



A NOVO

A public limited liability company
With capital of EUR 63,096,741.50
Registered office: Z.I. de Bracheux
16, rue Joseph Cugnot
60000 Beauvais
Registered with the Beauvais Company register under No. 341 125 540
INSEE No. 332 B

**COMBINED GENERAL MEETING OF JANUARY 17TH 2006 (1st convening)
OR ON JANUARY 27TH 2006 (if the quorum is not reached on January 17th 2006)**

INFORMATION ON RESOLUTIONS

Dear Shareholders,

You are invited to the Joint General Meeting in order to approve the financial statements for the financial year ended on 30 September 2005 and related operations, to renew the Director's offices and to authorize a program of allocation of free shares.

Ordinary Meeting

First resolution. Board of Directors' management Report, statutory auditors' Report on the group's consolidated financial statements for the financial year ended on 30 September 2005, approval of the group's consolidated financial statements for the financial year ended on 30 September 2005

The Board of Directors presents you the group's consolidated financial statements for the financial year ended on 30 September 2005 and the Directors' management Report and propose you to approve these statements showing turnover of 281,393 thousand EUR and net profits of 1,574 thousand EUR (group share).

Second resolution. Board of Directors' management Report, statutory auditors' Report on the Company's financial statements for the financial year ended on 30 September 2005, approval of the Company's financial statements for the financial year ended on 30 September 2005

The Board of Directors presents you the Company's financial statements for the financial year ended on 30 September 2005 and the Directors' management Report and proposes you to approve these statements showing turnover of EUR 85,043,558 and a profit of EUR 982,104.

The Board of Directors also presents you the aggregate amount of costs and expenditure that may not be deducted from profits liable to corporate income tax under Article 39-4 of the French General Tax Code and amounting to EUR 157,553, the corresponding tax amounting to EUR 53,300 and proposes you to approve these costs.

The Board of Directors propose you to give full and final discharge to the Directors and the statutory auditors in respect of the performance of their duties during the previous financial year.

Third resolution. Appropriation of profits for the financial year ended on 30 September 2005

The Board of Directors informs you that the amount carried forward according to the financial statements for the financial year ended on 30 September 2005 is - EUR 97,331,279 and that net profits is EUR 982,104. We propose you to carry forward the entire amount of the loss. The total amount of losses carried forward shall therefore be - EUR 96,349,175.

We remind you that that no dividend was distributed in respect of the last three financial years.

Fourth resolution. Statutory auditors' special Report on agreements governed by Article L. 225-38 and following of the French Commercial Code, approval of such agreements

The Board of Directors presents you the statutory auditors' special Report on agreements governed by Article L. 225-38 and following of the French Commercial Code, and proposes you to approve the agreements as listed and described therein.

Fifth resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mr Richard SEURAT which is expiring.

Mr Richard SEURAT holds a Chemical Engineering degree from Institut National Polytechnique de Toulouse and an MBA from INSEAD. He joined A Novo in January 2003 as CEO and was appointed Chairman and CEO in October 2004. Before coming to A NOVO, Richard SEURAT spent five years in the offshore oil industry, with Sofresid and ELF AQUITAINE in Indonesia and Norway. He then went into strategic consulting, with INSTITUT BATTELLE (Switzerland and USA) and EUREQUIP. In 1998, he founded EUROSTART, which he sold to CAP GEMINI in 1995. Richard SEURAT headed Cap Gemini's international strategic consulting business until 2003.

Sixth resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mrs Mireille ARVIER which is expiring.

A graduate of France's prestigious HEC business school, Mrs Mireille ARVIER joined A NOVO in March 2003 as Deputy CEO in charge of Administration and Finance. In October 2004, she was appointed Deputy CEO in charge of the Northern Region, and in December 2004, she was appointed as Director of A NOVO. Before coming to A NOVO, Mireille ARVIER spent nearly ten years at CREDIT LYONNAIS. In 1997 she joined BOUYGUES OFFSHORE's Financial Communication Department. In 2000, she was chosen to head the company's Finance and Administration Department.

