



Statutes and general regulation



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This translation is for information only. The French version is authoritative.

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STATUTES

Preamble

The terms contained herein and in particular the names “associate”, “director”, “member”, “chairman”, “manager”, “officer” and “employee”, are used gender-neutrally, for the sole purpose of clarity and refer to both men and women.

Article 1 – FORM

A société civile à capital variable (non-trading society with variable capital) is hereby formed between the owners of the shares defined below, governed by the provisions of Articles 1832 et seq. of the French Civil Code, the provisions of Title II of Book III, Part 1 of the French Intellectual Property Code, the present Statutes and the General Regulation for the implementation of the same, under the name of:

SOCIETE CIVILE POUR L'ADMINISTRATION
DES DROITS DES ARTISTES ET MUSIENS
INTERPRETES - (ADAMI)

Article 2 – REGISTERED OFFICE

The registered office is located at 14-16-18 Rue Ballu, Paris (75009).

It may be transferred to any other place in the same city or to neighbouring departments by ordinary decision of the Board of Directors and anywhere else by decision of the Extraordinary General Assembly of the associates.

Article 3 – DURATION

The duration of the society is set at a period of 99 years from its registration in the Trade and Companies Register, unless the society is dissolved before that, or its lifetime is extended. It expires on 23 October 2080.

Article 4 – PURPOSE OF THE SOCIETY

The society is a collective management organisation the purpose of which is:

The exercise and administration, in any country, of all rights related to copyright, in particular those recognised for performers, in the Intellectual Property Code and any current or future national, European or international provision, the negotiation, collection and distribution of remuneration resulting from the exercise of any right that may be directly or indirectly related to the performances of the holders of rights which it represents, as well as the conduct or participation in social protection, provident, solidarity and mutual assistance actions, cultural actions directly or indirectly concerning the holders of rights which it represents and actions to defend their professions.

More specifically:

1 - The exercise of rights to make use of artistic performances, in the context of collective management provided for by law, the contribution of rights or the authorisation of management by the holders of rights which it represents,

2 - The management of remuneration due to rightholders which it represents under legal licences such as remuneration for private copying of performances set on phonogram or videogram and fair remuneration for the communication to the public of commercial phonograms,

3 - The negotiation, setting of scales, collection and distribution of any sums that may accrue to all (or a category) of the rights holders which it represents, in respect of operating licences, collective or contractual agreements, contractual or judicial compensation,

4 - The conclusion of representation agreements with French or foreign bodies having a similar purpose or pursuing aims comparable to those set out in these Statutes, as well as the provision of any and all services in relation to the representation agreements concluded with these bodies,

5 - The supervision and control of the use of the rights and protected objects to which the rights of the holders it represents relate or will relate,

6 - The provision of services to the rightholders which it represents in connection with their professions,

7 - The provision of services, in connection with this purpose, to natural persons, companies or bodies, whether French or foreign,

8 - Actions of social protection, providence, solidarity and mutual aid for the benefit of rightholders,

9 - Actions of an artistic or cultural nature or actions to defend and promote the professional categories of rightholders it represents, and in particular actions as referred to in Article L.324-17 of the Intellectual Property Code,

10 - The defence of the material and moral interests of the rightholders it represents, in particular in the context of professional agreements concerning them or by holding a set on the bodies competent to deliberate on matters of social protection, welfare and training, subject to the rules applicable to the representation of professional unions in accordance with the provisions of the Labour Code,

11 - The exercise of any legal action, both in the individual interest of the rightholders and in the collective interest of the professions of the rightholders it represents. In this respect, the society is vested with power to appear in court, both as plaintiff and defendant, to plead, withdraw, deal, settle, substitute, compromise in any case, constitute any ministerial officer and use any means of appeal or cassation before French and foreign courts,

12 - The creation or acquisition of any subsidiary or branch in France or abroad, by creation or acquisition, in connection with this purpose,

13 - Participating in mergers or alliances acquisitions of rights in other entities; endowments to not-for-profit entities in France or abroad entities, in connection with this object,

14 - Any activity, regardless of its nature, directly or indirectly related to this purpose and likely to promote the achievement or development thereof, and in particular the carrying out of any movable or immovable transaction,

The society shall work toward its purpose by its own efforts and, if necessary, by any delegate of its choice upon decision of the Board of Directors.

Article 5 – CONSTITUTION OF THE SOCIETY

The society is formed between performers holding rights related to copyright, as defined by the French Intellectual Property Code.

To be admitted as associate, performers must meet the conditions set out in Article 1 of the General Regulation.

Association is also open to natural persons, holders of said rights, by succession or bequest validated by the society, in the name of the performer whom they succeed.

In the event of multiple holders of inheritance or bequest rights, it is their responsibility to consult one another and jointly appoint a common representative from amongst them who, on their behalf, shall apply for sole admission in the name of the performer whom they succeed.

The conditions for admission of the rightholders of performers by inheritance or bequest are provided for in Article 1 of the General Regulation.

Article 6 – EFFECT OF ADMISSION

6.1 – Any person admitted as an associate pursuant to Article 5 shall be deemed to have accepted these Statutes and the General Regulation.

6.2 – Any person admitted as an associate contributes to the society, as a result of this admission, in any country and for the entire duration of the society, within the limits of the types of performances, categories of rights or types of uses defined below, subject to Article 6.4 hereof:

- The management of the rights to remuneration or compensation due for the use of the recording of its artistic performances, under an existing or future voluntary or compulsory collective management system or legal licence.

The management contribution may also, at associates' request, cover the collection, payment and control of remuneration due pursuant to contracts concluded by associates in respect of their activities falling within the society's object and, in general, the negotiation and conclusion with third parties of contracts relating to the exercise of its economic rights.

- Rights to authorise or prohibit the reproduction and communication to the public of the fixation of their artistic performances, as well as any separate use of the sound and image of their performance when fixed for both the sound and the image, subject to the rights of third parties, as well as the collective management of rights with associated remuneration, including:
 - the right to rent and lend phonograms or videograms;
 - the right of reproduction on demand, in full or in excerpts, on a digital medium, independent or integrated into a computer, enabling reproduction;
 - the right to make available to the public on demand, in full or in excerpts, their fixed performances within the context of a service allowing individual access from the place and at the time chosen by the user, whatever the technical means used;
 - the right of broadcast their performances by cable;
 - the exclusive rights for which the French Intellectual Property Code, the performance agreements or the extended collective agreements, provide or come to provide for the compulsory or voluntary collective management.

6.3 - When applying for admission, associates may exclude from their contribution:

- one or more categories of rights provided for in this article, where the management of the remuneration in question has not been entrusted to the society by law, an agreement or a convention;
- certain territories, excluding France.

Any exclusion of contributions and/or territories shall be expressly listed in the application for admission.

6.4 - Contributions shall be effective upon association validated in accordance with the procedure provided for in Article 1 of the General Regulation, subject to the rights of third parties.

The property rights contributed to the society, as provided for by the French Intellectual Property Code and international conventions, both in their current and future provisions, do not contribute to the formation of the share capital stipulated in Article 11 of these Statutes.

Article 7 – CHANGES TO CONTRIBUTIONS

7.1 - After admission as an associate, the contributions defined in Article 6 may be modified.

7.2 - The partial amendment may relate to one or more rights provided for in Article 6 if the management of the exclusive rights and/or rights to remuneration in question has not been entrusted to the society by law, an agreement or an agreement; as well as to one or more territories excluding France.

The contribution is effective as soon as it is received by the society, subject to the rights of third parties.

The withdrawal is effective on 31 December of the year in which its request was made, subject to its receipt by the society no later than fifteen working days before the due date. Failing this, its effect is postponed to 31 December of the following year.

7.3 - The request for total withdrawal of rights contributed by the associate excludes that of the management of exclusive rights and/or rights to remuneration under compulsory collective management or legal licence in France.

Article 8 – LOSS OF ASSOCIATE STATUS

8.1 - Resignation

Any associate in the society is free to resign. The resignation is notified by the associate to the Managing Director of the society by post and/or digital means according to the conditions defined by the society and made known to the associates on its website.

The resignation is effective on 31 December of the year in which the request was made, subject to receipt by the society no later than fifteen working days before the due date. Failing this, its effect is postponed to 31 December of the following year.

An associate resigning from the society shall be reimbursed the nominal amount of his share.

8.2 - Cancellation

Holders of a share by inheritance or bequest, who have not benefited from a distribution of rights during the last ten financial years, may be subject to cancellation, resulting in the loss of their status as associates. This cancellation shall be pronounced by the General Assembly on proposal of the Board of Directors, which shall determine the terms and conditions thereof and brings them to the attention of the associates by any means.

The consequences of this cancellation shall be the same as those of resignation.

If the performer whom the holders of a share succeed has ceased to be a beneficiary of neighbouring rights due to the integration of his repertoire into the public domain, the cancellation shall take place automatically. It is recorded by the Managing Director, who reduces the share capital up to the nominal value of the share.

8.3 – Suspension

The Board of Directors may suspend a member until the next Annual General Meeting for any of the following reasons:

- Serious or repeated breach of the Society's Statutes and General Regulation;
- Action prejudicial to the material or moral interests of the Society or of one or more of its members;
- Serious breach of the obligations contracted by joining the Society which makes it impossible for the Society to manage the rights;
- Serious breach of the rules of professional conduct.

During this period, elected office is suspended and any candidacy for election to the bodies is prohibited.

The suspension decision is taken by the Board of Directors by a simple majority of the votes of the votes cast and may only be taken after the member has been invited to express their views in accordance with the conditions set out in Article 4.2 of the General Regulation.

8.4 – Exclusion

The Extraordinary General Assembly may, on the proposal of the Board of Directors, decide that one or more associates shall cease to be part of the society for one of the following reasons:

- Serious or repeated breach of the society's Statutes or General Regulation;
- Action detrimental to the material or moral interests of the society or one or more of its associates.
- Serious breach of the obligations contracted by joining the Society which makes it impossible for the Society to manage the rights;
- Serious breach of the rules of professional conduct.

The decision to exclude is taken by the Extraordinary General Assembly by a simple majority of the votes cast and may only take place after the associate has been invited to speak under the conditions provided for by

Article 4.3 of the General Regulation.

The exclusion of the associate is effective on the day of the decision of the Extraordinary General Assembly. With effect from the decision to exclude, the society shall repay the value of the share at its nominal amount.

8.5 – The loss of the status of associate of a rightholder does not result in the latter losing the right to receive from the society the remuneration rights entrusted to it by law, a collective agreement or an inter-professional agreement.

Article 9 – ASSOCIATES' RIGHTS

9.1 – Ownership of a share automatically implies acceptance of the Statutes and the General Regulation, the decisions of the Board of Directors, and the collective decisions taken by the associates.

9.2 – Any natural person who owns a share has the right to participate in collective decisions on the basis of one vote per share. Individual undivided owners of a share by inheritance or bequest must appoint from among themselves a common representative to exercise the vote, brought to the attention of the society. Otherwise, they may attend the deliberations but may not take part in the vote.

9.3 – The information and control of management of the society by the associates are carried out in accordance with the legislative and regulatory provisions in force and these Statutes.

9.3.1 – During the two months preceding the General Assembly to approve the financial statements, the society makes available to associates on its website:

- The annual accounts that will be submitted to the General Assembly;
- The reports of the management, administrative and management bodies and of the statutory auditors that will be submitted to the General Assembly;
- The text and explanations of the proposed resolutions, as well as, if applicable, the information concerning the candidates for a corporate mandate or an elective office.

Where the documents are not made available, any associates may ask the society to make them available to them at the registered office where they may view them and request a copy. Any associate may request, within the same period, the right to consult the annual declarations of interest established pursuant

to Article L.323-13 of the Intellectual Property Code. Such request shall be submitted by the associate and examined by the society in accordance with the response and consultation conditions provided for in paragraph 9.3.2 below.

