2008 REFERENCE DOCUMENT

BUREAU VERITAS
1828

BUREAU
VERITAS

Move Forward with Confidence

REFERENCE DOCUMENT 2008

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Copies of this reference document are available free of charge from the registered office of Bureau Veritas at 67-71 Boulevard du Château – 92200 Neuilly-sur-Seine – France. It may also be consulted on the website of Bureau Veritas (**www.bureauveritas.com**) and on the website of the AMF (**www.amf-france.org**).

Pursuant to Article 28 of Commission Regulation (EC) No. 809/2004, the following information is included by reference in this reference document:

- the Management report, consolidated financial statements in respect of fiscal year 2007 as well as the corresponding audit reports set out on pages 89 to 222 of the *Document de référence* filed with the AMF on April 21, 2008 under number R.08-028;
- the consolidated financial statements in respect of fiscal years 2006 as well as the corresponding audit reports set out on pages 177 to 234 of the Document de base filed with the AMF on July 11, 2007 under number I.07-127.

1 Presentation of the Group

1.1. Overview

Founded in 1828, Bureau Veritas considers itself to be the world's second largest group (based on revenue and number of employees in 2008) offering conformity assessment services in the areas of quality, health, safety, environment and social responsibility ("QHSE"), and considers itself to be the world leader for QHSE services excluding commodities testing. The Group's business involves inspecting, testing, auditing or certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and management systems (particularly ISO norms) based on regulatory or voluntarily adopted standards.

The Group is one of the world leaders in the markets where its eight businesses are present:

- ship classification (Marine business);
- industry services (Industry business);
- inspection and verification of equipment in service (In-Service Inspection & Verification business (IVS));
- inspection, audit, measuring and testing services in the fields of health, safety and environment (Health, Safety & Environment business (HSE));
- construction services (Construction business);
- certification of management systems or services (Certification business);
- inspection and testing of consumer products (Consumer Products business); and
- services related to customs control and international trade services (Government Services & International Trade business - GSIT).

The Group currently operates in more than 140 countries through a network of approximately 900 offices and laboratories. It employs over 40,000 people and serves approximately 370,000 customers.

1.2. Selected financial information

The tables below set forth information taken from the Group's consolidated financial statements for the years ended December 31, 2006, 2007 and 2008 which were prepared and audited in accordance with IFRS.

This information should be read and evaluated in conjunction with the Group's audited financial statements and the notes thereto presented in Chapter IV - 2008 Consolidated financial statements.

Selected income statement data of Bureau Veritas

(in millions of euros)	2008	2007	2006
Revenue	2,549.4	2,066.9	1,846.2
Adjusted operating profit [a]	387.6	312.1	268.3
Adjusted operating margin in %	15.2%	15.1%	14.5%
Net finance costs	(69.7)	(47.7)	(37.9)
Attributable net profit	217.2	158.4	154.0
Adjusted attributable net profit [a]	**231.4**	**193.2**	**162.0**

(a) Before income and expenses related to acquisitions and other elements considered as non-recurring.

Reconciliation of operating profit with adjusted operating profit

(in millions of euros)	2008	2007	2006
Operating profit	**368.5**	**265.5**	**257.1**
Amortization of intangible assets resulting from business combinations	17.9	9.6	5.0
Goodwill impairment	1.2	0.3	-
Income from disposal of businesses	-	-	1.9
Reorganization costs	-	-	2.3
Management fees paid to the principal shareholder	-	1.6	2.0
Initial public offering related expenses	-	35.1	-
Adjusted operating profit	**387.6**	**312.1**	**268.3**

Selected cash flow data of Bureau Veritas

(in millions of euros)	2008	2007	2006
Consolidated net profit	**223.6**	**163.5**	**157.1**
Movements in working capital	(62.5)	(10.1)	(17.5)
Net cash generated from operating activities	**315.4**	**217.3**	**203.0**
Purchases of property, plant and equipment and intangible assets	(88.1)	(51.0)	(44.4)
Proceeds from sales of property, plant and equipment and intangible assets	2.0	1.5	4.9
Dividends received	-	1.3	2.8
Interest paid	(40.0)	(35.5)	(28.8)
Levered free cash flow	**189.3**	**133.6**	**137.5**

Selected balance sheet data

(in millions of euros)	2008	2007	2006
Total non-current assets	1,258.8	898.9	718.9
Total current assets	1,009.4	910.3	701.1
Total equity	283.8	165.5	228.1
Non-current financial liabilities	978.6	742.2	449.8
Other non-current liabilities	246.6	190.3	177.9
Current liabilities	756.3	716.7	564.2
Net financial debt [(a)]	**907.7**	**667.3**	**387.6**

(a) Net financial debt is defined as the Group's total financial liabilities less marketable securities and similar assets and cash on hand.

Revenue by business 2006-2008

(in millions of euros)	2008	2007	2006
Marine	293.5	247.2	208.9
Industry [(a)]	482.0	311.1	231.5
In-Service Inspection & Verification	330.2	267.8	242.9
Health, Safety & Environment	248.0	206.1	188.9
Construction	464.4	391.7	375.4
Certification	273.3	243.6	230.4
Consumer Products	306.4	259.2	248.3
Government Services & International Trade [(a)]	151.6	140.2	145.1
Consolidated revenue	**2,549.4**	**2,066.9**	**1,846.2**

(a) As of January 1, 2008, CCI's coal testing activities has been reclassified from the Government Services & International Trade business to the Industry business and 2007 figures have been restated accordingly.

Adjusted operating profit by business 2006-2008

(in millions of euros)	2008	2007	2006
Marine	87.5	70.1	51.0
Industry [(a)]	62.4	35.7	26.7
In-Service Inspection & Verification	36.9	25.1	25.5
Health, Safety & Environment	11.5	12.7	16.9
Construction	48.4	45.9	35.7
Certification	50.5	45.3	42.7
Consumer Products	70.8	56.6	54.8
Government Services & International Trade [(a)]	19.6	20.7	15.0
Consolidated adjusted operating profit	**387.6**	**312.1**	**268.3**

(a) As of January 1, 2008, CCI's coal testing activities has been reclassified from the Government Services & International Trade business to the Industry business and 2007 figures have been restated accordingly.

1.3. History

Bureau Veritas was founded in 1828 in Antwerp, Belgium, for the initial purpose of collecting, verifying and providing maritime insurance companies with precise and up-to-date information about the condition of ships and their equipment around the world. Bureau Veritas' headquarters were transferred to Paris in 1833, and an international network was rapidly created to follow classed ships, first in Europe, then in North and South America, and ultimately in the principal ports in the rest of the world.

At the beginning of the twentieth century, the Company engaged in new activities such as the inspection of metallic parts and equipment inspection for the rail industry, and subsequently for the whole industrial sector. In 1922, the French government hired Bureau Veritas to control the airworthiness of civil aircraft. In 1927, the Company created a department in charge of inspecting trucks and buses.

In 1929 Bureau Veritas created a building technical control department and opened its first laboratories near Paris to provide clients with metallurgical and chemical analyses, as well as testing services for construction materials.

From 1980 to 1990, two new global businesses were launched which enabled the Group to increase the scope of its operations:

- in 1984, the government of Nigeria asked Bureau Veritas to set up a merchandise inspection system for goods to be imported into the country before their shipment. This contract initiated a new global business, called Government Services. Numerous countries in Africa, Latin America and Asia have since hired Bureau Veritas to set up pre-shipment inspection programs for products they import; and
- in 1988, as quality management was becoming a priority for businesses, Bureau Veritas created a subsidiary called BVQI (renamed Bureau Veritas Certification) to help client businesses and organizations obtain the ISO 9001 quality certification. A strategy of worldwide deployment of this business was carried out from the beginning, and Bureau Veritas Certification is today the world leader in systems certification.

In 1995, CGIP (now, Wendel) and Poincaré Investissements together acquired the majority of the capital of Bureau Veritas, giving a new impetus to the development of the Company. In addition, several changes in the market benefited the business of inspection, certification and laboratory testing: strong growth in world trade, the sophistication and globalization of supply chains, the reinforcement of the regulatory environment in the fields of health and safety, environment and social responsibility as a result of growing pressure from public opinion and non-governmental organizations, and more recently the renewal of global investments in the energy production and transportation and commodities sectors.

The Group has adopted an active growth strategy, both internally and externally, to become the world leader in the market for conformity assessment and certification services, to strengthen its leadership position in each of its eight global businesses and acquire critical size in each of the countries where it operates. Among the initiatives launched in the last ten years, some are particularly significant:

- in 1996, the Group acquired 100% of the capital of CEP in France, thus becoming the leader for conformity assessment in the field of construction in France;
- the acquisition and merger of the American companies ACTS (in 1998) and MTL (in 2001), both specializing in consumer products laboratory testing, enabled Bureau Veritas to add a new business to its portfolio. Accordingly, over the period of a few years Bureau Veritas became one of the principal global players for laboratory testing and inspecting the full range of consumer products manufactured in Asia and sold through major distributors in the United States and Europe. More recently, the Group reinforced this business by developing a solid presence in the electric and electronic products laboratory testing markets, with the acquisition of specialized laboratories in France, the United States, China and Taiwan;
- in the United States, Bureau Veritas became a key player in the field of construction services, with the successive acquisitions of US Laboratories in 2003, of Berryman & Henigar (West Coast and Florida), Graham Marcus (Texas) and LP2A (Northern California). Similarly, in the field of HSE (Health, Safety & Environment) services, Bureau Veritas acquired Clayton Group Services, followed by the integration of NATLSCO. Finally, an industrial inspection group was created using the capabilities of the Hunt and Unitek companies and the inspection business of the OneBeacon insurance group;
- in the United Kingdom, the acquisition in 2002 of the Weeks group enabled the Group to create an inspection and consulting group in the environmental field, and to take advantage of strong capabilities in testing construction materials and analytical chemistry. The acquisition of the inspection business of the Norwich Union insurance company, and more recently, the integration of Casella enabled the Group to establish an IVS (In-Service Inspection & Verification) business and an HSE services group;
- in Australia, Bureau Veritas has established a platform via successive acquisitions in 2006 and 2007 in the HSE, industry services (more specifically for the mining industry) and laboratory testing of coal. The Group acquired three companies in 2006 (Kilpatrick, Intico and IRC), and in June 2007, it acquired CCI Holdings, the second largest inspection services group and the leader in the laboratory testing of coal in Australia. The latter acquisition allowed Bureau Veritas to double its presence in Australia by strengthening its position in inspection services for the mining industry and by rounding off its ore testing services offering;

- in Spain, Bureau Veritas, which held 43% of the share capital of the Spanish company ECA Global, acquired the remaining share capital in this company, thereby bringing its interest to 100% in October 2007. Following this acquisition, Bureau Veritas has more than tripled in size in Spain, with leadership in the field of industry services, in-service equipment verification, certification and building technical control. Spain now represents the Group's second largest operation (behind France); and
- in 2008, Bureau Veritas set up a global service platform for the mining industry, mainly with the acquisition of Amdel, Australia's leader in the laboratory analysis of ores (geochemical, mineralogical and metallurgical tests). The companies Cesmec (Peru) and Geoanalitica (Chile) acquired during the year have also supplemented this platform in Latin America.

Acquisition of Bureau Veritas by Wendel

The Wendel group, co-shareholder of Bureau Veritas since 1995 with the Poincaré Investissements group, progressively acquired the full control of Bureau Veritas during 2004.

In 2004, the Wendel group and Poincaré Investissements held, respectively, 33.8% and 32.1% of the capital and voting rights of Bureau Veritas, the balance being held by individual investors. On September 10, 2004, Wendel and the shareholders of Poincaré Investissements reached an agreement for the sale to Wendel of 100% of the capital held by Poincaré Investissements. Following the conclusion of this transaction at the end of 2004, Wendel held 65.9% of the capital and voting rights of Bureau Veritas; the acquisition of the interest held by Poincaré Investissements represented a €660 million investment for Wendel.

Concurrently with acquiring control of Bureau Veritas, Wendel proposed to the minority shareholders of Bureau Veritas that they sell their interests under terms similar to those offered in connection with the acquisition of control. This private purchase and sale offer (the "Offer") included two options:

- a cash offer to purchase shares of Bureau Veritas for €140 per share; and
- an offer to exchange ten shares in Bureau Veritas for 27 shares in Wendel. The cash offer was presented by SOFU Participations, a fully owned subsidiary of Wendel, and the exchange offer by Wendel directly.

The Offer enabled the Wendel group to increase its interest to 99% of the capital and voting rights of Bureau Veritas.

In total, the consolidated cost for Wendel of its investment in Bureau Veritas amounts to €1.41 billion.

Initial public offering (IPO)

Bureau Veritas was listed on Euronext Paris on October 24, 2007. The listing was a great success with French and international institutional investors as well as with individual investors. The high quality of the demand and high level of institutional take-up, exceeding 10 times the initial offering, made it possible to set the listing price at the top of the range, at €37.75 per share.

The offering, comprised of existing shares, for the most part disposed of by the Wendel group, amounted to €1,240 million, namely around 31% of the capital of Bureau Veritas. Accordingly, on December 31, 2008, Wendel held 62.6% of the share capital of Bureau Veritas (excluding treasury shares).

Proceeds from 10% of Bureau Veritas Capital

On March 5, 2009, Wendel group sold through a private placement 11 millions of Bureau Veritas' shares for €25 per share. Upon completion of this private placement, Wendel held 51% of the capital of Bureau Veritas.

1.4. Business overview

This chapter presents information concerning the Group's markets and market positioning, including information about market size and share. The Group defines its business as the market for conformity assessment and certification services in the areas of quality, health, safety, environment and social responsibility ("QHSE").

To the Group's knowledge, there is no comprehensive report covering or dealing with the market for conformity assessment and certification services. As a result, and unless otherwise stated, the information presented in this chapter regarding market and segment size and share for conformity assessment and certification services reflects the Group's estimates and is provided on an indicative basis only. The Group gives no assurance that a third party using other methods for collecting, analyzing or compiling market data would arrive at the same results. In addition, the Group's competitors may define these markets differently. Because the data regarding market share and size presented in this chapter are only Group estimates, they do not constitute official data.

1.4.1. Overview

Founded in 1828, Bureau Veritas believes it is the world's second largest group (based on revenue and number of employees in 2008) offering conformity assessment and certification services in the areas of quality, health, safety, environment and social responsibility ("QHSE") and believes it is the world leader for QHSE services excluding commodities testing.

The Group currently operates in more than 140 countries through a network of approximately 900 offices and laboratories. It employs more than 40,000 people and serves approximately 370,000 customers.

The Group's business involves inspecting, testing, auditing or certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and management systems (particularly against ISO standards) based on regulatory or voluntarily adopted standards. The Group delivers to its clients reports prepared by its experts or specialists that present the results of its observations and analyses, and which measure any differences with respect to the reference, regulation and/or standard. In some cases, the Group may propose solutions to enable its clients to improve their QHSE performance or to comply with the relevant references or regulations. The Group also offers a range of consulting and training services.

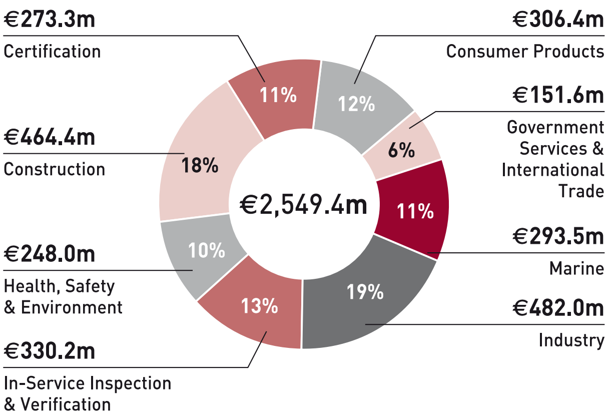
The Group is one of the world leaders in the markets where its eight businesses are present:

- ship classification (Marine);
- industry services (Industry);
- inspection and verification of equipment in service (In-Service Inspection & Verification business (IVS));
- inspection, audit, measurement and testing services in the fields of health, safety and environment (Health, Safety & Environment (HSE));
- construction services (Construction);
- certification of management systems or services (Certification);
- inspection and testing of consumer products (Consumer Products); and
- services related to customs control and international trade services (Government Services & International Trade - GSIT).

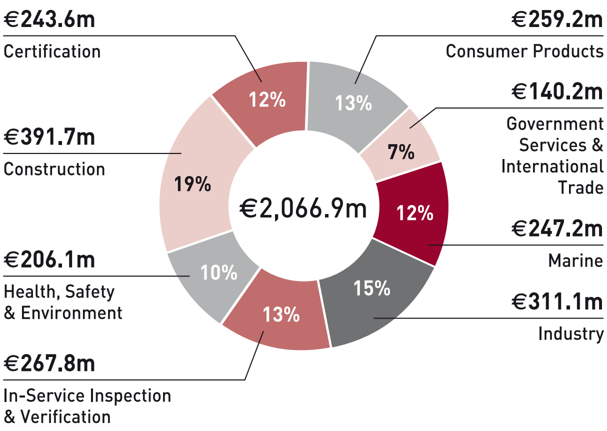
Due to the nature of their operations, the Marine, Consumer Products and GSIT businesses have been organized on a global basis. On the other hand, the Industry, IVS, HSE, Construction and Certification businesses, which serve similar clients and which have complementary service portfolios, are grouped together in a larger organization called the "Industry & Facilities" division (accounting for 71% of the Group's revenue in 2008), which facilitates cross-selling and takes advantage of economies of scale.

The charts below present the Group's revenue by business and geographic zone in 2007 and 2008:

2008 revenue by business

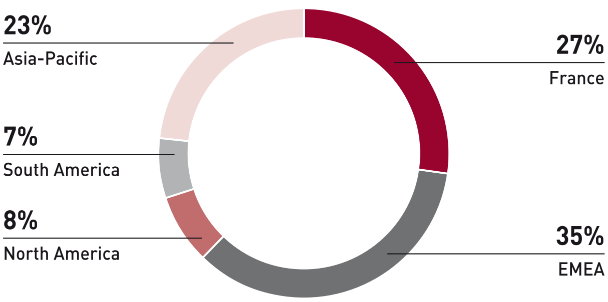


2007 revenue by business

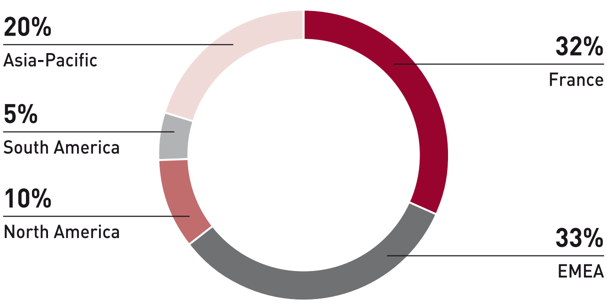


In 2008, the Group carried out an internal reorganization of its activities. The main impact was moving CCI's coal testing activities from the "Government Services & International Trade" business to the "Industry" business. The 2007 segment analysis was restated accordingly.

2008 revenue by geographical area



2007 revenue by geographical area



In 2008, geographic zones were grouped together to make comparisons easier with other companies listed on Euronext. The following modifications were made:

- the creation of an EMEA zone that includes the areas of Europe (excluding France), Africa and the Middle East; and
- the alteration of the geographic zone of Asia-Pacific and the Middle East: creation of an Asia-Pacific zone and attachment of the Middle East to the EMEA zone.

2007 figures have been restated accordingly.

In 2008, the Group recorded revenue of €2,549.4 million and attributable net profit of €217.2 million. The table below illustrates the Group's main financial indicators over the past three years.

(in millions of euros)	2008	2007	2006
Revenue	2,549.4	2,066.9	1,846.2
Adjusted operating profit [(a)]	387.6	312.1	268.3
Attributable net profit	217.2	158.4	154.0
Net cash generated from operating activities	**315.4**	**217.3**	**203.0**
Net financial debt	907.6	667.3	387.6
Levered free cash flow	**189.3**	**133.6**	**137.5**

(a) Adjusted operating profit is defined as operating profit before income and expenses related to acquisitions and other elements considered as non-recurring.

1.4.2. The market

MARKETS WITH FAVORABLE LONG-TERM TRENDS

The Group believes that the markets it serves represent a total level of accessible revenue of over €50 billion. It considers that the accessible market includes Group revenue, the revenue of its competitors and similar activities conducted internally by clients of the Group or its competitors and which could be outsourced to the Group or its competitors.

The Company believes that the total accessible market should increase in the medium-term (assuming no material change in macro-economic conditions) at a rate of 5% to 7% per year (excluding outsourcing and privatization), although this may vary considerably between markets and geographic zones.

These markets benefit from favorable long-term trends, in particular:

- the multiplication and strengthening of QHSE regulations and standards:

  The increasing sensitivity of public opinion to the management of QHSE-related risks has led to the multiplication, strengthening and convergence of QHSE regulations, as well as the development of non-regulatory standards and quality labels in the industrialized countries. Similarly, the maritime industry is in the process of introducing new regulations associated with ballast water management (2009) or the provision of a "Green Passport" intended to enhance the auditing of dangerous materials used on board ships while in use and when broken up. In the United States, toys recalled by a number of distribution groups led Congress to pass, in August 2008, the *Consumer Product Safety Improvement Act*, which aims to enhance the auditing of dangerous materials present in products aimed at children;

- the privatization of control and inspection functions:

  Public authorities are increasingly tending to request the assistance of, or delegate their control activities to, private companies, which are organized to be very responsive and possess an international network of expertise. The Group has taken a lead in this area. For example, over the last five years, Japanese authorities have decided to privatize the activities related to the assessment of conformity of construction permits to local codes for new constructions, thus opening a new market in which the Group is now active. In June 2007, the law governing the assessment of conformity of driving licenses was strengthened in order to increase the number of controls to be carried out by third parties. The Japanese government is now planning to introduce, in 2009, a ten-year guarantee law with respect to all new constructions, similar to the French law. In Eastern Europe, Bulgaria and Romania are on the point of privatizing their in-service inspection and product certification activities;

- the outsourcing of audit and inspection functions:

  Companies increasingly outsource their control and inspection functions in QHSE areas to specialized companies. By relying on companies such as Bureau Veritas, which possess experts, know-how and methodologies applied consistently throughout the world, they are able to improve their management of QHSE-related risks across their facilities worldwide, thereby reducing costs.

  This increasing trend toward outsourcing of audit and inspection functions can be seen in all of the Group's markets (as set forth in the table below showing growth factors in key markets); in particular the IVS and Construction businesses. For example, for the IVS business, in certain countries in Europe, managers responsible for carrying out periodic inspections of their facilities (for example, elevators, pressure equipment, electric installations and fire protection systems) increasingly rely on companies such as the Group rather than perform these functions internally. There is also an underlying trend toward outsourcing laboratory testing in the areas of consumer products, mines, commodities trade or HSE; accordingly, in the Mining and Minerals activity, mining groups are increasingly tending to outsource their chemical testing activities aimed at identifying the ore content of their deposits, both during the exploration phases and during production. This outsourcing, which is already at an advanced stage in countries like Australia and Canada, is set to continue in these countries and in other mining countries too;

- increased demand for improved management of QHSE risks:

  Growing public and consumer concern over the management of QHSE risks is leading companies to invest more heavily in this area in order to assure their clients of the quality of their goods and services. New labels designed to ensure that the construction of new buildings is done in a sustainable manner (HQE in France, LEED in the United States, BREEAM in the United Kingdom) are being established worldwide;

- the development of responsible management:

  Beyond complying with regulations and the desire to appear as responsible corporate "citizens", companies now believe that proactive management of QHSE issues offers a way to create value and provide corporate stability. They increasingly seek to manage asset integrity and product quality throughout the supply and distribution chain, and the control of QHSE-related risks has become a management priority;

- market globalization and growth in international trade:

  The globalization of trade and markets, as well as the migration of manufacturing to low-cost regions, creates an increasing need for services such as the inspection and verification of traded goods' quality and the conformity assessment of manufacturing facilities or building facilities with health, safety and environment standards. As illustrated by the graph below, international trade growth has historically been about 2%-3% above the rate of world economic growth.

Source: IMF (International Monetary Fund) - World Economic Outlook

The globalization of markets has also led to strong growth in newly industrialized countries (such as Brazil, Russia, India and China), that now also invest in large infrastructure and energy projects, and the growing internationalization of large industrial and service companies.

The Group believes that the main growth drivers in its markets are as set forth below:

Sector	Estimated market size [a]	Growth factors	Extent of outsourcing
Marine	Over €2 billion	Growth in international trade New regulations (for example, recycling used ships) Migration of manufacturing activities to Asia	High
Industry	Approximately €12 billion	Migration of manufacturing activities to Asia Increase in investment in industrial infrastructures (such as oil and gas, power, ores) or in certain countries (such as China, India, Brazil, Russia) New QHSE regulations and strengthening of existing regulations Minerals demand and rise in ore prices	Medium
IVS	Over €7 billion in Europe	Regulatory harmonization in Europe Privatization Outsourcing of inspection functions	Low
HSE	Between €10 and €15 billion (excluding laboratory testing)	Increased HSE awareness (global warming, occupier risks and work-related risks) New regulations Development of responsible management	Medium
Construction	Over €10 billion	New regulations (high-performance, energy efficiency) Privatization New services (asset management assistance)	Low
Certification	Over €3 billion	Globalization of ISO standards New certification schemes	High (except for specifically designed audits)
Consumer Products	Approximately €4 billion (excluding food testing)	Shorter product life cycles Outsourcing inspection and verification services New regulations Optimization of supply chains	Medium
Government Services & International Trade	Over €4 billion (excluding automotive services)	Growth in international trade Increasing demand for greater international trade security	High for Government Services; Medium for International Trade Services

(a) Source: Company.

A MARKET WITH HIGH BARRIERS TO ENTRY

The emergence of new global players is made difficult by the existence of substantial barriers to entry, in particular:

- the need to possess authorizations and accreditations in each country and region of the world in order to do business. Obtaining an authorization or accreditation is a lengthy process which requires establishing effective internal control systems of inspection and verification activities. Acquiring a broad portfolio of authorizations and accreditations is therefore a long-term process;
- the need to have a dense geographic network at both local and international levels. Local network density is particularly important to easily expand the portfolio of services, approach local clients and benefit from economies of scale. At the same time, an international network makes it possible to support global clients at all their facilities and for all of their QHSE needs throughout the world;

- the need to offer a broad range of services and inspections, particularly to serve key accounts, to undertake certain large contracts, or to be differentiated from local players who do not have the resources or capabilities to offer a variety of services and high value-added solutions. For instance, retailers usually require their testing services providers also to inspect their source manufacturers. Similarly, major oil companies require their QHSE service providers to assist them across the entire lifecycle of their facilities (technical audit services, inspection services upon equipment installation or assistance in managing facilities' maintenance);
- the need to have first rank technical experts. The technical skills and professionalism of its teams allow the Group to distinguish itself relative to its competitors by providing its clients with high added-value solutions;
- the need for a strong reputation of integrity and independence to enable the creation of long-term partnerships with companies in connection with the management of their QHSE-related risks; and
- the importance of having an internationally recognized brand.

These substantial barriers to entry explain the high level of stability among the world leaders in QHSE conformity assessment and certification services.

A FRAGMENTED MARKET UNDERGOING CONSOLIDATION

Most of the markets in which the Group operates are highly fragmented, particularly for those addressed by the businesses in the Industry & Facilities division. There are several hundreds of local or regional players specialized by market or type of service, as well as a few global players (the Swiss company SGS, the British company Intertek and the Norwegian company DNV). Some competitors are also state-owned or quasi-state-owned organizations or are registered as associations (for example, the American Bureau of Shipping in the marine sector, Underwriters Laboratories in the consumer products sector, or the German TUV companies in the Industry & Facilities sector).

The Group believes that the competitive environment of its different markets can be summarized as set forth below:

	Degree of market fragmentation	Competitive environment
Marine	Medium	10 members of the International Association of Classification Societies (IACS), including Bureau Veritas, classify 90% of the global shipping fleet.
Industry	High, and medium for the Mining and Minerals activity	A few large European or global players (Bureau Veritas, DNV, TÜV Sud, TÜV Rheinland, TÜV Nord, SGS, Lloyd's Register, Apave, Moody International). Large number of highly specialized local players. For Mining and Minerals: only two global players (SGS and ALS Chemex), a few regional groups, and numerous specialized local players.
IVS	High	A few large local or European players (Bureau Veritas, Apave, Norisko-Dekra, Socotec, TÜV Sud, TÜV Rheinland, Lloyd's Register, Applus, insurance companies). A large number of local players.
HSE	High	A few global players (RPS, URS, ERM, Bureau Veritas, Dupont Safety, SGS) with very differing service offerings. A large number of local and national players.
Construction	High	A few large regional players (Socotec and Apave in France, Applus in Spain, PSI and RPS in the United States, Nihon Teri in Japan), many local players. Only one global player: Bureau Veritas.
Certification	High	A few global players (Bureau Veritas, SGS, DNV, BSI, Lloyd's Register), quasi-state-owned national certification bodies, and many local players.
Consumer Products (excluding food testing)	Medium	Relatively concentrated market for toys, textiles and furnishings with three world leaders (Bureau Veritas, SGS and Intertek). Market more fragmented for electrical and electronic goods where Underwriters Labs. is the leader ahead of Intertek.
Government Services & International Trade	Low	4 main players for Government Services (SGS, Intertek, Bureau Veritas and Cotecna). 4 main players in each of the commodities markets (food, oil products, and minerals). These markets are dominated by SGS and Intertek.

