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**AREVA  
EUROPEAN WORKS COUNCIL**

Between AREVA, having its registered office at 27/29, rue Le Peletier - Paris 75009,  
represented by Anne Lauvergeon, Chairman of the Executive Board of the AREVA Group,

on the one hand,

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And the members of the Special Negotiation Body,

on the other hand,

The parties have agreed as follows:

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## RECITALS

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The AREVA Group is a major European company both in terms of the economic and strategic importance of its activities and the number of people it employs.

As AREVA wishes to take into account its European dimension, in accordance with European Directive 94/95/CE of September 22, 1994, its management and the members of the Special Negotiation Body have initiated negotiations to set up a European Works Council.

Three negotiation meetings have been held since June 2003. This agreement was drawn up as a result of these meetings and replaces the Framatome agreement signed on February 16, 1996.

This agreement is a new step towards the creation of Group personnel representation bodies.

The signatories are acknowledging the importance of negotiations at European level between the management and personnel representatives.

They wish to keep personnel informed, which will strengthen Group unity, and to create within the European Works Council a real forum for discussion and dialog at transnational level, which will ensure good quality and effective debate and work within the European Works Council.

The parties acknowledge that the development of the AREVA Group will involve the implementation of an economic plan closely linked to a labor plan. This group-wide plan is based in particular on the following principles:

- Forecast changes in the Group's markets and situation,
- Career and skills development for employees,
- Social responsibility and solidarity,
- Discussion and dialog between employers and employees.

The signatories are aware of the importance of the European Works Council and aim to turn it into an information and consultation forum where the management and personnel representatives work towards Group development whilst taking into account the situation of personnel in the European Units.

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Is it now time to make extra efforts to improve the consultation process within the Areva European Works Council ???

## SECTION 1 – PURPOSE AND SCOPE OF ACTION

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### Article 1 – Purpose of the Council

The management of the AREVA Group and the personnel representatives wish to set up a European Works Council which will act as an information and consultation forum for employees at European level.

By "consultation" in this agreement, we mean a wide exchange of views and the setting up of a dialog between personnel representatives and the management of the Group in the areas in which the European Works Council is active. Such consultation will increase the relevance and effectiveness of the projects launched and decisions made by the management by enabling personnel representatives to understand the reasons for the decisions, and to propose ways in which they can be completed or improved.

In setting up a European Works Council, the AREVA Group is showing its willingness to provide personnel representatives with information on the economic, financial and labor situation of the AREVA Group and its future prospects, and to take into account their views and proposals in good time.

The European Works Council will not interfere with the role and duties of personnel representation bodies at national and local level.

The role of the European Works Council is both separate from and complementary to that of the personnel representation bodies which may be present in individual companies of the Group.

National concerns which do not have a transnational impact are not within the scope of action of the European Works Council.

### Article 2 – Scope of action of the Council

In order to be able to react on time, and in line with the wish for labor dialog expressed by the management of the AREVA Group and personnel representatives, the European Works Council is informed about transnational concerns as defined in Article L. 439-15 paragraph one of the French Labor Code or paragraph two of Article 2 in the appendix to the 1994 Directive (see Appendix 1).

Moreover, the Council is informed about transnational concerns regarding:

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- Health, safety, environmental and sustainable development policies,
- Training and skills management policies,
- Any developments in the activities of the Group outside Europe.

## SECTION 2 – PREREQUISITES AND STRUCTURE

### Article 3 – Prerequisites for being a member of the Council

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It is agreed that the prerequisites for being a member of the Council are set by AREVA, the company which has overall control, and the companies over which it has a direct influence, as defined in Article L. 439-1 of the French Labor Code or Article 3 of the 1994 Directive.

To be a member of the European Works Council, the states shall be covered by the 1994 European Directive (i.e. be members of the European Economic Area) and have at least 100 AREVA Group employees.

The AREVA Group shall take into account as of the date hereof the enlargement of the European Union. Therefore, the parties agree to integrate into the European Works Council all the states whose application and entry date have been approved by the EU. Hungary shall thus be considered a full member of the Council as of the date hereof.

Moreover, it is agreed that countries which are in Europe and which meet the 100 employee requirement shall be allocated a seat with observer status.

The number of employees is calculated in accordance with the provisions of Article L 431-2 of the French Labor Code for France and in accordance with national law for other states.

Every year, allowance can be made for any acquisitions or changes in the number of employees which could lead to a non-member state meeting the 100 employee requirement or a member state no longer meeting the 100 employee requirement.

If the number of employees of a member state of the Council falls below the 100 employee requirement, it may remain on the Council as long as the number of employees remains above 50.

During the Council's first year, the companies and states which meet the above requisites are automatically made members within six months.

