



Société anonyme à Directoire et Conseil de Surveillance au capital de 212 047 480 €  
Siège social, 130 rue de Sully à 92100 Boulogne-Billancourt  
552 142 200 RCS Nanterre

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## **NOTICE OF MEETING Ordinary General Meeting**

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Vallourec's shareholders are invited to the Company's new registered office at 27, avenue du général Leclerc, 92100 Boulogne-Billancourt on 29 May 2007 to attend an Ordinary General Meeting in order to consider the items on the agenda and to decide on the following resolutions. This is the first notice of such Meeting.

As this Meeting will not take place due to an insufficient quorum, notice of such Meeting will be given a second time for the meeting to be held, with the same agenda, at the Palais Brongniart (Grand Auditorium, main entrance), rue Vivienne, 75002 Paris, on Wednesday 6 June 2007 at 5 p.m.

### **AGENDA**

1. Agreements subject to article L. 225-86 of the French code de commerce,
2. Approval of parent company financial statements and management report of the Management Board,
3. Approval of consolidated financial statements,
4. Allocation of net income and dividend distribution,
5. Ratification of the appointment of Mr Edward Krubasik as a member of the Supervisory Board,
6. Renewal of the term of office of Mr Jean-Claude Verdière as a member of the Supervisory Board,
7. Authorization of share buy-back programme,
8. Ratification of the transfer of the Company's registered office.

### **PROPOSED RESOLUTIONS**

#### **FIRST RESOLUTION** *(Approval of the related party transactions)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, having heard the special report of the Auditors in respect of the agreements subject to article L. 225-86 of the French code de commerce, approves the operations stated in that report and records, where relevant, the continuation of agreements authorized previously during the year under review.

**SECOND RESOLUTION** *(Approval of the Company financial statements and the management report of the Management Board)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, having heard the reports of the Management Board, the report of the Chairman of the Supervisory Board on internal control, the report of the Supervisory Board and the general report of the Auditors for the financial year ended 31 December 2006, hereby approves the management report of the Management Board and the Company financial statements for the financial year 2006 as presented, which show net income of € 172,068,021.08.

**THIRD RESOLUTION** *(Approval of the consolidated financial statements)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, having heard the reports of the Management Board, the Supervisory Board and the Auditors, approves the consolidated financial statements for the year ended 31 December 2006 as presented to it, which show net income of € 999,295 thousand.

**FOURTH RESOLUTION** *(Allocation of net income and dividend distribution)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, hereby approves the allocation of net income recommended by the Management Board.

In so doing, it resolves to appropriate from the net income for the financial year an amount of € 4,084.00 to the legal reserve, this being the amount required to take the legal reserve to its statutory amount, and to appropriate the balance of € 172,063,937.08, increased by the amount of € 146,007,282.92 deducted from additional paid-in capital, to give a total of € 318,071,220.00, to the distribution of dividends.

Shareholders are reminded that, at its meeting on 12 September 2006, the Management Board had already decided to distribute an interim dividend of € 2 per share (a total payment of € 103,318,970). This interim dividend was paid on 20 October 2006.

Accordingly, the balance of € 4 shall be paid to each of the 53,011,870 shares representing the share capital at 31 December 2006, corresponding to a total dividend paid to each share in respect of the financial year 2006 of € 6.

The Meeting stipulates that the Company shall not receive any dividend in respect of any of its own shares that it may hold on the payment date. The corresponding amount shall be appropriated to retained earnings. Accordingly, the Meeting authorizes the Management Board, if necessary, to amend the final amount of dividends actually distributed and the final amount appropriated to retained earnings.

The dividend will be paid on 4 July 2007.

In accordance with the provisions of article 158.3 (2<sup>o</sup>) of the French general tax code (*code général des impôts*), this dividend is eligible for the 40% deduction designed to compensate individuals domiciled in France for tax purposes for the abolition of the tax credit.

The General Meeting notes that the dividends granted for the preceding three financial years were as follows:

Financial year	Number of shares (*)	Net dividend per share (in €)	Tax credit per share (in €)	Total income per share (in €)
2003	9,730,226	1.60	0.80 (50%)	2.40
2004	9,869,956	3.20	None	3.20
2005	10,600,332	11.20	None	11.20

(\*) Shareholders are reminded that the number of shares was multiplied by 5 on 18 July 2006

**FIFTH RESOLUTION** *(Ratification of the appointment of a member of the Supervisory Board)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, resolves to ratify the appointment, decided upon by the Supervisory Board on 6 March 2007, of Mr Edward G. Krubasik as a member of the Supervisory Board to replace Mr Wolfgang Leese.