The Group believes that the consolidation of the QHSE services market, particularly in the most fragmented segments, is becoming more pronounced principally due to the major players' desire to increase their local market presence and position themselves to serve large international clients for all their QHSE needs throughout the world.

In light of its global presence, its position as one of the world leaders in each of its businesses and its experience in carrying out acquisitions, the Group believes that it is well positioned to be one of the key consolidators of the industry.

1.4.3. The Group's competitive advantages

A WORLD LEADER IN EACH OF ITS EIGHT GLOBAL BUSINESSES

Bureau Veritas believes it is the world's second largest group (based on revenue and number of employees in 2008) provider of conformity assessment and certification services in the fields of quality, health, safety, environment and social responsibility ("QHSE") and believes it is the world leader in QHSE services excluding commodities testing. It is one of the leading world players in each of the market segments where its eight businesses are present, and it believes that in some market segments it is the world leader:

- Marine: number two worldwide by number of classed vessels;
- Industry: one of the three world leaders. Strong positions in Europe, the United States and Australia, as well as in Energy markets in the Middle East, Asia and Latin America;
- IVS: one of the three world leaders, with key positions in France, Spain, the United Kingdom and the Benelux;
- HSE: number four in the world, with strong positions in France, the United Kingdom, the United States, Brazil and Australia;
- Construction: world leader, with strong positions in France, Spain, the United Kingdom, the United States and Japan;
- Certification: world leader with more than 100,000 customers;
- Consumer Products: world leader for toys testing and number two worldwide for textiles testing; and
- GSIT: one of the four world leaders in government services and developing a niche position in the commodities sector.

SOLID POSITIONS ON GROWING MARKETS WITH STRONG POTENTIAL

The Group is a world leader in key market segments that have a strong growth potential.

The Group enjoys leadership positions in market segments which have recently shown strong growth, such as Marine, Consumer Products or Energy. Over the last three years, the Group's revenue in the Marine, Consumer Products and Energy sectors has increased at an average annual rate of 18%, 14% and 32%, respectively (including a 37% growth for the Oil and Gas segment of the Industry & Facilities division).

Through the five businesses forming the Industry & Facilities division (Industry, IVS, HSE, Construction and Certification), Bureau Veritas is also the only global player positioned in all areas of industry and construction. This unique presence in complementary segments allows the Group to support its clients throughout the lifecycle of their equipment, facilities or infrastructure and offers important opportunities to cross-sell its services among different businesses. The Group believes that strengthening its presence in these five segments should offer attractive growth opportunities over the coming years in view of their size and degree of fragmentation and the trend toward privatization and outsourcing of control and inspection activities.

The Group has operations in all regions with strong economic growth potential (Asia, the Middle East, India, Latin America, Russia and the Caspian Sea), which together represented 35% of the Group's consolidated revenue in 2008. In these regions, the Group's revenue has grown on average 26% since 2004 with operating margins in these regions superior to the Group's average. Reinforcing the Group's positions of each of its eight businesses in these regions is a major component of its growth strategy.

For example, the Group, which in 1902 was the first foreign classification company to establish a presence in China and Taiwan, recorded €289 million in revenue in China in 2008 and had over 5,000 employees in the region in its Marine, Consumer Products, Industry, Construction and Certification businesses. The Group plans to continue to expand its presence in China by opening new offices and laboratories and systematically developing its eight global businesses, in order to continue to benefit from growth in the China-Hong Kong-Taiwan zone. The Group's revenue in this zone grew at an average annual rate of 24% between 2004 and 2008.

AN EFFICIENT INTERNATIONAL NETWORK

With 900 offices and laboratories in 140 countries, the Group is one of the three market players with a comprehensive worldwide network.

AMERICAS	FRANCE	EMEA (excl. France)	ASIA-PACIFIC
153 offices including 31 laboratories	165 offices including 14 laboratories	388 offices including 45 laboratories	205 offices including 66 laboratories
8,000 employees	7,400 employees	11,300 employees	13,300 employees




Bureau Veritas' worldwide network offers significant competitive advantages:

- key geographic positions allow the Group to accompany multinational clients on a worldwide basis;
- extensive knowledge of the regulations, standards and norms in effect in a large number of countries (both developed and developing) enable the Group to help its customers to export or invest in new markets while complying with local regulations and contributing to the development of sustainable development;
- multicultural teams, with expertise in a large number of technical fields and extensive knowledge of industrial markets allow the Group to better understand its customers' QHSE-related issues and thus to provide them with unique solutions; and
- a solid reputation for technical expertise in the leading industrialized countries generates strong recognition among customers.

TECHNICAL EXPERTISE RECOGNIZED BY DELEGATING AUTHORITIES AND NUMEROUS ACCREDITATION BODIES

The Group acts in most of its businesses as a second party (participating on behalf of a client) or as a third party (participating as an independent entity with regard to several parties), on behalf of accreditation authorities or organizations to verify that its clients are complying with their regulatory requirements.

Over the years, the Group has acquired skills and know-how in a large number of technical areas, as well as a broad knowledge of QHSE regulations. The Group is currently authorized or accredited as a second or third party by a large number of national and international delegating authorities and accreditation bodies.

For example, in its Marine business, the Group is recognized by 130 States that delegate their ship certification functions to the Group. In its Certification business, the Group is also accredited by more than 30 national certification organizations. The Group is also accredited by the European Union as a "notified body" for inspecting the application of European directives for the certification of equipment destined to be used in Europe ("CE marking").

The Group constantly seeks to maintain, renew and extend its portfolio of accreditations and authorizations. It is subject to regular controls and audits by authorities and accreditation bodies to ensure that the Group's procedures, the qualification of its employees and its management systems comply with applicable standards, norms, references or regulations.

In addition, and with respect to its non-delegated activities, the Group enjoys a reputation of technical expertise and independence which results in a solid position as a long-term partner of companies that must comply with QHSE rules and obtain the required authorizations to fully engage in their business.

A SUCCESSFUL ACQUISITION TRACK RECORD

To accelerate its growth, reinforce its network (both to expand its presence and to densify its existing network) and acquire new capabilities, for ten years the Group had a policy of acquiring small- and mid-sized businesses whose activities match those of its eight businesses. The Group has thus acquired over 70 companies over the period from 2001 to 2008, representing an additional revenue exceeding €850 million. Historically, these acquisitions were carried out mainly in the Consumer Products business and the Industry & Facilities division. In 2007 the Group carried out its first major project in commodity inspection and testing following its acquisition of CCI. In 2008, it acquired Amdel, Australia's leader in the laboratory analysis of ores (geochemical, mineralogical and metallurgical tests). This acquisition opens up significant opportunities in the mining industry with, on the one hand, the potential to roll out its activities in the laboratory analysis of minerals using the Bureau Veritas network, in particular in Africa and Latin America, and, on the other, the possibility of developing all QHSE inspection and certification services to large mining industry accounts.

The table below illustrates the share of growth in the Group's revenue growth since 2001 represented by external growth and illustrates the balance between external growth (through acquisitions) and organic growth, a key factor in the Group's development.

	2001	2002	2003	2004	2005	2006	2007	2008
Organic growth	10%	7%	12%	10%	6%	7%	10%	13%
External growth	9%	7%	7%	4%	9%	5%	5%	14%
Effect of currency fluctuations	(2)%	(4)%	(8)%	(4)%	1%	-	(3)%	(4)%
Other (inclusion in consolidation perimeter) [a]	1%	3%	1%	1%	-	-	-	-
TOTAL GROWTH	**19%**	**13%**	**12%**	**11%**	**16%**	**12%**	**12%**	**23%**

(a) Indicates the impact of the consolidation of companies created by the Group.

The Group achieved revenue and cost synergies that have enabled it to progressively improve the profitability of acquired companies and integrate them into the Group's *business model*.

For example, the Group created the Consumer Products business through successive acquisitions in the United States, Europe and Asia. Within its Industry & Facilities division, the growth platforms were established in the United States, the United Kingdom and, more recently, Australia initially through acquisitions. The Group has also been using acquisitions to expand the geographic network of its HSE business since 2002.

A PORTFOLIO OF DIVERSIFIED AND RECURRING BUSINESS

The Group's resilience to different economic cycles results from the factors below:

- the Group possesses a business portfolio which is diversified both geographically and by activity. In 2008, the Industry business, the largest business in the Group, represented only 19% of its consolidated revenue, and each of the seven other businesses represented between 6% and 18% of its consolidated revenue. Revenue by geographic zone was also split in 2008 between France (27% of consolidated revenue), the Europe - Middle East - Africa (EMEA) region (35%), the Americas (15%), and the Asia-Pacific region (23%). Finally, each of the Group's eight global businesses offers a portfolio of services provided throughout the investment cycle and the lifecycle of equipment, infrastructure and products;

- the Group benefits from a fragmented client base. With approximately 370,000 customers, average annual revenue per customer amounts to less than €7,000. In addition, the Group's revenue is only marginally dependent on major customers. In 2008, revenue from the Group's largest customer amounted to less than 2% of total revenue, and revenue from the Group's 10 largest customers amounted to less than 8% of total revenue; and
- the Group benefits from high visibility in relation to its work, as a result of a high proportion of work that is related to multi-year contracts, particularly in the Marine, IVS, Certification and GSIT businesses. As an example, in its Marine business, Bureau Veritas benefits from several years of visibility on its order book relating to the certification of ships in construction. In addition, certain businesses have a high renewal rate for existing contracts due to a high level of repeat business from the same customers.

The table below illustrates the Group's estimate of the proportion of long-term contracts for its eight businesses.

Business	Proportion of long-term contracts	Comments
Marine	Very high	In-service ship inspection activity (nearly half of the business' revenue) is mostly recurring, since a ship classed by Bureau Veritas generally remains on the Bureau Veritas register until it is taken out of service. Order book provides good multi-year visibility on new construction activity.
Industry	Low	Few long-term contracts but high level of repeat business.
IVS	High	High proportion of contracts are signed for several years (2 to 6 years). High renewal rate of annual contracts.
HSE	Medium	Recurring revenue for services related to regulatory requirements (for example, air quality control). High level of repeat business.
Construction	Low	Few long-term contracts but high level of repeat business.
Certification	Very high	Certification contracts are generally for three years. In addition, their rate of renewal upon termination is very high.
Consumer Products	Low	Few long-term contracts but high level of repeat business (38 out of the Group's 40 largest clients in 2001 are still Group clients).
GSIT	High	Government Services contracts are for 1 to 3 years. Risks of unilateral termination.

In addition, the Group believes that the general trend to increased QHSE regulation is likely to reduce the effect of economic cycles on the Group's performance.

HIGH CASH GENERATION

The Group is developing an economic model of profitable growth. Over recent years, the Group has regularly generated double-digit revenue growth. As a result, between 1996 and 2008, the Group increased its revenue by a factor of over five, with an average annual growth rate of over 15%. The Group is also seeking to continue to improve its profitability. Between 1996 and 2008, the Group's adjusted operating margin increased from 7.8% to 15.2%.

Over the last three years, the Group generated levered free cash flow of an average of €160 million per year. This cash flow is due to three factors:

- high operating margin;
- low capital expenditures (excluding acquisitions) due to the nature of the Group's business, which is focused on inspection and audits rather than laboratory testing. During the last three years, capital expenditures (excluding acquisitions) represented on average 2.8% of the Group's revenue; and
- disciplined management of working capital.

The table below illustrates the Group's different aggregates of cash flows generated from operating activities:

(in millions of euros)	2008	2007 [b]	2006	CAGR
Adjusted EBITDA [a]	431.6	344.8	296.0	+20.8%
Cash flow generated from operating activities [c]	315.4	235.5	203.0	+24.6%
Levered free cah flow [d]	**189.3**	**133.6**	**137.5**	**+17.3%**

(a) EBITDA is defined as adjusted operating profit before depreciation and amortization.

(b) Before the payment of €18 million in 2007 in respect of IPO related expenses.

(c) Cash flow before interest – income tax – movements in working capital.

(d) After interests and investments activities.

AN EXPERIENCED MANAGEMENT TEAM

The members of the Group's management team (in particular, the members of the Group's Executive Committee) have, on average, nearly 14 years of experience in the industry. The current Chairman of the Management Board, Frank Piedelièvre, has headed the Group since 1996.

The consistency and experience of the Group's management team have allowed it to develop a strong business culture founded on merit and initiative. This team has enabled the Group to achieve excellent results over the last 12 years: between 1996 and 2008, the Group's revenue has increased more than five-fold to €2,549.4 million compared to €455 million in 1996, its adjusted operating profit more than ten-fold to €387.6 million compared to €36 million in 1996 (or an average annual growth of 22%), and the number of employees by more than four times.

The Group's top managers (approximately 530 people) have also been granted stock options since 1996. The Company is looking to continue this profit-sharing policy aimed at a large number of Group managers, in particular by establishing stock option plans and/or granting bonus shares to Group employee managers and/or executives.

1.4.4. Group strategy

The Group believes that, through its eight businesses, it runs a portfolio of activities with strong growth potential and which allow the Group to mitigate the impact of economic cycles and generate a high level of cash. This portfolio of activities should allow the Group to continue to create value over the coming years.

In particular, the Group believes that it enjoys through its eight businesses:

- a solid position in all QHSE conformity assessment services, and in particular inspection, audit and certification services. This category of services, which represents most of the Group's revenue (compared to about 20% for its laboratory testing business) and requires significant technical capabilities, is closely tied to regulatory requirements and thus provides the Group with strong visibility on revenue while needing only moderate levels of investment (2% to 3% of revenue);
- eight complementary businesses, in terms of technical capabilities, geographic presence and client base, which should enable the Group to develop cross-selling between the eight businesses in the future; and
- a balanced business portfolio which limits the dependency of Group earnings on the performance of any one business or geographical area or the growth of any one market.

Based on the strength of its current positions, the Group aims to become the world leader in the market for conformity assessment and certification services in the QHSE fields, to reinforce its leadership position in each of its eight businesses and to achieve critical size in each location where it operates, while maintaining a balanced business portfolio so that it can withstand any changes in economic cycles.

The Group's development strategy thus involves:

- densifying the geographic network of its eight businesses;
- expanding the portfolio of services in each of its eight businesses;
- pursuing an active policy of targeted acquisitions; and
- retaining and reinforcing its teams of managers and experts.

The Group is also constantly seeking to improve its operating performance and generate high levels of cash flow.

CONTINUE THE DEVELOPMENT OF THE GEOGRAPHIC NETWORK OF ITS EIGHT BUSINESSES

The Group's current network of offices has been created over the years by organic growth and acquisitions. Its expansion is not over.

The Group is seeking to achieve critical size in the key countries of each of its eight businesses (both by densifying its existing positions and establishing new facilities) in order to create a dynamic global network adapted to all its sectors. The Group considers the following "platform countries" as key:

- 11 countries for the businesses of the Industry & Facilities division (France, the United Kingdom, Spain, Italy, the United States, Brazil, Russia, India, China, Japan and Australia);
- 7 countries for the Consumer Products business (the United States, France, the United Kingdom, Germany, China and Taiwan, India and Vietnam); and
- 12 countries for the Marine business (France, Benelux, the United Kingdom, Spain, Germany, Greece, Turkey, Brazil, Singapore/Malaysia, China and Taiwan, South Korea and Japan).

The GSIT business leverages the network of the other businesses for its development and is in particular targeting countries that have a low level of infrastructure, the main commodity producers and the countries in which the business has government contracts.

In the near future, the Group intends to prioritize investments in these "platform countries" to reinforce its global network for each of the eight businesses. The Group believes that the expansion of its geographic network (in terms of both size and number of sites) should enable it:

- to generate a high level of long-term growth, particularly through improved access to local clients, to expand its service offering in each country and to improve its coverage of large accounts at the global level. The densification of the global network should also help promote cross-selling between the businesses; and
- to improve its operating margin by generating economies of scale resulting in particular from sharing offices, organizing back-office functions on a collective basis, sharing IT tools and diversifying costs for developing new services. In addition, the densification of the network should enable increased replicability and industrialization of the inspection processes.

MAINTAIN A HIGH LEVEL OF ORGANIC GROWTH

In order to maintain a high level of long-term organic growth and benefit fully from market opportunities and the growing trend toward outsourcing, the Group has undertaken the following steps:

Improve commercial efficiency

Until recently, the Group's revenue and marketing efforts were undertaken solely by operational managers.

Four years ago, the Group decided to reinforce its revenue and marketing efforts by creating dedicated teams in each "platform country". Revenue and marketing teams may be established in each geographic organization or to reinforce business lines, according to the specific nature of the businesses, markets or geographic locations. For example, the Industry & Facilities division now has nearly 600 business developers throughout its network.

Since 2007, the Group has strengthened the sales teams of its Consumer Products business in mainland China in order to better cover local manufacturers. The Industry & Facilities division has established central tracking of 7 global key accounts and continued the rollout of a CRM tool, which is now in place in all of the platform countries.

The Group plans to continue growing its investments in the commercial training of its employees, rolling out tools for managing client relationships and measuring indicators of commercial performance, and developing specific commercial processes for key accounts, mid-sized clients and mass markets.

The development of these commercial structures is a strategic priority for all "platform countries" of the Group's eight global businesses.

Optimize the business portfolio on an annual basis and concentrating investments in businesses and geographic zones with high potential

The Group seeks to prioritize investments in market segments and geographic areas offering the highest growth potential.

To respond to developments in markets and regulations, the Group conducts an annual review of its business portfolio, by operational unit, country and business, in order to define investment priorities and growth objectives. Over the last years, the Group has thus decided to invest particularly in the Marine and Consumer Products businesses, in specialized services for the oil and gas and power (particularly nuclear power) industries, and to develop a worldwide network in HSE.

In the future, the Group plans to continue to define its investment priorities each year to:

- develop its presence in market segments and geographic zones with high potential, and in particular in key emerging countries such as Brazil, China, India or Russia;
- seize market opportunities related to the adoption of new regulations or the privatization of QHSE control and inspection functions; and
- expand its service offering in countries benefiting from critical size.

Create differentiating value-added service offerings

The Group develops customized service offerings in each of its eight businesses to differentiate its offering and increase the proportion of revenue from higher value-added services. The Group therefore develops technical solutions and methodologies adapted to the specific needs of its customers.

For example, the Group has launched over the past three years certification services tailored to the needs of key accounts to enable them to audit their suppliers or their distribution network. The Group has also launched asset management services for customers in the Construction, IVS and Industry businesses to help them manage their equipment and facilities maintenance, thereby extending their usable life. The Group has finally launched a range of technical support services in France revolving around energy efficiency and the reduction of the environmental impact of buildings (water, air, waste, greenhouse gas) that are now available throughout its network.

In the future, the Group plans to continue its efforts to develop new services that are better adapted to the specific needs of its clients according to their size, business and geographic locations.

Develop its business with key international accounts

Several Group businesses have for a long time been developing sales and marketing organizations dedicated to key international accounts. For example, this approach has been adopted by the Marine business (ship owners, shipyards) and the Consumer Products business (general or specialized retailers). The Marine business currently has approximately over 100 employees responsible for servicing one or more key accounts (existing or potential clients).

More recently, the Group has decided to put in place a "Key Account" organization within its Industry & Facilities division. In this regard, in each of its locations and sectors, the Group has identified key account targets, for which it has invested in dedicated commercial and technical resources. This approach is designed to ensure a personalized relationship and to offer the entire range of services provided by the Group. Centrally, the Group has also established a Strategic Markets and Key Accounts organization that is responsible for maximizing the Group's growth in four strategic markets (oil and gas, power, infrastructure and retailing) and *vis-à-vis* their respective key accounts and for helping platform countries with their commercial organization. Given the ever greater importance of HSE considerations for management, this department is also responsible for developing new services around HSE to meet the requirements of these key accounts.

In total, the Industry & Facilities division has 70 people dedicated to key accounts spread between its geographic organizations and its central teams.

In the future, the Group goal is to increase the revenue from the key accounts in its Industry and Facilities division at twice that the pace of its organic growth. In 2008, revenue from the 50 top clients in the Industry & Facilities division represented 17% of this division and was 23% up on 2007.

Using its international network, its matrix organization and its know-how in sharing best practices, the Group is in general planning to increase its initiatives toward key accounts and accelerate the implementation of cross-selling and synergies between its different businesses.

For example, the Group accordingly offers major oil and gas companies the entire range of services of its business portfolio.

In the off-shore oil sector, the classification and certification of a new floating production and storage offshore unit ("FPSO") therefore requires the capabilities of the Marine business for the classification of the structure, and the capabilities of the Industry business for certifying processing equipment and subsea pipelines. Once built and certified, the FPSO unit will require throughout its lifecycle the service of the IVS and HSE businesses to perform annual safety and performance inspections required by law or undertaken on a voluntary basis.

PURSUE AN ACTIVE POLICY OF TARGETED ACQUISITIONS

The Group has acquired more than 70 companies since 2001, enabling it to accelerate the creation of its global operating network and progressively expand its service offering to create eight global businesses. Since 2001, the Group has spent an average of €145 million per year on acquisitions. These 70 acquisitions have mainly been carried out in the Consumer Products business and the Industry & Facilities division, contributing over €850 million to the Group's revenue over the period.

Going forward, pursuing targeted acquisitions will remain an important element in the Group's growth strategy. The Group will primarily pursue small-and mid-sized bolt-on acquisitions to expand its growth potential and acquire a unique portfolio of services, in particular in the Industry & Facilities division, which remains extremely fragmented.

To achieve this goal, the Group has established a rigorous process to source potential targets and analyze external growth opportunities ensuring that the potential acquisition:

- reinforces the Group's presence in regions with high growth potential;
- increases the market share of some businesses;
- expands its service portfolio;
- allows it to increase its technical skills; and
- creates value for the Group, particularly through revenue and cost synergies.

The Group plans in particular to pursue small-and medium-size bolt-on acquisitions:

- in the businesses in its Industry & Facilities division (the Industry, IVS, HSE, Construction and Certification businesses) in the electric and electronics product testing activities of the Consumer Products business; and
- in the main developed countries and in some countries where targets enjoy local leadership positions that would enrich the Group's business portfolio (Eastern Europe, Asia-Pacific, Latin America).

The Group also reviews opportunities for larger acquisitions (with revenue in excess of €100 million) which would allow it to accelerate the globalization of its geographic network or reinforce its position in certain high potential markets.

IMPROVE OPERATIONAL PERFORMANCE

Between 1996 and 2008, the Group's adjusted operating margin has increased from 7.8% to 15.2%.

In 2007 and 2008, the gradual increase in the consolidated margin (excluding the impact of acquisitions) was 90 and 50 basis points respectively.

This increase resulted from:

- a continuous improvement of production processes, for example through centralized inspection planning, standardization and simplification of inspection and reporting methods, and improvements in the invoicing processes;
- the improvement in under-performing units' profitability. Under-performing units are identified and analyzed each year during the budget review and are subject to an annual action plan. The action plan, which is reviewed quarterly, establishes specific performance indicators and creates a team dedicated to improving the unit's profitability;
- the use of effective information technology and the work coordination within the network; and
- the achievement of economies of scale and cost optimization, particularly through centralizing support functions and optimizing purchasing.

For example, in the Industry & Facilities division in France, where the Group recorded an adjusted operating margin of 8% in 2001, the Group carried out all of these actions. The Group put in place a new computerized planning system for inspections planning and invoicing, redesigned its production methods by re-focusing agencies on a more limited number of businesses, and then carried out a global plan for improving the profitability of under-performing units. In 2005, the Group also launched an IT system intended to automatize the delivery of inspection reports and invoices and reengineered the organization of back-office functions. Altogether, these initiatives allowed the Industry & Facilities division to achieve an adjusted operating margin in France of 13% in 2008.

During the coming years, the Group plans to pursue the initiatives described above, particularly through increasing its investment in integrating its information systems. The Industry and IVS businesses will benefit from the introduction of new production tools.

RETAIN AND REINFORCE A LEADING TEAM OF MANAGERS AND EXPERTS

The Group's future performance and growth depends on its ability to recruit, develop and retain managers and experts having the requisite experience and capabilities to hold key positions throughout its network and successfully carry out client projects.

The Group has adopted a number of initiatives to build and take advantage of a wealth of skills to support its growth:

- creating training programs for the Group's key managers (BV Academy) and its employees, engineers, technicians and members of support functions, to enable them to adapt to technical changes in their businesses or markets;
- sharing best practices, both technical and managerial, by establishing practice communities ("tribes") which bring together experts or managers from around the world who have strong knowledge of a given business or market; and
- proactively managing the Group's talents to identify, develop and promote the future leaders of the Group.

Going forward, the Group will continue to launch training and development programs for its employees to internally generate the skills needed to achieve its growth objectives.

The Group also plans to continue its policy of using compensation incentives to encourage an entrepreneurial spirit and motivate and retain its employees:

- a salary policy adapted to its different businesses and a bonus policy extended to all the Group's management; and
- stock option plans or bonus shares, first established more than ten years ago, which currently cover approximately 530 of the Group's managers.

1.4.5. Organization

AN ORGANIZATION ADAPTED TO THE GROUP'S BUSINESSES AND STRATEGY

To better address the specific characteristics of some of the markets it operates in and to improve the management of its geographic network, the Group has organized its activities into eight worldwide operating businesses, with five businesses constituting the Industry & Facilities division.

Marine

The Marine business has offices located near most major shipbuilding and marine repair centers around the world, as well as in the most active countries in maritime transport. The Marine business has organized its operations into two zones: the West Zone, which covers Europe and the Americas, and the East Zone, which covers the Middle East and Asia.

The Marine business has four central departments:

- the technical department, which is responsible for relations with international organizations (such as flag administrations, and the International Maritime Organization (IMO)); the drafting of the Group's classification rules; internal quality control and the development of information technology; and supervising the "new construction" and "equipment certification" businesses;
- the department responsible for the ships-in-service activities;
- the department responsible for consulting and outsourcing activities; and
- the commercial department, which coordinates the network efforts to serve the major ship owners and shipyards.

Industry & Facilities

The five businesses (Industry, IVS, HSE, Construction and Certification) which serve a similar client base and offer complementary services, are managed together as the Industry & Facilities division, and share the same network.

The Industry & Facilities division is managed as a matrix covering six geographic zones (South Europe, North and Central Europe, Asia-Pacific, North America, South America, and Middle East-India-Russia-Africa), which puts together the main countries where the Group is operating, and the central departments from the five businesses (Industry, IVS, HSE, Construction and Certification). At the beginning of 2009, the Group set up a central Mining and Minerals department.

The geographic entities generally are responsible for the profit and loss of their operations.

The central departments of the businesses are responsible for encouraging best practice sharing across the network, defining and proposing new services and new cutting edge computer tools, ensuring the technical supervision of their respective businesses and facilitating the execution of major contracts and coverage of key accounts within the network. The central departments of the businesses are also responsible for supporting country business development with regard to identification, preparation of sales proposals and the performance of major contracts. The businesses have personnel in each of the "platform countries", which create a matrix organization at the country level.

The Industry & Facilities division also has a Strategic Markets and Key Accounts department and a Technical, Quality and Risk Management department.

The Strategic Markets and Key Accounts department is responsible for maximizing the Group's growth in four strategic markets (oil and gas, power, energy, infrastructure and retailing) and *vis-à-vis* their respective key accounts. In this respect, it coordinates the global development of 7 key accounts and supports business development in these four markets. It also helps platform countries in rolling out their commercial organization and their key account system, promoting the sharing of best commercial practices and common tools. It is finally responsible for developing new solutions and adding them to the network, most of these solutions having a significant HSE element, in order to meet the requirements of key clients.

The Technical, Quality and Risk Management department ("TQR") is responsible for defining inspection methodologies and procedures. It oversees their application by conducting audits in the network and supervises the training and qualification of inspectors. It also oversees maintenance of the Group's portfolio of accreditations and is in charge of obtaining the new accreditations and certifications needed to conduct its business. More generally, the TQR Department is responsible for controlling risks associated with the provision of services and is supported in doing so by a network of Technical, Quality and Risk Management Directors in the various geographical areas which it manages and coordinates.

Consumer Products

The Consumer Products business is now organized along five strategic lines:

- the Global Operations department is responsible for the quality of the services provided across all production centers (laboratories and inspection centers). It is responsible for planning capacity requirements throughout the network, standardizing services globally, improving testing methods, the accuracy of reports, and the production cost of reports;
- the Account Management and Business Development department is responsible for managing the portfolio of existing clients and for acquiring new clients. It also coordinates the establishment of sales organizations in the main geographic zones (Americas, Europe and Asia);
- the Strategic Markets and Product Line department is responsible for managing existing product lines (toys, textiles, furniture, electrical products, analytical tests, inspections) and for developing new products and services;
- the Electrical/Electronics Product Line department is responsible for contributing to the growth of this business through the launching of new certification schemes, the acquisition of new accreditations and the technical supervision of the network; and
- lastly, the Information Service department is responsible for supporting existing IT systems and for defining new applications to meet the changing needs of clients and operations.