9.3.2 - At least two months before the Annual General Assembly, any associate may ask the society to give it access to documents relating to the current financial year subject to compliance with the secrets protected by law and the rules of the Code of Criminal Procedure prohibiting the communication of documents relating to ongoing litigation proceedings.

This request must be made in writing to the Managing Director and specify the documents which the associate wishes to access.

Within ten working days of receipt of the request, the society shall provide the documents or, where this is not physically possible, make the documents requested available to the associate, at the society's registered office on the society's opening days and times in the presence of the society's staff associate(s) designated by it, and on the date indicated by the society.

The associate is required to sign a document drawn up by the society certifying the documents brought to his attention.

In accordance with Article R.321-20 of the French Intellectual Property Code, any associate subject to a denial of request for provision, which must be provided in writing, may refer the matter to the Supervisory Board provided for in Article 18 of the Statutes in accordance with the procedure provided for in Article 2.3.2 of the General Regulation.

9.3.3 - The society is not required to respond to requests for communication of the documents which it makes available to its associates on its website or to repetitive or abusive requests.

9.4 - In accordance with the provisions of Article 1855 of the French Civil Code, any associate may ask questions in writing about the management of the society, which the Managing Director must answer within one month.

9.5 - Associates may receive legal assistance from the society for any question concerning them in connection with the stated purpose.

Subject to the Managing Director's favourable opinion, associates may benefit from the society's legal assistance in the context of legal proceedings concerning any issue that

might call into question their rights and the collective interest of a category of rightholders represented by the society.

Article 10 – OBLIGATIONS OF THE ASSOCIATES

10.1 - In their respective relations, the associates are liable for the society's debts and commitments. With regard to the society's creditors, associates are required to comply with the rules of Article 1857 of the French Civil Code.

10.2 - Since the Board of Directors alone has the right to decide to dispose, as specified in Article 17.4.1 of these Statutes, associates are prohibited from transferring the intellectual property rights which they have already placed in the society.

10.3 - All associates are required to comply with the Statutes, the General Regulation, the decisions of the Board of Directors and the collective decisions of associates taken at General Assemblies or by written consultation. They also undertake to refrain from any actions that may harm the material and moral interests of the society or the professions represented by the society.

10.4 - Acceptance of these Statutes implies acceptance of the agreements concluded between the society and professional groupings in any country.

Article 11 – SHARE CAPITAL

1 - The share capital is variable. It consists of cash contributions representing the nominal value of the shares subscribed by the associates.

It increases as a result of new subscriptions and decreases as a result of withdrawals of contributions.

2 - The statutory share capital is composed of:

- The founding share capital which has been fully subscribed and which has been set at the sum of 3,518 euros (three thousand five hundred and eighteen euros), representing 2,308 shares with a nominal value of 1.52 euros.
- 80,000 new shares that have been or will be created as subscriptions are received. These shares are allocated to new associates upon their admission to the society.

3 - Each associate may hold no more than one share.

The Ordinary General Assembly may decide to revalue the nominal value of the share.

4 - The statutory share capital may be increased by the creation of new shares by decision of the Extraordinary General Assembly of Shareholders.

The Extraordinary General Assembly may also decide to reduce the statutory share capital. In any event, the actual share capital may not be less than one tenth of the statutory share capital.

Article 12 – SHARES

Shares are not represented by any security. They are neither transferable nor assignable in any manner whatsoever, except in the event of death. Their ownership cannot be dismembered.

Heirs or legatees must show the title vesting them with the rights to which they lay claim. The co-owners of an undivided share in the society shall appoint from among them a single proxy to represent them, in order to exercise, on their behalf, their voting rights for an indefinite period, according to the mandate form drawn up by the society.

Representatives of associates who are absent, deceased or legally incapacitated, as well as the personal creditors of an associate may not under any circumstances during the term of the society or during the liquidation operations cause the affixing of seals on the society's assets and documents, request the sale or division thereof, or interfere in any way in its administration. For the exercise of their rights, they must refer exclusively to the annual statements of affairs and the collective decisions of the associates.

Article 13 – CHARGES AND RESOURCES OF THE SOCIETY – FINANCIAL YEAR

13.1 – Expenses and Resources of the Society

13.1.1 – Society's operating expenses

Expenses consist of all costs necessary for the operation of the society and its activities, as well as the financing of its social action, and, where applicable, capital losses on the disposal of fixed assets.

13.1.2 – Resources of the society

The society's resources are derived in particular from:

a) Deductions made from the amount of remuneration resulting from the exercise of all rights managed by the society in the context of its stated purpose, to cover its operating expenses, either at the time of their receipt or at the time of their distribution.

The rates of these deductions, known as "management fees", are provisionally set by the Board of Directors at the beginning of each financial year depending on the nature of the rights in accordance with the general policy on deductions adopted by the General Assembly. The Board of Directors amends them as often as necessary. They shall be adjusted definitively at the end of each financial year by the Board of Directors to ensure the balance of the society's ordinary management account.

b) A specific deduction made from the sums distributed to cover the costs of social action, under the conditions defined in the general policy on deductions laid down by the General Assembly. This deduction is set provisionally, then definitively by the Board of Directors.

c) Financial income and in particular income from the investment of rights in accordance with the general policy on deductions for management fees and the general policy on the investment of fees approved by the General Assembly.

d) Capital gains from the sale of fixed assets.

e) Donations and gifts.

f) Incidental income, in particular damages which the society may receive.

13.2 – Financial year

The financial year begins on 1st January and ends on 31 December of each year.

Article 14 – THE BODIES

The society's bodies are:

1. The General Assembly

2. Elected bodies:
- Board of Directors
- Supervisory Board

3. Designated bodies:
- Executive Board
- Statutory commissions
- Artistic commissions
- Ethics Committee
- Managing Director

Article 15 – GENERAL ASSEMBLIES - WRITTEN CONSULTATIONS

15.1 – Common rules

All associates have the right to attend General Assemblies and to participate by their vote in collective decisions, under the conditions provided for in the Statutes and the General Regulation.

Except in the event of an Assembly convened urgently, and in order to allow the society of voting operations, participation in the ballot shall be open to associates who are able to vote and whose list is drawn up no later than 60 days before the date of the ordinary annual General Assembly.

The Managing Director shall convene and organise the General Assembly in accordance with the provisions defined in Article 2 of the General Regulation.

Each associate member has the right to vote by proxy. To this end, they must appoint another member as their proxy before the vote opens, in accordance with the procedures approved by the Board of Directors and published on Adami's website.

No proxy may be entrusted with more than one mandate during the same General Assembly, each mandate being valid for one General Assembly only.

Unless otherwise provided, the General Assembly shall decide by a simple majority of the votes cast by the associates present or represented at the Assembly or voting electronically from a distance. The Managing Director shall see to the confidentiality of the vote.

The General Assembly shall be chaired by the Chairman of the Board of Directors, or in his absence by the Vice-Chairman, assisted by the Managing Director.

15.2 - Rules specific to Ordinary General Assemblies

The Ordinary Annual General Meeting is held at least once a year in June, no later than the 4th Monday of the month, by videoconference or at any location decided by the Board of Directors within the jurisdiction of the registered office, provided that the

participation of associate members in the deliberations can be ensured. In the event that the General Assembly cannot be held in June, notice shall be given to associates at least fifteen days in advance in accordance with the notification procedure set out in Article 2 of the General Regulation. The notice will list the reasons for the postponement, as well as the date on which the Assembly will be held.

15.2.1 - The General Assembly shall hear:

- The report of the Statutory Auditor on the financial year ended 31 December of the previous year,
- The Supervisory Board's report on the financial year ended 31 December of the previous year,
- The annual report of the French Commission for the Control of Copyright and Related Rights Management Bodies.

15.2.2 - The General Assembly approves the Managing Director's management report and the annual transparency report for the financial year ended 31 December of the previous year, drawn up in accordance with Article R.321-14 of the French Intellectual Property Code.

15.2.3 - The General Assembly votes on:

- a) The general policy for the distribution and payment of sums due to rightholders,
- b) The general policy on the use of amounts that cannot be distributed,
- c) The general policy on the investment of income from the exploitation of rights and income resulting from this investment,
- d) The general policy on deductions made from these revenues,
- e) General risk management policy,
- f) The use, during the previous financial year, of sums which could not be previously distributed,
- g) The distribution of the sums referred to in Article L.324-17 of the Intellectual Property Code, this decision must be taken by a two-thirds majority of the votes cast by the associates present or represented at the General Assembly or voting remotely, in the absence of a required majority, a new General Assembly is convened for this purpose to decide by simple majority,
- h) Revaluation of the nominal value of the share capital,
- i) Any draft resolution submitted to it, in particular by the Board of Directors.

15.2.4 - The General Assembly elects the members of the Board of Directors and the Supervisory Board under the conditions laid down by law and by the Statutes. It approves their compensation and remuneration.

15.2.5 - The General Assembly appoints and dismisses the Statutory Auditors on the proposal of the Board of Directors.

15.3 - Rules specific to Extraordinary General Assemblies

An Annual General Meeting is deemed to be extraordinary when the decisions relate to an amendment to the Statutes, the dissolution of the Society or the exclusion of a shareholder from the Society, and ordinary in all other cases.

Resolutions adopted by the Annual General Meeting are binding on all associate members and may be relied upon by third parties.

1 - The Extraordinary General Assembly decides on the dissolution of the society by a two-thirds majority of the votes cast by the associates present or represented at the general Assembly or voting electronically remotely.

2 - The Extraordinary General Assembly votes on:

- a) Amendments to the Statutes and the General Regulation,
- b) Approval of mergers or alliances, the creation of subsidiaries (and branches), and the acquisition of other entities or shareholdings or rights in other entities,
- c) The exclusion of an associate,
- d) The dismissal of a member of the Board of Directors or the Supervisory Board.

3 - In the absence of a favourable vote by the Supervisory Board, the Extraordinary General Assembly votes on:

- a) Approval of any acquisition, sale of or mortgage on buildings,
- b) Approval of borrowing, lending or loan collateral transactions.

15.4 - Written consultation

The Board of Directors may decide, outside the decision-making powers devolved to the General Assembly, to consult the associates on any issue relating to the society's stated purpose.

The text of the written consultation is approved by the Board of Directors and is published on the society's website.

The rules relating to remote electronic voting procedures set out in Article 15.2 above and Article 2 of the General Regulation shall apply in the event of a written consultation, the fifteen-day period referred to in said article being understood however from receipt by the

associates of the written consultation request.

The associates are informed of the results by the Managing Director by any media available to the society and are published on the society's website.

Article 16 – GENERAL PROVISIONS APPLICABLE TO THE BODIES

16.1 – Eligibility conditions

Any candidate to a body must:

- be of legal age, as determined by national law,
- be a national or resident of a Member State of the European Union,

16.2 – Incompatibilities

16.2.1 - The following may not be members of an elected body:

- a) Associates who sit on the administration, management, executive and supervisory bodies (Management, Board of Directors, Supervisory Board, Committees, etc.) of any other collective management body, unless they receive a special mandate from the society's Board of Directors to carry out these duties,
- b) The employee associates of the society, unless they hold a fixed-term employment contract,
- c) Associates who, primarily in their name or as a legal representative, corporate officer, or associate of an administrative, management or management body, are employers of performers for the purpose of determining the reproduction or broadcasting of their performances, except in the case of a producer-performer.
For the purposes of this paragraph, any performer who produces his own performances is considered to be a performer-producer,
- d) Associate members exercising the profession of artistic agent, manager or payment agent and/or domiciliation of holders of rights represented by the society or linked to them by a representation mandate,
- e) Associate members deprived of the exercise of their civil rights,
- f) Associate members, holders of related rights by inheritance or bequest, not personally associated
- g) Associate members who have been suspended or are the subject of a procedure exclusion from the Society.

