



SOCIÉTÉ DE LA
TOUR EIFFEL

Public Limited Company with board of directors with capital of €27.165.180
Registered office: 20-22, rue de la Ville l'Evêque, 75008 Paris
572 182 269 Register of Trade and Companies Paris

Convocation, agenda and resolutions

The Shareholders of Société de la Tour Eiffel are convened for a ordinary general meeting on 15th October 2009, at 12:00 am, at the headquarter, 20 rue de la Ville l'Evêque in Paris 8th, France, for the purpose of deliberating on the following agenda:

Agenda

- Appointment of a new director,
- Distribution out of share premium.

Text of resolutions submitted to the ordinary general shareholders' meeting to be held on 15th October 2009

FIRST RESOLUTION

(Appointment of a new director)

Having received the Board of Directors' management report, the shareholders vote to appoint as a new Board member Mr Aimery Langlois-Meurinne, domiciled 8 rue de l'Hôtel de Ville - 1204 Genève - Switzerland, for a period of three years namely until the end of the General meeting to be held to approve the accounts for the financial year 2011.

Mr Aimery Langlois-Meurinne has informed the Board that he accepts this mandate and that he is subject to no impediment as to its execution.

SECOND RESOLUTION

Distribution out of share premium

The General Meeting, convened in accordance with the required conditions of quorum and majority for Ordinary General Meetings, and having taken note of the Board of Directors' report, resolves to distribute the sum of €2 per share, representing an overall amount of €10,866,072 for the outstanding 5,433,036 qualifying shares as at June 30, 2009.

The sum of €10,866,072, depending on the number of qualifying shares as at June 30, 2009, will be paid from and charged to the "share premium" account, which, as a result, will be reduced to €35,708,995.

The payment of this sum will be made on October 27, 2009.

The General Meeting decides that pursuant to the provisions of article L.225-210 of the French Commercial Code, treasury shares will not be entitled to the distribution referred to in this resolution.

The General Meeting mandates the Board of directors to adjust, where applicable, the final amount of the distribution in accordance with the number of qualifying shares in the company, taking account of any shares issued between June 30, 2009 and the last trading-day (included) preceding the date of payment of the distribution resulting from either (i) the exercising of subscription options or share purchases and the acquisition of bonus shares which may occur and/or (ii) the number of treasury shares not entitled to the distribution. This will enable the Board to determine the final amount of the distribution which will be paid from the share premium account. The maximum amount of the share premium which may be distributed pursuant to the present resolution (if all the exercisable options were exercised and if the Company did not hold any treasury shares) would stand at €11,662,938.

Under the terms of the provisions of article 112, 1° of the French General Tax Code, sums distributed to qualifying shareholders representing shareholder advances or reimbursement of share premium, are not regarded as taxable distributed income, provided that all the profits and reserves other than the statutory reserve have been distributed beforehand.

With regard to the tax provisions referred to above, the amount of the distribution subject to income tax is €1.22 per share. The amount not subject to income tax, representing the repayment of shareholder capital contributions, is €0.78 per share.

For individuals who are resident in France, taxable income distributed and paid in 2009 (€1.22 per share) subject to sliding scale income tax rates is, where applicable, eligible:

- on the one hand, to an allowance of 40% (in accordance with article 158-3-2° of the new draft of the French General Tax Code),
- on the other hand, to an annual fixed allowance of €1,525 for single, divorced, widowed, or married taxpayers subject to separate taxation and of €3,050 for married taxpayers subject to joint taxation or bound by a civil partnership contract (Pacs) subject to joint taxation (pursuant to the provisions of article 158-3-5° of the French General Tax Code).

Individuals who are resident in France may opt for lump-sum taxation at the rate of 18% (plus social security contributions), levied on the gross value of taxable distributed income in 2009, and not entitled to a tax credit, instead of the sliding scale income tax under the conditions stipulated in article 117 quater of the French General Tax Code.

As a consequence of the distribution out of share premium, the Board of Directors will have to adjust the conditions for exercising share subscription or purchase options: the new basis for exercising options will be calculated taking into account the ratio between the amount per share of the distribution and the value of the share before the distribution, this value being equal to the weighted average of the share price over the five last trading sessions preceding the day of distribution (art. R 228-91, 3°). The number of shares under option will then be adjusted, so that the total subscription or purchase price remains constant, the adjusted number being rounded up to the next higher unit.

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Modalities for participation in the meeting

How to vote?

You have 4 options to exercise your voting right:

- 1) personally attend the General Meeting
- 2) give a proxy to the Chairman
- 3) give a proxy to a third party (spouse or other shareholder of the Société de la Tour Eiffel)
- 4) vote by correspondence

1) Personally attend the General Meeting

All you need to do is to request an admission card. To do so, just **tick the box A** in the top part of the form, **data and sign** in the box given for this purpose at the bottom of the form and **send it**, using the attached envelope “T”:

- if you hold *registered shares* : to SOCIETE GENERALE - Service des Assemblées Générales - BP 81236 - 44312 NANTES cedex 3,
- if you hold *bearer shares* : to the financial intermediary which manages your securities account.

If you didn't receive your admission card or if you didn't request it:

- if you hold *registered shares* : you simply have to go to the admission desk at the General Meeting,
- if you hold *bearer shares* : you will have to produce an “attestation de participation” issued by your financial intermediary dated no later than 3 working days before the meeting, in order to be able to participate and vote.

If you do not attend the General Meeting, you can choose between one of the three following options :

2) Give a proxy to the Chairman

tick the box B in the top part of the form and **sign and data** in the box given for this purpose at the bottom of the form. In this case, a favourable vote will be issued in your name for the adoption of the planned resolutions presented by the Board of Directors.

3) Give a proxy to your spouse or other shareholder of the Société de la Tour Eiffel

tick the box B in the top part of the form and **sign and data** in the box given for this purpose at the bottom of the form

tick the box “I hereby appoint” and identify the person appointed (spouse or shareholder), who will be present at the Meeting.

4) Vote by correspondence

tick the box B in the top part of the form and **sign and data** in the box given for this purpose at the bottom of the form

tick the box “I vote by post” and **vote** for each resolution. In this case, you no longer have the option of attending the Meeting or being represented.

Return the form, using the attached envelope “T”:

- if you hold *registered shares* : to SOCIETE GENERALE - Service des Assemblées Générales - BP 81236 - 44312 NANTES cedex,
- if you hold *bearer shares* : to the financial intermediary which manages your securities account.

The Board of Directors