The business' geographic locations (laboratories, inspection centers) are organized into seven zones: China, South-East Asia, South Asia, France/Spain, Germany/Turkey, United Kingdom and the Americas.

Government Services & International Trade

The GSIT business is organized in a decentralized manner through four levels of implantation.

The Government Services business involves centers of relations with exporters (CRE), inspection centers associated with the CREs, and liaison offices in countries where the Group has a government contract and which issue locally all import certificates.

The International Trade business involves inspection centers and commodities' laboratories in the producers' countries.

At a central level, the business has three departments:

- a commercial department, which manages all the main tenders for government contracts;
- an operations department, which controls and supervises operating units and possesses the resources needed to create and start up liaison offices in every new country where a government contract is entered into;
- an International Trade department, which is responsible for developing Commodity, Automobile and "General Trade" product lines, and
- a New Products department, which is responsible for strategy and the adapting of current services to market requirements and for defining and periodically reviewing inspection methods used by the network of operational units.

A MATRIX ORGANIZATION WHICH ENCOURAGES SYNERGIES AND CROSS-SELLING AND ENABLES THE GROUP TO ADAPT TO MARKET CHANGES

Within the Industry & Facilities division and the Marine, Consumer Products and GSIT businesses, the Group has put in place matrix organizations (based on service portfolio and geography). The Group believes that these matrix organizations are a key factor in its success. As an example, the matrix organization of the Industry & Facilities division enables it to:

- take advantage more easily of the complementary nature of services offered by its businesses and encourage opportunities for cross-selling, within its shared network and clients base;
- easily disseminate best practices throughout the network;
- benefit more rapidly from economies of scale to develop new products or invest in new tools; and
- adapt rapidly to changes in its markets by sharing high-level technical capabilities.

According to the level of development of its operations in a given "platform country", the Group can also adjust the functioning of the matrix organization located in such country to adapt it to the local environment or changes in local markets.

A CENTRAL LEADERSHIP ENSURING THAT THE KEY ELEMENTS OF THE GROUP'S STRATEGY ARE TAKEN INTO ACCOUNT IN ALL OPERATIONS

In addition, the Group's support functions are organized in two main groups:

- the finance, internal audit and acquisition support, investor relations, compliance, ethics, legal, risk management and information systems functions are under the responsibility of the Group's Chief Financial Officer, François Tardan; and
- the human resources, communication, training and knowledge-sharing, and quality-health-safety functions are grouped together under the Organization, Human Resources and QHSE group lead by Arnaud André.

This organization makes it possible to ensure global consistency of strategy and risk management. In particular, it enables the Group to benefit from a high level of internal control, while maintaining the advantages of a diversified and decentralized set of business units with an entrepreneurial culture.

The Group's Senior Management was also strengthened in September 2008 with the arrival of Philippe Donche-Gay in the post of Assistant Executive Director.

1.5. Presentation of the Group's businesses

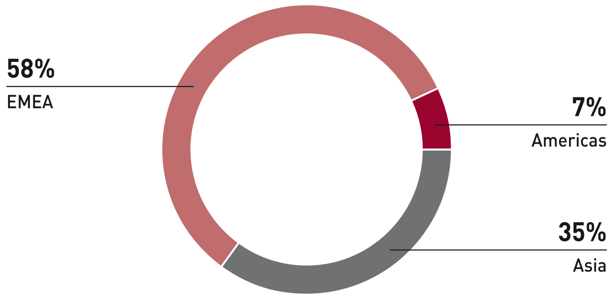
1.5.1. Marine

Through its Marine business, Bureau Veritas is a ship classification society. The business of ship classification consists of verifying the conformity of ships to the classification rules or standards issued by the classification society. Classification societies assess the conformity of a reference level for ship quality by delivering a "class certificate". The classification activity is most often carried out together with the regulatory certification mission conducted under delegation from the maritime authorities of the ship's flag administration. Most flag administrations require verification of the on-board application of technical standards defined by the international conventions on marine safety which they have joined.

Class and regulatory certificates are essential for using ships. Maritime insurance companies require such certificates to provide insurance, and port authorities regularly verify their validity when ships come into port.

The Marine business generated revenue of €293.5 million in 2008 (11% of the Group's consolidated revenue) and had an adjusted operating margin of 29.8%. Despite the cycles experienced in maritime shipping, the Marine business has achieved consistent average organic growth exceeding 9% per year over the last eleven years, with revenue growing from €112 million in 1997 to €293.5 million in 2008.

The chart below illustrates the Marine business' revenue in 2008 by geographic zone.



AN OFFERING OF SERVICES WITH HIGH TECHNICAL ADDED-VALUE FOR A LOYAL CLIENT BASE

Services with high technical added-value

The classification business is based on drafting regulations to ensure ship safety, and verifying the regulations' proper application through regular visits and inspections. The principal purpose of classification is to improve the safety of the ship and the business therefore involves, for this purpose, assessing the conformity of the ship and its different parts with classification rules. Classification rules are published as technical references.

Classification rules target two principal areas: first, the structural soundness of the vessel, the watertight condition of the hull, ship safety and protection against fire; and second, the reliability of the propulsion and steering systems and the auxiliary machinery which equips the ship. Specific rules are prepared for each type of vessel (steel ships, offshore facilities, boats for inland navigation, submarines, yachts, high-speed boats and military vessels).

The Group is a member of the International Association of Classification Societies (IACS), an association of the ten leading international classification societies. Through IACS, the Marine business participates in drafting some minimum unified rules common to the industry as a whole.

Each classification society nevertheless retains full authority for the content of its own classification rules. The Group therefore possesses its own standards, which are regularly expanded in detail, updated and enhanced and enriched. It revises them according to procedures established to facilitate, through technical committees, the participation of maritime industry players such as ship-owners and shipyards in improving industry norms.

The Group participates in all the stages of the construction of the ships which it classes. Initially, the Group examines the ship's main plans, which are submitted by the shipyard, with reference to the Marine business' technical requirements. It then inspects various equipment at the manufacturers to ensure conformity with its requirements. Finally, the business supervises construction in shipyards and attends ship trials. The results from all these activities are summarized in a project report which allows to assess the ship's overall conformity with the rules to be assessed and the corresponding classification certificates to be issued.

Maintaining a ship's class certification once it has entered into service involves regulatory visits to check minimum unified IACS rules. The most important visit is the special or fifth-year visit, whose objective is to renew the classification certificate. Annual and intermediary visits at mid-term are also conducted. Each visit involves spot checks and testing, the nature and extent of which are defined by the rules.

In addition to its classification activity, the Group's Marine business also provides conformity certification services with respect to health, safety and environment or on behalf of the flag administrations to check the application on board ships of technical standards defined by international agreements designed to ensure maritime safety and prevent pollution. Certification services are performed through physical inspection of the ship and delivery of the corresponding safety certificates, under the authority of either the flag administration under which the ship is operated, or the classification society acting on behalf of the flag administration.

The Group's Marine business also offers its clients advice and assistance. This activity, carried out through the Marine business network and through the specialist Tecnitas entity, includes, in particular, training and technical assistance (expert appraisal, supervision, engineering, analysis of risk attached to maintenance).

A loyal customer base

The Marine business' customer base includes thousands of customers, with no customer representing more than 2% of the business' revenues. The customer base can be divided into three categories:

- the world's main shipyards and ship builders, in Europe (principally subsidiaries of the STX Group, Damen, Fincantieri, Barreras) and in Asia (principally Hyundai, DSME, Samsung, STX, Universal, Mitsubishi, IHI, SWS and Dalian);
- equipment and component manufacturers: in Asia, mainly companies from the steel industry (such as Bao Steel, Hyundai, POSCO, JFE Holdings, Mitsui, Mittal Steel, Nippon Steel, Kobe Steel), and in the Western countries, mainly manufacturers of engines and various electrical, electronics, cryogenic or mechanical equipment (such as Caterpillar, MAN, Wartsilä, Cummins, ABB, Rolls Royce, Reintjes, MTU, Schneider); and
- international ship owners, in particular: Enterprises Shipping & Trading, Tsakos, Dynacom, Cardiff Maritime and Anangel in Greece; CMA-CGM, Louis Dreyfus, Groupe Bourbon and Fouquet Sacop in France; Broström in Sweden; Boskalis and IHC Merwede in the Netherlands; Exmar, Jan De Nul and the Deme NV Group in Belgium; Nisshin in Japan; Maersk and Norden in Denmark; and MSC in Switzerland;
- oil companies involved in exploration and production at sea, in particular: Total, Petrobras, BP, Shell, Exxonmobil, Chevron, Conocophilipps and CNOOC.

A high level of recurring revenue

In 2008, 57% of the revenue of the Marine business was generated by the classification and certification of new ships (or ships under construction) and 43% by the classification and certification of ships in service and consulting and outsourcing activities.

The new ship classification and certification activity is carried out under specific contracts of 12 to 24 months entered into for each ship under construction both with the shipyard and the manufacturers of equipment and components involved.

The classification and certification of ships in service is carried out under long-term contracts (generally for at least five years) with ship owners. The renewal rate for these contracts is very high, as ships in service typically continue to be classed by the same classification society throughout their useful lives. Consulting and outsourcing is carried out under specific contracts drawn up with different players in the maritime sector: shipyards, ship owners, engineering companies and oil companies.

Factors differentiating the Group's services

Several factors differentiate the Group's service offering for ship and floating unit classification and certification:

- the high level of technical expertise of the business' engineers and experts;
- the drafting and publication of classification rules for all types of ships;
- the effectiveness of commercial activities, characterized by an active management of key accounts, a constant growth of the client base and an adapted pricing policy; and
- the quality of service and high commitment of its personnel, together with an extensive network available at all times (24 hour-service, seven days a week), and a strong knowledge of its clients' businesses and needs.

A GROWING AND VERY SPECIALIZED MARKET

The main segments of the maritime transport market are, in order of importance, the transportation of oil products, bulk shipping (heavy products not handled in containers), containers and passengers. On January 1, 2008, the global fleet was broken down as follows in terms of ship type (source: International Chamber of Shipping): cargo ships (37% of the global fleet), tankers (25%), bulk carriers (14%), passenger ships (12%), container ships (8%) and other ship types (4%).

The Company estimates that the world market for ship classification and certification services represented total revenue of approximately €2.5 billion in 2008.

Rapid recent growth in the global fleet

Maritime transport was, until 2008, benefitting from the sustained growth in the global economy (3% to 5% between 2000 and 2008 according to the International Monetary Fund, World Economic Outlook), the large number of economic partners (China, Brazil, Russia and India) and the increasing distances between the main centers of production and consumption. The volume of maritime transport thus recorded particularly sustained growth between 2000 and 2007, with an average annual growth rate of 4.3% in tons transported (source: CNUCED).

The prospects of growth in the global economy in 2009 have receded following the financial crisis affecting both developed and developing countries. Maritime transport is affected by the crisis too. Certain segments of the market that have become speculative are at greater risk, such as bulk shipping, while others, like the transportation of oil products and the transportation of passengers, should continue to prosper as normal. However, these prospects have a negative impact, firstly, on the terms of financing of new ships and, secondly, on expectations of an increase in global demand for maritime transport.

As a result of historical levels of new ship orders in 2007 and 2008, the global fleet is continuing to grow. These orders contribute to the upgrading of the global fleet and the improvement of its efficiency (7.7 tons of load per gross ton capacity in 2007 compared with 7.3 in 2006 (source: CNUCED)) in particular thanks to developments in container ships. Finally, the global fleet is benefitting from the modernization of land infrastructures in developed and developing countries and still receives constant attention with regard to quality, health, safety and the environment.

A regulatory environment in constant evolution, contributing to growth

The international regulatory context applicable to maritime safety and environmental protection has evolved considerably over the last ten years. In most cases, new regulations have represented new business opportunities for classification societies and have therefore contributed to the sustained growth of the Group's Marine business.

The International Safety Management Code (the ISM Code), which became effective in 1998, prepared under the International Maritime Organization (IMO), introduced new safety management requirements for maritime companies. The new requirements enabled the Group to create a new service offering for certifying safety systems. Certifications are carried out by specialized auditors. In addition, the entry into effect of the International Ship and Port Facility Security Code (the ISPS Code) in July 2004, prepared under IMO, allowed the Group to offer verification and certification services in this area. The elimination of single-hull tankers required in Europe and then at the global level by the IMO following the Erika and Prestige accidents led to an increase in both orders for new tankers and supplementary on-board visits for existing ships seeking to extend their useful lives under the new regulations. Finally, the adoption of minimum common structural rules (CSR) for tankers and bulk carriers by the IACS in 2005 placed the Group among the leading classification societies for new orders of bulk carriers due to the development of effective calculation tools and the creation of specialized teams, particularly in China.

In the future, the Company believes that four new regulations should bring additional business to the Group:

- the consolidated convention of the International Labor Organization (ILO) on maritime work should make it mandatory to obtain a certificate of conformity to social standards and labor law for all ships;
- the convention on ballast water management (BWM) of 2004, adopted under the IMO, should make it mandatory to obtain approval of ballast water treatment systems and impose changes in ship design;
- the future convention on ship recycling, which may be adopted in May 2009, may require the delivery of a green passport for ships as well as an inventory of potentially dangerous materials and equipment on board; and
- the regulations currently being drafted on the prevention of air pollution from ships.

A very specialized market requiring a high level of expertise

The Group is one of the ten members of the IACS. According to IACS, these ten members classify 90% of world tonnage, with the remaining 10% either classed by small classification societies operating mainly at national level or not classed (source: IACS). The IACS imposes strict conditions regarding service level and quality on its members. European Union regulations also apply qualitative criteria (experience, publication of classification rules, ship register and independence) and quantitative criteria (number of ships and tonnage classed) to obtain the recognition of organizations working in the member States. Ship classification and certification are, by nature, international activities and require, on the part of the leading players, a global presence, whether for following ships under construction, inspecting and certifying equipment or visiting ships-in-service.

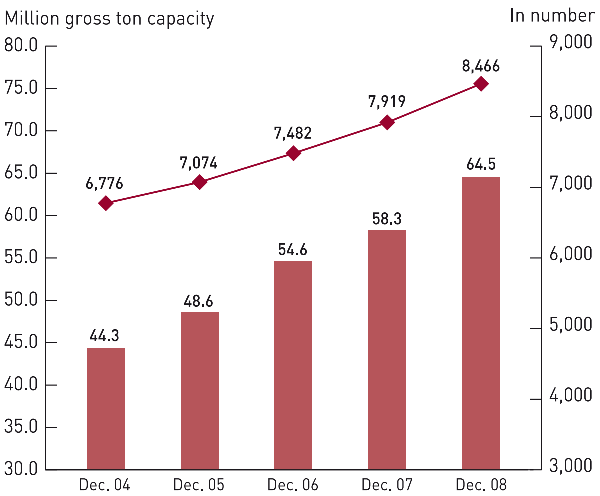
The new construction activity requires substantial technical and commercial resources in the principal ship building countries (South Korea, China, Japan, Turkey, Vietnam, the Netherlands, Croatia and Finland): these resources provide contract negotiation and follow-up, teams to monitor ship construction in relevant shipyards and, when justified by the level of business, the establishment in the country concerned of a decentralized technical center with delegated competence to review the conformity of plans and calculations with applicable rules. These resources are put into place to enable faster responsiveness to lead to a quality of service appreciated by both shipyards and ship owners. Size also plays a role in inspecting and certifying on-board equipment, part of the ship's classification activity. Thus, denser and broadly spread facilities make it possible to optimize the organization of inspections.

For the ships-in-service activity, the presence of qualified inspectors in the principal ports of the world is indispensable to ensure that visits can be conducted upon demand and without delays which could harm the ship's operating schedule and the ship owner. Once again, sufficient size allows network optimization, greater efficiency and a strong service quality image. The success of a classification society is therefore closely linked to its technical reputation and the image of service quality associated with it. Generally speaking, critical size and number of classed ships help develop a high level of capability and service, while at the same time allowing investment in research and development needed to position the Group as a leading classification society. In addition, a ship classed by one company is generally followed for periodic inspections by the same company throughout the ship's useful life.

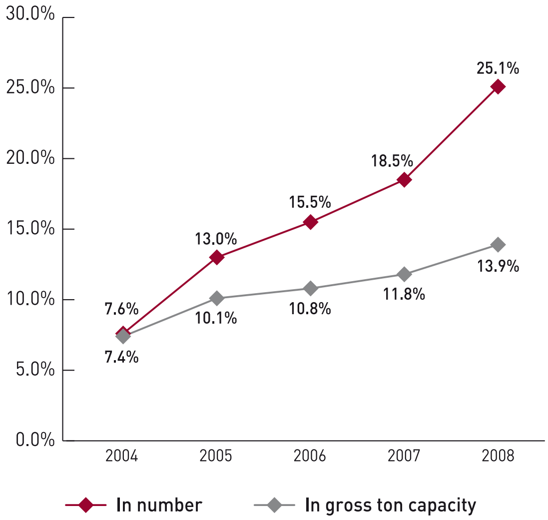
A SOLID PRESENCE IN THE MARKET

Acceleration in market share gains by the Group

In-service fleet evolution



Bureau Veritas market share in worldwide new orders



The fleet classed by Bureau Veritas is the second largest in the world in terms of the number of ships and sixth largest by tonnage. As of December 31, 2008, it included 8,466 ships representing a 64.5 million gross ton capacity (compared to 38 million in 2001). The fleet was broken down as follows in terms of ship type (gross ton capacity): bulk carriers 31%, tankers 24%, container ships 12%, cargo ships 11%, gas carriers 8%, passenger ships 6% and other types of ships 8%.

In terms of the number of classed ships, the Group's market share grew from 13% in 2001 to 15% in all sectors on an aggregate basis in 2008. Market share nevertheless varies according to market segment, as shown by the table below (Source: IACS fleet according to Seaway):

- bulk carriers: 9%;
- cargo ships: 14%;
- container ships: 6%;
- gas carriers: 17%;
- passenger ships: 22%;
- tankers: 11%; and
- others: 22%.

In terms of gross ton capacity, the Group's market share in the fleet in service around the world has increased steadily since 1996 and stood at 8% in 2008, with growth accelerating since 2003.

The table below sets forth the market share of the leading classification societies (also members of the IACS) expressed as a percentage of the number of ships classed, as of December 31, 2008 (Source: IACS fleet according to Seaway):

Company	Country	Market share
American Bureau of Shipping	United States	17%
Bureau Veritas	France	15%
Lloyd's Register	United Kingdom	13%
Germanischer Lloyd	Germany	13%
ClassNK	Japan	11%
DNV	Norway	10%

Through its reputation for technical competence and its presence in all market segments, Bureau Veritas steadily increased its market share in "new construction" to almost 14% in terms of tonnage and more than 25% in terms of the number of ships at the end of 2008.

A diversified order book

The strong growth in "new constructions" over recent years is linked to the rapid expansion of the market and the increase in market share held by Bureau Veritas. As a result, the order book has risen from 13.5 million gross ton capacity in 2005 to 35.6 million gross ton capacity in 2008. This order book is diversified in terms of ship type: bulk carriers represent 53% of this tonnage, tankers 16%, container ships 14%, gas carriers 5%, cargo ships 5% and passenger ships 2%. It is also diversified in terms of customer (more than 800 ship owners and more than 600 shipyards).

(millions of gross ton capacity)	2005	2006	2007	2008
Orders for the year	5.6	9.7	18.0	12.8
Order book	13.5	17.4	30.2	35.6

A Group recognized as a benchmark for the most technical segments of the market

The Group holds a leading position in the market for highly technical ships (liquefied natural gas and liquefied petroleum gas carriers, FPSO/FSO [1], cruise ships, ferries and specialized ships) which are not suffering any overcapacity.

Founded in 1828, Bureau Veritas is one of the oldest ship classification societies in the world. The Group has long-recognized technical expertise in various segments of maritime transport: bulk carriers, tankers, container ships, ferries and cruise ships, and offshore facilities of all kinds for the exploration and development of deep-water oil and gas fields. More recently, the Group has also participated in the classification of naval ships and provided technical consulting to navies, particularly in France.

The Group's Marine business is involved in a number of European research programs. It is also involved in a good many joint industrial projects with the oil industry. With this investment, the business has been able to develop areas of expertise such as hydrodynamics, vibration phenomena and structural fatigue, and develop improved calculation and simulation tools to analyze the behavior of ships and offshore structures. The Group is therefore able to reproduce the effects of the sea on the movement of liquids in the tanks of liquefied natural gas carriers, on stresses borne by anchorage systems, and the hydro-elastic phenomena and structural response to the pressures created by different types of sea swells. In other areas, a variety of simulation and analysis tools have also been developed, regarding, for example, fire propagation on board ships, fire fighting or passengers evacuation.

With climate warming, new maritime routes are going to open up. By way of the route north of Russia, Japan will be no more than 7,000 nautical miles from North Sea ports instead of 11,000 in routing via the Suez Canal. The research and development department of the Marine business has invested heavily in this area, setting up a dedicated team, participating in working groups within IACS (drawing up POLAR CLASS grades) and in collaboration with the Finnish authorities in the update of their regulations. This research relates to the interaction between ice and the hull of a ship and controlling all of the parameters that may affect the resistance and hence the safety of the ship or else the development of regulations on azimuthal propulsion in ice. This work resulted in the creation of a COLD grade for the operation of ships at very low temperatures and guidelines giving ship owners and designers advice to identify the most suitable reinforcement grade for their ship according to the area and time of operation. This research will also be used offshore, given the size of proven hydrocarbon reserves in Arctic waters and the increased extraction of these deposits.

(1) Floating Production, Storage and Offloading/Floating, Storage and Offloading.

Numerous synergies and opportunities for cross-selling with other businesses of the Group

There are numerous synergies with other businesses of the Group:

- commercial synergies for key accounts have been developed;
- the Marine business takes advantage particularly of the know-how and experience of other businesses of the Group in the areas of health and environment which can be transposed to enrich its offering of services to ships and ship owners. For example, the Clean Air/Clean Sea programs are intended to enable ship owners to respond to the new requirements of international regulations against pollution, or the Health program, which specifically addresses the cruising industry and measures to protect passengers' health, particularly against Legionnaires' Disease, which were developed initially for the hotel industry; and
- the Marine business' technical expertise and its tools and methods of calculation are used by other businesses within the Group in a variety of fields, such as industrial projects requiring calculations of complex structures, or naval civil engineering projects such as port construction, for which hydrodynamic analyses play an important role.

A strategy founded on quality of service, responsiveness, technical competence and a strong presence among ship owners and shipyards

The market is characterized by two key factors: (i) the choice of classification society is usually made by the ship owner, who has both ownership of and responsibility for the ship, and (ii) the "new construction", "equipment certification" and "ships-in-service" activities are closely linked technically, commercially and with respect to the client relationships. The ship owner's decision to use one classification society rather than another for the construction of a ship is most often guided by the previous experience he has had with the society for his ships-in-service. Similarly, when a ship owner decides to retain a classification society for the construction of a new ship due to the society's technical capabilities and quality of service, in most cases he will retain that company once the ship is put into service. With respect to classed equipment, the essential component parts of a ship, the choice of a classification society will typically depend on which company was chosen for the ship itself.

Over recent years, in a ship building market stimulated by strong demand, the influence of shipyards in selecting the classification society that will class a ship under construction has become an important factor in pursuing the development strategy. This trend is now moving back slightly toward ship owners.

The Group's strategy for organic growth is based on several components:

- geographic expansion: reinforcing the Group's presence in the main ship building countries and developing a presence in emerging markets (South-East Asia and India);
- adapting both the commercial strategy and technical services to the position of shipyards and their role in selecting the classification society by entering early on into projects with dedicated local teams working in close collaboration with the shipyards;
- developing services for ship owners with the aim of attracting new customers and increasing customer loyalty;
- pursuing investments in information technology to respond to the expectations of shipyards and ship owners and to bring high level technical support in developing innovative solutions;
- allocating specific resources to the fast-growing and high-value-added segments: tankers, bulk carriers, container ships, liquefied natural gas carriers, and offshore units; and
- developing a client base of ship owners through focused sales and marketing initiatives.

The Group's goal remains to increase its share of the worldwide classed fleet by building on the growth of its "new construction" business and, toward this end, maintain a market share in the new construction business greater than 10% of tonnage. This strategy will also decrease the average age of its in-service fleet.

The measures described above and the growth in the businesses are supported by important investments in human resources, namely recruitment and training.

The Marine business also undertook a major initiative in 2006 when it took advantage of the entry into effect of new rules applicable to bulk carriers and tankers developed by the IACS (CSR) and immediately positioned itself close to Chinese, South Korean and Japanese shipyards. Toward this end, the business used special calculation tools, which it developed in a limited period of time by making specialized support teams available to shipyards.

Accelerate automatization and the use of information technology

The ship classification and certification business is subject to strong price competition as well as continuous evaluation of technical support capabilities and quality of service. In this context, organizational efficiency, automatization of procedures and economies of scale play a particularly important role in maintaining strong profitability.

In this regard, the Marine business equipped itself early on with information technology for task management and automatization and real-time monitoring of the fleet classed by Bureau Veritas. Such tools include the Neptune and ASMS systems for "ships-in-service" (covering, for example, ship characteristics and status, visits conducted and related reports, and invoicing), VeriSTAR Project Management for "new constructions" and "equipment certification", or the VeriSTAR Info portal for client access to information relating to their ships and regulations in effect. These tools and organization have allowed the business to take maximum advantage of economies of scale to maintain high profitability.

OPERATIONAL ORGANIZATION

The Marine business has a decentralized operational organization. Resources are located around the world near the major centers of ship building and repair, as well as in the most active countries in maritime transport.

The Marine business has 15 plan approval offices near clients which enable rapid responses to clients' requests: Paris, Nantes, Rotterdam, Hamburg, Copenhagen, Madrid, Piraeus, Istanbul, Dubai, Rio de Janeiro, Busan, Kobe, Shanghai, Singapore and Turku.

Ships-in-service are supported from 10 key marine centers (Paris, Newcastle, Rotterdam, Madrid, Piraeus, Istanbul, Shanghai, Miami, Singapore and Dubai) and 330 visit centers. The Copenhagen Marine Center was merged with the Rotterdam one in 2007 and the Dubai Marine Center was opened at the beginning of 2008.

In addition, the Marine business has a centralized technical department, furthering the Group's goal of providing identical classification services regardless of where the construction or inspection takes place.

Finally, technical assistance and consulting are carried out by a specific department, and activities taken on by the network for the benefit of the principal ship owners and shipyards are coordinated by a key accounts department.

1.5.2. Industry

The Industry business line encompasses a range of services related to conformity assessment (statutory and voluntary), process safety, reliability and maintenance optimisation during the whole asset life cycle. The core business consists in inspecting, testing, verifying and/or certifying industrial products, equipments and facilities against applicable national, European and international standards and/or specifications set by clients for specific projects.

The market segments that are most active and most promising in terms of revenue growth are:

- oil & gas including Upstream, Midstream, and Downstream;
- power including Nuclear, Fossil (coal, gas), Hydro, and Renewable;
- process industries (petrochemicals, chemicals, fertilizers, steel and metal transformation);
- industrial equipment manufacturers;
- and more recently Mining and Minerals.

Bureau Veritas started to build a Mining and Minerals subdivision through acquisitions over the past 18 months:

- June 2007: acquisition of CCI, the leading provider of coal inspection and testing services in Australia
- April 2008: acquisition of Cesmec, one of the leading provider of sample preparation and geoanalytical services in Chile
- May 2008: acquisition of Amdel, the leading provider of geoanalytical and mineral processing testing services for non-coal minerals in Australia
- December 2008: acquisition of GeoaAnalitica, one of the leading providers of geoanalytical services in Chile.

The Mining and Minerals subdivision provides a wide range of inspection and laboratory testing services to the mining industry. Services include primarily sample preparation, geoanalytical and mineral processing testing services, but also superintending and testing services in the context of minerals trading, for coal in particular. Bureau Veritas has the capacity to test all types of minerals, from coal to iron ore, base metals, uranium, bauxite, rare earth, etc.

The Mining and Minerals subdivision provides services throughout the mine life cycle, from grass-roots exploration to mine production to assist customers in verifying the mineral content of their mined resources, improve their mining processes. Services related to commodity trading aim at verifying and certifying the value of shipments by assessing the quantity and quality of commodities as they are shipped.

The Industry business generated revenue of €482.0 million in 2008 (19% of the Group's consolidated revenue) and had an adjusted operating margin of 12.9%.