16.2.2 - In addition to the provisions of Article 16.2.1 above:

Members of the Supervisory Board and the Ethics Committee must not have been convicted of any criminal offence, Members of the Supervisory Board and the Ethics Committee may furthermore not be Managing Director of the society, associates of another elected body of the society, employees of the society, including under a fixed-term contract, be remunerated by the society directly or indirectly, or be the beneficiary of assistance granted by the society under Article L.324-17 of the French Intellectual Property Code.

16.2.3 - In the cases of incompatibilities provided for in these Statutes, the procedure provided for in Article 3.1 of the General Regulation applies.

16.3 - Indemnities

The members of an elected body of the society shall not receive any remuneration for their elected functions and shall not receive any benefits in kind.

They may be granted allowances approved by the General Assembly, in particular to compensate for their attendance or travel time, reimbursement of actual expenses incurred in the context of their duties and on the basis of supporting documents, or remuneration for technical assignments that are not related to their function as elected members of a body of the society.

16.4 - Annual declaration of interest

The Managing Director, the members of the Board of Directors and those of the Supervisory Board of the society shall make the individual annual declaration provided for in Article L.323-13 of the French Intellectual Property Code under the conditions provided for in article 3.1.2 of the General Regulation. This declaration by the Managing Director and the members of the society's elected bodies also covers cases of conflict between their personal interests and their obligations vis-à-vis Adami and the interests of Adami, and agreements subject to the control of the society's Statutory Auditor. Cases of conflict may be direct or indirect, actual or potential.

The declaration of the members of the elected bodies is given to the Managing Director who sends it to the Ethics Committee which monitors them according to the procedure

provided for in Article 3.1.2 of the General Regulation.

The Managing Director's statement is provided directly to the Chairman of the Ethics Committee, which ensures the confidentiality of the information it contains.

It may be viewed by the associates for a period of two months before the annual General Assembly at the society's registered office, where they may become familiar with it, with due respect for privacy, the protection of personal data and business secrecy.

In case of omission or erroneous information, the procedure provided for in Article 3.1.2 of the General Regulation shall be applied.

Article 17 – BOARD OF DIRECTORS

17.1 - Membership

The Board of Directors has twenty-four members, natural persons, divided into reserved seats subject to sufficient applications, as follows:

- Drama performers: 11
- Variety, jazz and contemporary music performers: 8
- Opera singers: 2
- Classical musicians and/or conductors: 2
- Choreographic performers: 1

The reserved seats are valued according to the activity carried out primarily by performer on the date of submission of their application.

17.2 - Election

The Board of Directors is elected by the General Assembly, in accordance with the procedures defined in article 2.1 of the General Regulation, taking into account the reserved seats as mentioned in article 17.1 of the Statutes.

Candidates for election to the Board of Directors must have been associates of the society for at least one year on the date of the call for applications.

Once the results of the elections have been announced, the Managing Director shall convene, within a period not to exceed one month, the newly elected members and the members in office to proceed with the elections referred to in point 5 of Article 17.4 of the Statutes.

17.3 - Duration of office

The members of the Board of Directors

are elected for three years. One third of its members shall be renewed each year.

Elected members may be re-elected. However, they are subject to a one-year ineligibility period each time they have served three consecutive terms.

The Board of Directors shall be composed of a maximum of one third of members who are 70 years of age or older at the date of the call for candidates. This limitation is assessed taking into account the reserved seats, and is distributed as follows

- Drama performers: a maximum of 3 members age 70 or over;
- Variety, jazz and contemporary music performers: a maximum of 3 members age 70 or over;
- Opera singers and classical musicians and/or conductors: a maximum of 1 member age 70 or over;
- Choreographic performers: maximum 1 member age 70 or over.

The duration of office is assessed on the basis of the announcement of the results of the elections at the end of the Ordinary General Assembly during which the duration of office must again be put to the vote of the associates.

The members of the Board of Directors may be dismissed by the General Assembly in accordance with the procedures defined in Article 3 of the General Regulation.

In the event of the death, resignation, dismissal or incompatibility during the term of office of one or more directors, the Managing Director shall call on the associate(s) having received the greatest number of votes in the last election for the same reserved seat as the defaulting director(s). In the event of a tie, the winner will be drawn by lot.

The new directors thus appointed shall remain in office until the expiry of the term of office of those whom they replace and may themselves be replaced under the conditions mentioned in the preceding paragraphs.

17.4 – Powers

Subject to the powers vested in the General Assembly or the Supervisory Board and the Managing Director 's corporate office, the Board of Directors represents the associates and administers the society.

17.4.1 – Activity of the society

- It decides on the society's overall strategy

implemented by the Managing Director

- It directs and monitors the actions of the Managing Director, who regularly reports to it on his activities and management of the society in accordance with the strategy;
- It shall monitor any administrative act and decide on any act of disposal, free of charge or for consideration, in terms of movable property and decide on any administrative act in terms of real estate;
- It defines the admission procedures in accordance with the Statutes and the General Regulation and determines the amount of any administrative costs related thereto;
- It determines the services offered by the society;
- It decides on the granting by the society of operating licences for artistic performances and sets the corresponding rates;
- Proposes and submits for approval by the General Assembly merger or alliance operations, the creation of subsidiaries and branches, and the acquisition of other entities, shareholdings or rights in other entities;

- It proposes to the Supervisory Board, then submits to the approval of the General Assembly in the event of an unfavourable vote by the Supervisory Board:

- The risk management policy;
- Any acquisition, sale or mortgage on buildings;
- Borrowing, lending or providing loan guarantees.

- It presents proposals to amend the Statutes to the Extraordinary General Assembly.

17.4.2 – Finances of the society

- It approves the annual financial statements and the annual transparency report, in accordance with Articles L.326-1 and R.321-14 of the French Intellectual Property Code, which are subject to approval by the Annual General Assembly;
- It decides on the disposition of all social funds held on behalf of the rightholders that the society represents, settles the placement and grants all annuity transfers or other securities;
- It shall monitor the actions taken by the Managing Director to keep sufficient cash to ensure distribution deadlines in accordance with the general investment policy of income from the exploitation of rights and income resulting from this investment, adopted by the General Assembly on its proposal;
- It sets the provisional and final percentage deductions from the perceptions made and the duties allocated to cover the society's operating costs and other resources referred to in Article 13.1.2 of the Statutes, in accordance with the general policy of

deductions made from these revenues and revenues adopted by the General Assembly on its proposal;

- It votes on the allowances provided for in Article 16.3 of the Statutes for members of the Statutory and Artistic commissions, who are not Board members
- It submits to the approval of the General Assembly the general policy for the use of sums that cannot be distributed;
- It submits for approval by the General Assembly the use of sums that could not be distributed during the previous financial year;
- It submits to the approval of the General Assembly the indemnities of Article 16.3 for associates of the Board of Directors and the Supervisory Board;
- It submits to the General Assembly the appointment of the Statutory Auditor and his deputy for a period of six years.

17.4.3 - Distribution of social funds

- It proposes and submits for the approval of the General Assembly the general policy for the allocation and payment of corporate funds constituted by the sums due to the rightholders which the society represents;
- It determines the rules and procedures for collection and individual distribution, in accordance with the general policy for the distribution and payment of social funds approved by the General Assembly;

17.4.4 - Actions referred to in Article L.324-17 of the French Intellectual Property Code

- It proposes and submits for the approval of the General Assembly the general policy of actions to support the creation, dissemination of performing arts, the development of artistic and cultural education and actions to train performers;
- It determines the criteria for awarding these actions, in accordance with the general policy and the available budget;
- It determines the actions falling within the remit of the Committees referred to in Article 21 below, and shall approve their budgets;
- It shall decide on the amount to be entered in the budget for aid to performers' trade unions, which it shall allocate to all or some of the trade unions which so request, in accordance with allocation criteria which it shall determine and which shall be made known to the trade unions;
- It submits to the General Assembly the distribution of the sums allocated to the actions referred to in Article L.324-17 of the Intellectual Property Code.

17.4.5 - Society bodies

- It appoints the Managing Director on proposal of the Chairman;
- It sets out the procedures for the implementation of the Assemblies and the elections of the bodies, in addition to those provided for in these Statutes or the General Regulation;
- It shall appoint from among its membership the members of the Executive Board and of the statutory Commissions referred to in Article 20 of the Statutes;
- It appoints the society's representatives to external bodies;
- It decides to create the ad hoc Commissions referred to in Article 20.8 of the Statutes;
- It defines the tasks which it may entrust to associates under the guidance of the Managing Director
- It may delegate part of its powers to the Executive Board referred to in Article 19 of the Statutes for a period of one year renewable by tacit renewal with the exception of the following powers:
 - Presentation to the Extraordinary General Assembly of the proposals to amend the Statutes;
 - Appointment or dismissal of the Managing Director;
 - Proposal to the General Assembly of the rules on collection or distribution;
 - Approval of the annual financial statements and presentation of the society's transparency report to the General Assembly;
 - Setting of the operating budget and the aid budget under Article L.324-17 of the Intellectual Property Code.
- At the request of at least one quarter of its members, it may ask the Executive Board to add an item to the agenda of its next meeting;
- It defines the professional ethics rules applicable to elected bodies in addition to those provided for in Article 3.1 of the General Regulation, which it proposes to the Supervisory Board for approval;
- It proposes to the General Assembly the dismissal of any member of the Board of Directors or the Supervisory Board in accordance with the procedure laid down in Article 3.2 of the General Regulation;
- It dismisses any member of an elected body other than the directors and members of the Supervisory Board in accordance with the procedure provided for in Article 3.2 of the General Regulation;
- It dismisses the Managing Director on proposal of the Chairman, the Executive Board or a quarter of its members.

Article 18 – SUPERVISORY BOARD

18.1 – Membership

The society has a Supervisory Board composed of 6 elected members, elected from amongst the associates of the society.

Provided that there is a sufficient number of candidates, each of the following three professional categories shall hold at least one and at most three seats on the Supervisory Board:

- Drama performers,
- Variety, jazz and contemporary music performers,
- Opera singers, classical musicians, choreographic performers and conductors.

The reserved seats shall be assessed on the basis of the main activity carried out at the time of the application or having been carried out by the candidate performer if he is no longer active in accordance with the conditions set out in Article 2.1.3 of the General Regulation.

18.2 – Elections

Candidates for election to the Supervisory Board must have been associated with Adami for at least four years at the date of their declaration of candidacy.

The members of the Supervisory Board are elected by the General Assembly of the associates according to the procedures defined in article 2.3 of the General Regulation.

The members of the Supervisory Board elect a Chairman from among their numbers for the duration of that person's term of office by a majority of the members present at the first meeting of the Supervisory Board after the General Assembly at which the Chairman's term of office was subject to renewal. The Chairman represents the Supervisory Board at the General Assembly. In the event of absence, the Supervisory Board shall appoint one of its members to replace the Chairman and perform the latter's duties.

18.3 – Duration of office

The members of the Supervisory Board are elected for four years. Half of its members are renewed every two years.

The term of office begins when the results are declared and ends on the day of the General Assembly at which the term of office must again be put to the vote of the associates.

Members of the Supervisory Board may be re-elected. However, they are subject to a two-year ineligibility period after two consecutive terms.

Members of the Supervisory Board may be dismissed by the General Assembly in accordance with the procedures defined in Article 6.2 of the General Regulation.

