



SUGGESTED AGENDA FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDER MEETINGS OF JUNE 1, 2006

Agenda of the Ordinary Shareholder Meeting:

- Management report; Statutory Auditor's report; presentation and approval of the annual statutory accounts; Expenses provided for under articles 39-4 et 39-5 of the French tax code (resolution 1).
- Management report; Statutory Auditor's report; presentation and approval of the annual consolidated accounts (resolution 2).
- Allocation of the year-end results (resolution 3).
- Statutory Auditors' report on agreements with related parties provided for in articles L.225-38 and following of the French commercial code and approval of the agreements listed in said report (resolution 4).
- Director fees to be allocated to the Board of Directors (resolution 5).
- Authorization for the Board to purchase Company shares as provided for in articles L.225-209 and following of the French commercial code within the limit of 5% of the share capital (resolution 6).
- Power of attorney to complete the formalities provided for by law (resolution 7).

Agenda of the Extraordinary Shareholder Meeting:

- Delegation of competence to the Board of Directors to issue shares or other securities giving access to the Company's share capital:
 - to issue securities with preferential right of subscription of the shareholders (resolution 1);
 - to issue securities through public offering without preferential right of subscription of the shareholders (resolution 2);
 - to increase the number of shares to be issued in the context of an increase of the share capital, with or without preferential right of subscription of the shareholders (resolution 3);
 - to increase the share capital by capitalization of reserves, provisions or other sums the capitalization of which would be permitted (resolution 4).
- Delegation of powers to the Board to increase the share capital in consideration for capital contributions in kind (resolution 5).
- Delegation of competence to the Board to increase the share capital for the benefit of a category of investors (resolution 6).

- Delegation of powers to the Board to increase the share capital in connection with a profit sharing plan reserved for the Company's employees (resolution 7).
- Delegation of powers to the Board to issue warrants for designated beneficiaries (resolution 8, 9, 10 and 11).
- Authorization to the Board of Directors to grant stock-options (resolution 12).
- Authorization to the Board of Directors to grant gratuitous existing or new shares (resolution 13).
- Delegation of powers granted to the Board to increase the share capital in cash for the benefit of Pfizer Overseas Pharmaceuticals, without preferential right of subscription of the shareholders (resolution 14).
- Authorization to the Board to increase the share capital in case of take over bid or exchange offer (resolution 15).
- Delegation of powers to the Board to gratuitously issue warrants in case of take over bid on the Company (resolution 16).
- Modification of articles 15, 19bis – I and 19.2 of the by-laws (resolution 17).
- Power of attorney to complete the formalities provided for by law (resolution 18).

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