

*Translation from the French for information purposes only*

**VERALLIA SA**

A French *société anonyme à conseil d'administration* with a share capital of 416,662,128.22 Euros  
Registered office: 31 Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie  
812 163 913 RCS Nanterre

**BYLAWS**

As of 9 July 2020

**TITLE 1**

**STRUCTURE – PURPOSE – NAME – REGISTERED OFFICE –  
TERM – FISCAL YEAR**

**Article 1 - Structure**

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

**Article 2 - Purpose**

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

- the purchase, subscription, holding, management, transfer or contribution of shares or other securities in French and foreign companies;
- to provide advice and services related to human resources, IT matters, management, communication, finance, legal, marketing and purchasing for its subsidiaries and minority shareholdings;
- the ownership, management and disposal of trademarks, patents and intellectual property rights of the Company and those of its subsidiaries and minority shareholdings;
- the activities of a group financing company, and as such, the provision of all types of financial assistance to companies within the group of companies to which the Company belongs;
- the granting of any guarantees for the benefit of any company within its group or in the normal course of the business of any company within its group;
- and in general, the performance of all financial, commercial, industrial, civil, real estate or securities transactions, which may relate directly or indirectly, to the above corporate purpose or any similar or equivalent purpose, as well as of a nature to directly or indirectly contribute to the purpose pursued by the Company, its expansion, its development and its corporate assets.

**Article 3 - Corporate name**

The name of the Company is: VERALLIA.

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 Companies Register and the amount of the Company’s share capital.

**Article 4 - Registered office**

The registered office of the Company is located at 31 place des Corolles, Tour Carpe Diem, Esplanade Nord, 94200 Courbevoie.

It may be transferred to any other location in France, upon decision by the Board of Directors, subject to ratification of such decision by the shareholders at the following ordinary general shareholders’ meeting. When the transfer is decided by the Board of Directors, the latter is allowed to amend the by-laws accordingly subject to ratification of these amendments by the following extraordinary general shareholders’ meeting.

**Article 5 - Term**

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

**Article 6 - Fiscal year**

The fiscal year shall be of a duration of 12 months, starting on January 1<sup>st</sup> and ending on December 31<sup>st</sup> each year.

**TITLE 2**

**SHARE CAPITAL**

**Article 7 - Share capital**

The share capital of the Company is four hundred and sixteen million six hundred and sixty-two thousand and one hundred and twenty-eight euros and twenty-two cents (EUR 416,662,128.22).

It is divided into 123,272,819 ordinary shares, fully paid-up and each having a par value of EUR 3.38.

**Article 8 - Change in share capital**

The share capital may be increased, decreased or redeemed under the conditions set out in applicable laws and these by-laws.

**TITLE 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 shareholders' meetings and of the 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 ordinary shares may be held in registered form or bearer form as the holder so chooses, subject to applicable laws.

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 general shareholders' meetings and the number of shares held by each of them, in accordance with applicable laws.

**Article 11 - Rights and obligations attached to shares**

Each share carries a right, proportional to the portion of the share capital it represents, in the profits or corporate assets. Additionally, each share grants the right to vote in and be represented at general shareholders' meetings, in accordance with legal and statutory requirements.

A double voting right is conferred to 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 the provisions of article L.225-123 *alinéa* 2 of the French Commercial Code, in the event of an increase in share capital through the capitalisation of reserves, profits or issue premiums, a double voting rights is conferred, as from their issue, to nominal shares allocated for free to a shareholder on the basis of shares already held which bear this entitlement.

This double voting right applies to all general shareholders' meetings.

The double voting right automatically ceases when the relating share is converted into a bearer share or transferred.

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

Rights and obligations attached to a share shall be transferred to any owner thereof. Ownership of a share automatically entails acceptance of the by-laws and decisions of the general shareholders' meeting.

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 by a single agent. In the event of a disagreement, the agent shall be designated by the Court at the request 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 otherwise by registered letter with acknowledgement of receipt, the voting right belongs to the usufructuary at the ordinary general shareholders' meetings and to the bare owner at the extraordinary general shareholders' meetings.

#### **Article 13 - Transmission and transfer of shares**

Ordinary 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 set out in 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 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) equal to or exceeding 1% of the share capital or voting rights, or any multiple of this percentage, including above the thresholds provided by legal and regulatory provisions, must notify the Company the total number (i) of shares and voting rights it holds, directly or indirectly, acting alone or in concert with others, (ii) of securities giving future access to the share capital of the Company it holds, directly or indirectly, acting alone or in concert with others, and of the potential voting rights attached thereto and (iii) of existing shares that it may purchase, under any agreement or financial instrument referred to in article L.211-1 of the French 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 the Company also applies, under the same conditions and within the same time period, when a shareholder's interest in the share capital or voting rights falls below the aforementioned thresholds.

In the event of failure to comply with the obligation to notify such thresholds crossing and upon request, recorded in the minutes of the general shareholders' meeting, of one or more shareholders representing at least 3% of the share capital or the voting rights, the shares in excess of the fraction that should have been reported shall lose their voting rights for a period of two years following the date of the corrective notice.