In the event of the death, resignation, dismissal or incompatibility during the term of office of one or more members of the Supervisory Board, the Managing Director calls to sit the member or members who obtained the highest number of votes in the last elections, taking into account the professional category of the member to be replaced and the rules, described above, relating to the composition of the Supervisory Board. In the event of a tie, the winner shall be determined by random draw.

The new members thus appointed shall remain in office until the expiry of the term of office of those they replace and may themselves be replaced under the conditions mentioned in the previous paragraphs.

18.4 – Powers

18.4.1 – The role of the Supervisory Board is to monitor the activity of the Board of Directors and the Managing Director by ensuring the implementation of the decisions of the General Assembly, in particular with regard to the general policies listed in points b/ to e/ of Article 15.2.3 of these Statutes, as well as by ensuring the implementation of administrative and accounting procedures and internal control mechanisms for the activity.

These controls may not give rise to the performance by the Supervisory Board or one of its members of acts of administration or management falling within the remit of the Board of Directors, the Managing Director or the General Assembly, with the exception for the latter of the delegations of its powers, provided for in 2° of this article.

18.4.2 – On proposal of the Board of Directors, the Supervisory Board approves any acquisition, sale or mortgage on buildings and the borrowing, granting of loans or constitution of loan guarantees;

In the event of a negative vote by the Supervisory Board on the risk management policy presented by the Board of Directors, the Board of Directors may convene the General Assembly to decide on the rejected proposal.

18.4.3 - The Supervisory Board issues a reasoned opinion on the collective management body's refusal to submit requests for documents submitted by its members pursuant to Article L.326-5 of the French Intellectual Property Code, in accordance with the procedure provided for in Article 2.3 of the General Regulation.

18.4.4 - The Supervisory Board takes note of the annual transparency report and makes any observations in the report on the performance of its duties that it presents to the Annual General Assembly.

Article 19 – EXECUTIVE BOARD

19.1 – Membership

The Executive Board is composed of seven directors appointed by the Board of Directors:

- The Chairman of the Board of Directors,
- The Vice-Chairman of the Board of Directors,
- A director in charge of artistic and cultural activities,
- The Chairs of statutory Commissions:
 - finance and budget,
 - collection and distribution,
 - performers Relations,
 - international affairs,

At its first meeting after the Annual General Assembly, the Board of Directors appoints the members of the Executive Board where terms of office have expired.

Subject to sufficient nominations, each of the following three professional categories may hold a maximum of three seats on the Executive Board:

- Drama performers,
- Variety, jazz and contemporary music performers
- Opera singers, classical musicians, choreographic performers and conductors.

The Chairman, the Vice-Chairman and the director in charge of artistic and cultural activities are elected by the Board of Directors from among all its members.

Each director may apply successively for these three positions on the Executive Board. Each may be appointed to only one of these three positions.

The Chairs of the four statutory Commissions:

- finance and budget,
- collection and distribution,

- performers Relations,

- international affairs,

are then called upon to complete the Executive Board after having been appointed by the Board of Directors from among the only members elected within each of the Commissions referred to in Articles 20.3 to 20.6 below. They may only be candidates and appointed to one of these four positions.

The appointment of each member of the Executive Board shall take place by a simple majority of votes cast by secret ballot. However, in the event of a single application, the candidate director is automatically appointed.

In the event of a tie, a second round of secret ballots is carried out. If the tie persists at the end of the second round, the member of the Executive Board in the position concerned by equality is chosen by drawing lots between the candidates having obtained the same number of votes.

19.2 – Term of office

The term of office of the members of the Executive Board shall correspond to their term of office as a director during which they were elected to the Executive Board.

It shall automatically end at the end of their term of office as director.

In the event of the vacancy of one or more seats for any reason whatsoever, the new associate(s) of the Executive Board shall be elected by the Board of Directors under the conditions of Article 19.1 and shall perform their duties until the expiry of the term of office of those they are called to replace.

19.3 – Powers

The Executive Board is competent, within the limits defined below and the delegations received from the Board of Directors, to:

- Take any decision required by the society's administration to achieve the society's purpose;
- Give prior opinion on all matters that are subject to the decision of the Board of Directors;
- Approve the agendas of Board meetings;
- Include on the agenda of the Board of Directors any item requested by at least one quarter of the members of the Board of Directors;
- Decide to convene a Board of Directors in camera, with or without the Managing

Director's attendance, at the prior request of the majority of the members of the Board of Directors;

- Be referred to any question under the conditions provided for in Article 2 of the General Regulation;
- Allocating aid pursuant to Article L.324-17, under the conditions set out by the Board of Directors;
- Appoint society representatives for assisted projects and external events;
- By a two-thirds majority, propose to the Board of Directors the removal of a member of an elected body, when it is not within the competence of the General Assembly.

19.4 - Members of the Executive Board

19.4.1 - The Chairman

The elected Chairman of the Board of Directors chairs the Executive Board.

Where the Chairman is unable to attend, he or she shall be replaced by the Vice-Chairman and, failing that, by the Chairman of the Finance Commission.

The Chairman shall ensure that the Managing Director complies with the society's general policy and the decisions taken by the Board of Directors.

In particular, the Chairman may attend meetings of chiefs executives, statutory and ad hoc commissions, and meetings of monitoring committees scheduled/organised under agreements/conventions concluded by Adami.

The Chairman may delegate any powers specific to his remit to any member of the Executive Board of his choice.

He proposes to the Board of Directors the appointment and dismissal of the Managing Director.

His prior agreement is required on the recruitment, appointment or decision to terminate the employment contract of executives who are members of the Management Committee by the Managing Director. In the event of disagreement, the decision shall be put to the vote of the Board of Directors.

19.4.2 - Vice-Chairman

The elected Vice-Chairman of the Board of Directors is responsible for:

- Serving as intermediary between the directors and the Executive Board, between the Bodies and the Chairman;
- Ensuring that the decisions of the Executive

Board and the Board of Directors are transmitted to the departments and implemented by them. He may meet with any senior manager;

- Examining, within the dedicated commission, requests for social action and reporting to the Board of Directors on the use of the funds allocated to this.

In addition, the Chairman shall be informed of all matters relating to the society and of their decisions by the Committees. To this end, he shall receive all their agendas and minutes.

19.4.3 - Other members

The four members of the Executive Board in charge of:

- Finances and budget;
- Collection and distribution;
- Performers relations;
- International affairs;

are tasked with:

- Convening and chairing the Commissions of the same name;
- Participating in the development of general policies related to their responsibilities in consideration of the political decisions of the Board of Directors;
- Including on the agenda of the relevant bodies any items they deem useful in relation to their remit;
- Reporting on and presenting the work of their Commissions to the Board of Directors at least once a year.

The director in charge of artistic and cultural activities is responsible for serving as the link between the Board of Directors and the Artistic commissions, and the departments in charge of implementing actions under Article L.324-17 of the Intellectual Property Code.

He reports to the Board on the work of the Artistic commissions and ad hoc commissions when their purpose is actions under Article L.324-17 of the Intellectual Property Code.

ARTICLE 20 – STATUTORY COMMISSIONS

The Statutory Commissions are accountable to the Board of Directors. They report to it directly.

The Statutory Commissions act by delegation from the Board of Directors.

There shall be five permanent commissions, which may be supplemented by ad hoc commissions as referred to in Article 20.8.

The Board of Directors appoints the members of the Commissions by a simple majority of the directors present or represented under the conditions laid down in Article 2.2 of the General Regulation. Voting takes place by secret ballot. In the event of a tie, a second round of voting shall take place. If the tie persists at the end of the second round, a draw is made between the candidates having obtained the same number of votes.

Each director may only be appointed to a maximum of three statutory committees and one Artistic commissions. The Ad hoc Commissions are not included in this count.

The end of a director's term of office shall automatically terminate any delegation granted to him by the Board of Directors within a Statutory Commission.

In the event of the death, resignation or dismissal of a member of a Commission, the Managing Director shall call to sit the candidate who received the greatest number of votes in the last appointments, taking into account, where applicable, the capacity and the reserved seat occupied by the member to be replaced. In the event of a tie, the winner will be drawn by lot.

The new member thus appointed shall remain in office until the expiry of the term of office of the member he replaces and may himself be replaced under the conditions mentioned in the previous paragraph.

20.1 - Membership and term of office

The five Standing Commissions are:

- The Collection and Distribution Commission;
- The International Affairs Commission;
- The Finance and Budget Commission;
- The Performer Relations Commission;
- The Right to the Heart Commission.

Provided there are sufficient candidates, the Commissions are composed of six directors elected by the Board of Directors for the duration of their mandate, with the exception of the Finance and Budget Commission which is composed of seven members including the ex-officio Chairman of the Board of Directors and the Right to the Heart Commission which is composed of four members including the ex-officio Vice Chairman.

None of the following three professional categories may hold more than two seats in the Performer Relations Commission and the Perception and Distribution Commission:

- Drama performers;
- Variety, jazz and contemporary music performers;
- Opera singers, classical musicians, choreographic performers and conductors.

20.2 - General powers

The Statutory Commissions are responsible for assisting the Board of Directors, within the scope of its powers defined in Article 17.4, in the administration of the society.

They may be decision-making bodies, within the limits of the powers defined in these Statutes.

Their specific skills are defined in Articles 20.3 to 20.7 below.

20.3 - Collection and Distribution Commission

The Collection and Distribution Commission proposes and examines:

- The general policy of perception and distribution in application of the society's stated purpose set out in Article 4 to be presented by the Board of Directors at the vote of the General Assembly;
- The allocation rules and any modifications to be proposed to the Board of Directors.

It proposes, examines and validates the distribution procedures in accordance with the general policy and rules referred to above.

The Commission meets at least three times a year and as many times as necessary to enable it to fulfil its remit.

The Committee on Collection and Distribution is the decision-maker for any question relating to the distribution procedures on the agenda when its decisions are taken unanimously by the members present, subject to compliance with the general distribution policy approved by the General Assembly.

In its other responsibilities, it submits its opinions to the Board of Directors.

The Commission shall communicate the minutes of its meetings to the Board of Directors.

20.4 - International Affairs Commission

The International Affairs Commission proposes, examines and approves:

- Representation agreements concluded with French or foreign counterpart societies;

- The general policy on representing and defending the rights of performers internationally.

It shall examine and propose to the Board of Directors the society's policy on relations with international societies whose scope of action covers the stated purpose set out in Article 4.

The International Affairs Committee shall be a decision-making body in cases where its decisions are taken unanimously by the members present, on any matter within its remit, included in its agenda.

It may, however, decide to submit its opinions to the Board of Directors.

The Commission meets at least three times a year and as many times as necessary to enable it to fulfil its remit.

The Commission shall communicate the minutes of its meetings to the Board of Directors.

20.5 - Finance and Budget Commission

The Finance and Budget Commission is responsible for issuing opinions on:

- The preparation of the society's budget, in collaboration with the departments concerned, before its presentation to the Board of Directors;
- The implementation of the society's budget during the year;
- The annual accounts before their presentation to the Board of Directors and the Supervisory Board;
- The financial management of the society in general, and therefore any expenses incurred on its behalf, by its staff including the Managing Director by the Managing Director, the Board of Directors, and the Commissions;
- The society's general income investment policy.

The remit of the Commission extends to any entity which is majority funded by the society or in which it holds all or part of the share capital.

The Finance and Budget Commission is not a decision-making body.

The Commission meets at least three times a year to review reports, review annual accounts and prepare the budget. However, it may be convened at any time by its Chairman, the Chairman of the Board of Directors, or the Managing Director if they consider that the circumstances require it.

The Commission may request the assistance, at the society's expense, of an expert responsible for any audit or study which it deems useful.

The Commission shall communicate its opinions to the Board of Directors.

20.6 - Performer Relations Commission

The Performer Relations Commission shall act in accordance with the rules of admission on special cases or disputes concerning applications for admission sent by performers or their successors in title, holders by inheritance or legacy, presented to it.