Appendix 2 – Number of employees per state.

### Article 4 – Structure of the Council

The Chairman of the AREVA Executive Board, or his representative, chairs the Council. The Group's Executive Vice President for Human Resources and Vice President for Industrial Relations attend meetings. Depending on the points on the agenda, the Chairman of the Council may ask any manager in the AREVA Group to attend meetings.

The delegation of personnel representatives consists solely of members representing the states as defined in Article 3 of this agreement.

The seats are allocated as follows:

- one member for each state represented
- additional members:
  - 1 additional member per state with between 1,000 and 1,999 employees,
  - 2 additional members per state with between 2,000 and 2,999 employees,
  - 3 additional members per state with between 3,000 and 4,999 employees,
  - 4 additional members per state with between 5,000 and 6,999 employees,
  - 5 additional members per state with between 7,000 and 9,999 employees,
  - and 1 additional member per 3,000 employees over and above 10,000 employees.

To ensure that personnel are always represented, if a member of the Council is unavailable or absent, he may be replaced by the organization which appointed him.

In any case, the total number of members of the delegation of personnel representatives on the Council may not exceed 35.

Every year, depending on the total number of employees recorded in January, the number of representatives per state shall be changed if necessary, after consultation between the elected officers of the Council and the management.

Appendix 2: Allocation of seats per state

## **Article 5 – Appointment of members to the Council**

The members of the delegation of personnel representatives on the European Works Council shall be AREVA Group employees in the states represented with the seniority required by national regulations to hold the position of personnel representative in their company.

They are appointed in accordance with local regulations or national customs.

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## SECTION 3 - ORGANIZATION AND OPERATION

### [www.euro-br.de](http://www.euro-br.de) **Article 6 – Term of office**

The term of office for members of the delegation of personnel representatives on the European Works Council is set at four years.

### **Article 7 – Elected officers to the Council**

There are seven elected officers to the European Works Council, including the Secretary, representing at least three states.

The officers are elected from among the members of the Council for two years. This appointment is made by the members of the delegation of personnel representatives by a majority vote of the members present.

The duties of the officers include:

- Ensuring that the Council is truly European,
- Providing efficient coordination of Council members from all the European states represented,
- Making proposals on the operation of the Council, [www.euro-br.de](http://www.euro-br.de)
- Meeting the management of AREVA in exceptional circumstances (as defined by Article 11 of this agreement),
- Organizing and conducting preliminary meetings.

The officers set the operating rules in compliance with the legal provisions.

The Council officers have an operational budget which is negotiated annually with the management of the AREVA Group to allow them to carry out their duties (including the duties of the Secretary).

Each officer has access to an international telephone line.

### **Article 8 – Secretary to the Council**

The Secretary to the European Works Council is the point of communication between the Council and AREVA Group management.

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He therefore acts as spokesman for the Council with the management for all issues relating to the organization of meetings (date, place, logistics, etc.). His duties include drawing up the agenda for meetings jointly with the Chairman or his representative.

He is elected by the members of the Council for two years. This appointment is made by the members of the delegation of personnel representatives by a majority vote of the members present.

The Secretary to the Council works closely with the other elected officers. He may be replaced, if he is unavailable or absent, by another elected officer.

## **Article 9 – Council meetings**

The European Works Council meets twice a year and is convened by the Chairman.

The first meeting is held during the first six months of the year. It focuses on performance for the previous year (presentation of the balance sheet and income statement for the Group and changes in its economic situation) and the current year.

The second meeting is normally held in the second half of the year. It focuses on the Group's medium-term prospects so that the members of the Council have the information they need to make forecasts about the Group's future (strategic plans, transnational issues of major interest, etc.).

Every Council meeting includes a special report on the employment situation in the Group.

## **Article 10 – Organization of Council meetings**

The members of the European Works Council are convened by the Chairman of the Council one month before the date of the meeting.

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The agenda for a European Works Council meeting is drawn up jointly by the Chairman and Secretary of the Council and is sent to the Council members at least three weeks before a meeting.

The management of AREVA shall send documentation with the agenda to European Works Council members on the points which shall be raised during the meeting.

The invitation, agenda and documentation shall be e-mailed to the Council members in French, English or German.

## **Article 11 – Exceptional circumstances**

The management shall meet the officers of the European Works Council in exceptional circumstances.

By exceptional circumstances, we mean transnational events occurring for the same economic or strategic reason and which would significantly affect the employees' situation.

A summary document shall be given to the Council officers during such meetings. It shall then be distributed to all Council members with the conclusions of the meeting.

Any members representing a state which is directly affected by the measures under discussion may attend the meeting with the officers.

The Chairman of the Council may, at the request of the officers, convene the Council members to an extraordinary meeting if warranted by circumstances.