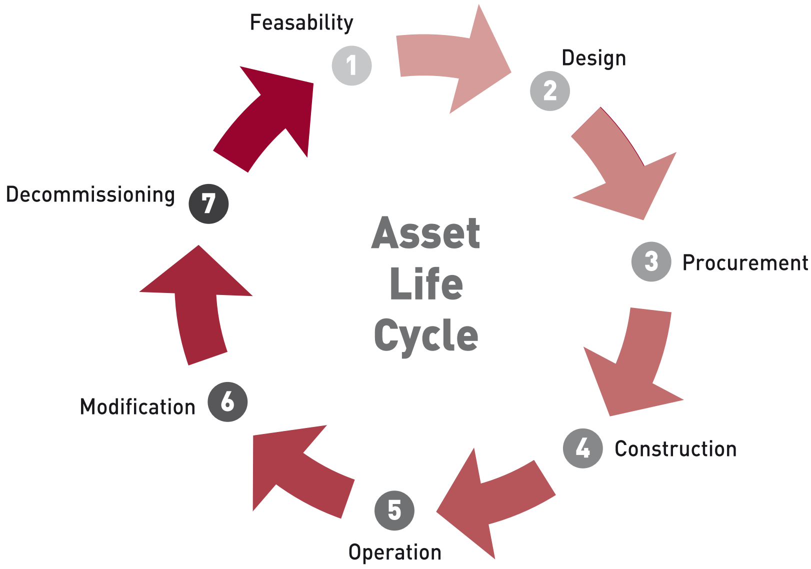
AN INTEGRATED SERVICES OFFERING COVERING ALL QUALITY, INTEGRITY, RELIABILITY AND SAFETY ASPECTS OF ASSETS

A complete services offering

The Group services cover the whole asset life cycle (CAPEX and OPEX) starting at feasibility study through decommissioning of the asset.

Concerning the Mining and Minerals subdivision, Bureau Veritas provides testing services to its clients across the entire mine cycle.

Industrial Assets



CAPEX		OPEX	DECOMMISSIONING
1 ◆ Definition of standards & specifications ◆ Basic design review ◆ Project QHSE plans ◆ Reliability, Availability & Maintainability (RAM) studies ◆ Criticality assessment **2** ◆ Process Hazard Analysis (PHA) ◆ Audit of designers ◆ Risks assessments ◆ Review and validation of design ◆ Safety Integrity Level (SIL) / ATEX* studies	**3** ◆ Supplier selection ◆ Equipment certification ◆ Shop inspection ◆ Supply conformity assessment **4** ◆ Conformity assessment of the construction ◆ Performance assessment	**5** ◆ Management services ◆ QHSE audits ◆ Verification ◆ Asset integrity management ◆ Emergency planning ◆ Behaviour management ◆ Training **6** ◆ Fitness for purpose ◆ Vibration studies (debottlenecking) ◆ Design review	**7** ◆ Risk analysis ◆ Operational safety ◆ Conformity assessment

* *ATEX: Atmosphere Explosible*

Industry CAPEX related revenue represent around 65% of total revenues with increasing importance of OPEX services. The main countries generating OPEX related revenue in 2008 are Australia, UK, France, Portugal, Benelux, Africa and Spain. The Group overall expansion OPEX activities in all geographies is accelerated by several recent acquisitions involving companies focusing on OPEX related service portfolio such as IRC specialised in Risk, Safety and Asset Optimisation or CCI Pope being Center of Competence for Asset Integrity and Reliability services.

Mining and Minerals

Bureau Veritas offers a complete portfolio which can be split into two broad categories: exploration and production-related testing services and trade-related inspection and testing services.

Exploration and production related services involve testing services that provide mining companies with critical information over the life of a mining project. These services can be split into three categories:

- **sample preparation** involves the preparation of samples through crushing, grinding, pulverizing of drill cores or bulk ore bodies to obtain homogeneous samples that are representative of the ore body to be analyzed;
- **geoanalytical testing services** involve an assessment of the mineral content or chemical assay of the ore body and is primarily linked to mineral exploration and grade control analysis (production);
- **mineral processing testing services** are undertaken to assess the optimal methodology or processing route available to extract the valuable minerals from the ore body and is usually related to feasibility studies, resource definition and process optimization.

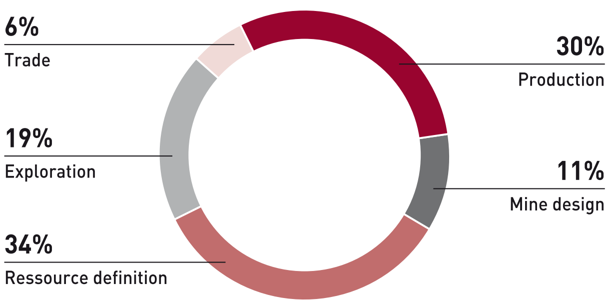
Trade-related inspection and testing services are mainly provided to the coal industry and include pre/post pad inspection for cleanliness and/or contamination of shipments, quantity and quality inspection of commodities at truck and train discharge and on loading of export cargoes, stockpile monitoring/surveillance, temperature monitoring, moisture analysis, physical properties testing and chemical analysis.

Bureau Veritas provides testing services to its clients across the entire mine cycle. The key steps of a mine cycle are summarized in the table below.

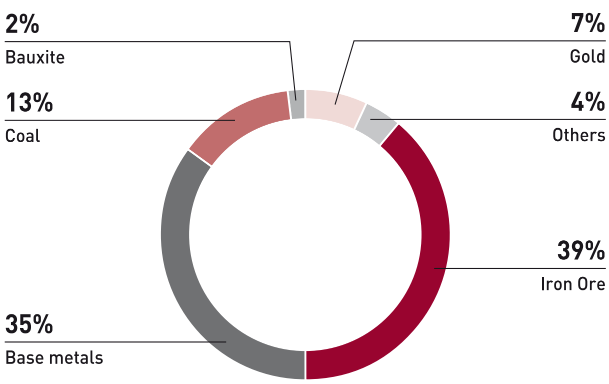
	Exploration	Ressource Definition	Mine Design	Production
Project Time to Maturity	7-10+ years	~ 5 years	1-5 years	20+ years
Key Activities	Exploration for new mineral deposits and pre-feasability studies	Feasability studies to characterise ressource and method of recovery and production	Mine development, bankable feasability studies and pilot plant	Commercial production

Bureau Veritas has a conscious strategy of developing opportunities in the attractive minerals testing market, while maintaining a good diversification of its revenues across the full mine life cycle and a diversified range of commodities.

2008 Mining and Minerals Revenues by stage of mine cycle



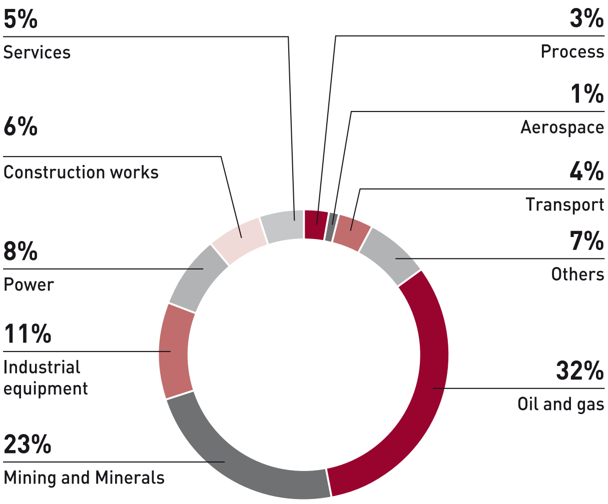
2008 Mining and Minerals Revenues by commodity



A variety of sectors served

The Group has a particularly strong presence in the oil and gas, power, the processing, industrial equipment, transportation sectors and more recently in the Mining and Minerals sector.

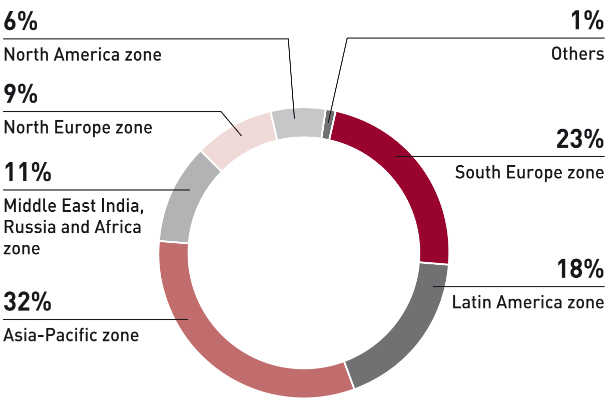
The chart below presents the Industry business' revenue in 2008 by sector of activity:



Broad geographic coverage

The Industry business is present in all major industrial countries (France, Italy, the United Kingdom, Germany, the Netherlands, Spain, the United States, Japan and Australia) and in the BRIC countries (Brazil, Russia, India and China) as well as other high growth areas (Africa, Middle East and Caspian Sea).

In 2008, the business' revenues were relatively evenly spread among the various geographic zones as can be seen from the graph below.



A relatively concentrated client base

The Industry business' client base is relatively concentrated: the 20 largest clients represented 30% of revenue in 2008. Key accounts include Oil & Gas operators (Petrobras, Total, ENI, Shell, ADNOC, PEMEX), Power groups (Areva, EDF, Suez), leading mining companies (BHP Billiton, Rio Tinto, Codelco and Xstrata) as well as Engineering & EPC companies (Saipem, Technip, ACERGY). However, the Group generally enters into a large number of contracts with each of its clients, and its contracts are of all sizes (from minor inspection contracts to multisite inspection contracts and frame agreements).

THE GROUP IS GROWING IN AN ATTRACTIVE MARKET

A market with sustained growth

The Industry business is growing in an extremely active global market, with a market value estimated by the Company at over €12 billion (of which €2 billion for the Mining and Minerals segment). Several factors contribute to solid growth:

- **factors common to all industrial sectors, such as:**
  - increasing importance of reliability of existing asset due to financial pressure,
  - increasing importance of independent inspection due to diversification of procurement and LCC (Low Cost Country) Sourcing,
  - the strengthening of QHSE regulations,
  - increasing awareness of industrial risks,
  - the ageing of certain industrial infrastructures in industrialized countries and the desire to extend infrastructure's useful life and bring them into line with new standards, and
  - the growing complexity of projects and operations closely involving multiple countries, players and disciplines;
- **factors unique to energy sectors:**
  - the growth in infrastructure investments (oil, gas and power), which is expected to continue even if at a slower pace due to the financial crisis,
  - the Group benefits from the market transformations, characterized by ageing existing facilities used to their maximum capacity and even beyond their initially expected useful life, the emergence of the integrated "asset integrity management" approach and the trend among clients to externalize QHSE functions. The Group also benefits from new demand for certification generated by the regulations on carbon dioxide emissions;

- **factors unique to Mining and Minerals:**
  - the long-term growth in demand for commodities from the BRICs economies. Despite the current economic slowdown, the Group believes that the growing consumption levels of commodities in China and other BRICs economies, which are still well below that of developed countries, will continue to increase in the long term as these countries develop. This will drive exploration and production activity for the mining industry,
  - the continuing trend toward outsourcing of laboratories. Given its specialized nature, minerals testing is increasingly regarded as a critical but non-core activity by mining companies, with the majority outsourced to third party service providers such as Bureau Veritas,
  - the increased demand for testing services will also be driven by the trend toward mining more complex (e.g. magnetite and nickel laterites) and multi-element ore bodies as they become economically viable.

A market with high barriers to entry for major international contracts

The Group believes that, for major international contracts, providers of QHSE Industry services need to satisfy critical requirements, which constitute substantial barriers to entry:

- an extended portfolio of accreditations;
- a global network of experts present in all the major industrial sites around the world; and
- a technical know-how and a reputation as first-rate technical experts.

More particularly, the Mining and Minerals subdivision is present in a market protected by high barriers to entry, of which the most significant are:

- the need for credibility and consistent delivery, as mining companies require data continuity and integrity to minimise project risk;
- the ability to manage labour constraints – skilled employees such as mineral chemists and metallurgists are essential for credibility and data consistency and remain in limited supply;
- the investment cost to build analytical laboratories; a high degree of certainty around customer demand is required to justify the required capital investment to build a new laboratory;
- the need to be accredited locally (National Association of Testing Authorities - NATA in Australia) and by industry associations.

A LEADING POSITION BASED ON SOLID COMPETITIVE ADVANTAGES AND A GROWTH STRATEGY

A leading position in a fragmented market

The market of QHSE services to the industry is highly fragmented due to the large number of local players in addition to a few large global players. The Group is one of the three world leaders in industrial inspection and certification. The Group's main competitors, by revenue, diversity of geographies, sectors served and types of services are Swiss company SGS, UK based company LR, German companies GL, TÜV Sud, TÜV Nord and TÜV Rheinland, the Norwegian company DNV. Other players, of smaller size and with a more limited range of sectors and services, compete with the Group in specific segments (for example Moody International in the field of shop inspection) or in specific geographies (for example, Apave, in France).

Following the acquisitions of CCI and Amdel, Bureau Veritas is the leading minerals testing platform in Australia, for all minerals. Key other players in Australia include SGS, ALS, Amtec, Intertek and Inspicio. In Chile, Bureau Veritas is now the largest provider of sample preparation and geochemical services behind CIMM.

Outside of Australia, SGS and ALS are the only players providing inspection, testing and geochemical services globally.

Solid competitive advantages

The Group believes that its position as one of the world leaders in the market of QHSE industry services is based on the competitive advantages described below:

- its worldwide network covering 140 countries;
- high degree of internal technical expertise (network of Technical Centres);
- a leading position in key market segments: oil and gas, power, mining and transportation;
- a complete portfolio of services, from feasibility study through operations and up to decommissioning;
- a unique portfolio of accreditations allowing the Group to issue any required certifications;
- and efficient information technology tools for managing the contracts and reporting to the clients.

Within the fields of Mining and Minerals, Bureau Veritas is one of the only players on the market to offer its customers a full suite of geoanalytical and mineral processing testing services. In addition, Amdel is the market leader in the development of robotic sample preparation and automatic sample handling and testing equipment. Amdel has built along the years a strong reputation for service delivery, technical excellence and innovation. This reputation will be a key success factor for the development of the Mining and Minerals platform outside of Australia in the years to come.

An ambitious growth strategy

The Industry business' strategy is built around the following components:

- the geographic expansion of its offering: the Group will continue to strengthen its network to further expand its global platform, leveraging the many facilities already in place;
- the development of its service offering, taking advantage of the Group's ability to offer on a worldwide basis its European and ASME certification services, voluntary inspection services (as 3rd Party and 2nd Partry) and focusing on high value-added services, such as Asset Integrity Management, Reliability Centered Maintenance and Life Cycle Extension;
- the continuous improvement of the Group's position in its main markets (oil, gas, power and process industries) and the acquisition of a significant position in other key markets (mining, construction materials, chemistry and steel).

The Group's strategy in the Mining key market aims at delivering organic growth:

- by leveraging the local positions held in Australia and Chile to further penetrate existing markets and better serve the existing customers in their international expansion plans;
- by expanding geographically the network of laboratories, in particular in emerging countries such as South America and Africa. The group will open its first geoanalytical laboratory in Brazil during the first semester of 2009;
- by leveraging Bureau Veritas international network to increase the percentage of "offshore" samples tested in Australia linked to mining projects in Africa (Guinea, Sierra Leone, Namibia, Mozambique), Asia (Indonesia, Vietnam, Philippines, China), Mongolia or Kazakhstan;
- by reinforcing the synergies between analytical and mineral processing testing services.

In a highly fragmented market, the Group also plans to pursue selected opportunities for acquisitions which could allow it to accelerate development in a particular geography and/or market segment.

Potential for margin improvement

The Industry division' operating margin should increase over the next years as a consequence of:

- the fixing of some existing underperforming business units and higher efficiency within the global shop-inspection network;
- the introduction of value pricing in higher value-added services (risk based inspections, Asset integrity Management, Reliability Centered Maintenance).

Bureau Veritas is also seeking margin improvement opportunities in its Mining and Mineral subdivision by implementing a number of initiatives, including:

- replication of Amdel's know how for automation of sample preparation and testing activities within the key laboratories of the mining and minerals network;
- standardization of testing procedures across the network;
- better sharing of work load within the laboratory network, in particular in Chile and Australia, through optimisation and better management of sample routes.

Strong opportunities for cross-selling with other businesses in the Group

The Industry business is developing many commercial synergies with the Group's other global businesses, particularly the IVS, HSE, CER, Marine and Construction businesses. For example combination of Industry and CER capabilities allows provision of comprehensive supplier assessment services covering both, technical and quality management systems aspects. In the off shore oil sector, the classification and certification of a new floating production, storage and offloading (FPSO) unit can draw on the capabilities of the Marine business for structure classification and of the Industry business for process equipment and subsea pipelines certification. Once built and certified, the production and storage unit will require the capabilities of the Industry, IVS and HSE businesses throughout its life to respond to annual regulatory safety and performance inspections or voluntarily imposed requirements.

One of the objective of the investment in Amdel was to provide an entry door in the Mining industry, where Bureau Veritas can provide a full range of services, and in particular services from the HSE business (e.g environmental testing, environmental impact assessment studies), the Industry business (e.g. condition monitoring, shop inspection, quality control and quality assurance services, non-destructive testing) and the Certification business. In the future, the Group intends to reinforce the links between the Mining and Mineral subdivision and the other businesses of the Group.

OPERATIONAL ORGANIZATION

Within the framework of the matrix organization, the global Industry business' organization is decentralized. The Industry business relies on 15 key countries/regions where specific technical and commercial resources are located. These key countries are France, Spain, Italy, UK, Germany, USA, Australia, China, Brazil, Mexico, Middle East Region, India, Russia, Singapour and South Africa.

The key countries are supported by a central organization (Business Line) and Leadership Group (composed of managers representing key countries) dedicated to the development of new products, their deployment throughout the network as well as the rolling out of IT platforms for the production of our services. This organization also supports the countries with the preparation of major international tenders.

The Mining and Minerals subdivision operates 33 laboratories in Australia, Chile, Brazil, Ukraine and South Africa and is run as a matrix organization. The countries are in charge of the development and operating performance of their local operations. In addition, the laboratories located in Chile and Australia will be used as competency centers for, respectively, South America, and the rest of the world.

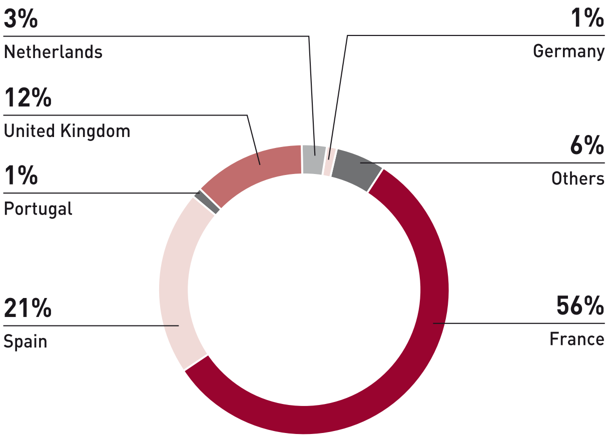
The Mining and Minerals subdivision is supported by a central organization focused on the international development of the Mining and Minerals network, through the implementation of key account management, the provision of support to open new laboratories and the transfer of technical know-how from Amdel to the rest of the network.

1.5.3. In-Service Inspection & Verification

The In-Service Inspection & Verification (IVS) business verifies conformity of technical installations to regulatory requirements applicable to the technical installations of buildings and infrastructures (electrical installations, elevators, lifting equipment, pressure equipment, and fire safety equipment).

In 2008, the IVS business generated revenue of €330.2 million (13% of the Group's consolidated revenue) and had an adjusted operating margin of 11.2%. The Group is one of Europe's leaders in this market. The IVS business has historic key positions in France, Spain, Portugal and the United Kingdom and has more recently developed its position in the Benelux countries, Eastern Europe, Germany and Italy.

The IVS business' revenue by geographic zone in 2008 is shown below:



A GLOBAL OFFERING OF TECHNICAL INSTALLATION INSPECTION

The Group offers a comprehensive range of services covering all the regulatory requirements for periodic inspection applicable to the Group's clients.

The technical installations covered by the business' inspection services include:

- electrical installations;
- lifting equipment and other work tools;
- gas and vapor pressure equipment;
- fire equipment (rescue equipment, fire safety systems);
- elevators;
- heating equipment (particularly furnaces and aerothermodynamic equipment);
- automatic doors; and
- ionizing ray equipment.

In France, the business' principal market (56% of the 2008 business' revenue), assignments concern principally electrical installations (59% of the business' revenue in France), with the balance covered by lifting equipment (15%), fire safety equipment (7%), elevators (4%), machinery (4%), pressure equipment (1%), heating equipment (5%) and other projects (5%).

In Spain, following the acquisition of ECA, assignments concern all of the above-mentioned technical areas, with significant growth in the assessment of low voltage electrical installations.

In the United Kingdom, assignments concern principally fixed electrical and lifting installations, elevators and pressure equipment.

In the Netherlands, they primarily involve electrical installations, fire safety systems, elevators, pressure equipment and heating equipment.

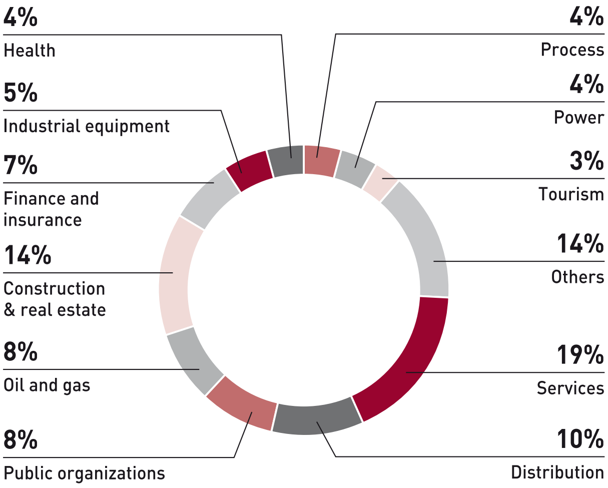
These conformity assessment assignments are carried out during initial inspection visits (before the equipment is put in service) or on a periodic basis (during the equipment's useful life).

As a complement to the principal in-service inspection activities the Group also offers its clients:

- technical support to bring equipment into compliance following regulatory inspections (relating to computer aided maintenance management systems) and compliance audits; and
- management of conformity for groups of buildings: monitoring of periodic control obligations and corrective actions, development of summary reports and statistics.

A HIGHLY RECURRENT BUSINESS

The business' client base, shown below as a percentage of the business' 2008 revenue, is diversified and includes companies in a broad range of sectors including services, retailers, public organizations and insurance companies.



Approximately 70% of the business' revenue in France is considered recurring and corresponds to multi-year contracts and automatically renewed yearly contracts, particularly for regulatory inspections. The proportion of long-term contracts varies by country. It is high in France, the United Kingdom and Spain and more limited in Italy, where the Group's market share is being built up. The higher level of recurring revenue in France is due to (i) market practices, as clients do not typically change their suppliers; (ii) the number of major clients requesting this service under two, to six-year contracts; and (iii) the Group's reputation on the French market. In addition, clients generally use the business' services for conformity assessment of several technical installations (between two and four, according to the country).

In general, the average size of the business' contracts is relatively low, particularly in Spain (€350), with the maximum average obtained in the United Kingdom (€3,000) and with an average of €1,200 in France. However, contracts with key accounts (multinational companies) can be for greater amounts, from €150,000 to €5 million per contract. Such contracts are typically for more than three years.

For example, the Group has long-term contracts for between three and six years with the following clients: Carrefour, CEA, France Telecom, BNP, RTE, SUEZ and Caisse d'Epargne in France; ENI and SANOFI AVENTIS in Italy; Royal Bank of Scotland, Norwich Union, Tarmac Group and Rolls-Royce in the United Kingdom, Generalidad de Catalogne, ENDESA and Gas Natural in Spain.

MARKETS WHOSE DYNAMICS ARE LINKED TO THE REGULATORY ENVIRONMENT AND THE GRADUAL OPENING OF THE MARKETS TO COMPETITION

The Group believes that the market for In-Service Inspection & Verification, which is today mainly a European market, represents more than €7 billion in revenue in Europe. The countries where the IVS business operates have certain common characteristics which determine the level of market activity:

- the regulatory environment (safety in public facilities, local labor codes) is increasingly strict, and criminal liability of managers is increasingly at risk. There is also the harmonization of regulatory requirements in Europe with, for example, the introduction, in Spain in 2008, of the obligation to have electrical installations inspected according to the French regulatory model;
- local regulatory requirements in terms of initial expertise, ongoing training, methodology and IT tools strengthen the trend toward the corporate outsourcing of these activities to companies specialized in inspection;
- governments are reducing their role in regulatory inspections and relying more on accredited or approved companies (Italy, Central and Eastern Europe); and
- insurance companies are also reducing their traditional inspection activities prior to issuing damage policies, and are outsourcing these activities to inspection companies.

The level of market openness varies substantially by country:

- certain markets are wide open to competition from the private sector (France, Spain, Portugal, Benelux);
- certain markets remain with public monopolies (Russia, China) or those which are progressively opening to the private sector (Central and Eastern Europe, Italy); and
- certain markets remain with monopolies through professional or semi-state-owned associations (Germany) or the inspection subsidiaries of insurance companies which offer combined inspection and insurance services (United Kingdom).

A LEADING POSITION IN EUROPE AND A STRATEGY OF GLOBAL GROWTH

A leading position in Europe based on numerous competitive advantages

The Group believes it is one of the leading players on the market for In-Service Inspection & Verification in Europe, with a leading position in France, equivalent with Apave for certain technical installations and ahead of Norisko-Dekra and Socotec. In the highly fragmented Spanish market, the Group is one of the leading players following the acquisition of ECA. In Italy, the market continues to be controlled by a small number of semi-public entities (ASL and ISPEL). In the United Kingdom, the insurance companies Royal Sun Alliance, Zurich, Allianz and HSB hold approximately 80% of the market, but the Group nevertheless has a strong presence.

The Group believes that it has many advantages which enable it to establish a competitive position on the market for In-Service Inspection & Verification services:

- the Group can provide a global offering both to local clients and international clients (key accounts, multiple-site clients) due to its broad geographical coverage and the diverse technical capabilities of its local teams, allowing it to offer a full range of necessary services; and
- the Group possesses unique technical expertise, based on advanced methodological tools and technologies, in particular: ergonomic reports which identify all essential inspection aspects, embarked information technology tools which provide real-time report delivery, and tools for optimizing inspector planning (rollout of IT tools in France, the United Kingdom, Italy and the Netherlands).

A global growth strategy adapted to each country

The Group's global growth and consolidation strategy in IVS is built around several components:

- consolidating and completing its European network by obtaining authorizations to operate in the principal countries and through partnerships with leading local players in other countries. In particular, the Group plans to complete its European network with accreditations in the following major markets: fire safety (United Kingdom, Germany, Scandinavia and Eastern Europe), pressure equipment (Germany and Scandinavia), lifting equipment (Italy, Germany and Eastern Europe) and electrical installations (Germany and Sweden);
- consolidating its position in opening markets through targeted acquisitions to reach critical size (Eastern Europe, Italy, Scandinavia, the Baltic States);
- reinforcing its portfolio of services to offer a consistent offering of services for key accounts to ensure equal coverage of equipment and facilities safety at all locations; and
- launching new services using business capabilities (such as monitoring outsourced maintenance).

The strategy is adapted according to the business' targeted geographic zones:

- France: continuing to develop tools to ensure client loyalty (dedicated portals) and improving the profitability of services by rolling out hand-held, web-based tools for inspectors (computerized reports, portable equipment) and simplifying technical methods;
- Spain: strengthening the market leadership position following the acquisition of ECA both from a commercial (dense network, comprehensive offering) and technical perspective (optimized production tools, client portal);
- the Netherlands: carrying-out a policy of targeted acquisitions to extend the services offered across the entire local market and improving returns on services by establishing appropriate computerized tools;
- United Kingdom: developing marketing specifically directed toward key accounts, improving returns on services by establishing appropriate computerized tools and establishing new services taking advantage of the Group's network (global multisite services, assistance combining the services of several businesses);
- Italy: consolidating the fragmented market by becoming market leader through a targeted acquisition policy and increasing sales by relying on established regional sales structures.

Important synergies with other Group businesses

The IVS business benefits from important synergies with other Group businesses, particularly the Construction and HSE businesses. For example, in connection with new buildings serviced by the Construction business, In-Service Inspection & Verification services are systematically proposed once the building is put into service. In addition, when a client requests In-Service Inspection & Verification services for its facilities, the Group is well positioned for any necessary HSE inspection or audit, due to the technical information acquired by the Group through the provision of other services.

Means for improving the operating margin

The main profit improvement initiatives taken by the Group in France consist in centralizing planning of inspection visits and optimizing inspector tours, standardizing and simplifying inspection methods and computerizing reports. The Group has also started to implement and take advantage of these measures in other European countries where it is beginning to have a significant presence on the IVS market, particularly the United Kingdom, Spain, Italy and the Netherlands.

OPERATIONAL ORGANIZATION

The IVS business is organized around key major countries and geographic zones:

- European countries, with priority given to France, Italy, Spain, Portugal, the United Kingdom, Germany, Poland and the Netherlands; and
- Turkey, Latin America, Australia, the Middle East, China and India.

A central sector department, shared with the Industry & Facilities division's technical department, ensures the operational coordination of the network and provides support to local teams:

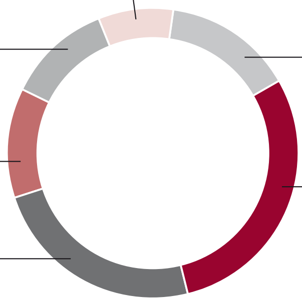
- for obtaining national accreditations and approvals required in each country;
- for maintaining and supervising the technical quality of service (through putting in place methodologies and technological tools, inspector training processes); and
- for re-engineering processes and optimizing production processes.