It reviews and proposes to the Board of Directors:

- Changes to the admission rules;
- The general policy of relations with performers, and in particular the services that may be provided to them by the society in accordance with its stated purpose.

The Commission is the decision-making body for any question relating to the applications for admission included on the agenda when its decisions are made unanimously by the members present.

In its other responsibilities, it submits its opinions to the Board of Directors.

The Commission meets at least three times a year and as many times as necessary to allow the examination of admission applications submitted to it.

The Commission shall communicate the minutes of its meetings to the Board of Directors.

20.7 - Right to the Heart Commission

The Right to the Heart Commission is composed of four members appointed in accordance with Article 20.1:

- The Vice-President in accordance with his powers set out in Article 19.4.2;
- Two elected members of the Board of Directors;
- An associate performer chosen by the Board of Directors for a term of office of one year from his appointment after the Annual General Assembly.

The Commission shall be supplemented by an external member appointed by the Managing Director and the Vice-President, with advisory powers and professional social assistance skills.

The Right to the Heart Commission examines and allocates the aid defined by the Board of Directors for social action in accordance with Article 13.1.2 of these Statutes or the legal provisions in force.

The Right to the Heart Commission is a decision-making body with the exception of requests for assistance that exceed the individual ceiling set by the Board of Directors or that concern a member of an elected body, and which it must submit for the opinion of the Managing Director and the Chairman of the Board of Directors.

The Right to the Heart Commission meets at least ten times a year and as many times as necessary to allow the examination of cases. It may meet in a restricted session depending on the urgency of the situation and depending on the cases to be addressed, as decided by the Board of Directors. The Vice-Chairman shall report annually to the Board of Directors on his activities, subject to an enhanced confidentiality obligation due to the nature of his tasks.

20.8 – Ad hoc commissions

The Board of Directors may set up ad hoc commissions with an advisory role, whose purpose, composition and duration it shall determine, but which may not exceed the time remaining until the next ordinary annual General Assembly.

At the end of their work, the ad hoc commissions shall submit a report or proposals to the Board of Directors for information or decision.

Article 21 – ARTISTIC COMMISSIONS

The Artistic Commissions are responsible for allocating the grants defined in article L.324-17 of the French Intellectual Property Code.

The Artistic Commissions act by delegation from the Board of Directors, to whom they are accountable. They report to the Board.

21.1 – Membership

There are two Artistic Commissions:
– Artistic Commission for Music ;
– Artistic Commission for Theatre, Audiovisual and Dance.

Subject to sufficient nominations, each Artistic Commission is made up of a maximum of

fourteen members, including a minimum of one and a maximum of three Board members, with the status of Board member being assessed at the time of each renewal. As an exception, depending on the outcome of the elections to the Board of Directors, this minimum and maximum may not apply during the period between the election of the Board of Directors and the appointment of the Artistic Commissions. In the event of the absence of a Director, a representative chosen by the Executive Board from the Board of Directors will serve during the waiting period.

Provided that the number of candidates is sufficient, the Artistic Commission for Music shall be composed, including members of the Board of Directors, with seats reserved according to the following categories of professional activity:

- Seven contemporary music artists,
- Four classical, baroque, opera or contemporary music artists,
- Three jazz artists.

In the absence of sufficient candidates in one of the reserved categories, the Board of Directors may appoint the missing member(s) among the candidates of another reserved category.

Provided that the number of candidates is sufficient, the Artistic Commissions shall be composed of no more than one-third of the members aged 70 or over on the date of the call for applications. They are divided into the number of votes received at the time of their appointment.

21.2 – Appointment and term of office

The members of the Artistic Commissions are appointed by the Board of Directors following a call for candidates, the procedures of which are set out in article 2.6 of the General Regulation.

At the end of the nomination period, the Board of Directors will appoint the members of the Artistic Commissions by a simple majority of the Board members present or represented in accordance with the conditions Article 2.2 of the General Regulation.

Voting is by secret ballot. In the event of a tie, a second ballot is held. If there is still a tie after the second round, lots are drawn between the candidates with the same number of votes.

In the event of a single application in one or other of the reserved categories, the associate member candidate is designated automatically.

Each director may only be appointed to a maximum of one Artistic Commission and three Statutory Commissions.

The term of office of the associate members appointed to each of the Artistic Commissions is two calendar years. Half of the members of each Artistic Commission are renewed each year in accordance with the conditions provided for in Article 2.6 of the General Regulation.

Appointed members are subject to a one-year ineligibility period after two successive terms of office and may serve a maximum of four terms of office for all categories of reserved seats combined.

In the event of the death, resignation or dismissal of a member of an Artistic Commission, the Board of Directors will meet to appoint the new member from among the candidates who stood for the same election, under the conditions set out in Article 2.6 of the General Regulations. The member thus appointed will remain in office until expiry of the term of office of the member he replaces.

21.3 - Powers

The purpose of the Artistic Commissions is to set and allocate the amount of selective aid granted in accordance with Article L.324-17 of the French Intellectual Property Code, the scope of which is defined by the Board of Directors.

They examine applications for selective aid submitted by candidates eligible for the criteria set by the Board of Directors.

They allocate them within the limits of their powers and the budget set each year by the Board of Directors under Article 17.4.4 of the Statutes.

The Artistic Commissions may be referred to on any matters relating to an "automatic" aid request.

Transitional provisions

The appointment of Artistic Commission members as defined in the above paragraphs will come into force as from 1 January 2025.

The members elected at the appointment of the four Selection Committees in December 2022 will be transferred on 1 January 2024 to one or other of the Artistic Commissions depending on which of the reserved seats they belong to, in order to fill the number of seats on each of

the Commissions for a period of one year from 1st January to 31st December 2024. There will no call for candidates at the end of 2023 and certain members whose term of office expires on 31 December 2023, may have their term of office extended by one year, until 31 December 2024, upon appointment by the Board of Directors, which will meet exceptionally before the end of 2023 for this purpose.

In addition, and to ensure the transition between the four Artistic Commissions and the two Artistic Commissions and notwithstanding paragraph 2 of article 21-1 above, each Artistic Commission will be made up of a maximum of 15 associate members for the period defined in the above paragraph.

The additional seat over and above the number defined in Article 21-2 will be appointed by the Board of Directors, meeting as defined in the above paragraph, from among the members of the Artistic Commissions whose term of office expires on 31 December 2023, in one or other of the categories reserved within the Commission. It may also be awarded to the Board of Directors member in charge of artistic and cultural activities in either of the two Commissions.

In order to implement the renewal by half of the members of the Artistic Commissions, and as an exception to the two-year term of office provided for in article 21-2, the term of office of members appointed following a call for at the end of 2024 will be fixed according to the seats reserved in ascending order of votes obtained, as follows:

For the Artistic Commission for Music:

- for the seats reserved for classical music artists, 2 elected with the lowest number of votes will be elected for one year, 2 elected with the highest number of votes will be elected for two years.
- for the seats reserved for jazz artists, 1 elected with the lowest number of votes will be elected for one year, 2 elected with the highest number of votes will be elected for two years.
- for the seats reserved for contemporary music artists, 4 elected with the lowest number of votes will be elected for one year, 3 elected with the highest number of votes will be elected for two years.

For the Artistic Commission for Theatre, Audiovisual and Dance:

- for the seats reserved for dramatic artists, 5 elected with the lowest number of votes will be elected for one year, 6 elected with the

highest number of votes will be elected for two years.

- for the seats reserved for choreographic artists, the 2 elected with the lowest number of votes will be elected for one year, 1 elected with the highest number of votes will be elected for two years.

Article 22 – THE MANAGING DIRECTOR

22.1 - Appointment

The Managing Director is the society's corporate officer.

A natural person appointed for an indefinite period, on proposal from the Chairman, by the Board of Directors by a simple majority of the associates present or represented. He must be a national of a Member State of the European Union. He may not be stripped of the exercise of his civil rights or have been convicted of a criminal offence as listed in his criminal history.

The Board of Directors establishes by agreement between the Managing Director and the society represented by the Chairman of the Board of Directors, the conditions for exercising his corporate office and the scope of the delegation granted to him. This agreement may not be an employment contract.

He may perform the duties of Managing Director.

The Managing Director may not be chosen from among the members of the administrative, management, executive and supervisory bodies of any other collective management body or participate in the management or leadership of any commercial undertaking whatsoever, regardless of its purpose, except in cases where he represents the society there due to his functions in the latter or on the special mandate of the society's Board of Directors.

22.2 - Functions

In relations between associates, the Managing Director may make any decision and carry out all acts of management required in the interest of the society in accordance with the instructions and decisions of the Board of Directors, for which he is responsible.

Nonetheless, he makes decisions relating to the general policy of the society and in particular that of its artistic action in agreement with the

Chairman, or, where the latter is prevented from participating, of the Executive Board.

He is accountable for his management to the General Assembly.

He implements administrative and accounting procedures for internal control.

He recruits, appoints and, in compliance with applicable Regulation, terminates the employment contract of any executive of the society after prior agreement of the Chairman, and of the Board of Directors in the event of disagreement with the Chairman.

In relations with third parties, the Managing Director makes decisions binding on the society through actions falling within the stated purpose.

He is the legal representative of the society in all his actions with regard to third parties and associates. He shall take any legal action, whether as plaintiff or defendant, concerning the society or the rights for which he is responsible under its Statutes.

The Managing Director shall see to the preparation of the annual individual declaration defined in Article 16.4 of the Statutes, of each member of the Board of Directors and the Supervisory Board, oversight for which is ensured in accordance with the procedures of Article 3.1.2 of the General Regulation.

He attends meetings of the Board of Directors and of the Executive Board except in the case of closed proceedings requested by the majority of the Board of Directors on the Executive Board. He attends meetings of the Supervisory Board, the Statutory and ad hoc Commissions. He may also attend meetings of the Artistic Commissions.

The Managing Director is authorised to chair the first meeting after the elections of the new members of the Board of Directors if the mandate of the Chairman and the Vice-Chairman is subject to renewal.

He presents his management report to the Ordinary General Assembly and attends all General Assemblies of the society. In the event of unavailability during a General Assembly, he is represented by the society's Secretary General and, in his absence, by a member of the Chief executives Management Committee appointed by the Chairman of the Board of Directors.

22.3 - Suspension or termination of the corporate mandate

In the event of extended unavailability and in order to ensure the continuity of the society's existence, the Board of Directors may arrange for his temporary replacement by delegation of all or part of his powers to the society's General Secretary and in his absence to any associate of the Management Committee, for the duration of the unavailability.

The Managing Director may freely resign from office by informing the Chairman of the Board of Directors of his decision within a sufficiently reasonable period of time so that he may be replaced.

Should a situation of conflict of interest concerning the Managing Director be brought to the attention of the Board of Directors, the latter, after receiving the opinion of the Ethics Committee and after hearing the Managing Director's explanations, will decide on the appropriate measure to put an end to it, which may go as far as dismissal under the conditions set out below.

On the proposal of the Chairman, the Executive Board or at least a quarter of the members of the Board of Directors, the Managing Director may also be dismissed for just cause.

The decision is made by a majority of the Board of Directors in a secret ballot, after the Managing Director has been invited within a reasonable period of time to appear before the Board to answer the reasons for dismissal.

The resigning or dismissed Managing Director shall be replaced by the Chairman of the Board of Directors until the appointment of a new Managing Director by the Board of Directors. This appointment must take place as soon as possible, and at the latest before the Annual General Assembly following the Managing Director's departure. In the event that the Chairman of the Board of Directors does not accept this automatic appointment, the Board of Directors shall appoint a Managing Director from among its members or those of the society's Management Committee.

