

PSB INDUSTRIES

Joint-Stock Public Company with capital of €7,350,000
Head Office: Les Pléiades No. 21 - Park Nord - La Bouvarde
74370 METZ-TESSY
Registered with the Annecy Trade and Companies Register under
No. 325 520 013.(55 B 1)

**PROCEEDINGS OF THE REGULAR ANNUAL SHAREHOLDERS' MEETING
27 MAY, 2008**

- I -

On twenty-seventh May, two thousand and six, at ten a.m.:

The Regular Annual Shareholders' Meeting of "PSB INDUSTRIES", a joint-stock public company with capital of €7 350 000, was held at the head office, in Metz Tussy, convened by the Board of Directors following:

- announcement in the publication *Eco des Pays de Savoie* (9 May, 2008),
- a letter (9 May, 2008) to each registered Shareholder,

It is noted in addition that prior notification of the meeting, as required by Article R 225-73 of the French Commercial Code, was published in BALO (*Bulletin des Annonces Légales Obligatoires*) on April 23, 2008.

An attendance sheet was provided, together with proxy and postal voting forms received from Shareholders, and this was initialled by each member of the meeting on arrival.

The meeting was chaired by Mr. Jean-Baptiste Bosson, Chairman of the Board of Directors.

Mr. Alain Wirth and Mr. Jacques Entremont, Shareholders, both of them present and in agreement, were appointed Scrutineers.

Mr. René Chardon was appointed Secretary.

The attendance sheet, certified exact by the officers, established that the shareholders present, represented or having voted by post, held over one quarter of the shares making up the capital stock.

With authority to deliberate, the meeting was therefore declared to be properly constituted.

The Chairman declared that *Mazars*, represented by Mr. Alain Chavance and Mr. Max Dumoulin and *Ernst and Young et Autres*, represented by Mr. Nicolas Job, Statutory Auditors to the company, were duly convened. Mr. Alain Chavance and Mr. Max Dumoulin were present.

- II -

The Chairman made the following documents available to the members of the meeting:

- The attendance sheet with, annexed, proxy and postal vote forms received from Shareholders.
- A copy of the 23 April 2008 issue of *BALO* with notification of the meeting, a copy of the 9 May 2008 *Eco* and a copy of the letter of convocation sent to registered Shareholders.
- A copy of the letter of convocation addressed to the Statutory Auditors, with acknowledgement of receipt.
- The inventory of assets and liabilities of the company at December 31, 2007, with the consolidated financial statements and annual financial statements for this same day.
- The Board of Directors' management report and annexes.
- The Statutory Auditors' opinion.
- The text of resolutions proposed.
- A copy of the company bylaws.

The Chairman then declared that all documents and information stipulated by the legal texts had been sent to Shareholders or held available to them at head office in the form, conditions and time limits provided by these texts.

The meeting acknowledged this declaration.

- III -

The Chairman then noted the agenda of the meeting:

- Approval of the above-mentioned financial statements and consolidated financial statements
– Approval of agreements – Discharge to Board members – Appropriation of earnings.
- Renewal of the authorization to the company to purchase its own stock in order to regularize its trading.
- Setting of the amount of directors' fees allocated to the Board of Directors.
- Renewal of the Directorships of three members of the Board of Directors.
- Powers to perform formalities.

The following reports were then heard:

- the Board of Directors' management report,
- the Auditors' opinion on the performance of the assignment entrusted to them,.
- the Auditors' specific opinion concerning regulated agreements and commitments under Articles L225-38 and ff. of the French Commercial Code.

Discussion was then declared open.

Various observations and comments were exchanged; explanations and clarification were given to Shareholders. Afterwards, since no further participants requested to speak, the Chairman put the following resolutions from the agenda to the vote.

- IV -

First resolution

The Shareholders, after hearing the Board of Directors' management report and the Statutory Co-Auditors' opinion for the period ending December 31, 2007, approve the annual statements as presented, as well as the operations represented by these statements and summarized in these reports.

The Shareholders acknowledge that the statements for the recent period do not take into account expenses that are not deductible for income tax purposes, as identified in Article 39-4 of the French General Tax Code.

Consequently, the Shareholders give the Board final discharge in the execution of their mandate for said period.

This resolution was adopted unanimously.

Second resolution

The Shareholders, after hearing the Statutory Co-Auditors' special opinion concerning the agreements referred to in Articles L225-38 and ff. of the French Commercial Code, approve the terms of that opinion.

This resolution was adopted by 4,383,119 votes in favour and 25,000 votes against.

