

EUROPEAN ECONOMIC INTEREST GROUPING

Prior to registering your company at the Trade and Companies Register (“Registre du Commerce et des Sociétés” or “RCS”), some formalities must be complied with. Documentary evidence will be required in order to complete your registration file.

Preliminary procedures before registering at the Trade and Companies Register (“Registre du Commerce et des Sociétés” or “RCS”)

Exercising a regulated activity:

If the grouping exercises a regulated activity (sale of alcoholic beverages, optician, transportation of goods and passengers, etc.), make sure you fulfill the conditions required for this y (diploma, professional qualifications, etc.) in order to obtain the approval, or the authorisation required to be registered with the RCS.

For further information, contact :

- The professional organizations and trade unions.
- The services of the Prefecture of Paris.
- The regulatory authorities (“autorités de tutelle”) (e.g. for transportation, you should refer to DREIF – Direction Régionale de l’Equipement d’Ile de France)

Domiciliation : your official business address

You will have to bring evidence to the registry office (“le greffe”) of a regular occupancy of the company’s head officesuch as a copy of the commercial lease, the contract with a domiciliation company, recent electric bill (EDF), telephone receipts, etc.)

A grouping is authorized to locate its registered office at the domicile of its legal representative and to conduct business there for an unlimited period of time barring any legislative provisions or contractual stipulations to the contrary. When the company is subject to such legislative provisions or contractual stipulations, its registered office may be located at its legal representative’s domicile for a period which shall nor exceed five years from the date of its registration nor shall it exceed the legal, contractual or judicial term of occupation of the premises. (L123-11-1 of the Commercial Code)

To domicile your grouping, you may also contact a domiciliation company or a business incubators(“pépinière d’entreprise”).

Adoption of the formation agreement

Drafting the grouping’s formation agreement is an essential and very important step in the creation of your company. It can have legal and fiscal consequences on the company and it can influence the social status of the company’s manager. To proceed to the adoption of the memorandum and articles of association, the following conditions must be fulfilled:

- Draw up the formation contract
- Proceed to the appointment of the director, the management supervisor and the account controller ("contrôleur des comptes"). They can either be appointed in the memorandum and articles of association or in a separated document.
- The formation contract must be registered with the tax collector's office of the grouping's head office, prior to the application for registration with the RCS.

CFE

The complete registration file shall be brought at the Registry, which is the centre for administrative formalities ("Centre de Formalités des Entreprises" or "CFE") for non-trading companies.

Acting as a CFE, the Registry s conveys compulsory declarations from corporate bodies and natural persons to organizations such as "URSSAF" (social security), "INSEE" (French office of statistics)," Centre des Impôts" (tax administration), "Caisse d'assurances maladie" ou "caisse de retraite" (health insurance funds or pension funds).

N.B: In the event of a purchase of a taking into lease management (location gérance) of a business, a legal notice announcing this purchase or taking into lease management must be published in an authorized newspaper.

Further steps to be taken

Make sure that the name of the company is clearly indicated on your mailbox, or you will not receive the certificate of incorporation ("Kbis" extract) that will be sent by the Registry.

In order to comply with the regulations, you must buy the company books (minute books, etc.) and get them stamped and signed by the Registry.

Documents to include in your file for your registration at the Register of Commerce and Companies

Acts and documents to produce in appendix to the RCS

One certified true copy of the grouping contract if established by a notary, or one original copy of the contract, stamped and registered by the tax collector's office, dated and signed by all members personally or via an original proxy, if the document is unattested. The proxies for the signature of the contract shall be brought in one original copy if the members have not personally signed the contract.

One copy, certified true by the legal representative, of the document attesting the appointment of the manager(s) (specify if they can act jointly or separately) and of the supervision bodies, if they have not been appointed in the formation contract.

Written proofs to enclose with your file

a duly completed and signed GO application form

Three copies shall be brought at the Registry, which is the centre for administrative formalities ("Centre de Formalités des Entreprises" or "CFE").for economic interest groups.

N.B : Among other things, the GO application form must indicate the existence or the absence of an exemption clause concerning the debts the company contracted before the entrance of the members in the grouping as well as the non-trading or commercial nature of the y.

An original proxy from the manager if he has not personally signed the G0 application form

Evidence of the regular occupancy of the company's head office such as a copy of the commercial lease, a contract with the domiciliation company, a recent electric bill (EDF), telephone receipts, etc.)

It is very important for your grouping to clearly identify its head office's address in order for the Registry to be able to mail the certificate of incorporation (Kbis extracts) to you when there is a formality or for your partners to contact you.

If your company's head office is located at your legal representative's home address you have to clearly state the name of your company on your mail box and make sure you have fulfilled all the necessary formalities with the post office for the follow-up of your grouping's mail.

If the declared y is regulated, you have to send a copy of the authorisation delivered by the regulatory authorities ("autorités de tutelle"), a copy of the diploma or title.

In case of purchase, produce:

- A copy of the evidence of publication in an authorized newspaper of the notice announcing the purchase of the business.
- A copy of the stamped and registered contract for sale.

In case of lease management, produce:

- A copy of the certificate of publication in an authorized newspaper of the notice announcing the taking into lease management of the business.
- A copy of the lease management contract.

In case of real estate management, produce:

- A copy of the certificate of publication in an authorized newspaper (LIEN idem) of the notice announcing the taking into real estate management.
- A copy of the real estate management contract.

In case of real estate brought into a business, produce:

- A copy of the certificate of publication in an authorized newspaper of the stamped and registered notice announcing the contribution
- A copy of the stamped and registered document attesting the contribution.

For the manager, management supervisor ("contrôleur de gestion") (if one has been appointed), the account controller ("contrôleur des comptes"), the members, as natural persons.

- A copy of an ID: a copy of a passport or of a national identity card, or a double-sided copy of an unexpired residence permit. The status mentioned on the residence permit must enable its bearer to register at the Trade and Companies Register.
- Foreign citizens who are under the obligation to have a residence permit must provide a double-sided copy of an unexpired residence permit or a copy of the authorization by the prefect of the department ("le préfet") to exercise a craft, industrial or commercial business, or, any official document accounting for the identity of the person (passport).
- A sworn statement, dated and signed by the person concerned, indicating that you have no criminal record. The judge appointed by the president of the commercial court to supervise the RCS will scrutinize this statement later.
- A certificate indicating the names and first names of the parents, unless this information appears in

another document which has already been produced.

For the manager, account controllers (“contrôleurs des comptes”) (who does not have the function of auditors), as legal entities:

- An original extract of the Trade and Companies Register (“Registre du Commerce et des Sociétés” or “RCS”), produced within the last three months, if the entity has been registered, or any official document proving the legal existence of the entity if it has not been registered with the RCS.

For the permanent representative of the manager as a legal entity:

You have to produce the same documents that are required for the directors (as natural persons), as well as two certified true copies of the act conferring him his function of permanent representative.

For the members as natural persons

- A copy of a national identity card, unexpired passport or, if needed, a copy of a valid residence permit or resident card.

For the auditors (if one has been appointed)

- Provide evidence of their registration on the official auditors list if it has not been published yet.
- The letter stating the acceptance of the designation.

NB :

During the grouping’s registration, an auditor may also be in charge of controlling the accounts.

In that event, you must provide the auditor with: the document attesting their registration on the official auditors’ list if it has not been published yet and the letter stating the acceptance of the designation.

After the publication of the registration with the BODACC has been done, the registrar of the “Tribunal de Commerce” applies for the publication of the creation of the grouping in the official governmental register (“le Journal Officiel de la Communauté Européenne” or JOCE)