ARTICLE 23 – ETHICS COMMITTEE

23.1 - Membership and mandate

The Ethics Committee has three members, qualified persons, appointed in accordance

with Article 2.7 of the General Regulation

The members of the Ethics Committee are appointed for three years. They may be reappointed in office.

In the event of the death, resignation or incompatibility of a member during his term of office, he shall be replaced for the remainder of the term, in accordance with Article 2.7 of the General Regulation.

23.2 - Powers

The Ethics Committee is responsible for the rules applicable to the bodies provided for in Article 3 of the General Regulation and the rules applicable to associates provided for in Article 4 of the General Regulation. For advisory purposes, he shall assist the Managing Director and the Board of Directors in their implementation and content and shall ensure their compliance under the conditions provided for in the Statutes and the General Regulation. He approves, on the proposal of the Managing Director, the charters applicable to the bodies established in accordance with the Statutes and the General Regulation.

He is also responsible for preventing and identifying any conflicts of interest – whether actual or potential – encountered by the directors of Adami, members of the Supervisory Board, the members of the statutory or ad hoc committees, the members of the Artistic Commissions, the General Director or the Managing Director. To this end, the Ethics Committee monitors the preparation of the annual individual declaration of interests defined in Article 16.4 of the Statutes, drawn up by the Managing Director and each member of the Board of Directors and the Supervisory Board. He shall vote in accordance with the procedure set out in Article 3.1.2 of the General Regulation on the measures to be taken in the event of an omission or inaccuracy in annual declarations of interest and on potential or actual conflicts of interest that may be brought to its attention in accordance with the procedure provided for in Article 3.1.2 of the General Regulation.

Article 24 – AUTHORISATIONS FOR USE

24.1 - Authorisations

When the society grants operating authorisations, these are granted within a reasonable period of time, on the basis of

the criteria previously made known to users, set in an objective, transparent and non-discriminatory manner, under the conditions provided for in Article L.324-6 of the Intellectual Property Code.

Users may communicate with the society electronically and provide it with relevant information on the use made of the rights in order to enable the society to ensure the collection by any means, and distribution to the rightholders it represents, of income from the exploitation of their rights.

24.2 - Non-commercial uses

Rightholders may grant operating authorisations to third parties for non-commercial uses of rights or categories of rights which they have entrusted to the society, relating to the use of certain fixations of their artistic performances of their choice. They keep the society informed, which may carry out the necessary verifications with third parties to justify the qualification of use for non-commercial purposes.

24.3 - Reduction granted to general interest associations

The remuneration due to the society for the use of the fixed performances of rightholders represented by the society shall be reduced by 5% for events not involving paid admission and organised by the associations referred to in Article L.324-6 of the Intellectual Property Code. This reduction will be granted only if, prior to the event in question, these associations have applied for and justified that they meet the conditions required to have the provisions of Article L.324-6 above applied.

The following associations may benefit from a greater reduction in the fees payable by them, within the limit set by the General Regulation

- a - whose main purpose is the promotion of artistic creation and education,
- b - which fall under the provisions of Article L.132-21, paragraph 2, of the French Intellectual Property Code,
- c - which are members of federations of associations, representative at national level, which have signed a memorandum of understanding with the society.

Article 25 - DISSOLUTION AND LIQUIDATION OF THE SOCIETY

25.1 - The society shall not be dissolved by the death, prohibition, court order, bankruptcy

or insolvency, resignation or exclusion of one or more of its associates. It shall continue by operation of law between the remaining associates and all the successors and representatives of the deceased partner or partners.

25.2 - Should it become apparent at any time that the income does not cover the expenses, the Managing Director may convene an extraordinary general Assembly to decide on the continuation or dissolution of the society.

25.3 - On expiry of the society, or in the event of early dissolution, liquidation shall be carried out by the Managing Director. In this case, the available assets will be shared equally between the associates.

Article 26 - GENERAL REGULATION

The General Regulation supplement the Statutes. Any proposed amendment must be submitted to the Extraordinary General Assembly for approval.

Article 27 - FEES

The costs, duties and fees of this agreement and all consequences and consequences thereof shall be borne by the society.

Article 28 - POWERS FOR REGISTRATION, PUBLICITY AND FILING

All powers are granted to the Managing Director to file amendments to the society's statutes and to carry out all publicity formalities prescribed by law and by any regulatory provision, as well as to file any deed wherever necessary and to sign any legal notice. ■

GENERAL REGULATION

Article 1 – ADMISSION

Any natural person applying for admission as associate must prove his identity and at least one performance as a performer that has been fixed within the meaning of Article L.212-3 of the French Intellectual Property Code.

Holders of performer rights who apply for admission on behalf of the performer must prove their status as heir so that their legacy or estate can be registered in accordance with Article 6.1 of the present General Regulation, before they can proceed personally or by proxy, in the case of several heirs and/or legatees, with the application for admission.

Before consenting to the association, applicants for admission are informed, by the Statutes and these General Regulation, by the application for admission and by the society's website, of the rights they enjoy pursuant to Articles L.322-3 to L.322-7 and L.324-4 of the French Intellectual Property Code, as well as the deductions provided for in Article 13.1.2 a) and b) of the Statutes and any other deduction made from the income from the use of their rights and any income or assets resulting from the investment of these income.

They sign the application for admission, whether paper or digital, which concludes their consent to the association with the society and provides the supporting document(s) for the quality required to be admitted as an associate of the society, such as, without this list being exhaustive, a recording agreement for a performing artist, a payslip attached to a performance of a performing artist, a fee distribution slip from the society.

The application for admission and the supporting documents provided are examined and validated as soon as possible by the society. The application may be submitted to the Performer Relations Commission referred to in Article 20.6 of the Statutes.

By signing the application for admission, applicants:

- Specify their contributions to the society and authorises the management of the rights which they entrust to the society,
- Undertake to comply with the provisions of

the Statutes and the General Regulation of the society,

- Agree to pay the amount of the value of the share and the administrative costs of admission set by the Board of Directors,
- Accept the processing of their personal data in accordance with the society's Personal Data Charter.

The nominal value of the share is set and may be revalued by a decision of the Ordinary General Assembly.

The amount of administrative costs related to admission is set and may be reassessed by the Board of Directors, which informs the General Assembly.

The status of associate is deemed to be gained upon recording of the nominal value of the relevant share in the society's accounts.

Newly admitted associates are informed of their newly-gained status by any means.

Article 2 – BODIES

2.1 – General Assemblies, written consultations and elections

2.1.1 – General Assemblies

Two months at the latest before the General Assembly, the Board of Directors shall determine the agenda and date, if different from that provided for in the Statutes, adopt the resolutions to be presented to the associates, the place of the Assembly and/or procedures for remote society, the voting procedures if they have not been set out in the Statutes or in the General Regulation, and the period during which the members may exercise their right to vote remotely, which may not be less than fifteen days and shall end at the latest at the time of closing of the General Assembly is pronounced by the Chairman, after which no further votes may be taken into account.

The notice convening associates to the General Assembly shall include the agenda with the list of resolutions to be adopted and indicate the date, time and place where it will be held if it is not organised exclusively by distance. It is published on the Society's website and by publication of a notice in two national newspapers authorised to publish legal announcements.

The notice is published at least fifteen days before the date of the General Assembly. The Managing Director shall also send each associate with a valid email or postal address an individual Assembly notice, by ordinary letter sent by email or, failing that, by post, at least 15 days before the date of the General Assembly. The individual invitation describes the procedures for remote electronic voting to which it gives access.

The Managing Director shall take all necessary measures to ensure the information of voting associates and the technical procedures guaranteeing the confidentiality of remote or in-session electronic voting and the security of operations, according to the best standards corresponding to the state of the art.

An attendance sheet is kept at the General Assembly. It shall contain the surname, first name and domicile of each associate, and shall be signed by all the associates present or represented and having taken part in the vote, as well as by the representatives of co-owners of an undivided share of the society who have given a power of attorney for this purpose.

Any deliberation and vote of the associates shall be recorded in minutes indicating the date and place of the discussions, as well as the full name of each associate having taken part in the vote, the documents and reports submitted to the associates, the text of the resolutions put to the vote and the results of the votes on the resolutions and elections.

The counting of votes shall be carried out under the supervision of a bailiff in charge of voting operations who shall draw up a report thereof to be appended to the minutes of the General Assembly.

These minutes shall be signed by the Chairman of the General Assembly and the Managing Director, who shall certify that copies or extracts thereof are true. It is recorded in a special register kept at the society's registered office, listed and initialled in ordinary form and free of charge, either by a judge of the Commercial Court or the District Court, or by the Mayor or a Deputy Mayor of the municipality where the society's registered office is located.

2.1.2 - Written consultations

In addition to the publication provided for in Article 15.4 of the Statutes, the Managing Director shall make a written consultation by sending to the associates, and for co-owners of an undivided share of the society, to the

sole representative appointed by them, the request for a written consultation by electronic means at least 15 days before the end of the consultation.

Written consultations shall be carried out by electronic means under the conditions and procedures set out in Article 2.1.1 above.

The society provides for the reception at the registered office of associates wishing to participate in the written consultation, without doing so remotely.

2.1.3 - Election of bodies by the General Assembly

Pursuant to Article 15.2.4 of the Statutes, the Annual Ordinary General Assembly elects members of the Board of Directors and the Supervisory Board.

The call for applications for members of the Board of Directors and the Supervisory Board is run for a period of three weeks on a secure website and starts no later than three months before the expiry of their terms of office. Associates are informed of the call by email and any media used by the society. Any application received after the call period shall be declared inadmissible.

Any associate satisfying the conditions set out in Article 16 and Article 18 of the Statutes may apply. However, an associate Assembly the conditions set out may not apply for both the Board of Directors and the Supervisory Board.

The Managing Director shall verify, by any means, the validity of the applications. He ensures that the candidates are not in a situation of incompatibility at the time of the call for applications and ensures that the activity chosen by each candidate corresponds, on the day the list is stopped, to his actual main artistic activity, referring in particular, where needed, to his career, the capacity applied when he was admitted to the society or the royalties received from the society over the last five years. He may assign a candidate to the list of candidates for another artistic activity. He shall inform the candidate concerned.

Eight days after the deadline for submitting applications, the Managing Director shall draw up the list of candidates and publish it on the society's website no later than eight days before the start of the election period.

The ballot and the counting of votes shall take place in accordance with the conditions

laid down in Article 2.1.1 of the General Regulation.

The candidates who have received the most votes are deemed elected within the limit of the number of seats to be filled in each reserved category of artistic activity and of any age limit applicable to them.

Where multiple candidates receive the same number of votes, the election shall be conducted by drawing lots in the presence of the bailiff in charge of the voting operations.

At the end of the counting, the bailiff in charge of the voting operations shall draw up a report indicating the elected candidates. The minutes of this report are sent to the society and are appended to the minutes of the General Assembly. The Managing Director shall then publish the results of the elections under the conditions provided for in Article 2.1.1 of the General Regulation within fifteen days of receipt of the minutes.

Any action concerning the validity of the ballot must, under penalty of prescription, be brought within one month of the publication of the results in the newspapers mentioned in Article 2.1.1 of the General Regulation. No irregularity relating to the elections may be invoked if it is covered at the time when a court is called upon to rule on it, or if the person invoking it does not establish that he or she has been adversely affected by it.

2.2 – Board of Directors

The Board of Directors meets at least eight times a year, including at least twice to discuss matters relating to the actions described in Article L.324-17 of the French Intellectual Property Code.

In the event of emergency or necessity between two Assemblies, one-quarter of the associates of the Board of Directors, the Executive Board, the Chairman or the Managing Director may convene the Board of Directors. The Chairman or the Managing Director may seek the permission of the Executive Board to convene an annual meeting in camera, without the presence of the society's personnel.

