

ANNEX II (NON-OFFICIAL TRANSLATION)

LAW N° 68-678 DATED 26 JULY 1968 RELATING TO THE COMMUNICATION OF ECONOMICAL, COMMERCIAL, INDUSTRIAL, FINANCIAL OR TECHNICAL DOCUMENTS AND INFORMATION TO FOREIGN NATURAL AND LEGAL PERSONS

Article 1 (amended by law n°80-538 of 16 July 1980)

Subject to international treaties or agreements, it is forbidden for all natural persons of French nationality or who are usually resident in French territories and for all directors, representatives, agents or employees of a legal person with a registered office or an establishment there to communicate in writing, orally or by any other form, wherever it may be, to foreign public authorities, documents or information of an economic, commercial, industrial, financial or technical nature where the communication is of a kind that will damage French sovereignty, security, essential economic interests or public order, specified by the administrative authority as needed.

Article 1 bis (introduced by law n°80-538 of 16 July 1980)

Subject to international treaties or agreements and laws and regulations in force, it is forbidden for any person to ask for, search for or communicate, in writing, orally or by any other form, documents or information of an economic, commercial, industrial, financial or technical nature in order to constitute *evidence for foreign judicial or administrative procedures or within the framework of such procedures*.

FRENCH MONETARY AND FINANCIAL CODE:

Article L. 511-33 (amended by law n°2013-672 of 26 July 2013 - Article 31)

Any member of a board of directors and, as the case may be, of a supervisory board and any person who, in whatever capacity, participates in the management or administration of a credit institution or of an organism mentioned in paragraph 5 of Article L. 511-6 or who is employed by one of them, is bound by professional secrecy.

In addition to the cases provided by law, professional secrecy cannot be raised against the Autorité de contrôle prudentiel et de résolution, the Banque de France, a court acting within the scope of criminal proceedings, or the parliamentary commissions of inquiry created pursuant to Order n° 58-1100 of 17 November 1958 related to the functioning of parliamentary assemblies.

Credit institutions may also disclose information covered by the professional secrecy, on one hand, to rating agencies for the purposes of the rating of financial products and, on the other hand, to the persons with whom they negotiate, contract or perform the transactions listed below, provided that this information is necessary for them:

1. loan transactions carried out, directly or indirectly, by one or several credit institutions;
2. transactions relating to financial instruments, guarantees or assurance for the purpose of hedging a credit risk;
3. transactions relating to the acquisition of a stake in or the control over a credit institution or investment firm;
4. sale of assets or of a business;
5. sale or transfer of receivables or contracts;
6. contracts for the provision of services entered into with a third party with the view to allocating to it important operational functions; and
7. at the time of the review and conception of any type of contracts or transactions provided that these entities belong to the same group as the person disclosing the information.

In addition to the cases referred to above, credit institutions may disclose information covered by the professional secrecy on a case by case basis and solely when the relevant persons have expressly authorised them to do so.

The persons receiving information covered by the professional secrecy, which have been provided to them for the purposes of one of the transactions referred to above, must keep such information as confidential, regardless of the completion of the relevant transaction. However, in the case where the transaction referred to above is successfully completed, these persons can in turn disclose the information covered by the professional secrecy under the same conditions as those provided for in this Article to the persons with whom they negotiate, contract or perform the transactions referred to above.

Article L. 511-34 (amended by law n°2010-737 of 1 July 2010 - Article 29)

Firms established in France which form part of a financial group or, for the purposes of paragraph 2 of this article, of a group within the meaning of Articles L. 322-1-2, L. 322-1-3 and L. 334-2 of the Insurance Code, Articles L. 111-4-2 and L. 212-7-1 of the Mutuality Code and L. 933-2 of the French Social Security Code, or of a mixed

group or a financial conglomerate which includes credit institutions or investment firms having their registered office in a Member State of the European Community or a State party to the European Economic Area Agreement or a State in which the agreements referred to in Articles L. 632-7, L. 632-13 and L. 632-16 of this code apply, shall be required, notwithstanding any provision to the contrary, to send to firms in the same group having their registered office in one of said States:

1. The information relating to their financial situation which is needed to organise the supervision of said credit institutions or investment firms on a consolidated basis and also their additional supervision;
2. The information required to combat money laundering and terrorist financing.
3. The information required to organise detection of the insider deals or price manipulation referred to in Article L. 621-17-2;
4. The information required to resolve conflicts of interest within the meaning of paragraph 3 of Article L. 533-10.

The latter information cannot be communicated to entities outside the group, with the exception of the competent authorities of the States referred to in the first paragraph. This exception does not extend to the authorities of States or territories whose legislation is seen to be inadequate or whose practices are deemed to impede the prevention of money laundering or of terrorist financing by the international body for cooperation and coordination in the prevention of money laundering, the list of which is updated by order of the Minister for the Economy.

