief Executive Officers may be appointed.

The Chief Executive Officer and Deputy Chief Executive Officers should not be older than 65.

The length of the Chief Executive Officer term or the Deputy Chief Executive Officers term is determined at the appointment. This length should not exceed his term of office as director.

3 - The Chief Executive Officer may be dismissed at any time by the Board of Directors. The same applies, on proposal of the Chief Executive Officer, to the Delegate Chief Executive Officers.

Unless the Board of Directors otherwise decides, in the event of temporary incapacity or death of the Chief Executive Officer, the Deputy Chief Executive Officers remain in office until appointment of a new Chief Executive Officer.

The Board of Directors shall determine the compensation of the Chief Executive Officer and the Deputy Chief Executive Officers.

4 - The Chief Executive Officer is vested with the broader powers to act on behalf of the Company. He exercises these powers within the scope of the corporate purpose, and subject to the powers expressly assigned by law to the Shareholders' Meetings and to the Board of Directors.

The Chief Executive Officer shall represent the Company vis-à-vis third parties. The Company is bound even by acts of the Chief Executive Officer that are not within the company's purpose, unless it can prove that the third party knew that the act went beyond this purpose or could not be unaware thereof given the circumstances, mere publication of the bylaws not being sufficient to constitute such proof.

Decisions by the Board of Directors limiting the degree of the powers of the Chief Executive Officer are not enforceable against third parties.

5 - The Board of Directors, upon agreement with the Chief Executive Officer shall determine the scope and duration of powers vested to the Deputy Chief Executive Officers. The Deputy Chief Executive Officers shall have the same powers as the Chief Executive Officer vis-à-vis third parties.

6 - The Chief Executive Officer or the Deputy Chief Executive Officers may, within the limits fixed by the current applicable law, delegate the powers he sees fit, for one or more defined purposes to any agents, even outside the Company, individually or jointly, whether taken individually or grouped together in a committee or commission, with or without the option of subscription, subject to the limits provided for by law. These powers may be permanent or transitory, and may or not include the right to substitute. Such delegation granted remain in effect notwithstanding expiration of the functions of the person who granted them.

TITLE 5

GENERAL SHAREHOLDERS' MEETINGS

Article 19 – Shareholders' Meetings

1 - Notice of meeting, meeting place

The Shareholders' Meeting shall be convened within the periods and under the conditions set forth by law.

They will be held at the registered office or any other place mentioned in the notice of meeting.

2 - Agenda

The agenda of the Shareholders' Meeting appears on the award notice and the notice of meeting.

The Shareholders's meeting shall only take decisions on such items appearing on the agenda. However, it can, in any circumstances, dismiss and replace one or more directors.

One or more shareholders representing at least a proportion of the share capital laid down by legal provisions, and acting under the conditions and within the time periods determined by the law., shall have the option of requesting that draft resolutions be included on the agenda.

3 - Access to the General Shareholders' Meetings

Any Shareholder shall be entitled to attend General Shareholders' Meetings personally or by proxy-holder and to participate in deliberations.

Any Shareholder shall be entitled to attend General Shareholders' Meetings personally or by proxy-holder, in accordance with the conditions fixed by enforced law and regulations, upon providing proof of his/her identity and of the ownership of his/her shares, by recognition of said shares in the accounts in his/her name in accordance with the conditions provided by enforced law and regulations.

If the Board of Directors agreed to use telecommunications technology to conduct the General Shareholders' Meeting and published its decision in the notice of meeting or in the convening notice, Shareholders who participate in the General Shareholders' Meeting through videoconference or other telecommunications, which permit the identification of the Shareholders in accordance with enforced law and regulations, shall be deemed present for purposes of quorum and majority.

Any Shareholder shall may vote by remote voting or proxy-holder in accordance with the enforced regulations, by means of a form filled in and sent to the Company in accordance with the conditions provided by enforced law and regulations, including, as the case may be, by electronic or data transmission, by decision of the Board of Directors. This form shall reach the Company in accordance with the conditions provided by enforced regulations to be taken on board.

The General Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by a Director specially delegated for that purpose by the Board of Directors. Otherwise, the General Shareholders' Meeting itself shall elect its own Chairman.

The minutes of the General Meetings shall be prepared, and copies or extracts of proceedings shall be delivered and certified according to the enforced law and regulations.

Legal representatives of legally incompetent Shareholders and individuals representing legal-entity Shareholders shall participate to the Shareholders' Meetings, whether they are Shareholders personally or not.

4 - Attendance sheet, Minutes, Office

An attendance sheet containing the information stipulated by law shall be kept at each General Meeting.

The General Meetings are chaired by the Chairman of the Board of Directors, or in his/her absence, by a Director specially delegated for that purpose by the Board of Directors. Otherwise, the General Shareholders' Meeting itself shall elect its own Chairman.

The duties of vote-teller shall be performed by two Members of the General Meeting, present and accepting such duties, who hold the largest number of voting shares, either on their own or as proxy-holders.

The officers of the General Meeting appoint the Secretary who may be chosen from outside the Shareholders.