Seventh resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mr Pierre HESSLER which is expiring.

Mr Pierre HESSLER is a Law and Economics graduate of Lausanne University. Pierre HESSLER joined A NOVO in September 2004 as independent Director. Pierre HESSLER began his career in 1965 in IBM Group where he held several positions of high responsibility in Europe and the United States. In

September 1993, he joined the Cap Gemini group where he was Deputy General Manager of CGS and Sogeti, Chairman of Gemini Consulting Holding SA and Executive Director of Gemini Consulting, member of the Management Board and then Deputy CEO of the Cap Gemini Ernst & Young company.

Eighth resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mr Christophe LIENARD which is expiring.

A graduate of France's Arts et Métiers engineering school, Mr Christophe LIENARD also holds diplomas in management accounting and engineering for energy conversion devices. Christophe LIENARD joined A NOVO in 1999 as Manufacturing Vice President in Beauvais. From 2000 to 2002, he served as Managing Director in Beauvais. In 2003, he was appointed Deputy CEO in charge of Operations and was appointed as Director of A NOVO. Before joining A NOVO, he was Logistic and Production Manager at WORTHINGTON.

Ninth resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mr Jean-François PREVOST which is expiring.

Mr Jean-François PREVOST joined A NOVO in December 2003 as independent Director. He brings to the Group his international experience. Until early 2001, Mr PREVOST was Deputy General Manager of Natexis Banque Populaire, in charge of commercial banking. During his career, in particular, he founded and managed the U.S. activities of Banque Française de Commerce Extérieur (BFCE).

Tenth resolution. Renewal of a Director's office

The Board of Directors proposes you to renew the Director's office of Mr Alan SUTTON which is expiring.

Mr Alan Sutton is a venture capital specialist and an electronics engineer. He founded Digitec Direct, subsidiary of A NOVO Group, in 1998 and then held several positions of high responsibility in UK region before been appointed as Director of A NOVO in 2003. During an international career spanning 20 years, he held various positions as Chief engineer, sales Manager and Managing Director of a number of technology companies (Schlumberger, British Aerospace and AB Electronics). He was also adviser to British government ministers for 10 years, and a venture capital specialist in the electronics and IT fields for 15 years.

A titre extraordinaire

Eleventh resolution. Allocation of free shares

The Board of Directors proposes you to authorise him, in accordance with Articles L. 225-197-1 *et seq.* of the Commercial Code, to carry out, on one or more occasions, in favour of the employees or Directors of the company or the companies affiliated with the company pursuant to Article L. 225-197-2 of the Commercial Code, free allocations of shares to be issued by the Company.

The Board of Directors shall determine the identity of the beneficiaries of the allocations and the conditions of the allocations. These allocations of the shares will be decided to motivate employees or company Directors in conjunction with growth projects.

The allocation of shares to their beneficiaries will be final at the end of an acquisition period fixed by the Board of Directors, which cannot be shorter than two (2) years and that the minimum duration of the obligation to hold the shares by the beneficiaries fixed by the Board of Directors cannot be less than two (2) years.

The total number of shares distributed free of charge cannot exceed 5% of the Company's capital. If applicable, this number will be supplemented by the number of additional shares to be issued to preserve the beneficiaries' rights. The total number of the shares allocated free of charge accumulated with the number of shares that may be subscribed by the exercise of stock options cannot under any circumstances exceed 10% of the share capital.

This authorisation shall entail, at the end of the share acquisition period, a capital increase via the incorporation of reserves, profits and issue premiums. This decision will entail automatic waiver by the Shareholders in favour of the beneficiaries of the free shares of the fraction of the reserves, profits and issue premiums that will be used for the issue of new shares.

This delegation's validity term will be fixed at 38 months and full power will be delegated to the Board of Directors to apply this authorisation.

Twelfth resolution. Powers for formalities

The Board of Directors propose you to grant full power to the bearer of a copy or an extract of these minutes for the carrying out of legal formalities.

The Board of Directors