The entities receiving such information shall be bound by professional secrecy under the terms and subject to the penalties set forth in Article L. 511-33 in respect of all information or documents which they might receive or hold.

The provisions of this article shall not impede application of Act No. 78-17 of 6 January 1978 on data processing, files and individual liberties.

Article L. 531-12 (amended by order n°2010-76 of 21 January 2010 - Article 18 (V))

Any member of a Board of Directors and, where applicable, of a Supervisory Board, and any individual who, in whatever capacity, participates in the administration or the management of an investment firm or who is employed by said firm shall be bound by professional secrecy.

In addition to the cases envisaged by the law, professional secrecy cannot be raised against the Autorité de Contrôle Prudentiel de résolution, the Banque de France or a court acting within the scope of criminal proceedings.

Investment firms may, moreover, send information covered by professional secrecy, on the one hand to the rating agencies for the purpose of rating financial instruments and, on the other hand, to the entities with which they negotiate, enter into or execute the transactions indicated below, whenever such information is needed for said transactions:

1. Credit transactions carried out, directly or indirectly, by one or more credit institutions;
2. Transactions in financial instruments, guarantees or insurance intended to cover a credit risk;
3. Acquisition of an equity interest or a controlling interest in a credit institution or an investment firm;
4. Assignments of assets or of goodwill;
5. Assignments or transfers of receivables or of contracts;
6. Service contracts entered into with a third party with a view to entrusting major operational duties to said party;
7. Where any type of contract or transaction is under consideration or is being worked on, provided that said entities belong to the same group as the originator of the communication.

In addition to the cases indicated above, credit institutions may send information covered by professional secrecy on a case by case basis but only when the entities concerned have expressly consented to them so doing.

Entities receiving information covered by professional secrecy which has been provided to them for the purposes of a transaction indicated above must preserve its confidentiality, even if the aforementioned transaction does not take place. In the event of the aforementioned transaction being entered into, however, said entities may, in turn, disclose the information covered by professional secrecy, under conditions identical to those referred to in this article, to the entities with which they negotiate, enter into or execute the transactions referred to above".

Art. L. 632-7 (amended by order n°2013-676 of 25 July 2013 - Article 31)

I. As an exception to the provisions of Act No. 68-678 of 26 July 1968 relating to the communication of documents and information of an economic, commercial, industrial, financial or technical nature to foreign individuals or foreign legal entities, the Autorité de Contrôle Prudentiel et de résolution and the Autorité des Marchés Financiers

may enter into cooperation agreements with the equivalent authorities of a country which is not a Member State of the European Community and not party to the European Economic Area Agreement which make provision, inter alia, for the exchange of information. As an exception to those same provisions, the Banque de France may enter into cooperation agreements with public authorities responsible for the supervision of payment systems and systems for the settlement and delivery of financial instruments which make provision, inter alia, for the exchange of information. The information communicated must be afforded guarantees of professional secrecy at least equal to those that the French authorities which are party to said agreements are subject to. Said exchange of information must be intended for the performance of said competent authorities' duties.

II. The Autorité de Contrôle Prudentiel et de résolution and the Autorité des Marchés Financiers may also enter into cooperation agreements that make provision, inter alia, for the exchange of information with authorities or nationals of a country which is not a Member State of the European Community and not party to the European Economic Area Agreement, which/who are:

- a) Responsible for the supervision of credit institutions, payment institutions, other financial institutions and insurance companies and the financial markets;
- b) Tasked with the management of court-ordered insolvency procedures relating to investment firms and any other similar procedure;
- c) Tasked with conducting the statutory audit of the accounts of investment firms, other financial institutions, credit institutions, payment institutions and insurance companies within the purview of their supervisory functions, or their functions as managers of compensation schemes;
- d) Responsible for the supervision of entities participating in the collective procedures of investment firms or in any other similar procedure;
- e) Responsible for supervising the individuals and entities tasked with carrying out the statutory audit of the accounts of insurance companies, credit institutions, investment firms and other financial institutions, where the information communicated is covered by guarantees of professional secrecy at least equal to those that the French authorities party to said agreements are subject to. Said exchange of information must be intended for the performance of said authorities' or entities' duties.

III. Where it originates from an authority of another Member State of the European Community or another State party to the European Economic Area Agreement or a third party country, the information may not be disclosed without the express consent of the authority which provided it and, where this is the case, only for the purposes for which its consent was given.

IV. The Autorité des marchés financiers give its prior approval before any transmission by the competent authorities of a third country to the competent authorities of another third country, of data and the analysis of data related to the AIF and their managers provided by the Autorité des marchés financiers.