1.5.4. Health, Safety & Environment

The Health, Safety & Environment (HSE) business assists clients in managing the risks of ground, air and water pollution (Environment) and the risks of workplace-related accidents and illnesses (Health and Safety) through inspections, audits, testing and integrated assistance solutions.

In 2008, the HSE business generated revenue of €248.0 million (10% of the Group's consolidated revenue) and had an adjusted operating margin of 4.6%.

The HSE business' revenue in 2008 by geographic zone is shown below.



A SERVICE OFFERING THAT ADDRESSES ALL HSE ISSUES FOR A DIVERSIFIED CLIENT BASE

A global offering addressing all HSE issues

Against a background of increasing quantities of ever more complex regulations relating to health, safety and the environment, companies are keen to ensure that they are complying with legal obligations but also to take voluntary measures to improve their HSE performance and thereby show that they are making a positive contribution to sustainable development.

To respond to this complex need, the HSE business provides services for conformity assessment, risk evaluation and consulting, grouped by type of services into two major product families:

- ENVIRONMENT: services to control and improve the effects of business activities on the environment, including services for measuring atmospheric or aqueous emissions, evaluating ground pollution and preparing administrative reports (such as impact studies, emissions authorizations, classed facilities and identification-management-elimination of waste). These services represented 56% of the business' revenue in 2008. Among these services, the Group has decided to prioritize services to manage industrial risks, help clients find out the energy efficiency of their buildings and industrial processes and reduce greenhouse gas emissions, segments that offer major growth potential; and
- HEALTH AND SAFETY: services to protect employee and public health and safety, including support for controlling different pollutants inside buildings, measuring noise levels, identifying and managing toxic and pathogenic materials (asbestos, legionella, lead), analyzing risks related to industrial processes and offering advice with the aim of reducing accidents in the workplace. These services represented 44% of the business' revenue in 2008.

The HSE business provides its clients with services including monitoring regulations, analyzing risks, auditing compliance and assessing HSE performance, these services covering all sites or subsidiaries in France and abroad. It also helps its main clients draw up their global social responsibility and HSE risk mapping strategies.

The HSE business' service offering cover most of the requirements of its clients using consistent tools and methods based on a worldwide network of experts.

A diversified portfolio of clients

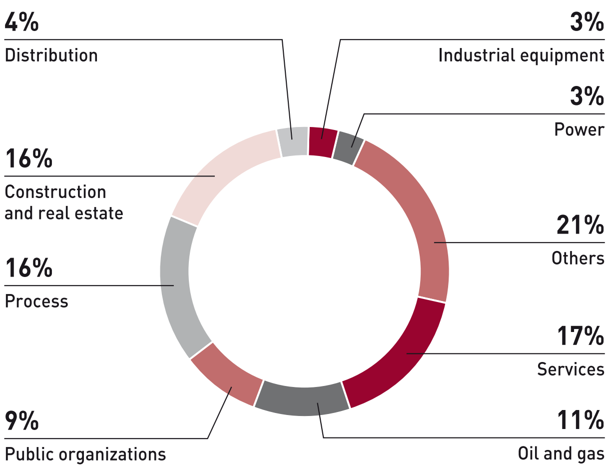
The range of services offered by the HSE business is aimed at a highly diverse client base in terms of both business sector and size.

The clients in this business operate in sectors as varied as real-estate, services, administration, oil and gas and power production.

This client base includes large international accounts (Gas Natural, Total, YPF, Areva, EDF, Eskom, Johnson Controls, Schindler and Nestlé) and small and medium-sized enterprises mainly wanting:

- to meet regulatory requirements in terms of health, safety in the workplace and the environment; and
- to introduce, on a voluntary basis, specific large-scale programs or universal standards applicable to all of their subsidiaries.

The chart below presents the HSE business' revenues in 2008 by client sector and illustrates the diversity of its client base.



A MARKET WITH MANY SOURCES OF GROWTH IN BOTH ENVIRONMENTAL AND HEALTH AND SAFETY AREAS

The Group believes that the HSE business' worldwide addressable market amounts to between 10 and €15 billion (excluding laboratory testing).

Several favorable trends contribute to market development.

In the environmental field, the following two factors influence market growth: the increase in the number of regulations and the rise in corporate social responsibility.

Maintain regulatory pressure

At an international level (Kyoto Protocol), a European level (EC Directive 2004/35 on environmental liability) and a national level (laws deriving from the Grenelle Environment Round Table in France), the increase in the number of environmental requirements means that European companies are having to keep a constant eye on the regulations and their impact on their activities and are often turning to outside experts for help.

Moreover, the REACH (Registration, Evaluation and Authorization of CHemicals) Directive, which came into force in June 2007, requires manufacturers or distributors of products in Europe to trace, identify and register the chemical substances in products distributed in Europe. It aims to offer better protection of individual health and better protection of the environment through more detailed assessment of the risks associated with these substances. The application of these regulations offers new opportunities for the Group, whether in offering advice on the introduction of a specific policy, specific training or technical assistance in carrying out risk assessments for which manufacturers are now responsible.

Sustainable development at the heart of companies' HSE concerns

Through their environmental aims and those relating to health and safety in the workplace, companies are trying to ensure that they comply with the regulations in force, to ensure the continuity and performance of operations and to show their commitment to sustainable development. Numerous compliance, verification and certification services are therefore available, such as:

- energy diagnoses leading to the identification and implementation of energy-saving measures;
- voluntary diagnosis of carbon emissions so that they can be reduced;
- design and implementation of voluntary measures to reduce accidents in the workplace; and
- verification of data used to draw up sustainable development reports.

Institutional and private investors take social responsibility and sustainable development criteria in account when deciding where to invest.

Attention is increasingly being paid by non-executive and executive boards to the relevance, coherence and impact of their HSE strategy. The measurability of milestones, the soundness of data and the reliability of reports are now crucial corporate governance and management criteria.

Bureau Veritas: a position adapted to client needs

These trends are speeding up access by Bureau Veritas to executives of international groups, particularly those wanting to be able to see and manage HSE risks across all of their activities at a global level while ensuring compliance with local rules in order both to protect themselves against any criminal liability or damage to their image, and to improve their operational efficiency and their financial performance. The Group believes that its global coverage allows it to respond to the expectations of major international groups.

Authorizations and accreditations issued by international organizations and local authorities also offer differentiating factors in terms of credibility, as does the reputation of a company such as the Group which has been operating for more than 180 years in the industry and which has client references in all economic sectors.

AN AMBITIOUS GROWTH STRATEGY IN A HIGHLY FRAGMENTED MARKET

A leadership position in a highly fragmented market

The Group's international presence was developed over the last three years through numerous acquisitions, particularly in the United States, the United Kingdom, Spain, the Netherlands, Denmark, Italy and Australia. The Group believes that in 2008, it was the fourth largest player in the world in this market in terms of revenue.

The market is highly fragmented and consists of three types of players:

- a dozen large global players (particularly the American companies URS, ERM and Dupont Safety, the British company RPS, the Danish company DNV and the Swiss company SGS), including the Group, which represent approximately 20% of the market;
- large local players, such as the TÜVs in Germany, National Britannia in the United Kingdom, Tetratech in the United States or Coffey in Australia, which represent approximately 20% of the market; and
- small local players which represent more than half of the market.

Solid competitive advantages

The Group possesses solid competitive advantages which should enable it to consolidate its position among the world leaders in the HSE market:

- it is accredited by numerous public authorities and professional organizations;
- it offers a broad range of services covering all HSE services both for investment phases and for operation phases;
- it has a worldwide network which enables it to respond to contracts requiring support on numerous sites throughout the world; and
- it has developed a high level of technical expertise.

A strategy for growth and improved profitability

The Group's strategy consists of offering global solutions with high added-value aimed at its international clients and of providing a wide range of services for local clients.

The linchpins for putting this strategy into effect are:

- streamlining the portfolio of services of the numerous companies acquired over the last four years in order to provide a standardized consistent service across the network;
- the use of operational models (pricing, cost base, commercial and production process, customer service) adapted to the various service families in the HSE business;
- "cross-fertilization" by exchanging and sharing capabilities and areas of expertise among different countries. By way of example, the expertise developed in the United States in behavioral management relating to employee safety has been replicated in a number of other countries, particularly in Europe and the Middle East. As a result of the nature and range of its services, the HSE business is also generating opportunities for cross-selling with most of the Group's other businesses, particularly the IVS business (inspection of pressure equipment that may lead to HSE projects under Directive 94/9/EC, the "Atex Directive", on controlling explosion risks), the Construction business (environmental impact, energy efficiency), the Industry business (inspections of dangerous equipment) and the Certification business (second-party audits); and
- continued consolidation in the sector thanks to geographic expansion, mainly through acquisitions, in line with its strategy initiated four years ago, notably the acquisitions of Clayton Group Services Inc. in the United States, Casella Consulting Ltd in the United Kingdom, IRC and Kilpatrick in Australia, ECA in Spain, Chemtox and Trotters in Denmark and Graham in Italy.

OPERATIONAL ORGANIZATION

Within the matrix structure, the HSE business comprises specialized operational units located in the countries responsible for marketing and providing HSE services on a local basis. The business also has a central team responsible for defining the Group's HSE strategy and adapting it to each country, coordinating product and service development and directing sales and marketing efforts for international opportunities, in particular for key accounts.

1.5.5. Construction

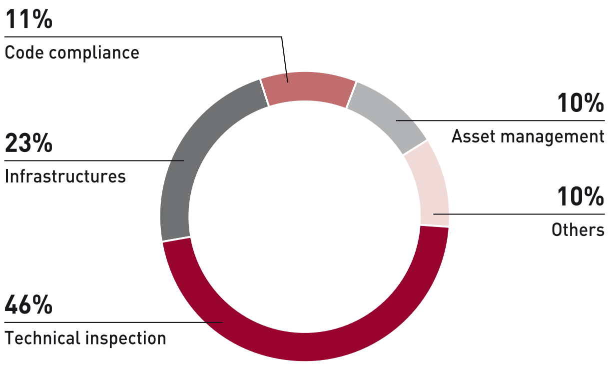
The Construction business assesses the conformity of construction projects, such as buildings, civil engineering projects or works of art, with different technical standards of stability, water tightness, safety, comfort and zoning codes. Conformity assessment is performed through review and approval of plans, assignments to establish and monitor project-specific quality organizations during the design stage and inspections, tests and/or product qualifications during the construction stage. The Construction business also offers complementary services such as asset management and technical due-diligence, as well as services linked to the post-construction life of a building (maintenance, adaptation rehabilitation, and demolition) which allow its clients to control the Quality/Safety/Environmental issues of their real estate assets under construction or in service.

The Construction business actually offers its clients 4 main types of service:

- checking compliance with building codes and certain construction permit technical codes (code compliance);
- compulsory technical inspection of buildings and infrastructures as laid down by the law (of France) or encouraged by insurers and reinsurers (Spain, Italy, Japan, etc.);

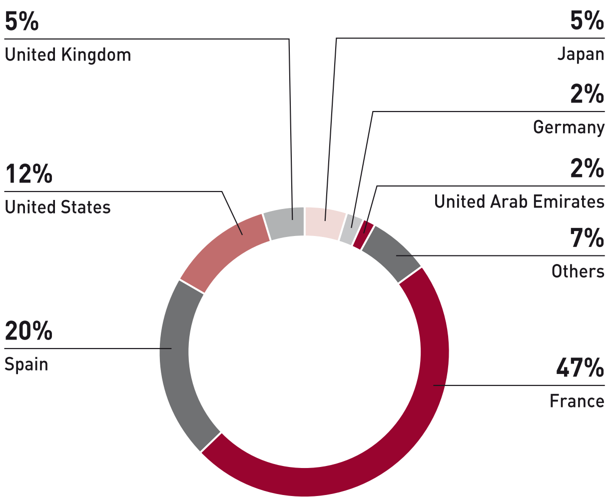
- inspection, introduction and monitoring of quality plans in large infrastructure projects (ports, railways, roads, hydraulic projects, etc.) associated with cost control and planning monitoring contracts;
- supervising the maintenance and technical assessment of existing assets (buildings and infrastructures).

The chart below illustrates the distribution of revenue between the 4 main service categories.



In 2008, the Construction business generated turnover of €464.4 million (18% of the Group's consolidated revenue) and had an adjusted operating margin of 10.4%. The Group is a world leader on the market for conformity assessment applied to the field of construction, with key positions in France, the United States, Spain, the United Kingdom and Japan.

The Construction business' revenue in 2008 by geographic zone is shown below.



SERVICES COVERING THE ENTIRE LIFECYCLE OF PUBLIC, INDUSTRIAL, COMMERCIAL OR RESIDENTIAL BUILDINGS AND INFRASTRUCTURE (ROADS, RAILROAD, MARITIME AND HYDRAULIC)

An extensive offering of services covering the entire lifecycle of a construction project

The Group's services allow it to offer a complete response to a comprehensive range of regulatory and contractual construction requirements. Its services consist of assessing the conformity of construction projects, such as buildings, civil engineering projects or works of art, to different technical standards for:

- stability (structural, earthquake, geotechnical);
- water tightness (building exteriors, roofing, basements);
- safety (intrusion, fire and falls);
- comfort (acoustics, temperature, air quality); and
- zoning (compliance with applicable codes).

Conformity assessment is performed through review and approval of plans during the design stage and inspections, tests and/or product qualifications during the construction stage.

The business also offers:

- services to verify measures taken on construction sites to prevent accidents (safety and protection of workers, presence of on-site security agents);
- project monitoring with respect to quality and compliance with contract terms and timetable (particularly for financial clients distant from the construction site and on major infrastructure projects);
- support services for technical asset management and maintenance supervision of in-service facilities; and
- technical diagnosis for selling or renting real estate (regulatory technical reviews) and technical due diligence prior to sale or rental.

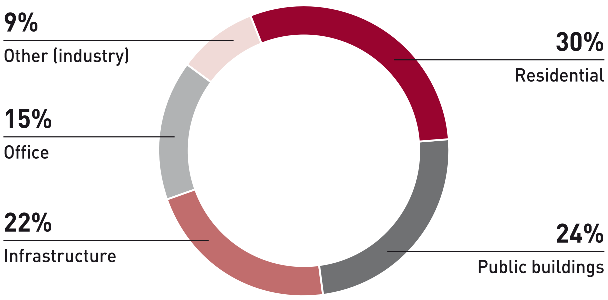
The Group assists its clients in managing all aspects of their construction projects and provides support for the entire lifecycle of a building, construction project or industrial facility: from design (new projects or rehabilitation), to construction (risks, quality control), through commissioning (conformity clearance, participation in safety committees), use (maintenance, preparing visits) and in some cases sale or purchase transactions.

A cyclical business but with a stable client base

In general, the proportion of recurring revenue in the Construction business is lower than the Group average, since an important portion of the business' activities is tied to cycles in the construction sector and to project design and building phases.

The relatively cyclical nature of the business is mitigated by a stable client base, of which more than 50% are regular clients. In addition, the Group is also positioned on market segments that are less sensitive to private building construction (residential and office buildings) cycles, such as construction of state projects, including infrastructure construction and operation, which depends on national investment policies, and construction in the retail sector or in the health sector, which depends on public health policy.

The chart below illustrates the distribution of revenue between the various assets to which the business' services relate in 2008:



The Construction business' main clients include:

- real estate developers;
- large services companies (hotels, leisure facilities, banks, insurance companies, property rental businesses);
- public institutions (such as hospitals and schools, road, rail and maritime infrastructure, etc.);
- real estate investors and managers of major international real-estate portfolios;
- large retail companies; and
- industrial companies moving closer to their markets or migrating production sites (in the automobile, energy and collective services sectors).

A CYCLICAL MARKET EXPERIENCING STRUCTURAL GROWTH

The Construction business' market, which the Company estimates amounts to over €10 billion on a global level, is composed of domestic and international markets.

The outsourced and privatized part of this market is expanding rapidly owing to the greater tendency toward outsourcing and privatization, with variations existing depending on the country and the regulations in question.

Domestic markets

Domestic markets include services provided to private companies (real estate developers, industrial companies, engineering) and public administrations (national and local administrations). These markets have different types of barriers to entry:

- regulatory barriers: authorizations and accreditations required for certain types of construction;
- recognition barriers: recognition by insurance companies (or reinsurers) of the ability to deliver compliance certificates; and
- personnel qualification barriers: the need to use professionals who are qualified and/or certified by a regulatory authority.

International markets

International markets include services provided to major international players involved in building, acquiring or managing assets in numerous countries. This market consists principally of companies working on behalf of public services, companies managing international service networks (leisure, hotels, insurance, banks, etc.), existing real-estate investors and managers, retail companies and industrial companies that are moving closer to their markets or migrating their production facilities.

Global growth potential due to new regulations and new market requirements

In each of the major markets where the business is present (Europe, the United States, Asia and the Middle East), growth in the market for conformity assessment services depends on:

- the construction market for new buildings, particularly the two principal segments of collective housing and offices;
- investment activity and, more generally, the volume of real estate transactions;
- the enactment of new regulations (such as earthquake resistance, asbestos and lead standards);
- the creation of new product labelling creating demand for certification (high environmental quality, energy performance);
- the opening up of the market for infrastructure quality control and monitoring following the rolling back of State services (roads, bridges, dams, etc.);
- the increasing desire among property management companies and industrial and large retail companies to outsource the monitoring and management of the technical and administrative aspects of regulatory compliance for their buildings and facilities; and

- the increasing trend among a number of national and local administrations to delegate to private accredited companies an increasing number of conformity assessment functions for existing buildings or new constructions. This trend has been observed in particular for five years in Japan, in the Gulf states (Abu Dhabi, Saudi Arabia) and in most of the western and southern states of the United States.

The greater interest shown by builders and managers of real-estate assets in the performance of goods has considerably increased demand for services:

- in the field of energy performance (audits and diagnoses, action plans, energy saving certificates, etc.);
- in indicators recognizing the overall building performance (energy, economic maintenance, sustainable use of utilities, etc.) such as the GREEN RATING or more institutional labels (LEED, BREAM, etc.); and
- in assisting managers to construct and monitor programs for the harmonizing of their assets.

Different market characteristics according to the geographic zone

The French market is divided into three principal segments:

- the Building Technical Control segment, which covers services for preventing technical problems during construction. This business is subject to the French law No. 78-12 of January 4, 1978 (the "Spinetta Law");
- the Health and Safety Protection segment, which provides services for on-site safety coordination during construction: prevention plans and regulatory verifications (scaffolding, cranes, work site facilities, machines) the development of which is underpinned across Europe by a directive; and
- the Asset Management Services segment, which is the most fragmented one, but which is experiencing faster growth than the two other segments. This segment includes technical assistance services for construction: safety audits; stability of construction site enclosures; technical assistance to prepare for, or upon completion of, construction; start-up assistance for facilities open to the public; assistance for site management of fire security systems; and support for labelling and certifying projects.

The Spanish house building market is in decline, but this is offset by growing business in the road, rail and hydraulic infrastructure sector. The Asset Management Services segment, which is as fragmented as in France, has experienced sustained growth.

The American market is potentially the largest in the world. However, the degree of market openness varies by segment and geographic zone:

- the segment for testing construction materials is entirely open to private companies; and
- the segment for assessing plan compliance with construction codes remains mostly under the public control of municipalities and counties. However, outsourcing to private sector companies, which began 11 years ago (mainly in western and southern states), is a major market trend. The Group recorded revenue of €38.8 million in this segment in 2008, is positioned as market leader and should experience strong growth in the coming ten years.

In Japan, a similar market for assessing plan compliance with zoning and building codes opened to privatization five years ago. In June 2007, the law governing the assessment of conformity of driving licenses was strengthened in order to increase the number of controls to be carried out by third parties. The law on ten-year guarantee and its corollary, the technical control of constructions, was introduced in 2008. The introduction of these new laws has tripled the potential of this market for Bureau Veritas.

In the United Kingdom, the Group is currently present only on the segment for construction material testing.

The residential, service sector and shopping center construction, development and trading activities are moving toward Eastern Europe and certain high-growth countries; players in Western Europe are exporting their know-how by engaging with their partners, of which the Group is part.

Similarly, thanks to the expertise and references acquired in the United States, the Group won outsourcing contracts for the plan approval activities of municipalities in the United Arab Emirates (Abu Dhabi) and in Saudi Arabia (Rabigh) in 2007.

A GLOBAL LEADERSHIP POSITION SUPPORTED BY A GROWTH STRATEGY TARGETED BY COUNTRY AND SEGMENT

A leading position in the construction market

In France, the Group is co-leader in the market with Socotec and ahead of Apave. On the Spanish market, the Group has been one of the leading players since the acquisition of ECA.

In the United States the Group is the leader in the market for assessing plan compliance with zoning and construction codes. However, it is only a mid-sized player in the construction material testing segment.

In Japan, the Group is number two in the same very fast growing market, behind Nihon Teri.

Strong competitive advantages

The Group is the only player in the market bringing together:

- a presence in all market segments;
- an extensive geographic coverage; and
- a unique international reputation as an independent third party company.

The existence of a worldwide network offers commercial and organizational advantages. From the commercial perspective, the Group can position itself with respect to global players such as hotel and retail groups or the major investment funds focused on acquiring and reselling real estate in all major urban and industrial areas of the world. From an organizational perspective, the Group is able to develop and specialize technical competence centers offering continental or regional support (capabilities in earthquake and geotechnical matters, energy efficiency and construction material performance).

A growth strategy targeted by country and segment

The Group plans to pursue the following main strategies to reinforce its leadership position:

- develop the Group's presence in all key countries where the technical control activities are being privatized and where regulations are becoming more stringent; this development is aided by recognition by insurers and reinsurers and by the references and know-how built up in the sphere of European regulations;
- consolidate its network of high level technical capabilities and develop a homogeneous global network sharing common methodologies;
- gain market share and a foothold in new countries thanks to its expertise, references and teams acting in the major rail, road and hydraulic infrastructure market;
- increase the Group's business with key accounts in the hotel, retail and leisure industries; and
- extend the Group's geographic coverage to be able to support major international clients, particularly in Eastern Europe, Asia, the Middle East and Latin America.

In a highly fragmented market, the Group also plans to pursue opportunities for acquisitions which could enable it to accelerate its development along the above-described lines.

Real opportunities for cross-selling with other Group businesses

The Group plans to take advantage of cross-selling opportunities with the IVS business. As an example, in France, all new construction projects controlled by the Construction business receive an offer for "in-use" services. The transformation rate is very high, at approximately 90%.

Means for improving the operating margin

The Group's strategy for the Construction business also aims at improving the business' operating margin. The Group plans to introduce in a number of key countries, particularly the United States and Spain, all the methods, processes and systems which have enabled the Construction business to achieve a high operating margin in France. Toward this end, several Process Optimization Projects ("POP") have been initiated and introduced in various business units of the business. The business segments at stake are technical control of new constructions in Spain, construction material testing laboratories in the United States and the United Kingdom, and plan approval offices for new constructions in California and Texas.

OPERATIONAL ORGANIZATION

The Construction business is organized around major countries in Western Europe (France, Spain, the United Kingdom, Germany and Italy), the United States and Japan.

In addition to this geographic organization, the business has a presence in some countries in Eastern Europe, the Middle East and Africa, for which the Group's facilities in France serve as technical competence centers.

The decentralized organization uses a central team based in Paris and focused on two specific segments: key accounts, currently limited to clients in the hotel and retail sector, and major investors requiring technical audits on large portfolios of real estate assets.

Within the matrix structure, a transversal practice and knowledge group was created to allow the business' main geographic entities to:

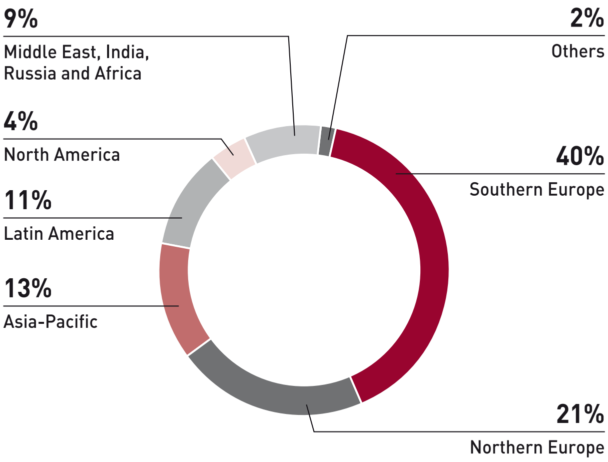
- share best practices, standards and tools;
- make an inventory of and allow for the sharing of high level technical capabilities;
- prepare technical notes for each country (risks, legal environment, work methodologies); and
- manage major multinational projects for asset management and technical due diligence.

In 2008 a central organization was created, wholly dedicated to coordinating this set of practices, whilst also making it possible to uncover competent managers in these fields, geographically mobile and able to help the target countries to develop these services while offering relevant advice with regard to the swift establishment of local strategies.

1.5.6. Certification

The Certification business certifies that the quality, safety, health and environment management systems utilized by the Group's clients comply with international standards, usually ISO norms, or national and/or sector standards. In addition, the business offers certification services to large companies that wish to audit and/or certify certain elements of their organization, particularly their suppliers and franchise networks.

The Certification business generated revenue of €273.3 million in 2008 (11% of the Group's consolidated revenue) and had an adjusted operating margin of 18.5%. The Group is the world market leader for certification with key positions in France, Spain, Italy, the Netherlands, Denmark, Sweden, Turkey, Brazil, India, Japan, China and Thailand. The Certification business is present in 78 countries. The Certification business' revenue in 2008 is presented below by geographic zone:



A FULL AND INTEGRATED RANGE OF CUSTOMIZED AUDIT AND CERTIFICATION SERVICES

Services covering a broad range of standards based on standard or customized audits

The Certification business offers a full and integrated range of services. Dedicated to assessing and certifying management, product, service and personnel systems, it covers all national and international, general and sector-specific quality, environment, health and safety and social responsibility standards and private reference systems.

This service offering includes:

- conventional management system certification projects based on standard public principles applicable to each market segment: Quality (ISO 9001), Environment (ISO 14001), Health and Safety (OHSAS 18001);
- sector solutions specific to the industrial sector in which the client is operating, in particular in the automative (ISO TS16949), aeronautic (AS9100), rail (IRIS), food (ISO 22000, HACCP management of food health and safety), forestry/wood (FSC/PEFC…) and health industries, etc. In France, it also provides certification services for product labels in the food sector (5% of the business' total revenue), and civil aviation certification services for aircraft operated under the French flag (delegation of powers from the French civil aviation authority - DGAC); and
- services dedicated to risk management and management of the supply chain: audits of suppliers and franchises, internal audits, services dedicated to trade security (ISO 28000, TAPA (Transported Asset Protection Association) and information security (ISO 27000…)).

These projects are carried out according to a reference system drawn up by the customer itself or with Bureau Veritas. These types of services correspond particularly to the needs of large companies.

The certification business also offers "sustainable development" and "social responsibility" services specifically adapted to large companies wishing better to incorporate these new factors in their strategy and operations and to increase the credibility of this strategy among participating parties. These services include: sustainable development report, code of ethics, social responsibility (SA 8000, ISO 26000), greenhouse gases (ISO 14064, Clean Development Mechanism/CDM, Joint Implementation/JI, Emission Trading Scheme/ETS, Voluntary Carbon Standard, Gold standards).

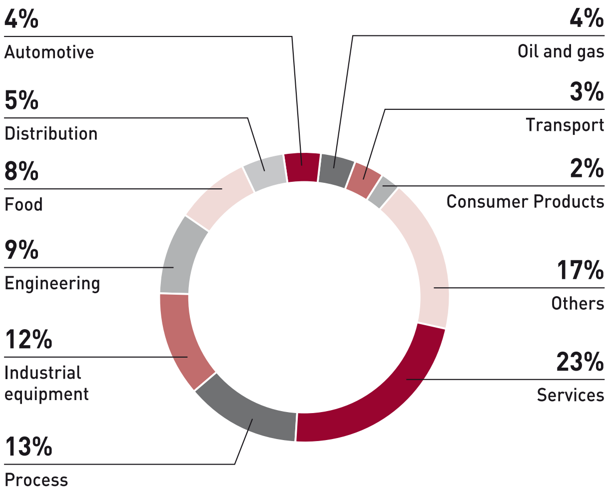
Accredited by the IRCA (International Register of Certificated Auditors), the Certification business offers training in Quality, Environment, Health and Safety, Social Responsibility, Food Safety and Information System Security.

The innovative "VeriCert" system launched by the Certification business in 2006-2007 helps increase the added value given to customers by allowing a customized audit and performance assessment to be provided for each company. This system incorporates the parameters of certification standards offered in the portfolio of services, with specific adaptation for each of the customers' main business sectors. Protocols specific to the needs of large companies are also being developed.

The system is based on a tool that allows the audit to be adapted and focused on risks specific to the company's business and organization in order to assess compliance and performance through a scoring system. This integrated system takes advantage of the international expertise built up by the Certification business in all business sectors and with respect to all certification schemes and it means that dealings with customers can go beyond simple certification. This innovative system has been extremely well received by customers and is generating real interest. Customers like PSA Finance and Vale have therefore chosen this system to carry out their internal or external audits.

The Certification business' services thus allow the Group to cover all its clients' needs with a broad range of standards in the fields of quality, health, safety, environment and social responsibility.