The Company reserves the right to make known to the public and the shareholders either the information which has been notified to it, or the non-compliance with the aforementioned requirement by any 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 two. The non-voting members are individuals or legal entities, selected among or outside the shareholders. They are appointed for four years except in the event of resignation or early dismissal as decided by the Board of Directors. The Board of Directors determines the terms and conditions of their mission, including their compensation (if any). The non-voting members may be re-elected. They take part in the meetings of the Board of Directors and in the deliberations with an advisory vote.

##### **2 - Appointment**

During the existence of the Company, the directors are appointed, reappointed or dismissed under the terms and conditions set out in applicable laws and regulations and these by-laws.

##### **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 general 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 regulations regarding the holding of multiple offices.

##### **4 - Identity of Directors**

Directors may be individuals or legal entities. Any legal entity must, at the time of its 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/her own name, without prejudice to the joint liability of the legal entity he/she represents.

The permanent representative shall have the same term of office as the legal entity he/she represents.

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 dismissal as well as of the

identity of its new permanent representative. The same shall apply in the event of the death, resignation or extended impediment of the permanent representative.

**5** - The general shareholders' meeting may allocate to directors, as compensation, a fixed sum per year the amount of which remains in force until a new resolution is passed. The allocation among the directors shall be determined by the Board of Directors.

The directors may not receive any compensation from the Company, whether permanent or not, for their term of office as director, other than provided for by law.

#### **6 - Directors representing employees**

**6.1** - In accordance with the provisions of article L.225-27-1 of the French Commercial Code, the Board of Directors includes one (1) director representing employees. This director is designated pursuant to an election among the employees of the Company and its direct or indirect subsidiaries, whose registered office is located in France under the conditions set out in article L.225-28 of the French Commercial Code.

Such election takes place within a single college, by way of a two-round majority vote.

Nominations for elections shall be submitted by one or more representative trade union organisations within the meaning of article L. 2122-1 of the French Labour Code.

If no candidate obtains an absolute majority during the first round, only the two candidates that have obtained the largest number of votes during the first round qualify for the second round.

The election may take place using electronic voting.

Electoral regulations are prepared for each election to set its practical terms.

**6.2** - If the number of members of the Board of Directors exceeds the number of directors mentioned in the first *alinéa* of article L.225-27-1-II of the French Commercial Code, and provided this criterion is still fulfilled on the date of appointment, a second director representing employees shall be appointed by the European Works Council.

If during a financial year the number of members of the Board of Directors, initially exceeding the number of directors mentioned in the first *alinéa* of article L.225-27-1-II of the French Commercial Code, becomes less than or equal to this number, the director appointed by the European Works Council shall remain in office until his/her term of office expires.

**6.3** - Directors representing employees shall be appointed for a four-year term expiring at the close of the general shareholders' meeting held to approve the financial statements for the previous year and which is held in the year in which his/her term of office expires. The tenure of the directors representing employees may be renewed.

The tenure of the directors representing employees shall be terminated in accordance with legal requirements and the provisions contained in this clause, particularly in the event of termination of their employment contract; if the criteria for the application of article L.225-27-1 of the French Commercial Code are no longer met, the tenure of the director(s) representing employees shall expire at the end of the meeting during which the Board of Directors observes that the Company has been released from this obligation.

In the event that the seat of a director representing employees is vacant for any reason whatsoever, the vacant seat shall be filled under the conditions set forth in article L.225-34 of the French Commercial Code.

## **Article 16 - Meetings of the Board of Directors**

**1** – The Board of Directors shall meet upon convening 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 Board of Directors' scope.

The meeting shall take place at the registered office of the Company 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.

Some decisions of the Board of Directors can, in accordance with conditions provided for in applicable legal and regulatory conditions, be taken by way of written consultation by directors.

**2** - The Board of Directors may only deliberate if at least half of its members is 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 applicable laws and regulations, the internal regulations of the Board of Directors may provide that, for purposes of calculating quorum and majority, directors who participate in the meeting through videoconferencing or telecommunications methods under the conditions defined by applicable law shall be deemed 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 of Directors, 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 its internal regulations, in accordance with the law and the by-laws. It can decide to set up committees to examine questions submitted to them by it or its Chairman. The composition and duties of such committees, which shall conduct their activity under its responsibility, are defined by the Board of Directors in the internal regulations.

**5** - The Board of Directors shall also set, in its internal regulations, the decisions and/or acts subject to its prior approval.

**6** - Any other person called to attend meetings of the Board of Directors shall refrain from disclosing any information transmitted and shall be bound by 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 the term of his/her term of office as director. He/she may be re-elected.

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 the event of death, it is valid until the election of the new Chairman.

**2** - The Chairman organizes and directs the works of the Board of Directors, and reports on such works to the general shareholders' meeting. He/she ensures the proper functioning of the Company's corporate bodies and ensures, in particular, that the directors are able to carry out their mission.

## **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 (*directeur général*) who is an individual appointed by the Board of Directors among its members.