The Board of Directors may ask that the Managing Director convene a Consultation Group composed of representatives of the society, representatives of trade unions representing performers and, where appropriate, other professional societies. Its role is to seek solutions to major professional

problems which may affect the performing arts profession.

The Board of Directors may ask the Managing Director to arrange information Assemblies reserved for associates in any place on national soil. In this case, notice shall be given to the associates by any means without any condition of time or sending of documents. Such Assemblies may not be held for the purpose of voting on resolutions. The notices signed by the Chairman, or if he is unable to do so, by the Managing Director shall contain the agenda of the meeting and shall be sent at least one week in advance, by e-mail, unless it is impossible or urgent to justify a shorter period or another method of notice.

If the Chairman and the Vice-Chairman are in default on the day of the meeting, the meeting of the Board of Directors may be chaired by the Managing Director or a member of the Executive Board.

A director may be represented by another director at meetings of the Board of Directors. The number of powers which a director may hold is limited to two.

As an exception, the number of proxies which a Director may hold for the election of the Artistic Commissions referred to in Article 21 of the Statutes is limited to one.

The quorum is reached when one-third of the directors are present and represent half of the votes of the Board of Directors.

Unless otherwise provided in these Statutes, decisions of the Board of Directors shall be adopted by a majority vote of the directors present or represented.

When the vote concerns appointments or revocations of persons, it takes place by secret ballot. Notwithstanding, in the case of a single candidate, the candidate shall be designated automatically.

At the request of any director, the Board of Directors may decide to vote by secret ballot on any other item on its agenda.

In the event of a tie, the Chairman – or in the absence of the Chairman, the Chairman of the meeting – shall have the deciding vote, except in the case of a secret ballot, or in the event of a tie, where a second round of secret ballots shall be held. If a tie persists at the end of the second round, the candidate for the position concerned by equality is chosen by drawing

lots between the candidates having received the same number of votes.

Minutes of each meeting shall be proposed by the Managing Director to the Board of Directors, having sought the opinion of the Vice-Chairman. The minutes are approved at the following meeting and transcribed into a register kept for this purpose. When multiple Assemblies of the Board of Directors are held within a period of time insufficient to allow for review and signature under the conditions described above, their minutes may be approved at the following meeting.

The Board of Directors may call on any persons on account of their specific expertise to sit in an advisory capacity.

A representative of the Social and Economic Committee is invited to attend the meeting of the Board of Directors, except in the case of closed sessions. That representative has an advisory role.

In addition to the provisions set out above, the operating rules of the Board of Directors, the Executive Board, the Artistic Commissions and the Statutory Commissions which act under its delegation are specified in a Charter signed by the directors at the beginning of their term of office.

Article 2.3 - Supervisory Board

2.3.1 - Operation

The Supervisory Board meets at the registered office or by videoconference, between two and four times a year, at the convened by its Chairman and the Managing Director in the presence of the latter, in the performance of its duties as defined in Article 18 of the Statutes. It may be convened by the Managing Director in an urgent situation. Minutes of these meetings will be drawn up by Adami and approved at the latest at the following meeting. They are signed by the Managing Director and the Chairman of the Supervisory Board or, in his absence, by the Chairman of the meeting and are transcribed in a register kept for this purpose.

It may also meet in accordance with the procedures provided for in this article, upon referral by an associate pursuant to Article 9 of the Statutes.

The Supervisory Board may request any documents or information in connection with the performance of its duties.

The Supervisory Board may validly deliberate only if at least four of its six members are present.

It decides by a majority of its members present, with the Chairman of the Supervisory Board having the deciding vote or, in his absence, the Chairman of the meeting in the event of a tie.

2.3.2 - Corporate documents

An associate who is denied access to the documents provided for in Articles L.326-5 and R.321-17 and R.321-18 of the Intellectual Property Code may refer the matter to the Supervisory Board.

Such referral shall be made by registered letter with acknowledgement of receipt addressed to the Chairman of the Supervisory Board at the society's registered office.

Within 10 working days of receipt of this referral, the Chairman shall send a copy of it to the Managing Director of the society, so that he may communicate his observations within a period of no more than 10 working days from this transmission.

On receipt of the society's observations, the Chairman of the Board may hear, where applicable, the observations of the associate having filed the referral.

Should the Board be referred to following a refusal to disclose information to one of its members, the latter shall not take part in the Board's deliberations and shall not vote on the opinion concerning him.

Within a period of no more than 30 working days from the date of referral, the Board shall issue a reasoned opinion, of which the associate shall be informed, the Managing Director and the Board of Directors of the society by registered letter with acknowledgement of receipt.

2.4 - Executive Board

Meetings of the Executive Board shall take place at least once per month, convened by the Chairman of the Board of Directors and at any other time by the latter or the Managing Director. However, he may decide not to meet in July and August.

Any director of the society may request to attend the meetings in an advisory capacity.

The Chairmen of the Artistic Commissions may be invited to attend meetings in an advisory capacity.

The Chairman of the Board of Directors may invite to meetings any person, due to his specific expertise, to sit in an advisory capacity.

The quorum is reached when two-thirds of the members are present or represented, it being specified that each member present may only hold one proxy.

Decisions are made by a majority of the members present or represented.

In the event of a tie, that of the Chairman, or in the absence of the Chairman, that of the Chairman of the meeting shall have the deciding vote.

2.5 – Statutory commissions

The Statutory Commissions shall meet when convened by their Chairman with communication of their agenda within a reasonable period before the meeting.

The Commissions may validly sit only in the presence of their Chairman or, failing that, a member appointed by him if his appointment is not otherwise provided for in the Statutes or the General Regulation.

The quorum for decisions and opinions of the Commissions composed of six associates is reached when four of their associates are present. In the case of another composition, the quorum is reached when the majority of the associates is present.

Decisions and opinions of the Commissions shall be adopted by a majority of the associates present.

Commissions may invite any person with special expertise to attend their meetings in an advisory capacity.

They may be assisted by the heads of the departments to which their work relates. They do not have the right to vote and are appointed by the General Director or, failing that, the Managing Director.

With the exception of the Right to the Heart Commission, the decision-making conditions of which are set out in Article 20.7 of the Statutes, when a Commission has a decision to make, each decision taken unanimously is final after approval by the Managing Director and the Chairman of the Board of Directors.

The Managing Director or the Chairman may however decide to submit this decision for

approval by the Board of Directors.

In the absence of unanimity or approval, the Commission shall address its reasoned opinion to the Board of Directors for a decision.

The Commission's decision shall take effect:
– Either after approval of the decision by the Managing Director and the Chairman of the Board of Directors;
– Or following approval by the Board of Directors in the event that this decision is submitted to it.

2.6 – Artistic Commissions

2.6.1 – Description

The call for applications for the members of the Artistic Commissions is made every year for a period of three weeks on a secure website and begins at the latest two months before the expiry of the mandates of the members to be renewed. The associate members are informed of the call by email and by publication of the call on any media used by the society.

Any associate member who has been a member of the Society for more than three months and satisfying the conditions set out in Article 16 of the Statutes may be a candidate for membership of the Artistic Commissions. The associate member shall apply for the Artistic Commission that corresponds to their main activity. They may not run for both Commissions at the same time.

The Managing Director shall verify, by any means, the validity of the applications and shall ensure that the Artistic Commissions chosen by each candidate matches, on the day the list is determined, his actual main artistic activity, referring in particular to his career, the quality specified upon admission to the society or the royalties received from the society over the last five years. He may assign a candidate to the candidate list of another Artistic Commission. He shall inform the candidate concerned.

The directors may, if they so decide by majority, hear the candidates of their choice during the period for examining the applications submitted via the dedicated site, which precedes the vote.

2.6.2 – Operation

The first meeting following the appointment is chaired by an employee of the society so that the members of each Artistic Commission can elect their Chairman at the next meeting. The

Chairman is elected for the duration of his term of office, unless technically impossible, and is elected by a simple majority of votes cast by secret ballots. In the event of a tie, a second round of secret ballots is carried out. If there is still a tie after the second round, the Chairman shall be chosen by drawing lots among the candidates having obtained the same number of votes.

The quorum of each Artistic Commission is reached when half of the members convened are present. Meeting notices and aid project dossiers are sent to each Artistic Commission by the society within a reasonable period of time before the next meeting.

Directors who are associates of the Artistic Commissions must ensure compliance with the principles of the society's policy and the criteria for awarding aid within the Artistic Commission.

The decisions of these Artistic Commissions are taken by secret ballot by a simple majority of the members present. Each member present takes part in the vote to accept or refuse the project presented. In the event of a tie, a second round of secret ballots is held. In the event of a tie, a second round of voting by secret ballot is held.

The Artistic Commissions meet at least six times a year. They may also meet twice a year in plenary session to study selective aid projects that requires their joint expertise.

2.7 - Ethics Committee

The Ethics Committee shall be appointed by the Board no later than three months after the Annual General Assembly. The qualified personalities proposed are in the fields of law, the arts and the human sciences.

None of the associates of the Ethics Committee may, during the exercise of elective functions at Adami or in another collective management body, be a corporate officer or be a direct or indirect beneficiary of assistance from Adami.

The Ethics Committee may take up matters on its own initiative or be asked to do so by an administrator, a member of the Supervisory Board, a member of one of the statutory commissions, a member of one of the artistic project selection committees or by the Managing Director, on all matters related to its missions. It may become familiar with any documents or hear any person necessary to investigate the case under examination.

In the event of a breach of the rules of ethics set out in Article 3.1 of the General Regulation, the Ethics Committee shall propose to the Managing Director and the Board of Directors the appropriate measures to put an end to it after having summoned the person concerned to be heard. Their disagreement with the Committee's opinion must be justified in writing.

The Ethics Committee meets at the society's registered office at least once a year to examine annual declarations of interest, and as often as necessary when brought before it under the conditions provided for in the Statutes and the General Regulation. It presents an annual report to the Board of Directors prior to the Annual General Assembly.

Article 3 – MEMBERS OF ELECTED BODIES

3.1 - Professional ethics rules

3.1.1 - Common provisions

All members of a body of the society undertake to exercise their profession as a performer in accordance with the law regarding performers and the values defended by the society.

All members of a body undertake to participate diligently in the work of said body and to inform the society of any impediment that might cause them to be unable to comply with this rule.

All members of a body of the society shall refrain from using their title and/or functions to secure, or provide to a third party, any financial or non-financial benefit.

All members of a body undertake to strictly respect confidentiality in the performance of their duties.

In this respect, they undertake to keep strictly confidential and not to disclose the discussions in which they participate as well as any information to which they have access in the performance of their duties.

By standing for election to one of the Society's bodies, each associate artist accepts and adheres to the Society's Statutes, General Regulation, Code of Ethics and Privacy Policy, with which they undertake to comply throughout their term of office, and for the provisions applicable beyond this, as long as the obligations continue.

Following the opinion of the Ethics Committee, any associate elected or appointed within a body that fails to comply with these rules may be suspended from office by the Managing Director until the reasons that led to his suspension have been put to an end.

Any members subject to suspension shall be notified of the grievances against them at least one month before the meeting of the Ethics Committee, by registered letter with acknowledgement of receipt sent by the Chairman of the Ethics Committee.

They are invited to speak at the said meeting of the Ethics Committee. Should the interested party fail to appear, the decision taken shall be deemed to have been made in the presence of both parties, without prejudice to any other sanctions that may be incurred, up to and including revocation in accordance with the procedure applicable to him.

3.1.2 - Annual declaration of interest, incompatibilities and conflicts of interest

At the beginning of each calendar year, the Managing Director, the members Board of Directors and the Supervisory Board receive an individual annual declaration as provided for in Article 16.4 of the Statutes for the previous calendar year, which they are required to complete and return to the Society within one month of receipt.