In 2008, the breakdown of the Certification business' revenue by type of assignment can be seen from the graph below:



A diversified portfolio of clients

The Certification business' client base, which has close to 100,000 clients, is divided into three categories:

- large international companies like IBM, Nestlé, Audi, Thalès, Vale, DHL seeking external certification of their quality, safety and environment management systems for all their sites all over the world, guaranteeing a standard audit system and integrated management of all operations throughout the world. These companies may also need specific certification on the basis of standards which they have defined for their franchise networks, resellers, brand carriers or suppliers;
- large national companies like Deutsche Bahn, Darty, Highway Agency, City of Dallas also seeking certification of their management systems according to standard quality, safety and environment reference systems or according to sector-specific reference systems. By continually improving their procedures and their organization in this way, these companies also aim to achieve higher performance levels. Certification is also a way of improving a company's image; and
- small-and mid-sized companies for which certification of their management systems may be a condition of access to their principal markets: export markets, public markets and high volume markets such as the oil, automobile, aerospace or pharmaceutical industries.

A strong level of recurring revenue

The revenue of the Certification business is recurring as approximately 90% of the contracts are multi-year. Due to the long-term contract portfolio, taking into account the new contracts acquired each year and the growth of the business, the Group considers that it has a strong visibility on 70% of the revenue to be made the following year. Certification services are generally provided on the basis of a three-year cycle, with an initial audit phase during the first year and renewed audits effected through annual or semi-annual supervision visits during the next two years. The certification process is generally renewed by the client for a new cycle at the end of the three-year cycle. The attrition rate observed for three-year certification missions is extremely low. It varies by country from 1% to 5%, and generally reflects clients who have ceased their activity or who no longer seek to be active in the markets for which certification was required.

AN ACTIVE MARKET WITH HIGH BARRIERS TO ENTRY

A market experiencing strong global expansion

A client's decision to use a certification service reflects a voluntary choice, since no regulation requires certification, but there are various driving factors:

- some countries grant advantages to companies which initiate certification procedures (subsidies, tax reductions); and
- possession of a certificate is often required to participate in public bids and/or to be considered by certain clients.

For small-and mid-sized companies, certification represents a competitive advantage, the guarantee of benefitting from professional standards or even a requirement by their clients or parties requesting missions.

For large international companies with facilities throughout several countries or continents, certification offers a means to rationalize processes and spread best practices around the world while joining forces in relation to issues and schemes shared throughout the world.

Different growth trends depending on the market segment

The market targeted by the Certification business was estimated by the Group to represent more than €3 billion in 2008, and is divided into three principal segments with different growth trends:

- the Quality, Safety and Environment segment represents approximately 65% of the world market for systems certification. This segment should experience moderate growth during the coming years. It mainly includes certification services based on ISO 9001, ISO 14001 and OHSAS 18001 standards;

- the specific sector requirements segment represents approximately 25% of the global market. The rapid growth in this segment is down to the greater use of food safety standards, reference systems in the Forestry/Wood sector or reference systems relating to information management security (ISO 27000), as well as more traditional standards such as those for the automotive, aeronautic and rail industries;
- according to the Group, customized certification services for the specific needs of large multi-site and international companies currently represent approximately 10% of the market. This segment is also experiencing rapid growth, which should be sustained by the desire of large international companies to adopt sustainable development and social responsibility approaches and to outsource supervision of their supply chain (suppliers) and distribution chain (distributors, agents, branches or franchises) to reduce economic and financial exposure as well as quality and reputation risk. The certifications are performed using audit standards and methodologies adapted for each client, its priorities and objectives.

High barriers to entry limit the emergence of new players

The emergence of new players on the certification market is made difficult by high barriers to entry:

- the need to obtain and maintain a portfolio of worldwide accreditations, based on internal rules and procedures validated by accrediting organizations. The Group is accredited by more than 40 national and international certification organizations. Certain accreditations may be utilized on a global basis, for example the UKAS accreditation (United Kingdom) and the ANAB accreditation (United States);
- the need to own and operate through a network of auditors qualified in different products and having appropriate experience in each industrial sector covered; and
- the need to achieve critical size at local level, since minimal market share is necessary to be profitable in large countries.

A LEADERSHIP POSITION ON THE CERTIFICATION MARKET IN TERMS OF REVENUE

The Group believes that in 2008 it was the leading player, together with some other global players (SGS, DNV, BSI and Lloyd's Register), on a market which is still fragmented, with more than two thirds of the world's certification business being conducted by local and/or small players.

In particular, the Group believes that it is the leading market player in Brazil, the Netherlands, Denmark, Spain, Belgium and Thailand, and that it is the largest company in the sector after the national certification organizations in France, Japan, Turkey, Poland and Russia.

Strong competitive advantages

The Group possesses strong competitive advantages:

- a wide and diverse service offering covering all certification services, offering responses specific to the main business sectors and providing innovative, customized solutions to companies wishing to improve their performance;
- a global network of qualified auditors in the principal geographic zones, which ensures that the Group has critical size on local markets;
- expertise universally acknowledged by over 40 national and international accreditation bodies;
- a "one-stop-shop": thanks to its very broad range of expertise, Bureau Veritas Certification simplifies the management of the most complex projects (multiple certifications, international issues, etc.);
- high-performance report management tools enabling customers to consult their audit results for all of their sites throughout the world and establish key business indicators such as the number of audits already planned, areas of non-compliance, certificates issued and invoicing;
- a certification brand that is known and recognized all over the world as a symbol of know-how and professionalism, enabling customers to enhance the image of their company and gain the confidence of their customers and partners; and
- numerous synergies with other activities of the Group offering opportunities for cross-selling, collaborative marketing for key accounts (multisite clients with international networks) and sharing back-office functions and marketing tools.

A targeted growth strategy

The Group plans to pursue a growth strategy based on the following principal components:

- concentrating its marketing efforts on key accounts in key industrial sectors (aerospace, automobile, electronic, transportation, oil and gas) and on all players in some sectors (agro food, wood-paper-furniture);
- increasing the penetration of the mass market by taking advantage of business related to ISO 9000, ISO 14000 and OHSAS 18000 standards in areas where the potential for growth remains strong, and assisting customers in their development to meet specific sector needs;
- pursuing a policy of targeted acquisitions in some industrialized countries (United States, Canada, Germany, United Kingdom and Japan) to seek additional coverage in the local market in terms of specific industrial segments or branches; and
- maintaining the profitability of the business at a high level thanks to investment in high-performance information systems for auditor planning and the production of audit reports that enable economies of scale to be achieved and productivity to be maximized. Performance improvement programs in previous

years have led to an improvement in the utilization rate of employee auditors (at a level above 75%) and optimization of the split between employee auditors and subcontracted auditors to better respond to production seasonality.

Opportunities for cross-selling with other Group businesses

The Group plans to take advantage of opportunities for cross-selling with other Group businesses, in particular the Consumer Products business (audits of suppliers or production sites of manufacturers and retailers, audits of client services in automobile manufacturing networks, social audits), the Industry and IVS businesses (internal audit programs for international clients seeking to verify that their sites apply internal management systems typically based on a mix of ISO norms and other QHSE requirements), the Marine business (ISO certification of equipment providers at the request of shipyards) and Government Services (assisting companies in obtaining customs approval for international trade – Authorized Economic Operator/AEO, Customs Trade Partnership Against Terrorism/C-TPAT, etc.).

OPERATIONAL ORGANIZATION

Within the matrix structure, the business uses a decentralized structure of approximately 70 operational units supported by a central sector department based in Paris and London. The sector department has four responsibilities: the supervision of major international contracts; the development of new products adapted to new standards or to changes in international standards; the technical direction of the business and the maintenance of all existing accreditations throughout the world; and the launching and supervision of operational performance optimization projects (POP) in decentralized units.

1.5.7. Consumer Products

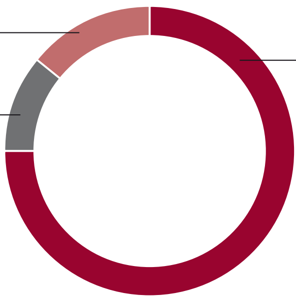
The Consumer Products business provides inspection services, laboratory testing and certification services to retailers and manufacturers of consumer products.

Services are provided throughout the clients' manufacturing and supply chains to ensure that products offered to the market comply with regulatory safety standards or voluntary standards of quality and performance.

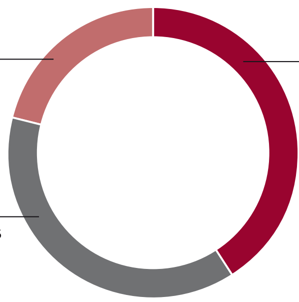
The Consumer Products business generated revenue of €306.4 million in 2008 (12% of the Group's consolidated revenue) and had an adjusted operating margin of 23.1%.

The Consumer Products business' revenue in 2007 is set forth below by geographic zone and category:

2008 revenue by geographic zone



2008 revenue by product category



A COMPLETE AND COHERENT RANGE OF SERVICES COVERING THE ENTIRE CONSUMER PRODUCTS MANUFACTURING AND SUPPLY CHAIN

Services across the entire supply chain

The Group provides inspection services, laboratory testing and product certification, as well as audits of production sites and social responsibility audits.

The principal product categories include toys and juvenile products, textiles and clothing, leather and shoes, furniture, sports and leisure accessories, office equipments and supplies, electric and electronic products (domestic appliances and consumer electronics) and health, beauty and household products.

The Group provides services for the entire supply, manufacturing and distribution chain:

- during the design and development stage of a product: consulting regarding regulations and standards applicable in all countries in the world, assistance for defining a quality assurance program;
- at the sourcing stage for materials and components: inspections and quality control tests for materials and components used in manufacturing the product;
- at the manufacturing stage: inspections and tests to assess regulatory compliance and product performance, as well as compliance of product packaging, factory audits focused on quality systems and social responsibility audits; and
- at the distribution stage: tests and assessment of compliance with specifications, and comparative tests with equivalent products.

A concentrated but loyal client base

The Group provides its services principally to large retailers or branded manufacturers, mainly in the United States but also in Europe, for their Asian sourcing. The Group's business with Asian manufacturers is also growing.

Revenue for the business is traditionally generated by a few dozen key accounts, essentially large American and European groups (large retailers, textiles, mass-consumption products). Key accounts include the American groups Target, Toys R Us, Wal-Mart, Gap, as well as Lidl in Germany, H&M in Sweden and Auchan in France. However, the client portfolio is currently less concentrated than a few years ago. The 20 largest clients represented 40% of the business' revenue in 2008 compared to 49% in 2004. This change reflects the business' commercial efforts, which have lead to winning several new key accounts over the last several years.

There are three types of contractual relationships with clients:

- the Group may be chosen by a client-retailer as exclusive supplier of inspection and testing services. In this situation, all manufacturers who wish to sell their products to the retailer must send their products to the Group's network of inspectors and laboratories;
- the Group may be accredited by a client-retailer as one of two or three companies (generally its major competitors, SGS and Intertek) to provide inspection and testing services. In this situation, manufacturers can choose which company will inspect and test their products; and
- the Group may contract directly with a manufacturer who believes that the Group's reputation assures the manufacturer that inspections and tests carried out by the Group will be accepted by all client-retailers.

None of the three types of contractual relationships is currently predominant. Generally, existing clients are very loyal. Thus, 38 of the 40 business' largest clients in 2001 are still clients.

AN ACTIVE MARKET WITH HIGH BARRIERS TO ENTRY

An active market

The Group believes that the market of the Consumer Products business represents approximately €4 billion (excluding food product testing) and should benefit from the following factors:

- the strengthening of standards and regulations regarding safety, health and environmental protection;
- consumer demands for products that are safer and higher quality;
- the shortening of product life-cycles;
- shorter time-to-market for consumer products;
- the on-going migration of manufacturing facilities to Asia;
- the increasing number of retailers' private labels; and
- the continuing tendency of retailers to outsource quality control and product compliance.

In August of 2008, the Consumer Product Safety Improvement Act (CPSIA) was passed in the U.S. and contains two main components. A General Conformity Certificate or 'GCC' is required for all consumer products that have a rule, ban or standard enforced by the US Consumer Product Safety Commission. In addition, CPSIA mandates third party testing for all children's products, including toys, hardlines and apparel, and sets threshold restrictions on harmful substances such as lead and phthalates.

The requirements are phased in over a compliance timeline that began in December 2008 and will continue throughout 2009. This is expected to have a positive impact on the third party testing market.

High barriers to entry

The Consumer Products business is present in a market protected by high barriers to entry, of which the most significant are:

- the need to possess a network of laboratories and inspection centers in all exporting countries;
- the need to possess licenses to operate in China; and
- the need to possess a large network of accreditations. For example, the business possesses the following principal accreditations: American Association for Laboratory Accreditation (A2LA), French Accreditation Committee (COFRAC), Hong Kong Laboratory Accreditation Scheme (HOKLAS), IEC System for Conformity testing and Certification of Electrical Equipment (IECEE), National Environmental Laboratory Accreditation Program (NELAP), Singapore Laboratory Accreditation Scheme (SINGLAS), United Kingdom Accreditation Services (UKAS) and the Chinese National Laboratory Accreditation Council (CNLA).

KEY POSITIONS IN CERTAIN MARKET SEGMENTS

A particularly strong presence in the United States

The Group distinguishes itself from competitors by its strong presence in the United States and its deep penetration of the large retailer market in America, which has resulted from the successful integration of two American companies: ACTS, the American leader for testing toys and products for children, acquired in 1998, and MTL, the American leader for testing fabrics and clothes, acquired in 2001.

The Group's solid platform in the United States resulting from these two acquisitions has been consistently reinforced by:

- the effective management of key accounts, often including the presence of responsible Group personnel on-site with their major clients;
- technical experts with established reputation in the different product segments; and
- dedicated information systems and portals for each key account.

Growth in market share in Europe

Business in Europe grew rapidly over the past few years with a growth rate in excess of 30%. This mainly stemmed from strong growth in Germany where the Group was able to establish relationships with retailers and develop major test programs.

Key positions recently acquired in electrical and electronic segment

Through the acquisition in 2005 of Curtis-Straus in the United States and ADT in Taiwan, the Consumer Products business acquired key positions on the electrical and electronic products segment. The Group believes that it has become world leader in testing and certification of products incorporating Wifi and Wimax technologies. In 2007, ADT was elected the best laboratory for Wimax technology by the Taiwan Wimax forum. The company further enhanced it's positioning for Wimax in 2008 with additional recognition as a Wimax CB (*Certification Body*) and validation laboratory, enabling it to offer a one stop service for this testing.

On the electrical and electronic products segment, the Group is one of the ten principal world players in a market dominated by Underwriters Laboratories (United States) and Intertek (United Kingdom). The Group believes that it is the principal player on the toys and "hardline" products (such as home repair tools and equipment, household equipment, etc.) segment ahead of Intertek and SGS, and the second largest player in the "softline" products (such as textiles and clothes) segment, behind Intertek.

An ambitious growth strategy

The Group's strategy aims at delivering strong organic growth:

- by reinforcing its client base in the retail sector and specialized distribution sector in the United Kingdom, Germany, France and Spain;
- by increasing commercial resources dedicated to industrial companies and manufacturers in Asia;
- by optimizing our strategic position within children's products to become the leader for compliance with CPSIA;
- by developing new services for testing and certification: environmentally friendly or energy efficient products, products complying with new directives under REACH (European Directive 2006/121/CE on registrations, evaluations, authorizations and restrictions on chemical substances) and EuP (Directive on the energy efficiency of products); and
- by capitalizing on the new capabilities and expertise of the platform for electrical and electronic products through recent acquisitions in the United States and Taiwan. The Group aims to expand its electrical and electronics products services to large American retailers that are already Group clients in the toys and softlines sectors.

The business' strategy is also based on identifying and carrying out complementary acquisitions which provide access either to new market segments (wood-furniture, food, cosmetics, telecommunications) or to new geographic markets (Germany, Japan).

Means for improving productivity

The Consumer Products business' market is highly competitive and major retail clients constantly seek to lower the cost of quality assurance, laboratory testing, inspection and certification services. Faced with such pricing pressure, the business continuously seeks to achieve productivity gains which will allow it to maintain margins at their current level, or even increase them slightly.

Two major initiatives started end of 2007 and continue to be implemented:

- relocating certain testing capabilities from Hong Kong to new sites with lower operating costs in southern China (for textile and toys) at Shenzhen and Panyu; and
- the operations reengineering process, underway, to improve productivity and timelines.

Opportunities for synergies with other Group businesses

Network and resource synergies with other businesses will be emphasized in the future:

- proposing a complete service offering for our clients in the food sector (safety and supply chain services);
- sharing the worldwide network of auditors with the Certification business particularly with audits of social responsibility and sustainable development; and
- sharing the worldwide network of laboratories with the GSIT business, for example in bidding for conformity assessment contracts.

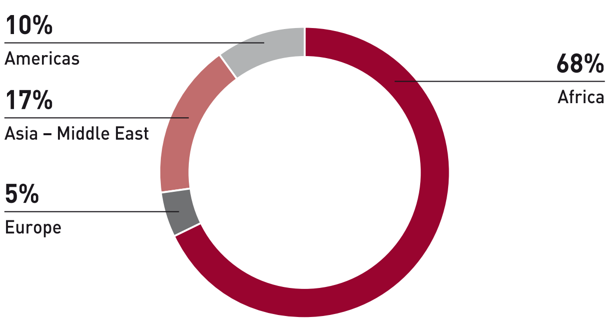
OPERATIONAL ORGANIZATION

The Consumer Products business runs operational units (laboratories and inspection centers) in 25 countries. Since early 2008, the structure was changed in order to better satisfy customer requirements and to ensure the implementation of key initiatives. Five departments were established to meet these goals (Global Operations, Account Management and Business Development, Strategic Markets and Product Line Management, Electrical and Electronics Product Line and Information Service). In addition, the electrical business was moved into the core testing business and operations were restructured into seven regions: Greater China, South-East Asia, South Asia, France/Spain, Germany/Turkey, United Kingdom and the Americas.

1.5.8. Government Services & International Trade

The GSIT business provides merchandise inspection services (finished products, equipment, commodities) in connection with international trade transactions. These services are targeted at governments (customs authorities), exporters, importers, trade intermediaries, banks, and international organizations managing development aid programs (the European Union, the World Bank and the International Monetary Fund).

The GSIT business generated revenue of €151.6 million (6% of the Group's consolidated revenue) and had an adjusted operating margin of 12.9% in 2008. The business' revenues by geographic zone in 2008 are shown below.



SERVICES DIRECTED MAINLY TO THE GOVERNMENTS OF EMERGING COUNTRIES, PARTICULARLY CUSTOMS AUTHORITIES

The GSIT business includes three segments: government services, services related to commodities trading and agricultural products and services related to the international trade and automotive industry supply chain.

Government services

The GSIT business provides governments with a range of services for inspecting and verifying all their import transactions, whether through pre-shipment inspection services and scanner verification or verification of conformity (accounting for 78% of the business' revenue):

- Pre-Shipment Inspection (PSI): contracts for pre-shipment inspection are intended to ensure that import duties and taxes are paid in compliance with applicable regulations. Clients include customs authorities, finance ministries and trade ministries. The contracts have an average duration of one to three years;
- Scanners: contracts for inspection by scanner have the same purposes as PSI contracts and also allow governments to fight illegal imports and terrorism. Clients include customs services, finance ministries, trade ministries and port or airport authorities. Current scanner concession contracts have a maximum duration of eight years;

- Verification of conformity (VOC): contracts for verification of conformity of imported merchandise are intended to protect consumers and local industry, and prevent unfair competition and imports of fraudulent products that do not comply with required technical, quality and safety standards. Clients include standardization organizations (for example, the Saudi Arabia Standard Organization) and trade and industry ministries. Verification of conformity contracts are generally for one to three-year renewable periods; and
- Smart Lane Risk Management: this risk management solution is based on the vast experience acquired by Bureau Veritas in the field of international trade and on projects set up for customs authorities in a number of countries. Smart Lane allows the targeting of consignments that are at risk in terms of fraud with respect to prices, quality and quantity of goods declared, customs codification and any other type of measurable fraud.

In 2008, the business had 13 contracts with governments in Africa (Angola, the Ivory Coast, Ghana, Guinea, Republic of Congo, Mali, Benin, Liberia, Chad and the Central African Republic), as well as in Asia (Bangladesh, Cambodia) and Latin America (Ecuador), four Verification of Conformity accreditations (Lebanon, Saudi Arabia, Kuwait and Yemen) and a China USA pilot accreditation for US Customs.

Commodities services

These services offer an independent inspection by a third party to provide guarantees as to the quality and the quantity of product shipments, as well as conformity to product specifications.

Clients are producers, importers, exporters and dealers in oil, ore and other commodities, grains, rice, coffee, cocoa and other agricultural products.

Automotive services and Logistical Chain Security

Automotive services cover mainly:

- inspection services of used vehicles imported or in circulation (periodic technical control based on five to ten-year contracts). Clients include customs authorities and ministries of transportation;
- inspection of vehicle damage: this business covers investigation of vehicle damage by visual inspection of new vehicles throughout the logistical chain to identify responsible parties. Clients include major automotive groups;
- vehicle stock controls services: the Group assists automotive groups to better control stocks of vehicles at dealers. This business includes updating stocks in real time. Clients include automotive groups and/or organizations financing dealer stocks;
- Container Tracking Services and the securing of transit corridors in order to limit risks of loss of fees and duties by the authorities; and
- Economic Operator Conformity Services under European customs regulations (AEO: Authorized Economic Operator).

DIFFERENT MARKET DYNAMICS IN DIFFERENT SEGMENTS

The Company estimates that the government services and commodities market is worth more than €4 billion (excluding technical controls of vehicles in service), of which approximately €500 million for Government Services.

Government services: different growth according to market segment

The increase in international trade since 1980 has generated a large and growing need for trade inspections and verification.

For example, the World Health Organization estimates that 10% of all medicines are counterfeit, and that the percentage may be as high as 60% in developing countries. The terrorist attacks of September 11, 2001, and the creation in the United States of the *Department of Homeland Security* are the source of new regulations, such as the *Container Security Initiative* and the *International Ship and Port Securities* (ISPS) Code, which create increased need for monitoring commercial transactions.

The traditional government services business is the provision of pre-shipment inspection (PSI) services. Due to new liberalization rules issued by the World Trade Organization and the reduction in customs duties in most countries, traditional PSI control appears less strategic for the countries concerned. The Group believes that this market should not increase in the coming years.

On the other hand, the market for scanner inspection of in-coming containers should experience rapid growth, as should verification of conformity (VOC) programs. However, these two business areas require substantial investments: several million euros for a scanner or VOC laboratory.

As part of its development of this type of business, Bureau Veritas signed, in December 2008, a major VOC contract with the standardization, metrology and quality control authority in Yemen. The expertise provided by the Group will help improve the quality and safety of goods imported into Yemen.

Commodities: still a relatively weak presence

The *Commodities* service segment has two principal areas of business: agro food and oil. The Group's presence in this market is still relatively weak compared to its main competitors.

Automotive: an up-and-coming sector

This service segment has two principal areas of business: on the one hand, the inspection of new vehicles throughout the logistical chain from the manufacturing plant to the dealer, to check the state of vehicles when responsibility is transferred from one party to the next.

The second sub-segment concerns the periodic inspection of vehicles: the GSIT business has participated in calls for tender in target markets in developing and developed countries: in 2008, the business won a contract in Mozambique and built a control station in Accra (Ghana).

Logistical Chain Safety: potential yet to be realized

This very recent business is still suffering from the rather vague definition of European regulations by each Member State but could generate a not insignificant volume of inspections.

SOLID COMPETITIVE ADVANTAGES SUPPORTING A MARKET STRATEGY DESIGNED FOR A COMPETITIVE ENVIRONMENT

Solid competitive advantages

The Group believes that its main competitive advantages for its growth strategy are:

- recognized know-how and expertise on the market for more than 20 years;
- a strong ability to rapidly put in place new programs throughout the world;
- strong synergies with other businesses in the Group, particularly the Industry business (revenue synergies in the oil and gas sectors) and the Consumer Products business. These two businesses offer to the same clients (oil groups, distributors) services for testing their products (oil, consumer products) and inspecting and certifying their production, storage and distribution facilities. There are also important synergies with the Consumer Products business' global network of testing laboratories in connection with contracts for verification of conformity (VOC); and
- a dense network of inspectors, laboratories and test centers, allowing a reduction in costs and project completion time.

In 2008, the Group was one of four main players worldwide in the government services sector and had a niche position in the *Commodities* sector.

The Group's main competitors are the Swiss companies SGS and Cotecna and the British company Intertek. On the Government Services market, market share at the global level is relatively equal, with SGS and the Group leading in the principal segment of PSI contracts. On the commodities inspection and *testing* market, SGS and Intertek have a dominant position, ahead of more specialized companies like Saybolt (oil) and Control Union (agricultural products), and the Group has only a niche position. On the automotive services market, there are many important players, such as the German TÜVs, the Spanish company Applus and the Swiss company SGS, with the Group holding a very marginal position.

A targeted growth strategy

To ensure the future growth of the GSIT business and strengthen its position on a highly competitive market, the Group has launched several initiatives:

- the establishment of a new organization for the business in December 2008 and the reinforcement of sales and marketing teams;
- concentrating marketing efforts on non-governmental services to reduce dependence on government services;
- creation of a Products Department responsible for the development and finalization of new services;
- developing a presence in regional niche markets such as Commodities (rice, sugar, soybeans) and in automotive services by taking advantage of the existing network (in the Middle East, Africa, China, India, Australia and Latin America) or relations with local governments; this development is accompanied by a policy of targeted acquisitions; and
- developing commercial and operational synergies within the Group's network, particularly in the Middle East, China, India, Australia and Latin America.

Initiatives to improve the cost structure

In order to offset the anticipated downward trend in revenue associated with PSI activity, the GSIT business has continually reviewed its organization and its processes over the last five years, enabling it, in particular, to consolidate its network of Centers of Relations with Exporters (CREs), which have fallen steadily in number from 30 in 2002 to 4 since 2007. The resulting significant gains in productivity have enabled the business to stick to its adjusted operating margin targets of approximately 13% despite the Ecuador contract coming to an end in February 2008 and the initial costs associated with new contracts in Guinea and a scanner in Mali.

OPERATIONAL ORGANIZATION

The GSIT business is present in approximately 700 inspection sites in the world, grouped together in 65 operational units. The Government Services business is carried out through Centers of Relations with Exporters (CREs), inspection centers associated with the CREs and liaison offices based in countries which have entered into an agreement with the government. Liaison offices issue all import certificates locally. The commodities inspection business operates through inspection centers in the producer countries.

At the central level, the business possesses four departments based in Paris: a commercial department, which manages all major bids for government contracts; an operations department, which controls and supervises operating units and possesses the resources needed to create and start up liaison offices in every new country where a government contract is entered into; an International Trade department in charge of developing Commodity, Automobile and "General Trade" product lines; and a New Products department in charge of strategy and adapting existing services to market requirements.

1.6. Accreditations, approvals and authorizations

To carry out its business, the Group has numerous licenses to operate ("Authorizations") which vary depending on the country or business concerned: accreditations, approvals, delegated authority, official recognition, certifications or listings. The Authorizations may be issued by national governments, public or private authorities, and national or international organizations.

Marine business

The Group, as a classification society, is a certified member of the International Association of Classification Societies (IACS), which brings together the ten largest international classification societies. At the European level, the Group is a "notified body" under the European Directive concerning classification societies. Finally, the Group holds more than 140 delegations of authority on behalf of authorities in flag administrations.

Industry & Facilities division

The Group has more than 150 accreditations issued by numerous national and international organizations, including COFRAC in France, ENAC in Spain, UKAS and IRCA in the United Kingdom, ANAB in the United States, JASANZ in Australia and New Zealand, INMETRO in Brazil, SINCERT in Italy, TGA in Germany, and RVA in the Netherlands. In addition, the Group is a *notified body* under the European Directives and holds more than 300 approvals, certifications, official acknowledgements and authorizations. The principal international approvals concern pressure equipment, lifting equipment, electric installations, equipment for the transportation of hazardous materials, building materials and environmental measures.

Government Services & International Trade business

The Group is a member of the International Federation of Inspection Agencies (IFIA), which brings together the principal international inspection companies. In this area, Authorizations to conduct business are issued as accreditations or delegations granted by national governments with respect to contracts entered into with the government authorities.

Pre-Shipment Inspection (PSI) and Verification of Conformity (VOC) activities are ISO 17020 accredited by the United Kingdom Accreditation Service (UKAS) for head offices and 5 regional centers.

Vehicles insection activities are accredited by the International Motor Vehicle Inspection Committee (CITA).

According to commodities inspected, the Group is accredited by: Federation of Oils, Seeds and Fats Associations (FOSFA), Grain & Feed Trade Association (GAFTA), Sugar Association of London (SAL).

Consumer Products business

The Group holds the following principal accreditations: American Association for Laboratory Accreditation (A2LA), COFRAC Hong Kong Laboratory Accreditation Scheme (HOKLAS), IEC System for Conformity testing and Certification of Electrical Equipment (IECEE), National Environmental Laboratory Accreditation Program (NELAP), Singapore Laboratory Accreditation Scheme (SINGLAS), United Kingdom Accreditation Services (UKAS), Chinese National Laboratory Accreditation Council (CNLA) Consumer Products. In addition, the Group's laboratories have accreditations in 20 countries issued by recognized organizations such as HOKLAS, A2LA, UKAS and COFRAC. Finally, the Group is a notified body under European directives concerning electric products and toys.