Third resolution

The Shareholders, on the motion of the Board of Directors, resolve to allocate the period's net earnings of €5,216,537.44 in the following manner:

– A distribution to Shareholders of a €5,145,000.00 dividend, or a net dividend per share of €1.40,

– and the balance of €71,537.44 to be carried to “Other Reserves”.

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Since €0.65 of this €1.40 dividend per share was already paid on January 25, 2008 as an interim dividend (that is, €2,388,750.00), in accordance with a decision of the Board on December 19, 2007, only the balance, or €0.75 per share, remains due (that is, a total of €2,756,250.00) and shall become payable as of June 2, 2008.

With regard to dividends paid to natural persons who are French tax residents, beginning January 1, 2008 they are subject to an 11% withholding for social security levies and then to income tax, after application of a 40% tax exemption on the dividend base, unless before receiving the dividend the beneficiary elects to have the company paying the dividend withhold a 18% flat-rate withholding tax which exempts the dividend balance from income tax.

In accordance with Article 243(a) of the General Tax Code, the Shareholders in meeting make note that over the last three periods the following dividends have been distributed:

<u>Financial year</u>	<u>Dividend per share</u>	<u>Income eligible or not for tax deduction</u>
31/12/2004	1,10 €	50% reduction where applicable
31/12/2005	1,20 €	40% reduction where applicable
31/12/2006	1,35 €	40% reduction where applicable

This resolution was adopted unanimously.

Fourth resolution

Furthermore, the Shareholders, after hearing the Board of Directors’ report on the management of the Group and the Statutory Co-Auditors’ Opinion on the consolidated statements for the period ending December 31, 2007, approve the consolidated financial statements, as well as the operations represented by these statements.

This resolution was adopted unanimously.

Fifth resolution

The Shareholders, on a motion by the Board of Directors, do renew the authorization given by the regular shareholders’ meeting of May 30, 2007 within the provisions of Articles L 225-209 and ff. of the Commercial Code, for the company to undertake the purchase of company stock on the stock exchange, in order to :

- - stimulate trading under a liquidity contract with an investment services provider;
- - purchase stock to hold for subsequent use as exchange or payment in an external growth strategy.

The number of shares held under the present authorization cannot exceed 10% of capital stock, that is, 367,500 shares.

The stock purchased under this authorization and the stock resold shall be traded within the following limitations: the maximum purchase price shall not exceed €50 per share and the minimum sale price must not be less than €25 per share.

Given the maximum purchase price per share, the total amount allocated to buying back stock shall not exceed €18,375,000.00.

This authorization is valid for a period of eighteen months from the date of this meeting. It supersedes the previous authorization.

The stock shall be bought back by market trading or through acquiring blocks of shares as allowed by governing laws and regulations. The program may be accomplished entirely by acquiring blocks of shares. The acquisitions and sales can occur during public trading, within the restrictions imposed by the stock exchange authorities.

The Board shall inform the Regular Shareholders Meeting every year of the transactions carried out under this authorization.

Accordingly, the Shareholders give the Board full power to place trading orders, conclude all agreements in terms of formalities and declarations to all organizations and generally to do what is necessary.

This resolution was adopted by 4,369,488 votes in favour and 38,631 votes against.

Sixth resolution

The Shareholders set at €80,000 the amount of directors' fees allocated to the Board of Directors for FY2008.

This resolution was adopted by 4,399,488 votes in favour and 8,000 votes against, with 631 abstentions.

Seventh resolution

The Shareholders, noting that the Directorships of Mr. Jacques Entremont, Mr. Roger Rosnoble and Mr. Alain Wirth expire with this Shareholders' Meeting, do renew their terms for six more years, that is, until the close of the Regular Shareholders Meeting to be held in 2014 to act upon the financial statements for the period ending December 31, 2013.

This resolution was adopted by 4,161,998 votes in favour and 246,121 votes against.

Each of the Directors whose term was renewed declared that he accepted the renewal of his term of office and that he satisfied the legal and regulatory requirements for serving.

Eighth resolution

The Shareholders confer on the bearer of an original, a copy or an abstract of these minutes full powers to perform all formalities required by law or regulation.

This resolution was adopted by 4,400,119 votes in favour and 8,000 votes against.

Finally, the Chairman then presented the company's prospects for the year 2008.

The agenda completed and no further participants requesting to speak, the Chairman declared the meeting closed.

These minutes of the above proceedings were drawn up, read and signed by the officers.

Chairman

Scrutineers

Secretary