The term of office of Mr Edward G. Krubasik will expire, like that of his predecessor, at the end of the Meeting called to approve the financial statements for the financial year 2007.

**SIXTH RESOLUTION** *(Renewal of the term of office of a member of the Supervisory Board, said term of office having expired)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, resolves to renew the appointment as a member of the Supervisory Board of Mr Jean-Claude Verdière for a term of

three (3) years expiring at the end of the Ordinary General Meeting called to approve the financial statements for the year ended 31 December 2009.

**SEVENTH RESOLUTION** (*Authorization of share buy-back programme*)

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, having heard the reports of the Management Board and Supervisory Board, authorizes the Management Board, in accordance with articles L. 225-209 et seq. of the French code de commerce and the conditions laid down in articles 241-1 to 241-8 of the general regulations (règlement général) of the Autorité des Marchés Financiers and European Regulation no. 2273/2003 of 22 December 2003 implementing EC Directive 2003/6/EC of 28 January 2003, and with the right of sub-delegation in accordance with the conditions prescribed by law, to purchase the Company's shares, or arrange for them to be purchased, with a view to:

- the implementation of any share purchase option plan of the Company in accordance with the provisions of articles L. 225-177 et seq. of the French code de commerce;
- their allocation or sale to employees under the terms of the Company's profit-sharing arrangements and the implementation of any company savings plan in accordance with the provisions prescribed by law, in particular articles L. 443-1 et seq. of the French code du travail;
- the allocation of bonus shares in accordance with the provisions of articles L225-197-1 et seq. of the French code de commerce;
- an investment services provider stimulating the market for or liquidity of the shares under the terms of a liquidity contract in accordance with the code of business ethics recognized by the Autorité des Marchés Financiers;
- carrying out purchases, sales or transfers by any means via an investment services provider, in particular in connection with off-market transactions;
- their use by way of exchange, payment or other use in connection with any acquisition, merger or demerger transaction;
- their use in connection with the exercise of rights attached to marketable securities giving access to the Company's capital via the redemption, conversion, exchange, presentation of a warrant or in any other way; or
- the cancellation of all or part of the shares thus repurchased, subject to the adoption by the Extraordinary General Meeting convened and due to be held today, following this General Meeting, of the ninth resolution submitted to it.

This programme would also aim to enable the Company to operate in any other sector in which it is authorized to operate or would be authorized to operate under existing legislation or regulations. In such circumstances, the Company would inform its shareholders accordingly by means of a press release.

Purchases of the Company's shares may apply to a number of shares such that the number of shares purchased during the duration of the share buy-back programme does not, at any time, exceed 10% of the Company's share capital. Such percentage shall apply to the share capital as adjusted for any transactions that may affect it subsequent to this General Meeting. The terms of the buy-back programme stipulate that the number of shares acquired with a view to being held or subsequently used in connection with a merger, demerger or contribution may not exceed 5% of the Company's share capital and that the number of shares that the Company may hold at any time may not exceed 10% of the Company's share capital on the date concerned.

The purchase, disposal, exchange or transfer of shares may be carried out by the Management Board on one or more occasions, at the times the Board considers appropriate, by any means on the stock exchange or over-the-counter and notably through any intervention on or off the market, public purchase or exchange offer, or the purchase of blocks of shares, including through the use of financial derivatives. The full amount of the repurchase programme may be acquired, ceded, exchanged or transferred by means of blocks of shares. Purchase, disposal, exchange or transfer transactions may take place during the period of a public offering subject to the limits authorized by the prevailing legal and regulatory requirements and subject to the provisions of article 631-6 of the general regulations of the Autorité des Marchés Financiers relating to "black-out periods".

The maximum purchase price of each share is set at the price of the share at the close of the last stock exchange trading session preceding this General Meeting, increased by 50%.

The maximum amount of funds earmarked for the share buy-back programme is € 1 billion.

The General Meeting invests all power in the Management Board, in the event of a change in the nominal value of the Company's shares, a capital increase by means of the capitalization of reserves, the attribution of bonus shares, a stock split or reverse stock split, the distribution of reserves or any other assets, the redemption of capital, or any other transaction affecting the Company's shareholders' equity, to adjust the aforementioned purchase price in order to take account of the impact of such transactions on the value of the Company's shares.