Each of the Group's businesses has established an organization dedicated to managing and monitoring on a centralized basis Authorizations subject to regular audits by the authorities concerned.

Obtaining, renewing and maintaining Authorizations must be justified by qualitative and quantitative criteria concerning the independence, impartiality and professional capabilities of the beneficiary of the Authorization, such as experience in the field concerned over a certain length of time, the existence of trained and qualified technical personnel, and an internal quality control system conforming to applicable requirements, such as the EN 4005 standards for inspection companies.

1.7. Information and management systems

The Group's information systems department is responsible for:

- determining the Group's technology architecture by defining the standards for software application development and network infrastructure applicable to all businesses and geographic zones;
- selecting, adapting and deploying integrated corporate applications used in all operational units (messages, ERP, finance, client management, human resources and production systems);
- guaranteeing the availability and security of all applications used by the Group; and
- managing the Group's global relationship with its principal suppliers of equipment, software applications and telecommunications services.

The department based in Paris has three Continental Shared Services Centers: in Nantes for the Europe-Africa-Middle East zone, in Hong-Kong for the Asia-Pacific zone and in Buffalo, New York for the Americas zone. The shared service centers manage the infrastructure for the global network and provide different support services through helpdesks to their respective continents.

In 2008, the Group decided to launch a project to renovate all of its production information systems, covering the area of resources planning and operation management, drawing up reports, management of documents and management of BtoB interactions with customers and partners. This project relies on using market leader software configured to meet the needs of the units.

The rollout program is to take 3 years and is being started in 2009 by the Certification business, followed by all of the Industry & Facilities businesses.

In 2008, the total budget of the Group's information systems represented 3% of the Group's revenue. Approximately 70% of this budget were for infrastructure (servers, work stations and telecommunications networks) and the 30% left were for maintenance and applications development.

The Group's policy is to continue dedicating at least an equivalent percentage of its revenue to information systems while seeking to reduce the portion dedicated to infrastructure costs and increasing the portion dedicated to maintenance costs and applications development.

1.8. Risk factors

Investors are advised to carefully read the risks described in this chapter, as well as the other information contained in this reference document. The risks described below are, as of the date of this reference document, the main risks which the Group believes could have, should they occur, a significant adverse effect on the Group, its business, financial condition, results of operations or future growth. The occurrence of one or more of these risks could result in a decrease in the value of the Company's shares, and investors could lose all or a part of their investment.

1.8.1 Risks related to the industry

RISKS RELATED TO MACROECONOMIC DEVELOPMENTS

The Group is present in more than 140 countries through a network of approximately 900 offices and laboratories. Through its eight global businesses (Marine; Industry; In-Service Inspection & Verification; HSE; Construction; Certification; Consumer Products; and GSIT), the Group offers its clients services in numerous sectors of the economy. While the Group is able, to some extent, to protect itself against different economic cycles, its business could also be affected by developments in the macroeconomic environment, and particularly by changes in world trade and the level of investment and consumption. The Group's business could also be affected by changes in economic policies affecting its clients. Demand for the Group's services, the price and the margin which the Group is able to achieve are directly related to the level of its clients' business activity, which itself can be affected by developments in macroeconomic conditions.

In addition, developments in certain sectors of the world economy can have a significant impact on certain of the Group's eight global businesses. In particular, developments in international trade could impact the Marine business and the GSIT business, developments in investments in the energy and the mining sector could impact the Industry business, developments in household consumption could impact the Consumer Products business and developments in new building construction in the industrialized countries could impact the Construction business.

Developments in the macroeconomic environment, and the economic slowdown now affecting a number of markets where the Group currently operates, could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE GROUP'S COMPETITIVE ENVIRONMENT

The markets in which the Group is present are subject to intense competition, which could increase in the future.

The Group's principal competitors, SGS (Switzerland), Intertek (United Kingdom), DNV (Norway) and the TUVs (Germany), operate at the national or global level in one or more of the Group's markets and may, given their size, possess financial, commercial, technical or human resources greater than those of the Group. Competitors may in the future adopt aggressive pricing policies, diversify their service offering or develop increased synergies within their range of service offerings. They may develop long-term strategic or contractual relationships with current or potential clients in markets where the Group is present or seeking to develop its business, or even acquire companies or assets representing potential targets for the Group. The Group could thus lose market share, or its profitability may be affected, if it cannot offer prices, services or a quality of service at least comparable to those offered by its competitors, or if it does not take advantage of new commercial opportunities. The intensification of competition in the Group's markets could therefore result in decreased revenue, a loss of market share and/or a decline in profitability, and could thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

In addition, in certain of the Group's markets, such as the Industry, IVS, HSE, Construction and Certification markets, which are currently highly fragmented, there is a trend toward industry consolidation to create major international groups. Over time, if the Group does not consolidate in these markets, its ability to reach its objectives may be affected. By increasing competition (creating, for example, additional price pressure and greater competition in open bidding), the trend toward consolidation could impact the Group's business and thus its ability to maintain and increase market share.

RISKS RELATED TO INCREASED PERSONNEL COSTS AND A SHORTAGE OF LABOR

In the conformity assessment and certification services sector, the personnel involved includes principally qualified technicians who are frequently highly sought after in the market for their specialized knowledge (particularly in the oil, gas and construction sectors). The Group's continued success depends to a large extent on its ability to attract, motivate and/or retain qualified personnel with the requisite capabilities and experience. The Group is also exposed to the risk that its clients or competitors may offer attractive employment opportunities to its employees upon conclusion of particularly successful projects. If the Group is not able to attract, motivate and/or retain enough qualified personnel to satisfy its clients' requests and respond to changes in both their needs and technological developments, the Group's business, financial condition, results of operations or future growth may be seriously adversely affected.

In 2008, personnel expenses represented 50.8% of total revenue. The Group may not be able to pass on through, either immediately or in the long-term, any salary increases it may be required to grant employees. The Group may experience particular difficulties passing on salary increases in the event of a substantial change in labor regulations or labor market tensions in the principal countries or sectors where it operates. As a result, an increase in salary expenses could impact the Group's operating margins and have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE DEPARTURE OF KEY PERSONNEL

The Group's key personnel, namely the members of the Executive Committee, have worked an average of nearly 12 years for the Group and, as a result, have an excellent understanding of the Group's business and, more generally, the industry as a whole. The departure of one of the key personnel could, therefore, lead to a loss of know-how and knowledge of the Company and its business and may, in some cases, enable the Group's competitors and clients to obtain sensitive information. The loss of key personnel could also have a negative effect on the Group's ability to retain its most important clients, pursue the development of its services or carry out its growth strategy. The Group's success depends in part on maintaining the loyalty of its senior management and other key employees, and on its ability to continue to attract, motivate and retain highly qualified personnel. If the Group does not succeed in retaining its key personnel, its business, financial condition, results of operations or future growth could be seriously adversely affected.

1.8.2. Risks related to the Group's business

RISKS RELATED TO THE NON-RENEWAL, SUSPENSION OR LOSS OF CERTAIN AUTHORIZATIONS

A significant part of the Group's business is subject to obtaining accreditations, approvals, permits, delegated authority, official recognition and, more generally, authorizations ("Authorizations") at the local, regional or global levels, which are issued by public authorities or professional organizations following investigations which are often long and complex. Certain Authorizations are granted for limited periods of time and are subject to periodic renewal by the authority concerned. In addition, for certain businesses, particularly for the Marine and GSIT businesses, the Group must be a member of certain professional organizations to be eligible for certain projects.

Although the Group monitors closely the quality of services performed under the Authorizations, as well as the renewal and maintenance of its portfolio of Authorizations, any failure to meet its professional responsibilities, or real or perceived conflicts of interest, could lead the Group to lose, either temporarily or on a permanent basis, one or more of its Authorizations. In addition, a public authority or professional organization which has granted one or more Authorizations to the Group could decide unilaterally to withdraw such Authorizations.

The non-renewal, suspension or loss of certain of these Authorizations, or of membership in certain professional organizations, could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO ACQUISITIONS

The Group's growth strategy is largely based on the acquisition of local players providing access to new markets and/or creating synergies with the Group's existing business. The Group may not be able to identify appropriate targets, complete the acquisitions on satisfactory terms, particularly as to price, or efficiently integrate the acquired companies or activities and achieve the anticipated benefits in terms of cost and synergies. In addition, the Group may not be able to obtain financing for acquisitions on favorable terms, and it may thus decide to finance the acquisitions with cash which could have been allocated to other purposes in connection with the Group's existing business. In addition, in the event of significant acquisitions, the Group may be required to rely on external sources of financing, including the capital markets.

The Group may also encounter difficulties and/or experience delays in integrating acquired companies, including the possible loss of clients; possible incompatibilities between systems and procedures (particularly accounting systems and controls) or corporate policies and cultures; a reduction in management attention paid to daily matters; the loss of personnel, particularly senior management; and the assumption of liabilities or costs, particularly material non-insured litigation.

Finally, the Group's competitors, as well as financial investors, particularly investment funds, could acquire companies or assets representing potential targets for the Group, or could cause acquisitions sought by the Group to be more difficult or expensive.

If the Group does not succeed in pursuing an active and competitive acquisition policy in comparison with other actors on the market, its ability to reach its growth objectives for revenue and develop or maintain market share could be affected, which could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE GROUP'S DEPENDENCE ON MAJOR CLIENTS IN CERTAIN MARKETS

The Group's sales are generated from approximately 370,000 active clients, and the average level of sales per client is less than approximately €7,000 per year. Sales to the Group's ten largest clients in 2008 represented less than 8% of consolidated revenue, with the largest client representing less than 2% of consolidated revenue.

However, certain Group businesses, particularly the Consumer Products business and the GSIT business, as well as the Industry business' "Oil and gas, Mining and Minerals" segments, record a significant portion of their revenue from certain clients. For example, the major client of the Consumer Products business represented 6.5% of the business' revenue, and the major client of the Government Services business represented 13.7% of its revenue in 2008. The loss of one of these principal clients could have a significant adverse effect on the business, financial condition, results of operations or future growth of the business concerned.

1.8.3. Regulatory, social, legal, political, economic and financial risks

FINANCIAL, ECONOMIC AND POLITICAL RISKS AFFECTING THE GROUP'S MARKETS

Because of the variety and number of facilities maintained by the Group in more than 140 countries throughout the world, the Group's businesses may be affected by numerous external risk factors, including:

- fluctuations in exchange rates, particularly the exchange rates between the euro and the US dollar, the Hong Kong dollar, the pound sterling and Australian dollar, and currency devaluations;
- restrictions on capital transfers;
- changes in tax regimes, including regulations on price transfer and withholding on transfers and other payments made by the Group's entities;
- the lengthening of payment cycles for client receivables and collection difficulties;
- inflation, the possibility of recession and instability in financial markets;
- increasing interest rates;
- natural catastrophes which could disrupt the Group's or its clients' businesses; and
- political instability and the risk of terrorism and war.

The Group cannot ensure that it will be able to develop and apply procedures, policies and practices which will allow it to anticipate and control these risks or manage them effectively. If it does not succeed, the Group's business, financial condition, results of operations or future growth may be adversely affected.

RISKS RELATED TO LITIGATION OR PRELITIGATION PROCEDURES TO WHICH THE GROUP IS A PARTY

In the normal course of business, the Group is involved with respect to some of its activities in a large number of litigation or prelitigation procedures seeking to establish the Group's professional liability in connection with services provided. Although the Group pays careful attention to controlling risks and the quality of services provided, certain services may give rise to claims and result in adverse financial judgments, particularly in connection with the Construction business in France. In France, there is a high and recurring claim rate due to the Spinetta Law of January 4, 1978, which establishes a presumption of responsibility and joint (*in solidum*) liability for technical controllers. The Group's other businesses are not subject to a presumption of responsibility, and the litigations to which the Group is a party are proportionately fewer compared to the number of services provided than for the Construction business in France.

The different litigations involving the Group could give rise to significant claims. They could also result in criminal liability for the person or the entity involved and/or have a significant negative effect on the Group's reputation and image (see paragraph Procedures, government, administrative, legal and arbitration investigations of Chapter VII – Additional information).

In professional liability litigation, there may be a substantial delay between the provision of services and the making of a related claim. In addition, claims notified to the Group may, at the outset, be substantial, but the portion of the claim eventually attributed to the Group cannot generally be clearly determined when procedures are commenced. In the past, judgments adverse to the Group in major cases have generally been for amounts significantly lower than those initially claimed.

In the future, new claims made against the Group may lead to a substantial liability for the Group and thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE GROUP'S INSURANCE COVERAGE

The Group seeks to adequately insure itself against all financial consequences of claims asserting professional civil liability. However, there can be no guarantee that all claims made against the Group or all losses suffered are or will be effectively covered by its insurance, nor that the policies in place will always be sufficient to cover all costs and financial awards it may be required to pay as a result. In the event of claims which are not covered or which significantly exceed the insurance policy coverage, or if insurance companies demand reimbursement, the costs and financial judgments against the Group could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

Insurance premiums paid by the Group over the last five years, as well as the terms of coverage, have remained relatively stable and comparable overall for the Group. However, the insurance market could evolve in a manner unfavorable to the Group, generating an increase in premiums or making it impossible or much more expensive to obtain adequate insurance coverage. These factors could result in a substantial increase in insurance costs, or possibly cause the Group to withdraw from certain markets, which could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO REGULATIONS AND CHANGES IN REGULATIONS

The Group conducts its business in a heavily regulated environment, with regulations differing, sometimes substantially, from one country to another.

Regulations applicable to the Group's businesses may change either favorably or unfavorably for the Group. The strengthening or enforcement of regulations, while in some cases creating new business opportunities, may also create operating conditions that increase the Group's operating costs, limit its business areas (for example, in connection with real or alleged conflicts of interests) or more generally slow the Group's development.

Important changes in law or jurisprudence applicable to the Group's businesses in the principal countries where it operates may lead to frequent, or even systematic, claims against the professional liability of employees, the Company or its subsidiaries. The Group could become subject to multiple litigations and may be required to pay substantial damages and interest, which may not be covered by insurance, despite the fact that the Group provided services in the jurisdiction prior to any regulatory changes. In extreme cases, such changes in the regulatory environment could lead the Group to exit certain markets where it considers the regulation to be overly burdensome.

In general, the Group cannot guarantee that rapid and/or important changes in current regulations will not in the future have a significant adverse effect on its business, financial condition, results of operations or future growth.

RISKS RELATED SPECIFICALLY TO THE GOVERNMENT SERVICES & INTERNATIONAL TRADE BUSINESS

The GSIT business, and in particular inspection and verification services for import transactions, involves a relatively limited number of contracts with governments or governmental agencies. As of the date of this reference document, the Group was party to 13 government contracts, most of which involved services for African and Asian countries. These contracts are generally for a period of one to three years, and most of them may be unilaterally terminated at the discretion of the authority concerned and with short notice. They are also subject to the uncertainties inherent in conducting business in developing countries, some of which have been or could be subject to political instability. The cancellation or non-renewal of a significant number of these contracts could have a significant adverse effect on the Group's business, financial condition, results of operation or future growth.

In addition, when servicing contracts with governments or governmental agencies, the Group may also face difficulties in collection which may be complex to resolve. Nonpayment, or late or partial payment, of significant amounts due under these contracts could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

REPUTATIONAL RISK

The continued success of the Group depends on its ability to maintain its reputation for professionalism, integrity and independence. Although the Group closely monitors the quality of its services, it cannot guarantee that it will be able to defend itself against damage to its reputation which could result from an accident, disaster, conflict of interest or litigation giving rise to substantial media coverage, particularly if such publicity suggests substantial failures, real or alleged, by the Group in meeting its responsibilities. Such events could significantly damage the Group's reputation, thereby affecting its ability to maintain client confidence and attract new clients, and could thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISK OF ETHICAL VIOLATIONS

Although the Group places a priority on respecting strict ethical values in conducting its business, as demonstrated by the Group's Code of Ethics (see Chapter II – Corporate governance), the risk of isolated acts in violation of the Group's values and principles by Group personnel cannot be excluded. Such acts may lead potential plaintiffs to claim that Group employees, management or companies are responsible. Such circumstances could affect the Group's reputation and thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO RIGOROUS LABOR LAWS IN CERTAIN COUNTRIES WHERE THE GROUP CONDUCTS BUSINESS

Labor laws applicable to the Group's business in certain countries, particularly in Europe and Asia, are relatively rigorous. In numerous cases, labor laws provide for the strong protection of employee interests. In addition, in certain countries, the Group's employees are members of unions or, based on applicable regulations, represented within the company by an employee committee. In many cases, the Group must consult with and request the consent or opinion of union representatives or employee committees in managing its business. These labor laws and consultative procedures with unions or employee committees could limit the Group's flexibility with respect to employment policy and its ability to respond to market changes.

In addition, because the Group's employees in certain countries benefit from similar collective conventions or agreements (all full-time employees at the date of this reference document), the Group may not be able to negotiate collective agreements on acceptable terms, and actions undertaken by employees could disrupt the Group's business. In the event of a strike, work-stoppage or work-slowdown by the Group's employees, the Group may experience substantial business disruption which could have a significant adverse effect on its business, financial condition, results of operation or future growth.

RISKS RELATED TO THE GROUP'S SHAREHOLDER BASE

The Company's principal shareholder, the Wendel group, continues to hold the majority of the Company's capital and voting rights. As a result, Wendel could have a significant influence on the Group's strategic decisions, and/or cause the adoption or rejection of any resolution submitted for Company shareholder approval at an Ordinary or Extraordinary Shareholders' Meeting, including: the nomination of members of the Supervisory Board, the approval of annual financial statements and the distribution of dividends, authorizations for capital increases, mergers or asset transfers, or any other decision requiring the approval of the Company's shareholders.

In addition, Wendel may find itself in a position where its own interests and those of the Group or other shareholders are in conflict.

RISKS RELATED TO THE STATUS OF LISTED COMPANIES

The Company's increased media exposure together with all the information published as part of the initial public offering process could contribute to increasing exposure to the risks set out above (image, reputational, ethical risks).

In addition, the public offering constitutes an additional risk for the Company that could result in additional exposure: the potential civil liability of the entity or of its managers with regard to the financial communication of the results and management operations.

These risks may have repercussions on the stock price and are likely to have a negative impact on the Group's business, financial condition, results of operation or future growth.

RISKS OF SENSITIVITY OF NET PROFIT AND EQUITY

A significant proportion of the company's assets are made up of intangible assets and goodwill resulting from business combinations. Their value essentially depends on the future operating profit of the companies acquired and the discount rates used, which are themselves based on the current and future economic and financial environment. Any changes in the assumptions underpinning their valuation could lead to some of the Group's assets to fall in value in the future, which would reduce the attributable net profit of the Group and its equity. Such a revaluation would be irreversible according to existing IFRS standards. However, it would not affect the cash flow for the period.

1.8.4. Risks related to the Group's indebtedness, sources of financing and commitments

At December 31, 2008, the Group's consolidated total debt amounted to €1,061.1 million, and its consolidated net debt amounted to €907.7 million. The Group's debt consists principally of amounts drawn down from a syndicated credit facility (€613.6 million, the "2006 Syndicated Loan"), the sums drawn down as part of a multi-lateral loan (€150 million, the "2007 Club Deal"), sums from private investment through debt instruments ("senior notes") for American and British investors (€257.3 million, the "2008 USPP") and other bank loans, bank overdrafts and interest amounting to €40.2 million. For a detailed description of the Group's indebtedness, see paragraph Financing of Chapter III – Management Board's management report.

The Group's indebtedness could have the following consequences:

- the 2006 Syndicated Loan, the 2007 Club Deal and the 2008 USPP contain customary covenants limiting the operational flexibility of the Group, particularly its ability to grant security interests, incur indebtedness, provide guarantees, undertake acquisitions, asset sales, mergers or restructuring, or make certain investments. In addition, the loans include provisions providing for total or partial mandatory early repayment in certain events, and change of control. These different restrictions could affect the Group's ability:
  - to carry out its external growth policy,
  - to adapt its business to competitive pressures, a slowdown in its markets or general economic conditions, and
  - to maintain its financing costs;
- if the change of control clause is enforced (see Financing paragraph in Chapter III – Management Board's management report), banks or investors that have lent funds could demand early redemption of the entire loan from the Group and/or force the Group to renegociate its financing agreements under less favorable terms and conditions;
- unlike the other financing agreements, the 2008 USPP contains a "*make-whole*" clause which can be exercised, in particular, in the event of default on top of early redemption of the loan by the Group mentioned above. As a result, the Group may be required to repay lenders under the 2008 USPP scheme capital and interest and compensate them according to a calculation based on comparing the fixed rate payable over the remaining years and the American government stock prices over the same period. The amount thus calculated at December 31, 2008 was €98 million. It should be pointed out that the change of control is not regarded as a default within the meaning of the 2008 USPP;
- the Group may need to allocate a substantial portion of its cash flow to repaying principal or interest on its debt, which could result in a reduction in funds available to finance on-going business, investments or internal or external growth; and
- the Group may be disadvantaged, particularly with respect to its development strategy, compared with competitors who may not be subject to comparable indebtedness during the same period.

The Group has always complied with the covenants and fulfilled its obligations under these agreements. However, the Group's future ability to comply with the contractual covenants and obligations contained in certain loans or agreements, or to refinance or repay its loans according to the conditions agreed, will depend on its future operating performance and could be affected by numerous factors beyond its control, such as economic conditions, market conditions for debt and regulatory changes. Failure to respect its contractual obligations could result in mandatory early repayment, which may cause the Group to reduce or postpone investments, sell assets, seek additional capital or restructure its debt.

1.8.5. Market risks

The management of the Group's financial risks mainly involves market and liquidity risks. The overall goal is to identify, assess and potentially hedge these risks. This policy provides for specific procedures in respect of interest rate risk, exchange rate risk as well as the use of derivatives and the investment of liquid assets. The Group's policy consists of not undertaking transactions involving speculative instruments or which render the Group's net position speculative. Accordingly, all transactions involving financial instruments are exclusively agreed for the purpose of managing the hedging of interest rate and exchange rate risks.

INTEREST RATE RISK

Interest rate risk is generated primarily by assets and liabilities carrying variable-rate interest. The Group's policy in this regard is to limit the impact of a rise in interest rates by using swaps, collars, caps or floors which allow it retain the possibility of benefiting from favorable changes in interest rates.

The Group tracks its exposure to interest rate risk on a monthly basis and assesses the level of coverage maintained as well as its appropriateness for the underlying exposure. Its policy consists of not being exposed over the long-term (in excess of six months) to the risk of an increase in interest rates for the portion in excess of 60% of the consolidated net debt. Accordingly, the Group will seek to put in place other swaps, collars or other instruments so as to comply with the goals set. The instruments used are non-speculative in nature.

The table below sets forth, at December 31, 2008, the maturity profile of its financial assets and liabilities at fixed and variable rates:

(in millions of euros) – Assets/(Liabilities)	Less than 1 year	1 to 5 years	More than 5 years	Total
Loans from and debts to financial institutions	(79.9)	(716.8)	(256.4)	(1,053.1)
Bank overdrafts	(8.0)	-	-	(8.0)
Total financial liabilities	**(87.9)**	**(716.8)**	**(256.4)**	**(1,061.1)**
Total financial assets	**153.4**	**-**	**-**	**153.4**
Net position (Assets – Liabilities) before coverage	65.5	(716.8)	(256.4)	(907.7)
Off-balance sheet (interest rate coverage)	193.4	378.7	256.4	828.5
Net position (Assets – Liabilities) after coverage	258.9	(338.1)	-	(79.2)
Impact of a 1% increase in interest rates	**2.6**	**(3.4)**	**-**	**(0.8)**

The Group believes that an increase of 1% in short-term interest rates in all currencies, at December 31, 2008, would have caused an increase in the Group's interest expense of approximately €0.8 million.

Debt over more than 5 years, in other words €256.4 million, is fixed-rate debt. The overall notional amount of the interest rate hedges, the fair value of which is entered on the balance sheet (coverage in place or starting after December 31, 2008) is €572.1 million. This sum includes interest rate hedges in US dollars and in euros expiring within 5 years. A breakdown of interest rate hedge expiry dates is given in note 17 - Derivative Financial Instruments in Chapter IV – 2008 Consolidated financial statements.

The reason is that, to cover its debt in euros, the Group has signed interest rate hedges for a total notional amount of €450 million. These contracts either limit the rise in interest rates to a notional €100 million (cap agreement) or fix the debt at a notional €350 million (swap and tunnel agreements). A floor agreement is not a hedging contract.

Moreover, to cover its debt in US dollars, the Group has signed swap agreements for a total of $120 million and a tunnel agreement for $50 million.

Taking these hedging contracts and fixed-rate debt into account, at December 31, 2008, 74% of the Group's consolidated gross debt was either fixed-rate or capped.

LIQUIDITY RISK

The Group does not have significant repayment obligations in the short- or medium-term under its current debt.

The amortizable tranche of the Syndicated Loan, which is denominated in US dollars for a total amount of $393.8 million, is amortized at an annual rate of 16.66% for drawdowns in US dollars and 18.17% for drawdowns in euros of the initial amount less any early repayments (or $82 million *per annum* and €4 million *per annum*).

As part of the 2006 Syndicated Loan, the Group has a revolving credit line for a total of €550 million expiring in 2012 and 2013. The amount drawn down from this revolving credit line as of December 31, 2008 amounted to €330.7 million. The amount available as of the same date was accordingly €219.4 million.

The 2007 Club Deal expires in October 2012.

In July 2008, the Group also took out a USPP (US Private Placement) loan from investors in order to diversify its sources of finance and extend maturity of the debt to July 2018 and July 2020.

Lastly, as of December 31, 2008, the Group was in compliance with all applicable financial covenants. Accordingly, the Group feels that it is not exposed to liquidity risk.

EXCHANGE RATE RISK

As a result of the international nature of its businesses, the Group is exposed to exchange rate risk related to the use of several foreign currencies.

However, generally speaking, natural cover is provided owing to the correspondence of costs and income in most countries in which the Group operates because services are provided locally. As a result, the Group is not very exposed to exchange rate risks stemming from transactions in other currencies.

In 2008, more than half of the Group's revenue was earned in currencies other than the euro, with 16% in US dollars, 5% in pounds Sterling, 6% in Hong Kong dollars and 6% in Australian dollars. Taken individually, other currencies did not represent over 5% of the Group's revenue. This situation is mainly due to the strong development of the Group's activities outside the euro zone, particularly in US dollars or currencies linked to the US dollar.

In addition, when preparing its consolidated financial statements, which are presented in euro, the Group must convert into euro its assets, liabilities, revenue and expenses which are denominated in other currencies. Results of operations are consolidated in the Group's statement of income after conversion using average exchange rates over the period. Assets and liabilities are converted at period-end rates. As a result, variations in exchange rates between the euro and other currencies affect the amounts in the related consolidated financial statement line items even if their value remains unchanged in their original currency.

Thus, all other parameters remaining the same, a variation of 1% in the euro against:

- the US dollar would have had a 0.16% impact on 2008 consolidated revenue and 0.18% on 2008 operating profit;
- the Hong Kong dollar would have had an impact of 0.06% on 2008 consolidated revenue and 0.10% on 2008 operating profit;
- the pound Sterling would have had an impact of 0.05% on 2008 consolidated revenue and 0.01% on 2008 operating profit; and
- the Australian dollar would have had a 0.06% impact on 2008 consolidated revenue and 0.05% on 2008 operating profit.

Finally, the 2006 Syndicated Loan put in place in May 2006 is multi-currency and permits loans in local currencies. If it considers it necessary, the Group can thus ensure coverage for certain obligations by aligning financing expenses with operating profit in the relevant currencies.

Moreover, when financing is provided in a currency other than the working currency of the country concerned, the Group concludes currency hedging contracts to protect itself against exchange rate risk on the income statement.

The table below sets forth assets (cash and tradeable securities) and financial liabilities (non-current loans) in the Group's principal currencies at December 31, 2008:

(in millions of euros)	EUR	USD	GBP	Other	Total
Financial liabilities	490.9	453.1	101.8	15.3	1,061.1
Financial assets	62.4	30	0.7	60.3	153.4
Net position (assets/liabilities) before coverage	**(428.5)**	**(423.1)**	**(101.1)**	**45.0**	**(907.7)**
Off-balance sheet (interest rate coverage)	-	191.2	66.1	-	-
Net position after coverage	**(428.5)**	**(231.9)**	**(35.0)**	**45.0**	**(650.4)**
Impact of a 1% increase in exchange rates	-	(2.3)	(0.3)	0.5	-

CREDIT RISK

The Group provides its services to around 370,000 clients in some 140 countries. The Group's top ten clients are spread across the eight businesses and account for less than 10% of the Group's consolidated revenue. Accordingly, the Group feels that it is not exposed to a credit risk that could have a significant negative impact on the Group's business, financial condition, results of operation or future growth.