## **Article 12 – Working languages of the Council**

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The parties use French, English and German as their working languages for European Works Council meetings, work and communications.

Therefore, any documents used during Council meetings shall be translated into all three languages. If events occur which have a major impact on employment in several European countries, the documents submitted to the Council shall also be translated into the languages of the countries directly concerned.

In order to ensure effective in-depth discussion during European Works Council meetings, a system of simultaneous interpreting shall be used, so that all members can follow and participate in the discussion.

Council members shall be offered lessons in the working languages. The cost of such lessons shall be covered by AREVA.

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## SECTION 4 – RESOURCES AVAILABLE

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The members of the delegation of personnel representatives have the option of meeting with the Secretary the day before a meeting of the European Works Council.

To facilitate matters, such preliminary meetings shall be held in the same place as the corresponding plenary meeting and use the same resources. The same applies to extraordinary meetings.

The issues raised during a preliminary meeting may be transmitted to the management the day before the plenary meeting. The management shall attempt to find responses to these issues in the time available to it.

### **Article 14 –Expert services**

The European Works Council may decide, in order to fulfill its role effectively and if it proves necessary, to employ the services of an expert of its choice if it needs to deal with a particular subject requiring specific expertise due to its importance and/or complexity.

The choice of expert, and the purpose and terms and conditions of his assignment, shall be decided on after consultation between the management and Council members.

The expert is not a regular member of Council meetings. On invitation from the Council, the expert shall present the results of his work which shall fall under one of the points on the agenda of the Council meeting in question.

Associated expenses shall be covered by AREVA once the management has approved the estimated cost.

### **Article 15 – Council adviser**

To facilitate matters for the European Works Council and avoid any misunderstandings which may arise from insufficient knowledge of all sides of the situation of each member state, the signatories agree to employ the services of an adviser to the delegation of personnel representatives who is a recognized expert in European labor relations.

Said adviser shall take part in particular in preliminary Council meetings. He may also take part in plenary meetings.

## Article 16 – Time allowance

Each Council member is allocated one day for each Council meeting.

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Moreover, the Council Secretary is allocated an additional ten days every year and the other officers are each allocated five additional days every year to carry out their duties.

The time spent in preliminary or plenary meetings and in travel to and from meetings is not included in the above time allowance. It is considered work time and is paid at the normal rate.

Any members who absent themselves from their normal duties shall inform their superiors of said absence in accordance with the customs which currently apply on each site.

## Article 17 – Distribution of minutes

Draft minutes of European Works Council meetings are drawn up by the management of AREVA and sent to the Council officers within two months. The Secretary collects any comments from the officers and sends them to the management.

If there is any disagreement on the contents of the minutes, the opinion of each member of the delegation shall be recorded.

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The final minutes are then sent in French, English or German to the members of the European Works Council and the management of the companies concerned to be circulated within the establishments.

## Article 18 – Training of Council members

Recently elected members of the European Works Council may take advantage of a two-day training session on their main duties.

Training is provided by an organization recognized for its expertise in European labor relations. The content of the training session shall be approved by the management and the Council officers.

A special training day may be set up every year, in particular if there are any major changes to European labor law. It must be approved by the management and the Council officers.

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Training costs are covered by the AREVA Group.

## **Article 19 – Routine expenses**

The AREVA Group shall cover the routine expenses of the European Works Council, in particular the cost of translating, interpreting, drawing up and distributing the documents required for the smooth operation of the Council.

Travel and accommodation expenses for advisers shall be covered by AREVA and those for Council members shall be covered by the establishment employing them in line with the Group travel regulations.

## **Article 20 – Communications resources**

Each member of the European Works Council shall have access to a personal mailbox.

All Council members shall use the IT tools and resources placed at their disposal in compliance with the IT user guidelines or existing local IT regulations in each company in the Group.

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## SECTION 5 – APPLICABLE LEGAL PROVISIONS

### [www.euro-br.de](http://www.euro-br.de) Article 21 – Protection of Council members

Members of the delegation of personnel representatives on the European Works Council are protected by the law and customary practices in force in the states they represent on the European Works Council.

### Article 22 – Confidentiality

The level of confidentiality of documents sent to Council members is determined when the agenda for the meeting is drawn up.

The members of the European Works Council shall therefore maintain complete confidentiality over any information provided which is marked confidential. This obligation still holds even after their term of office has ended and for as long as the information remains classed as confidential.

Any Council experts or advisers taking part in Council meetings are subject to the same obligations and shall sign a special confidentiality clause.

Finally, the parties are bound by a confidentiality obligation based on mandatory legal or regulatory provisions – e.g. regarding the stock market, defense, personal information, etc.

### Article 23 – Term of the agreement and amendments

This agreement is for a fixed term of four years.