The General Meeting invests all power in the Management Board, with the right of sub-delegation in accordance with the conditions prescribed by law, to decide on and implement this authorization, to specify, if necessary, the terms and procedures for carrying out the buy-back programme, and, in particular, to place any stock exchange orders, conclude any agreements, notably concerning the keeping of registers of purchases and sales of shares, make any declarations to the Autorité des Marchés Financiers or any other body, carry out all formalities and, generally, do all that is necessary.

The Management Board is expressly authorized to delegate to its Chairman, with the latter having the option to sub-delegate to a person of his choice, the execution of decisions taken by the Management Board in connection with this authorization.

This authorization is granted for a period of eighteen months from today.

It renders ineffective, as from today, the unused portion, if any, of the authorization given by the Ordinary General Meeting of 1 June 2006.

**EIGHTH RESOLUTION** *(Ratification of the transfer of the registered office)*

The General Meeting, ruling under the conditions of quorum and majority required for Ordinary General Meetings, ratifies the transfer of the Company's registered office to 27 avenue du Général Leclerc, Boulogne-Billancourt – 92100, France, as authorized by the Supervisory Board at its meeting on 12 September 2006.

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All shareholders, irrespective of the number of shares they hold, have the right to attend this Meeting. Upon application to the Company's registered office or to CACEIS Corporate Trust - Service Assemblées – 14 rue Rouget de Lisle - 92862 Issy Les Moulineaux cedex 09 (fax: 33 (0)1 57 78 35 04), an admission card shall be sent to any shareholder wishing to attend.

In accordance with article R 225 – 87 of the French code de commerce, the right to participate in this meeting is subject to the shares being recorded in accounts in the name of the shareholder or of an intermediary registered on the shareholder's behalf, either in the registered security accounts kept by the Company or in the bearer security accounts kept by the authorized intermediary, by midnight, Paris time, on the third business day preceding the Meeting.

The registration or recording of the shares in bearer security accounts kept by an authorized intermediary must be shown by a certificate of holding issued by said intermediary and attached to the postal voting form or proxy form or request for an admission card drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate shall also be sent to any shareholder wishing to attend the meeting in person who has not received an admission card by midnight, Paris time, on the third business day preceding the Meeting.

In accordance with current legislation, shareholders who cannot attend this Meeting may choose either to nominate another shareholder or their spouse as proxy, or to return a proxy form without indicating a representative, or to vote by post. A single form for voting by post or proxy may be requested at least six days before the Meeting from the Company's registered office or from CACEIS Corporate Trust - Service Assemblées – 14 rue Rouget de Lisle - 92862 Issy Les Moulineaux cedex 09 (fax: 33 (0)1 57 78 35 04). The form shall be sent automatically, by post, to all shareholders whose shares are registered in a fully registered account or in a managed registered account: such shareholders do not need to make a specific request to receive the form.

This single form, together with the certificate of holding, must be sent in such a way that the relevant departments at CACEIS Corporate Trust receive it no later than midnight, Paris time, three days before the holding of the Meeting.

When a shareholder has voted by post, sent in a proxy or requested an admission card, he may no longer choose any other method of participation in the Meeting.

A shareholder who has completed one of the above formalities may nevertheless transfer all or part of his shares. However, if the transfer takes place before midnight, Paris time, on the third business day preceding the Meeting, the Company shall invalidate or amend the distance vote, proxy, admission card or certificate of holding accordingly. To this end, the authorized intermediary and account holder shall notify the Company or its representative of the transfer and send it the necessary information. No transfer or other transaction carried out after midnight, Paris time, on the third day preceding the Meeting, regardless of the means used, shall be notified

by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

Shareholders may obtain the documents covered by articles 135 and 133 of the decree of 23 March 1967 upon request from CACEIS Corporate Trust. These documents shall also be made available to shareholders at the Company's registered office.

Requests for inclusion of draft resolutions on the agenda by shareholders that meet the conditions laid down in article 128 of decree no. 67-236 of 23 March 1967, as amended on 11 December 2006, representing at least 0.580% of the Company's capital either individually or as a group, must be sent to the Company's registered office, together with a brief summary of the reasons for the request, by letter sent by recorded delivery with advice of receipt, no later than twenty-five days before the General Meeting is to be held. Such requests must be accompanied by a certificate of registration. In order for the General Meeting to consider the draft resolutions filed by the shareholders in accordance with the above-mentioned conditions, the shareholders making the request must send an additional certificate showing that the shares were recorded in the same accounts at midnight, Paris time, on the third day preceding the Meeting.

This notice shall qualify as a notice of meeting provided that there are no requests for inclusion of draft resolutions on the agenda.

THE MANAGEMENT BOARD