The Board of Directors may choose one of these two forms of executive management at any time and at least at each end of the Chief Executive Officer's office or of the Chairman's office when the latter also assumes the general management 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/she is subject to the applicable legal provisions relating to the Chief Executive Officer. He/she is called Chairman and Chief Executive Officer (*Président-directeur général*).

### **2 – Deputy Chief Executive Officers**

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 (*directeurs généraux délégués*).

No more than two (2) 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's term or the Deputy Chief Executive Officers' term is determined at the appointment. This length should not exceed his/her term of office as director.

### **3 – Dismissal**

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 Deputy 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 - Powers**

The Chief Executive Officer is vested with the broader powers to act on behalf of the Company. He/she exercises these powers within the scope of the corporate purpose, and subject to the powers expressly assigned by law to the general 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 scope 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 applicable law, delegate the powers they see 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 substitution, subject to the limits provided for by law. These powers may be permanent or temporary, and may or not include the right to substitute. Such delegation shall 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 general shareholders' meeting shall be convened within the periods and under the conditions set forth by law.

They shall be held at the registered office of the Company or any other place mentioned in the convening notice.

##### **2 - Agenda**

The agenda of the general shareholders' meeting appears on the convening notices and letters.

The general shareholders' meeting shall only take decisions on such items appearing on the agenda. However, it can, under 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' meeting**

Any shareholder shall be entitled to attend general shareholders' meeting personally or by proxy-holder and to participate in deliberations.

Any shareholder may participate in deliberations personally or by proxy-holder, in accordance with the conditions set out in applicable law, 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 set out in applicable law.

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 means of telecommunications, which permit the identification of the shareholders in accordance with applicable law, shall be deemed present for purposes of quorum and majority.

Any shareholder may vote by mail or proxy-holder in accordance with applicable law, by means of a form filled in and sent to the Company in accordance with the conditions provided by applicable law,

including, as the case may be, by electronic or data transmission, by decision of the Board of Directors. This form shall be received by the Company in accordance with the conditions provided by applicable law in order for it to be taken into account.

The minutes of the general shareholders' meeting shall be prepared, and copies or extracts of proceedings shall be delivered and certified according to applicable law.

Legal representatives of legally incompetent shareholders and individuals representing shareholders that are legal entities may participate in the general shareholders' meeting, whether they are shareholders personally or not.

#### **4 - Attendance sheet, Minutes, Office**

An attendance sheet containing any information legally required shall be kept at each general shareholders' meeting.

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 duties of vote-teller shall be performed by two shareholders, present at the general shareholders' meeting 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 shareholders' meeting shall appoint the Secretary who may be chosen from outside the shareholders.

The officers of the general shareholders' 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 shareholders' meeting, count the votes cast, ensure their validity and ensure that minutes of the general shareholders' meeting are drawn up.

The minutes of the general shareholders' meeting shall be prepared, and copies or extracts of proceedings shall be delivered and certified according to applicable law.

#### **5 - Ordinary general shareholders' meeting**

The ordinary general shareholders' meeting is called upon to make any decision which shall do not amend the by-laws of the Company. The ordinary general shareholders' meeting shall be held at least once a year, within a period of six months following the close of each fiscal year, to approve the financial statements and the consolidated financial statements of the previous fiscal year.

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, represent at least one fifth 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 shareholders that are present or represented by proxy, including the votes of shareholders who have voted by mail.

#### **6 - Extraordinary general shareholders' meeting**

The extraordinary general shareholders' meeting shall have the exclusive right to amend any provision of the by-laws of the Company. However, it may not increase the shareholders' commitments, except for 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, represent at least one quarter of the total voting shares and, 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 may be deferred to a date no later than 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 shareholders that are present or represented by proxy, including the votes of shareholders who have voted by mail.

The extraordinary general shareholders' meeting may not increase the shareholders' commitments, except by way of a unanimous vote of all shareholders, or infringe upon the equality of 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 and its consolidated financial statements for the previous fiscal year shall be convened each year within six months after the close of the previous 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, as the case may be) 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 holders of ordinary shares, for all or part of the dividends distributed, or interim dividends, a choice between payment in cash and payment in shares as provided by applicable law. 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 such dividends distribution, reserves or premiums or such 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**

Except for cases of judicial dissolution provided by law, the dissolution of the Company shall take place at the term provided for in the by-laws of the Company, by decision of the extraordinary general shareholders' meeting.

Except for cases of merger, demerger or if all shares have come to be held by a single shareholder, the expiration or dissolution of the Company for any reason whatsoever shall entail the winding up of the Company.

The dissolution has binding legal effects *vis-à-vis* third parties on the date of its publication on the Trade and Companies Register.

One or more liquidators, chosen from among shareholders or third parties, shall be appointed by a collective decision of the shareholders, except in case of judicial 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 may only carry on the usual business of the Company or initiate new business if he/she has been duly authorised to do so either by the Company's shareholders or by way of judicial decision if he/she was judicially appointed.

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 or the interpretation or the enforcement of the by-laws of the Company, 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.