

# RÉPUBLIQUE FRANÇAISE

Ministère de l'économie et des finances

## **Order of 29 December 2012 on Collective Action Clauses applying to Government Securities**

NOR: EFIT1239729A

### **The Minister for the Economy and Finance,**

Having regard to the Treaty Establishing the European Stability Mechanism of 2 February 2012, and in particular Article 12(3) thereof;

Having regard to Constitutional Bylaw 2001-692 of 1 August 2001 on Budget Acts, and in particular Articles 22, 26 and 34 thereof;

Having regard to the 2013 Budget Act 2012-1509 of 29 December 2012, and in particular Article 43 thereof;

Having regard to Decree 2012-1517 of 29 December 2012,

### **Hereby orders:**

#### **Article 1**

The instrument to be used by the holder of a government security to appoint a proxy to act on his or her behalf at a meeting or to sign a written resolution and, where applicable, to revoke said proxy shall:

- be in writing;
- be signed by the holder of the securities, giving the holder's name and address or corporate name and registered office address;
- give the proxy's name and address or corporate name and registered office address;
- The appointment will be valid for one meeting. However, it may be valid for several meetings held on the same day or in another period;
- An appointment for one meeting will be valid for adjourned meetings called with the same agenda;
- The instrument will be sent to the Ministry for the Economy, Agence France Trésor, 139 rue de Bercy, 75012 Paris, no later than 12 am on the day of the meeting or the signing of the written resolution.

## Article 2

For the purposes of Article 4 of Decree 2012-12-29 referred to above, the adjusted nominal amounts of index-linked obligations or present nominal amounts will be defined as follows:

1° The adjusted nominal amount of any index-linked obligation or any component part of an index-linked obligation is the amount that would be due on the stated maturity date of that index-linked obligation or component part, if its stated maturity date is the record date for the proposed modification, based on the value of the related index on the record date published by or on behalf of the government or, if there is no such published value, on the interpolated value of the related index on the record date determined in accordance with the terms and conditions of the index-linked obligation, but in no event will the adjusted nominal amount of such index-linked obligation or component part be less than its nominal amount, unless the terms and conditions of the index-linked obligation provide that the amount of the payment made on such index-linked obligation or component part may be less than its nominal amount; and

2° The present value of a zero-coupon obligation is determined by discounting the nominal amount (or, if applicable, the adjusted nominal amount) of that zero-coupon obligation from its stated maturity date to the record date at the specified discount rate and using the applicable market day-count convention, where the specified discount rate is:

(a) if the zero-coupon obligation was not formerly a component part of a debt security that expressly provided for the accrual of interest, the yield to maturity of that zero-coupon obligation at issuance or, if more than one tranche of that zero-coupon obligation has been issued, the yield to maturity of that zero-coupon obligation at the arithmetic average of all the issue prices of all the zero-coupon obligations of that series of zero-coupon obligations weighted by their nominal amounts; and

(b) If the zero-coupon obligation was formerly a component part of a debt security that expressly provided for the accrual of interest:

- the coupon on that debt security, if that debt security can be identified; or
- if such debt security cannot be identified, the arithmetic average of all the coupons on all of the government debt securities (weighted by their principal amounts) referred to below that have the same stated maturity date as the zero-coupon obligation to be discounted, or, if there is no such debt security, the coupon interpolated for these purposes on a linear basis using all of the government debt securities (weighted by their principal amounts) referred to below that have the two closest maturity dates to the stated maturity date of the zero-coupon obligation to be discounted,

where the debt securities to be used for these purposes are

- all of the index-linked government obligations if the zero-coupon obligation to be discounted was formerly a component part of an index-linked obligation and
- all of the government debt securities (index-linked obligations and zero-coupon obligations excepted) if the zero-coupon obligation to be discounted was not formerly a component part of an index-linked obligation, and in either case are denominated in the same currency as the zero-coupon obligation to be discounted.

### **Article 3**

In addition to the time, date and venue of the meeting, the notice of the meeting will also include, as required:

1° The agenda, the quorum for, and the text of any resolutions proposed to be adopted at the meeting;

The record date and the documents that holders of government securities must produce to be entitled to attend the meeting;

3° The form to be used by a holder of government securities to appoint a proxy;

4° The identity of the person appointed for the purposes of Article 6 of Decree 2012-12-29 referred to above;

5° If the proposed cross-series modification includes one or more alternative modifications pursuant to Article 7 of Decree 2012-12-29 referred to above, the proposed alternative modifications;

6° If a partial cross-series modification referred to in Articles 10 and 12 of Decree 2012-12-29 referred to above is proposed, the possibility of partial modification of certain series.

### **Article 4**

I. The record of attendance at the meeting of holders of government securities provided for in Article 8 of Decree 2012-12-29 referred to above, will contain the following information:

1° The identity and address of each holder present, the number of government securities that each one holds, and the number of votes attaching to those securities;

2° The identity and address of each holder represented by a proxy, the number of government securities that each one holds, and the number of votes attaching to those securities;

3° The identity and address of each proxy, the number of government securities that each one represents, and the number of votes attaching to those securities.

The chair of the meeting will certify the accuracy of the record of attendance signed by the holders of government securities present and the proxies.

II. The resolutions adopted by each meeting will be recorded in the minutes, signed by the chair and archived at the Ministry for the Economy.

The minutes will give the date and venue of the meeting, the procedure for convening the meeting, the agenda, the name of the chair, the text of the resolutions put to the vote and the voting results. If the meeting cannot transact business because the quorum is not present, this will be noted in the minutes.

### **Article 5**

The person referred to in Article 6 of the above-mentioned Decree 2012-12-29 will be appointed by the Minister for the Economy no later than the day on which the notice calling the holders' meeting or the notice of the written resolution is sent out.

If the proposed modification involves more than one series, the same person shall be appointed for each series.

**Article 6**

This order will enter into force on 1 January 2013.

**Article 7**

This order will be published in the Official Journal of the French Republic.

Done on

The Minister for the Economy and  
Finance,

Pierre MOSCOVICI