The officers of the General Meeting shall verify, certify and sign the attendance sheet, ensure that discussions are properly held, settle any differences that may arise in the course of the General Meeting, count the votes cast, ensure their validity and ensure that minutes of the General Meeting are drawn up.

The minutes of the General Meetings shall be prepared, and copies or extracts of proceedings shall be delivered and certified according to the enforced law and regulations.

6 - Ordinary General Shareholders' Meeting

The Ordinary General Shareholders' Meeting is called upon to make any decision which shall do not amend the Company Bylaws. The Ordinary General Shareholders' Meeting shall hold at least once a year, within a period of six months following the close of each fiscal year, to approve the financial accounts of the previous fiscal year and the consolidated financial accounts.

When the meeting is convened for the first time, the decisions of the Ordinary General Shareholders' Meeting are valid only if the Shareholders attending the meeting or represented by proxy or having voted by mail or by remote voting, represent at least one quarter of the total voting shares. No quorum shall be required for a second meeting.

The Ordinary General Shareholders' Meeting rules by a majority of votes of the present Shareholders or represented by proxy, including the votes of Shareholders who have voted by mail or by remote voting.

7 - Extraordinary General Shareholders' Meeting

The Extraordinary General Shareholders' Meeting shall have the exclusive right to amend all the provisions of the Company Bylaws. However, it may not increase the commitments of the Shareholders, except transactions resulting from an exchange or a consolidation of shares duly decided and performed.

When the meeting is convened for the first time, the decisions of the Extraordinary General Shareholders' Meeting are valid only if the Shareholders attending the meeting or represented by proxy or having voted by mail or by remote voting, represent at least one quarter of the total voting shares, when the meeting is convened on second notice, at least one-fifth of the total voting shares. Failing this latter quorum, the second Extraordinary General Shareholders' Meeting can be deferred to a date two months after the one on which it had been convened.

The Extraordinary General Shareholders' Meeting rules by a two-thirds majority of votes of the present Shareholders or represented by proxy, including the votes of Shareholders who have voted by mail or by remote voting.

The Extraordinary General Shareholders' Meeting may not, however, increase the Shareholders' commitments, unless a unanimous vote of all the Shareholders, or infringe upon their rights.

TITLE 6

ANNUAL ACCOUNTS – APPROPRIATION OF THE RESULT

Article 20 – Annual Accounts

The Board of Directors shall keep lawful and regular accountancy of the Company's operations and shall draw up financial statements in accordance with the law and standard business practices. A General Shareholders' Meeting convened to approve the Company's financial statements for a fiscal year and the consolidated financial statements, shall be convened each year within six months after the close of the fiscal year, or within a time limit set by a court decision, if the fiscal year is extended.

Article 21 – Appropriation of the result

The result of each fiscal year is determined according to legal and regulatory provisions in force.

No less than five percent of the profit for the fiscal year, less any losses carried forward, shall be set aside to form the legal reserve. The appropriation is no longer binding once this reserve reaches one-tenth of the share capital.

The Ordinary General Shareholders' Meeting or any other General Shareholders' Meeting may decide to distribute amounts layout and/or values levied in cash or in kind from the reserves at its disposal, expressly indicating the reserve items from which the levies are. However, dividends are levied first from the distributable income for the fiscal year.

The General Shareholders' Meeting may grant to the Shareholders, for all or part of the dividends distributed, or interim dividends, a choice between payment in cash and payment in shares as provided by the regulations in force. Furthermore, the General Shareholders' Meeting may decide, for all or part of the dividends, on interim dividends, reserves or premiums to be distributed, or any capital reduction, that this dividends distribution, reserves or premiums or this capital reduction will be effected in kind by delivery of Company assets.

The share of each Shareholder in the profits and the losses is proportional to its stake in the Company's share capital.

TITLE 7

WINDING UP - DISSOLUTION – DISPUTE

Article 22 – Dissolution – Winding up

1 - Unless otherwise legal dissolutions provided by law, there will be dissolution of the Company at the term provided for the Company Bylaws, by minute of the General Extraordinary Shareholders' Meeting.

2 - Except cases of merger, scission or when the shares have come to be held by a single shareholder, the expiration or dissolution of the Company for any reason whatsoever entail the winding up of the Company.

The dissolution has binding legal effects on third parties at the date of its publication in the Trade and Company Register.

One or more liquidators, chosen from among shareholders or third parties, shall be appointed by a collective decision of the shareholders, except for the legal dissolution of the Company.

The liquidator shall represent the Company. He/She is vested with the broadest powers to dispose of the Company's assets, including through amicable settlements. He/She is also empowered to make payments to creditors and distribute the remaining balance. He/She shall be allowed by shareholders or legal decision if he/she was appointed the same way, to carry on the business of the Company as usual or to obtain new businesses for the purposes of the winding up.

Any assets remaining after the repayment of the shares nominal value shall be distributed among shareholders in proportion with their share in the capital.

Article 23 – Dispute

Any dispute arising during the life of the Company or during the winding up process, relating to the Company's matters, the interpretation or the enforcement of the Company Bylaws, between the Company and its shareholders or its corporate executives, or between its shareholders and its corporate executives themselves, shall be brought to the jurisdiction of competent courts at the location of the registered office.