In the cases provided for in Article 16.2 and the last paragraph of Article 16.4 of the Statutes, the Managing Director, and with regard to the latter, the Chairman of the Board of Directors, shall inform the Ethics Committee and notify the defaulting party that it has a period of one month to comply and provide evidence thereof. This notification is also sent to the defaulting party, at the request of the Ethics Committee, when referred to it under the conditions provided for in Article 23 of the Statutes.

In the absence of compliance, the defaulting party shall be given formal notice by registered letter with acknowledgement of receipt. If compliance is not achieved within fifteen days of receipt of the formal notice, defaulting parties shall be automatically suspended from their duties until compliance is achieved and the measure notified by the Managing Director to the Chairman of the Board of Directors or of the body concerned.

The Managing Director, or if the latter is the party concerned, the Chairman of the Board of Directors may also recommend to the

Board of Directors, after the opinion of the Ethics Committee, the definitive dismissal of the elected representative concerned in accordance with the procedure provided for in Article 3.2 of these Rules, if the failure observed continues beyond one year of suspension.

3.1.3 - Provisions applicable to the procedures for granting aid paid pursuant to Article L.324-17 of the French Intellectual Property Code

The directors and the members of the Artistic Commissions with a direct or indirect interest in a request for aid considered by a Board of Directors or a Artistic Commission undertake to inform the person chairing the meeting before the start of the meeting to be considered. They do not attend the debate or vote on this request.

A member of the Supervisory Board directly concerned by a request for aid examined by a Board of Directors or an Artistic Commission, undertakes to inform the Managing Director as soon as he becomes aware of this request. He shall be automatically suspended from his activities on the Supervisory Board until the decision on the granting or rejection of the requested aid is taken. He may not access the case file in the course of his supervisory duties.

Direct interest is defined as being a personal applicant, executive leader or corporate officer of the legal entity requesting assistance.

Indirect interest is defined as being involved in the project for which the application is made or having any connection whatsoever with the legal entity making the application.

The first paragraph does not apply to directors or associate performers mandated by the society's Board of Directors to sit on any body of any legal entity requesting aid paid in application of Article L.324-17 of the Intellectual Property Code.

At the end of each financial year, associate performers who are associates of the Artistic Commissions managing the amounts resulting from the application of Article L.324-17 undertake to complete and return to the Managing Director of the society a statement summarising the requests for assistance to which they were linked by direct or indirect interest. For directors sitting on these Commissions, this declaration is contained in the declaration of interests referred to in Article 16.4 of the Statutes. The Managing Director collates these declarations and draws

up an annual table which is communicated to the Statutory Auditor, as well as to the associates at the General Assembly.

3.2 – Procedure applicable to a member of a body

3.2.1 – Following the opinion of the Ethics Committee, any member elected or appointed to a body and failing to comply with the charter and in particular these rules and those provided for in addition by the Board of Directors, may be suspended from his duties by the Managing Director until the reasons that led to his suspension are ended.

Any associate liable to be suspended is notified of the grievances against him at least one month before the meeting of the Ethics Committee, by registered letter with acknowledgement of receipt sent by the Managing Director.

He is invited to speak at the said meeting of the Ethics Committee. Should the person concerned fail to appear before the Management Board, the decision taken by the latter shall be deemed to be made in the presence of both parties, without prejudice to any other sanctions that may be incurred.

3.2.2 – Any associate who is a member of a body elected by the General Assembly, after having been suspended from his duties pursuant to Article 3.2.1 of these General Regulation, may be dismissed by the General Assembly on a proposal from the Board of Directors after consulting the Ethics Committee. The disagreement of the Board of Directors with the opinion of the Committee must be justified in writing.

Any other member appointed to a body, and more generally, any person appointed by the Society to represent it, who fails to comply with the rules of Society's code of ethics or who is absent from more than four consecutive meetings, unless on regular leave or for valid reason, and who is not represented, shall be deemed to have resigned after the Board of Directors has taken note of the matter, on the advice of the Ethics Committee, in the conditions set out hereafter.

Any member liable to resign shall be notified at least one month before the meeting of the Board of Directors, by registered letter with acknowledgement of receipt sent by the Chairman of the Board of Directors of the grievances against him.
He is invited to speak at the said Board meeting.

If the representative concerned is a member of the Board of Directors, he does not take part in the vote on the proposal. If the interested party does not appear before the Board of Directors, the decision taken by the latter shall be deemed to have been made in the presence of both parties, without prejudice to any other sanctions that may be incurred.

The Board of Directors shall decide by a simple majority of votes cast by secret ballots.

Article 4 – SANCTIONS AND EXCLUSION PROCEDURE APPLICABLE TO ASSOCIATES

4.1 – Sanctions

Any associate of the society guilty of an act detrimental to the society shall be obliged to repay the sums which it has lost or been deprived of as a result of said act. The society may, by any means, deduct the equivalent, plus any costs, from the sums from which the associate concerned may be a beneficiary.

4.2 – Suspension procedure

Any member whose actions contravene Articles 8.3 or 10 of the Statutes may have their voting rights suspended by the Board of Directors after consultation with the Ethics Committee. The disagreement of the Board of Directors with the opinion of the Committee must be justified in writing.

An associate threatened with suspension is notified at least one month before the meeting of the Board of Directors and the Ethics Committee, by registered letter with acknowledgement of receipt sent by the Managing Director, of the actions alleged against him. He is invited to speak before the Board of Directors, if necessary assisted by the associate of his choice and may consult his file at the society's registered office and obtain a photocopy of the documents he wishes in exchange for payment of the corresponding costs. The minutes of the meeting of the Board of Directors and the supporting documents of the case are sent to him.

In the event that the interested party does not attend, the decision taken by the Board of Directors shall be deemed to be made in the presence of both parties, without prejudice to any other sanctions that may be incurred.

4.3 - Exclusion procedure

In accordance with Article 8 of the Statutes, the Extraordinary General Assembly is empowered, at the request of the Board of Directors after the opinion of the Ethics Committee, to decide that one or more associates shall cease to be part of the society.

An associate threatened with exclusion shall be notified at least forty-five days before the extraordinary General Assembly, by registered letter with acknowledgement of receipt sent by the Chairman of the Board of Directors, of the grievances against him. He is invited to speak before the Board of Directors, if necessary, assisted by the associate of his choice and may consult his file at the society's registered office and obtain a photocopy of the documents he wishes in exchange for payment of the corresponding costs. The minutes of the meeting of the Board of Directors and the supporting documents of the file are made available to the associates with the text of the resolution put to the vote. Where the Board of Directors disagrees with the opinion of the Ethics Committee, this must be justified in writing.

Should the interested party not appear, the decision taken by the Extraordinary General Assembly shall be deemed to have been taken in the presence of both parties without prejudice to any other sanctions that may be incurred.

An associate threatened with expulsion does not take part in the vote on the resolution concerning him. The decision taken shall produce the effects provided for in Article 8 of the Statutes.

Article 5 – COLLECTION, DISTRIBUTION AND PAYMENT OF RIGHTS MANAGED BY THE SOCIETY

5.1 - Remuneration of rights managed collectively by the society, pursuant to its stated purpose, is collected by the society from users or taxable persons, directly or through other companies or collective management bodies to which it has entrusted a collection mandate or with which it has concluded a representation agreement.

5.2 - For the associations referred to in Article 24.2 of the Statutes, the reduction granted to them may be greater than 5%, but may not exceed 10%.

5.3 - The distribution of the remuneration managed by the society is made among the holders of the rights which it represents, after deductions as defined in Article 13 of the Statutes. The allocation to the credit of the rightholders individual account shall take place no later than nine months from the end of the financial year during which the sums to be distributed to the rightholders which the society represents were received, unless the society was able to distribute them for legitimate reasons, including the lack of information enabling the identification or location of said rightholders.

5.4 - The calculation of the distributions allows the attribution of the remunerations generated by the uses of the fixations of the eligible artistic performances to the rightholders which the society represents, in accordance with the particular or collective agreements, collective decisions of the associates, decrees, laws, national or international conventions in force.

5.5 - The distribution is carried out on the basis of information relating to the use of the fixations of artistic performances eligible for remuneration, provided by the user or the rightholder concerned, and failing this, by sampling or by analogy for the modes of exploitation for which it is materially impossible to recover exploitable data, or for which the processing of the information referred to above would entail disproportionate costs.

5.6 - If the rules and procedures for distribution by categories of rights, types of use of the performances and between the rightholders which the society represents over said performances are not defined therein, they are set under the conditions provided for in the Statutes and the General Regulation in accordance with the general distribution policy decided by the General Assembly, in particular by amount of remuneration received and taken into account in the corresponding distribution of rights, the number of fixations of eligible artistic performances or reproduced in this distribution and the duration of the broadcast. They are published on the society's website and updated after each change validated by the society's competent body.

Article 6 – REPRESENTATION OF RIGHTHOLDERS

6.1 – Rightholders' obligations

Any rightholders represented by the society, whether in their capacity as associate, by law or by collective or individual agreement are required to inform the society of any change in the information provided at the time of their membership, its declaration or subsequently, and in particular relating to their contact details (personal address, email, tax and financial information, etc.) and their professional activity (pseudonym(s), group, role, instruments, directory, etc.).

Any holders of performer's rights by inheritance or bequest must prove this capacity and contact details, if applicable, of the professional activity of the performer to whom they refer, before being able to claim the benefit of the rights to which they lay claim on an individual or joint basis.

All rightholders managed by the society are required to comply with the decisions and rules adopted and implemented by the society in the interest of all rightholders.

They also undertake to refrain from any actions that may harm the material and moral interests of the society and associates or the professions represented by the society.

6.2 – Society's obligation

The rightholders represented by the society receive the sums it manages on their behalf in accordance with the provisions of Article 5 of these General Regulation and the decisions of the General Assembly.

Information relating to the management of rights defined in Article R.321-16-I of the Intellectual Property Code is made available to the rightholders which the society represents. This information is available on its website, in a personalised and secure account that lists:

- the contact details which the rightholder has authorised it to use in order to identify and locate it;
- the amount of income respectively distributed and paid to the rightholder, specifying whether this information is available, their breakdown by category of rights managed and by type of use;
- the period during which the use took place for which income was distributed and paid to the rightholder, unless objective reasons

relating to user declarations prevent the society from providing this information;

- the amount or, failing that, the percentage of deductions made from this income, specifying that deducted in respect of management fees on the one hand and the provisions of Article L.324-17 on the other;
- the amount of any income from the exploitation of rights that has been distributed to rightholders but which remains due to them, regardless of the period during which they were received by the society.

Failing this, rightholders may ask the society once a year to provide them with the above information by any other means.

Article 7 – RIGHTHOLDER REQUESTS

All requests by a performer or his beneficiaries, relating to the conditions of admission, management authorisations and contributions, resignations, as well as the management of his rights by the society, must be made in writing and sent to the society, to the department in charge of Performers Relations. To this end, electronic access is provided to them on the society's website.

The request is the subject of an acknowledgement of receipt and is sent to the competent departments of the society which will decide by a written and reasoned decision within two months, which may be extended for a legitimate reason, in particular due to the documentation in its possession or the nature of the case.

In the event of a favourable response, the remuneration due to the requesting party in the event of claims relating to the management of rights by the society, is calculated and paid as soon as possible, and reinstated for subsequent distributions.

In the event of a challenge to the decision by the requesting party, it is submitted for appeal to the competent statutory Commissions which rule at their closest meeting. The requesting party shall be notified of the decision by electronic means.

This procedure is established without prejudice to the right of the persons referred to in this article to implement the alternative dispute resolution methods provided for by law or to refer the matter to the competent judge. ■





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