

Andersen Worldwide Société Coopérative

Convocation

As Andersen Worldwide Société Coopérative currently counts less than three hundred members («partners»), votes may no longer be cast in writing, i.e. by mail or electronic messaging (Article 13[B] of the AW Articles; Section 880 of the Swiss Code of Obligations).

Therefore, the partners of Andersen Worldwide Société Coopérative are hereby invited to attend:

a Meeting of the partners
on 19th March, 2003 at **4:00 p.m.**
at the offices of Andersen Worldwide Société Coopérative
29, route de Pré-Bois, Meyrin, Geneva

The agenda for this meeting is as follows:

1. Presentation of Report of Administrative Council.
2. Ratification of the nomination of Refidar Moore Stephens AG, CH-Glattbrugg, as new auditors for the fiscal year ending 31st January, 2003.
3. Adoption of an amendment to the Articles of Association changing the fiscal year end from 31st August to 31st January (thus prolonging fiscal year 2002 to a seventeen month period).
4. Approval of the financial statements for fiscal period 2002 (1st September, 2001 to 31st January, 2003) attached to the auditors' report.
5. Approval of the Administrative Council Report and ratification of the actions of the members of the Administrative Council, the Board of Partners and the management in respect of their activities during fiscal period 2002.
6. Re-election of the current members of the Administrative Council members for one year.
7. Election of Aldo Cardoso as Chief Executive for one year.
8. Election of Refidar Moore Stephens AG as auditors for one year.
9. Adoption of new Articles of Association.

The proposed Articles will include, among other modifications, changes to the name («AWSC») and the purpose of the Cooperative, to the conditions for admission of partners and the termination of membership; the abrogation of the provisions pertaining to the Board of Partners; amendments to the voting protocols; the deletion of the references to Bylaws, etc.

The proposed Articles of Association, the financial statements and the report of the auditors for fiscal period 2002 will be deposited at the offices of Andersen Worldwide Société Coopérative at 29, route de Pré-Bois, Meyrin, Geneva, ten days prior to the meeting where they may be examined by partners.

In order to be in a position to pass resolutions, the meeting will need to be attended by at least three quarters of all the partners (Article 14[B] of the current Articles). In the absence of such quorum, resolutions requiring the affirmative vote of a majority of all the partners may still be passed if they meet a number of votes equal to the majority of all the partners or, as regards the resolutions on items 3, 6, 7 and 9, if they meet a number of votes equal to two-thirds of all the partners.

If the meeting hereby convened for 19th March, 2003 is attended by less than three-quarters of all the partners and if the resolutions tabled for this meeting cannot be passed with the required number of votes as explained above, a second meeting with the same agenda will be held, without any further notice:

on 26th March, 2003 at **10:00 a.m.**
at the Zürich Airport Hilton
La Place A&B
Hohenbühlstrasse 10, Opfikon

At the said meeting, resolutions will be deemed to have been adopted if they have been approved by the number of votes required by law.

5th March, 2003

The Administrative Council