It may be tacitly renewed at the end of the four years or terminated by AREVA, or two-thirds of the members of the delegation of personnel representatives on the Council, subject to a six-month notice period.

If the agreement is terminated, the Chairman of the Council may, during the month following notice of such termination, organize a preliminary meeting to negotiate a new agreement, bearing in mind that the initial agreement applies during such negotiations.

If after the six-month notice period the parties have not reached an agreement, the Chairman with the majority of the Council members may decide to extend the initial agreement for a maximum of one year.

This agreement may be amended, at the request of management or the majority of the members of the delegation of personnel representatives, in particular if events of a legal or regulatory nature conspire to disrupt its general application.

Any amendments shall then be approved by the Chairman and a two-thirds majority of the members of the delegation of personnel representatives on the Council.

## Article 24 – Governing law

As the registered office of the AREVA Group is in France, any provisions not laid down by the parties in this agreement shall come under French law (Law no. 96-985 of November 12, 1996 and Order no. 2001-176 of February 22, 2001).

Disputes fall under French jurisdiction.

## Article 25 – Filing of the agreement

This agreement shall be translated into the languages of the states represented on the Council by authorized translators.

However, only the French version shall be signed and shall be binding on the parties. It shall be filed by the management of the AREVA Group with the *Direction Départementale du Travail, de l'Emploi et de la Formation Professionnelle* and with the Office of the Clerk of the Labor Court of Paris. It shall enter into effect the day after the date of filing.

Paris, December 3, 2003

### Company representative:

Anne Lauvergeon  
Chairman of the AREVA Executive Board

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### Personnel representatives:

For Austria	Othmar Prexl	EMVI
For Belgium	Jozef Willekens	LBC-NVK
For France	Jean-François Martinez	CFDT
	Charles Sasso	CFDT
	Gilbert Abrami	CFE-CGC
	Dominique Chevalier	CFE-CGC

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For Germany

For Hungary

For Italy

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For the Netherlands

For Spain

Pierre-Jean Coulon	CFTC
Pascal Lepoyvre	CFTC
Jacques Masdebail	CGT
Alain Roumier	CGT
Didier Roch	CGT-FO
Jean Vinault	CGT-FO
Jean-Antoine Veruni	SPAEN
Peter Hartmann	IG Metal
Heidi Heinlein	no tag
Otto Zach	no tag
Béla Janossy	WASAS
Guiseppe Vacante	FIOM-CGIL
Sjaak Sperber	FNV
José Talon	UGT-MCA

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## APPENDIX 1

Provisions of Article L. 439-15 paragraph one of the French Labor Code or paragraph two of Article 2 in the appendix to the 1994 Directive:

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- ✓ the structure of the AREVA Group,
- ✓ its economic and financial situation,
- ✓ future business prospects,
- ✓ production and sales,
- ✓ current employment situation and likely developments,
- ✓ investments,
- ✓ major organizational changes,
- ✓ introduction of new working methods or production processes,
- ✓ production transfers,
- ✓ mergers,
- ✓ reduction in size and shutdown of companies, establishments or major parts thereof,
- ✓ redundancy plans.

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## APPENDIX 2

Terms and conditions for being a member of the Council:

- Be covered by the 1994 Directive
- Be a candidate for EU membership in 2004 (application and entry date approved by the EU)
- Have more than 100 AREVA Group employees per state

Number of employees per state (as at end June 2003):

Austria	257 employees	Liechtenstein	0
Belgium	315 employees	Lithuania	0
Bulgaria	0	Luxembourg	0
Cyprus	0	Malta	0
Czech Republic	0	Netherlands	128
Denmark	0	Norway	0
Estonia	0	Poland	0
Finland	0	Portugal	0
France	29,824 employees	Rumania	0
Germany	3,847 employees	Slovakia	0
Greece	0	Slovenia	0
Hungary	451 employees	Spain	120 employees
Iceland	0	Sweden	28 employees
Ireland	310 employees	Switzerland	1 employee
Italy	304 employees	Turkey	0
Latvia	0	United Kingdom	278 employees

Allocation of seats per state (as at end June 2003):

States represented	Employees per state	Members	Additional members	Total per state
Austria	257 employees	1	0	1
Belgium	315 employees	1	0	1
France	29,824 employees	1	12	13
Germany	3,847 employees	1	3	4
Hungary	451 employees	1	0	1
Ireland	310 employees	1	0	1
Italy	304 employees	1	0	1
Netherlands	128 employees	1	0	1
Spain	120 employees	1	0	1
United Kingdom	278 employees	1	0	1
<b>TOTAL</b>	<b>35,834 employees</b>	<b>10</b>	<b>15</b>	<b>25</b>