1.9. Insurance

The Group takes out various global and centralized insurance policies covering professional civil liability, operational liability and officer liability:

- the "RCMS" policy which covers officer liability. This insurance is taken out with AIG Europe on the first line and ACE Europe, Liberty Mutual and HCC Global Financial for successive lines;
- the "Marine" program, which covers the activities of the Marine business. This policy is placed on the London market through Ace Europe;
- the "Aviation" program, which covers aircraft inspections for the delivery of flight certificates. This insurance does not cover business performed for GSAC in France, as GSAC has taken out specific insurance since January 1, 2007. This policy is placed on the London market through AXA; and
- the "Land" program, which covers the Group's other businesses, with the exception of part of the Construction business. This policy is placed with AXA for the first three lines and additional coverage is provided by AIG Europe and Swiss Ré International. The AXA policy is subject to a three-year agreement (2008-2010) which allows the Group to benefit from strong medium-term visibility.

The Construction business' operations in France and the United States are not included in the Land program insurance and are insured locally due to the specific nature of the technical inspection and the ten-year construction guarantee (see Construction paragraph in Chapter I – Presentation of the Group) and the specific nature of the US insurance market. In addition, local insurance policies exist in Spain, Germany and the United Kingdom for which the AXA policy offers a supplement to the limits and conditions.

To benefit from better long-term visibility and to reduce costs, the Group created a dedicated captive reinsurance company (Soprefira) in Luxembourg in 1990. This company, which provides first line coverage for the Marine and Land programs, has enabled the Group to maintain control over its litigation and smooth the effect of price changes in the insurance market. Activities covered by the dedicated captive reinsurance company of the Group represent approximately 85% of the consolidated revenue. The Group ensures that the yearly amount of undertakings of such company is capped. In 2008, the yearly amount of undertakings of the reinsurance company for the Marine program was €3 million per claim and €5 million per year. For the Land program, it was €3 million per claim and €4 million per year.

The overall cost of the management of the Group's professional civil liability and operational liability claims including the insurance premiums paid, the sums not covered by the insurance programs as well as the costs relating to monitoring disputes, respectively accounted for, on the basis of the information available to date, 2.0%, 1.7% and 1.4% of the Group's consolidated revenue in respect of the 2006, 2007 and 2008 fiscal years. This amount does not include minor disputes not declared to insurers.

Other on-going risks require local management. Subscription of these insurance agreements (for example, for buildings, automobile fleets or work accidents in countries where such risks are covered by private insurance) is carried out on a national basis according to local circumstances and needs.

The Group believes that the coverage provided by these programs is generally similar to those subscribed by global companies of the same size operating in the same sector. The Group intends to continue its policy of subscribing global insurance policies when possible, increasing coverage where necessary and reducing costs through the self-insurance programs as appropriate.

2 Corporate governance

2.1. Officers and members of the Executive Committee

Bureau Veritas is a French limited liability Company (société anonyme) managed by a Management Board and a Supervisory Board.

2.1.1. Management Board

In compliance with the Company's by-laws (Article 14), the Management Board must have at least two and at most seven members.

The members of the Management Board are appointed by the Supervisory Board for terms of three years. The age limit is 65 years.

On the date of this reference document, the Management Board has three members:

- **Frank Piedelièvre**: Chairman of the Management Board of Bureau Veritas since September 16, 1999;
- **François Tardan**: Member of the Management Board of Bureau Veritas since June 19, 2002; and
- **Philippe Donche-Gay**: Assistant Executive Director, Member of the Management Board of Bureau Veritas since August 27, 2008.

COMPOSITION OF THE MANAGEMENT BOARD

Name	Age	Main business address	Directorships	Functions	Appointment and renewal	Expiry of term	Shares held at 03/31/2009
Frank Piedelièvre	53 years	**Bureau Veritas** 67/71 boulevard du Château 92200 Neuilly-sur-Seine France	Chairman of the Management Board	Chairman of the Management Board	Appointed on September 16, 1999 Renewed on June 2, 2008	2011 (a)	**532,408**
François Tardan	56 years	**Bureau Veritas** 67/71 boulevard du Château 92200 Neuilly-sur-Seine France	Management Board Member	Chief Financial Officer of Bureau Veritas	Appointed on June 19, 2002 Renewed on June 2, 2008	2011 (a)	**410,240**
Philippe Donche-Gay	51 years	**Bureau Veritas** 67/71 boulevard du Château 92200 Neuilly-sur-Seine France	Management Board Member Assistant Executive Director	Chief Operating Manager of Bureau Veritas	Appointed on August 27, 2008	2011 (a)	-

(a) Annual General Meeting of Shareholders.

EXPERTISE AND EXPERIENCE IN CORPORATE MANAGEMENT OF MEMBERS OF THE MANAGEMENT BOARD AND POSITIONS HELD OUTSIDE THE GROUP OVER THE LAST FIVE YEARS

Frank Piedelièvre

Frank Piedelièvre has been the Chairman of the Management Board of Bureau Veritas since September 16, 1999. He began his career in 1979 as General Secretary, then deputy General Manager of a small- to mid-size company specialized in manufacturing medical devices. From 1982 to 1992, he occupied various positions in the group Chantiers Modernes, a construction and technical services company in the building and industry sectors, first as Director of international markets, Director of Development then as President. In this capacity, he was responsible for the operation of the Services and Environment business and the Road business. From 1993 to 1996, he was Chairman and Chief Executive Officer of CMR, a road construction, networks and improvements company and Chairman of the Management Board of Poincaré Investissements. In June 1996, Mr. Piedelièvre became Vice-Chairman and Chief Executive Officer of Bureau Veritas and, in 1997, Director of the Group's International business. He was appointed Chairman of the Management Board in 1999. Mr. Piedelièvre is a graduate of the *École des Hautes Études Commerciales*.

Positions currently held

Chairman of the Supervisory Board of SAS Group CM-EXEDRA

Chairman of Saint George Participations

Chairman of SAS Saint George

Director of the company DTZ Plc.

Positions no longer held (but held in the last five years)

Manager of SAM CMR

Chairman of the Management Board of SA Poincaré Investissements

François Tardan

François Tardan has been a member of the Management Board of Bureau Veritas since June 19, 2002. He began his career in 1980 as a Civil Administrator in the French Ministry of Equipment and Organization of the Territory (Ministère de l'Equipement et de l'Aménagement du Territoire) in the Department of Economic and International Affairs (DAEI). From 1985 to 1994, he was Director of Development in the group Chantiers Modernes, where he was responsible for external growth in the sector for energy management and environmental engineering in France and the United States. From 1995 to 1998, he was Chairman and Chief Executive Officer of Fondasol SA, an engineering company and geotechnical consultant. In 1998, he joined Bureau Veritas as Group Chief Financial Officer. He was appointed to the Management Board in 2002. The legal, risks and compliance department, internal audit and acquisition support department, and information systems department report to him. Mr. Tardan is a graduate of the *École des Hautes Études Commerciales*, the *Institut d'Études Politiques de Paris* and the *École Nationale d'Administration*.

Positions currently held

Chairman of the Board of Directors of the company Financière Saint Géran – FSG

Director of the company DTZ Plc.

Positions no longer held (but held in the last five years)

Director of the company Concept Group HK Ltd.

Philippe Donche-Gay

Philippe Donche-Gay was appointed as member of the Management Board and Assistant Executive Director of Bureau Veritas on August 27, 2008. He began his career at IBM in 1982 where he held various managerial posts in France and the United States. In 1994, he joined the international department of Capgemini and was involved, from 1996 onwards, in developing a global entity dedicated to the Telecommunications market, becoming Chief Executive Officer of the entity in 2001. In 2004, he was appointed Chief Executive Officer of Capgemini France.

In January 2007, he was made Chief Executive Officer of Capgemini for Western Europe and South America. A member of the Executive Committee of the Capgemini Group, he was also responsible for global coordination of the "Technology Services" discipline. Mr. Donche-Gay is a graduate of the *Ecole Polytechnique* and of Stanford University in California.

Positions currently held

None

Positions no longer held (but held in the last five years)

Chief Executive Officer of Capgemini France SAS

Chairman of Capgemini Consulting SAS, Capgemini Industrie et Distribution SAS, Capgemini Finance et Services SAS, Capgemini Est SAS, Capgemini Ouest SAS and Capgemini Sud SAS

Chairman and Chief Executive Officer of Capgemini Telecom SA

Chairman of the Board of Directors of Capgemini España SLU, CGTMN US, CGTMN UK Ltd, CGTMN Ireland Ltd, CGTMN Sweden AB, CGTMN Norge AS, CGTMN Finland Oy, CGTMN Nederland BV and CGTMN España SA

Director of CGTMN Belgium N.V, CGTMN Deutschland GmbH, CGTMN Italia SpA and CGTMN Singapore Pte Ltd

Member of the Supervisory Board of Synaxio

2.1.2. Supervisory Board

In accordance with the Company's by-laws (Article 19), the Supervisory Board must have at least three and at most 18 members.

The members of the Supervisory Board are appointed by the Ordinary General Meeting of Shareholders for terms of six years, but this duration may be shortened to comply with the rule of renewal by thirds of the Supervisory Board. The number of members of the Supervisory Board over 70 years old may not, upon the conclusion of each annual Ordinary General Meeting of Shareholders, exceed one third of the number of active members of the Supervisory Board.

At the date of this reference document, the Supervisory Board had nine members and one censor:

- Frédéric Lemoine: Chairman*;
- Pierre Hessler: Vice Chairman;
- Patrick Buffet: Member;
- Jérôme Charruau: Member;
- Philippe Louis-Dreyfus: Member;
- Stéphane Bacquaert: Member;
- Bernard Renard: Member;
- Jean-Michel Ropert: Member;
- Ernest-Antoine Seillière: Member; and
- Aldo Cardoso: Censor.

None of the positions held will expire at the end of the Ordinary General Meeting to be held on June 3, 2009.

* *The Supervisory Board coopted Frédéric Lemoine as Member of the Supervisory Board and appointed him Chairman on April 14, 2009, to replace Jean-Bernard Lafonta who resigned.*

COMPOSITION OF THE SUPERVISORY BOARD AND ITS COMMITTEES

Name	Age	Main business address	Current position within the Company	Main functions
Frédéric Lemoine	43 years	WENDEL 89 rue Taitbout 75009 Paris France	Chairman of the Supervisory Board	Chairman of the Management Board of Wendel
Pierre Hessler	65 years	23 rue Oudinot 75007 Paris France	Vice Chairman of the Supervisory Board	Consultant, Researcher
Jérôme Charruau [a]	53 years	EADS SOGERMA Zone Industrielle de l'Arsenal BP 60109 17303 Rochefort Cedex France	Member of the Supervisory Board	Chief Financial Officer of Sogerma (EADS Sogerma)
Ernest-Antoine Seillière	71 years	WENDEL 89 rue Taitbout 75009 PARIS - France	Member of the Supervisory Board	Chairman of the Supervisory Board of Wendel
Bernard Renard [a]	73 years	59 boulevard de la Saussaye 92200 Neuilly-sur-Seine France	Member of the Supervisory Board	
Jean-Michel Ropert	42 years	WENDEL 89 rue Taitbout 75009 Paris France	Member of the Supervisory Board	Chief Financial Officer of Wendel
Philippe Louis-Dreyfus [a]	63 years	LOUIS-DREYFUS ARMATEURS Les Ecluses 28 quai Gallieni 92158 Suresnes Cedex France	Member of the Supervisory Board	Chairman of Louis Dreyfus Armateurs SAS
Stéphane Bacquaert	37 years	WENDEL 89 rue de Taitbout 75009 Paris France	Member of the Supervisory Board	Managing Director of Wendel
Patrick Buffet [a]	55 years	ERAMET Tour Maine Montparnasse 33 avenue du Maine 75755 Paris cedex France	Member of the Supervisory Board	Chairman and Chief Executive Officer of Eramet
Jean-Bernard Lafonta	47 years	WENDEL 89 rue Taitbout 75009 Paris France		

(a) Independent Director.

(b) Annual General Meeting of Shareholders.

Appointment and renewal	Expiry of term	Audit Committee	Risk Committee	Nomination and Compensation Committee	Shares held
Coopted as Member of the Supervisory Board and appointed Chairman on April 14, 2009	2012 [b]			Chairman	-
Appointed on June 19, 2002 Appointed Vice-Chairman of the Board on June 27, 2005	2014 [b]		Chairman	Member	100
Coopted as Director on September 16, 1997 Appointed as a Member of the Supervisory Board on September 16, 1999 Renewed on June 2, 2008	2014 [b]	Chairman			1,100
Coopted on 27 March, 2005 Renewed on May 2, 2006	2012 [b]				200
Coopted as Director on February 27, 1996 Appointed as a Member of the Supervisory Board on September 16, 1999 Renewed on June 30, 2004	2010 [b]		Member		4,500
Coopted on December 21, 2005 Renewed on June 2, 2008	2014 [b]	Member			100
Coopted on June 27, 2005	2010 [b]			Member	100
Coopted on June 2, 2008	2012 [b]		Member		100
Appointed on June 18, 2007	2010 [b]	Member			100
Chairman of the Supervisory Board from June 27, 2005 to April 14, 2009					100

EXPERTISE AND EXPERIENCE IN CORPORATE MANAGEMENT OF MEMBERS OF THE SUPERVISORY BOARD AND POSITIONS HELD OVER THE LAST FIVE YEARS

Frédéric Lemoine

Frédéric Lemoine has been Chairman of the Supervisory Board of Bureau Veritas since April 14, 2009.

In 1992-1993, he ran the Heart Institut of Ho Chin Minh City, Vietnam, for a year and in 2004, became the General Secretary of the Alain Carpentier Foundation, which has supported this hospital. From 1995 to 1997, he was deputy chief of staff with the Minister of Labor and Social Affairs (Jacques Barrot), in charge of coordinating social security reform and hospital reform. At this time, he was also a project manager for the State Secretary for Health and Social Security (Hervé Gaymard). From 1997 to 2002, he worked with Serge Kampf and the Executive Board of Capgemini, first as an executive officer, and then Chief Financial Officer before being named Group Vice President in charge of finance for Capgemini Ernst & Young. From May 2002 to June 2004, he was Deputy General Secretary of the Presidency of the French Republic with Jacques Chirac, with particular responsibility for economic and financial affairs. From October 2004 to May 2008, he was a Senior Advisor to McKinsey. From March 2005 to April 2009, he was Chairman of the Supervisory Board of Areva. Since April 2005 he is Chairman of the Audit Committee of Groupama SA. Since 2006, he is a member and then censor of the Supervisory Board of Générale de Santé. From June 2008 to April 2009 Frédéric Lemoine was member of Wendel's Supervisory Board. He has been Chairman of the Management Board of Wendel since April 7, 2009. Frédéric Lemoine is a graduate of HEC (1986) and the *Institut d'Etudes Politiques de Paris* (1987). He is also a graduate of the *Ecole Nationale d'Administration*. He is an *Inspecteur des Finances*.

Positions currently held

Chairman of the Management Board of Wendel

Director of Compagnie Saint Gobain, Groupama SA and Flamel Technologies

Observer (*Censeur*) of Générale de Santé

Positions no longer held (but held in the last five years)

Chairman of the Supervisory Board of Areva

Jean-Bernard Lafonta

Jean-Bernard Lafonta was Chairman of the Supervisory Board of Bureau Veritas from June 2005 to April 14, 2009. Mr. Lafonta began his career as a manufacturing engineer and held different positions in the government from 1986 to 1992, particularly at the level of Ministerial offices. In 1993, he joined the Mergers and Acquisitions teams of the Lazard bank as Executive Vice-President. In 1996, he became Director of Strategy at BNP, before becoming Director of Capital Markets, then President of Banque Directe and member of the general management committee at BNP Paribas. He joined the Wendel group in September 2001 as Chief Executive Officer and was Chairman of the Management Board from May 31, 2005 to April 2009. Mr. Lafonta is an engineer of the Corps des Mines de Paris and a past student of the *École Polytechnique*.

Positions currently held

Director of Legrand

Member of the Supervisory Board of Oranje Nassau Groep BV (Netherlands) and Altineis 2 (non-trading company)

Chairman of Compagnie de l'Audon

Manager of Granit SARL, Winvest Conseil, the non-trading company Hautmer and the non-trading company Ilbano

Positions no longer held (but held in the last five years)

Chairman of the Management Board of Wendel

Director of Compagnie Saint-Gobain

Chairman of the Board of Directors of Winvest International SA SICAR

Member of the Board of Management of Materis Parent SARL

Director and Associate Executive Director of Wendel Investissement

Director of Lumina Parent, Capgemini, Valéo and Legrand France

Permanent representative of SOFU on the Board of Bureau Veritas, Chairman of SOGERMA SERVICES

Chairman of the Supervisory Board of Editis Holding

Manager of JB Mac Nortance (Luxembourg)

Pierre Hessler

Pierre Hessler was Chairman of the Supervisory Board of Bureau Veritas from 2002 to 2005, and since June 2005 has been Vice-Chairman. Mr. Hessler began his career with IBM, where he stayed approximately 27 years, holding positions in IBM Switzerland (from 1965 to 1980), where he was director of agencies in the computer field, then IBM Europe from 1980 to 1993, where he held positions as director of operations, director of marketing and services, regional general director, Chairman of IBM France and general director of operations, marketing and services. From 1982 to 1984, he held positions as director of development in IBM Corporation, then as director of "corporate marketing" from 1989 to 1991, and finally "IBM Vice-President". In 1993 he joined Capgemini where he held different positions in senior management, including Chairman and Chief Executive Officer of Gemini Consulting, member of the Management Board and assistant executive director, then director in 2002. Mr. Hessler currently is manager of Actideas, a member of the censors on the Board of Directors of Capgemini, and adviser to Capgemini, and he holds other positions with other companies. Mr. Hessler is a graduate in law and economic policy from the University of Lausanne, in Switzerland.

Positions currently held

Observer (*Censeur*) of Capgemini SA

Chairman of the Supervisory Board of Capgemini Sd&m (Germany)

Director of A Novo Paris and of companies in the Capgemini Group in the United States

Manager of Actideas SARL

Positions no longer held (but held in the last five years)

Director of various companies in the Capgemini Group

Chairman of the Supervisory Board of Bureau Veritas

Manager of Médias holding SARL and Médias SARL

Jérôme Charruau

Jérôme Charruau has been a member of the Supervisory Board of Bureau Veritas since September 1997. He has pursued his entire career at EADS. He started in 1982 at Airbus in management control, then as director of general management services. He joined GIE ATR in 1988 as director of management control. In 1994, he became the chief financial officer of American Eurocopter Corporation in Dallas, then Director of management control for the Eurocopter Group in 1998. Since 2005, he has held the position of chief financial officer of the Sogerma group (EADS Sogerma). He is also director for several companies in the EADS Sogerma Group. Mr. Charruau is a graduate of the *École des Hautes Études Commerciales*.

Positions currently held

Director of EADS Maroc Aviation, EADS Composites Atlantic, EADS Sogerma and EADS Composites Aquitaine

Chairman of EADS SECA

Positions no longer held (but held in the last five years)

Director of EADS Sogerma Tunisie and EADS Sogerma Barfield

Chairman of SOGERMA SERVICES

Permanent representative of SOGERMA on the Board of Directors of EADS Revima

Ernest-Antoine Seillière

Ernest-Antoine Seillière has been a member of the Supervisory Board of Bureau Veritas since March 2005. Mr. Seillière was an advisor at the Office of Jacques Chaban-Delmas in 1969, and subsequently of Pierre Messmer, Maurice Schumann and Robert Galley. After one year at the *Center for International Affairs* at Harvard University, he joined the Group in 1976. He became the Group's Chairman and Chief Executive Officer in 1987. A director of Wendel from 1985 to 2005, he has been Chairman of the Supervisory Board of Wendel since May 31, 2005. Mr. Seillière is a past student of the ENA and diplomacy.

Positions currently held

Chairman of the Supervisory Board of Wendel and Oranje Nassau Groep BV (Netherlands)

Honorary Chairman of Société Lorraine de Participations Sidérurgiques "SLPS" (formerly Wendel Participations)

Director of Legrand and Sofisamc (Switzerland)

Member of the Supervisory Board of Hermes International (S.C.A.), Peugeot S.A. and Gras Savoye & Cie

Positions no longer held (but held in the last five years)

Chairman and Chief Executive Officer of Wendel Investissement (formerly CGIP) and Société Lorraine de Participations Sidérurgiques

Chairman of the Board of Directors of Legrand and Lumina Parent

Chairman of the Supervisory Board of Trader Classified Media

Vice-Chairman of the Supervisory Board of BioMerieux, Pierre-Fabre and Valeo

Vice-Chairman of the Board of Directors of Capgemini

Director of Société Générale, Société Lorraine de Participations Sidérurgiques and Valeo

Member of the Supervisory Board of Editis Holding

Manager of Delsel

Permanent representative of Sofiservice, then Orange-Nassau Groep on the Supervisory Board of Bureau Veritas

Manager of ASEAS Participations and ODYSSAS

Bernard Renard

Bernard Renard was Chairman and Chief Executive Officer from June 1996 to September 1999 and subsequently Chairman of the Supervisory Board from September 1999 to June 2002, and is currently a member of the Supervisory Board of Bureau Veritas. He began his career with Wendel in 1960 as an engineer, then a director of the factory at Sorcy. Afterwards, he was appointed as general director of the Cement Companies of the group CEDEST, where he currently is a director. Mr. Renard is a civil engineer of Mines and a past student at the *École des Ponts et Chaussées*.

Position currently held

Director of Cedest Engrais

Positions no longer held (but held in the last five years)

Chairman of GIP

Director of WA

Jean-Michel Ropert

Jean-Michel Ropert has been a member of the Supervisory Board of Bureau Veritas since December 2005. He joined the Wendel group in 1989 where he was successively in charge of the accounting and consolidation departments. Since 2002, Mr. Ropert has been Chief Financial Officer of Wendel. Mr. Ropert holds a *Diplôme d'Études Comptables et Financières (DECF)*.

Positions currently held

Chairman of Winvest 11

Director of Coba

Chief Executive Officer and Director of Sofiservice

Legal representative of Sofiservice, Chairman of Sofe

Member of the Board of Management of Materis Parent SARL (Luxembourg)

Positions no longer held (but held in the last five years)

Chairman of the Board of Directors of SOFU (1999-2005 every other year)

Director of Solfur

Chief Executive Officer and Member of the Management Board of Poincaré Investissements

Associate Executive Director and Director of Poincaré Participations

Chairman of Compagnie de l'Audon

Member of the Supervisory Board of Editis Holding

Philippe Louis-Dreyfus

Philippe Louis-Dreyfus has been a member of the Supervisory Board of Bureau Veritas since June 2005. He has been Chairman of Louis Dreyfus Armateurs SAS, since 2003. Mr. Louis-Dreyfus has pursued most of his career in the banking sector, first as a Member of the Executive Committee of the Banque Louis Dreyfus, then of Banque Pallas France, responsible for the Corporate Department. He then became Chairman and Chief Executive Officer of Crédit Naval. Mr. Louis-Dreyfus joined Groupe Louis Dreyfus to become in 1996 Chairman of its maritime branch, Louis Dreyfus Armateurs. Since 1998, Mr. Louis-Dreyfus has actively participated in the creation of LD Com, now Neuf Cegetel. In addition, he is Chairman of the ECSA (European Community Shipowners' Association), Vice-Chairman of Armateurs de France and director of the Conseillers du Commerce Extérieur de la France and of Medef International. Mr. Louis-Dreyfus is an Officer of the Legion of Honor, Officer of National Merit and has an Order of the British Empire (OBE). Mr. Louis-Dreyfus holds a Masters degree in economics from the *Faculté de droit de Paris*.

Positions currently held

Member of the Board of Directors of Grimaldi & Louis Dreyfus Lines, Orchard Maritime Services Pte Limited, UK Club (P&I), Cluster Maritime, IFM, Cetragpa Asia Pte Limited, Cetrabulk Maritime PTE Ltd, Magseas Maritime Services PTE Ltd, MEDEF International and Comité National des Conseillers du Commerce Extérieur de la France

Member of the Supervisory Board of Kurosawa BV

Member of the Executive Committee of ADF

Chairman of Louis Dreyfus Armateurs S.A.S., Saget S.A.S. Pacemar and ECSA

Director of ECSA, Stags and Drop 15

Permanent representative of the Manager of the company Louis Dreyfus Armateurs S.A.S., part of CETRAGPA S.N.C., of the Chairman of the company Louis Dreyfus Armateurs S.A.S. within France Euro Tramp S.A., of the Chairman of the company Louis Dreyfus Armateurs S.A.S. within Louis Dreyfus Cargo S.A.S., of the Chairman of the company Louis Dreyfus Armateurs S.A.S. within Louis Dreyfus Ferry S.A.S., of the Chairman of the company Louis Dreyfus Armateurs S.A.S. within Louis Dreyfus Maritime S.A.S., and of the Manager of the company Louis Dreyfus Armateurs S.A.S. within Methane Transport S.N.C.

Positions no longer held (but held in the last five years)

Member of the Board of Directors of Louis Dreyfus Asia Pte, Louis Dreyfus Comunicaciones Espana, Banque Chabrieres (Groupe Intermarché), Louis Dreyfus & Co. Limited and Louis Dreyfus Marine Corporation,

Member of the Supervisory Board of Louis Dreyfus Commodities Holding

Member of the Strategy Committee of Florentz

Chief Executive Officer and Member of the Supervisory Board of Louis Dreyfus S.A.S.

Director of Neuf Cegetel

Permanent representative of the Chairman of the company Louis Dreyfus S.A.S. within Louis Dreyfus Citrus S.A.S., of the Chairman of the company Louis Dreyfus S.A.S. within Louis Dreyfus Technologies S.A.S., of the Chairman of the company Louis Dreyfus S.A.S. within Materis S.A.S., and of the Chairman of the company Louis Dreyfus S.A.S. within Société d'Etudes et de Commerce S.A.S.

Stéphane Bacquaert

Stéphane Bacquaert has been a member of the Supervisory Board of Bureau Veritas since June 2008. Stéphane Bacquaert began his career as a strategic consultant at Bain & Company in Europe and Latin America. He then joined Netscapital, a commercial bank specializing in the media and information technology, as Chief Executive Officer. He was then made a Partner in charge of the Paris office of Atlas Venture, an international venture capital business. He joined the Wendel Group in June 2005, and has been Managing Director since June 2008. Stéphane Bacquaert is a graduate of the *Ecole Centrale Paris* and the *Institut d'Etudes Politiques de Paris* and has an MBA from Harvard Business School.

Positions currently held

Member of the Board of Management of Materis Parent SARL

Positions no longer held (but held in the last five years)

Member of the Board of Directors of Sporever, Jaluna and Soisic

Patrick Buffet

Patrick Buffet has been a member of the Supervisory Board of Bureau Veritas since June 18, 2007. As engineer from the Corps des Mines, he began his career at the Ministry of Industry in the fields of power and commodities. In 1986, he joined the Entreprise Minière et Chimique, as Director of Planning, Development and Management Control. He then became Chairman and Chief Executive Officer of the agro food company Sanders. From 1991 to 1994, he was Industrial Advisor to the President of France. In 1994, he joined Groupe Suez, first in Belgium as Director of Industrial Investments and of Strategy for Société Générale de Belgique, then in 1998 as Chief Executive Officer, and finally, beginning in 2001, as Executive Director, Member of the Executive Committee of Groupe Suez. Since April 2007, he has been Chairman and Chief Executive Officer of the metallurgical and mining group Eramet.

Positions currently held

Chairman and Chief Executive Officer of Eramet and the company Le Nickel (Eramet Group)

Member of the Supervisory Board of Arcole Industries

Director of Banimmo (Belgium) and Comilog (Eramet Group)

Censor of Caravelle

Positions no longer held (but held in the last five years)

Member of the Supervisory Board of Areva and Astorg-partners

Director of CDC Ixis, Suez Energy Services, Tractebel (Belgium), Electrabel (Belgium), Société Générale de Belgique and Fluxys (Belgium)

Aldo Cardoso

Aldo Cardoso has been Observer (*Censeur*) of the Company since June 27, 2005. From 1979 to 2003, he held several positions at Arthur Andersen: associate consultant (1989), Chairman France (1994), member of the Board of Directors of Andersen Worldwide (1998), Non-Executive Chairman of the Board of Directors of Andersen Worldwide (2000) and chief executive officer of Andersen Worldwide (2002, 2003). Since 2003, he has been a Director of various French and foreign companies. Aldo Cardoso holds a degree from the *École Supérieure de Commerce de Paris* and a masters in business law and he is a certified public accountant.

NO CONVICTIONS FOR FRAUD, PUBLIC ACCUSATIONS AND/OR PENALTIES OR LIABILITY FOR BANKRUPTCY WITHIN THE LAST FIVE YEARS

To the knowledge of the Company, none of the members of the Management Board or Supervisory Board has, within the last five years, (i) been convicted of fraud or been subject to an official accusation or penalty delivered by legal or regulatory authorities, except for Mr. Frank Piedelièvre, who was convicted in January 2007 of impeding the proper functioning of the Company's Committee for health, security and working conditions in 2002 and given a suspended penalty in 2003; (ii) been declared bankrupt or had their property impounded or liquidated; or (iii) been prohibited by a tribunal from becoming a member of an administrative, management or supervisory body of a company, or from being involved in the management or direction of the affairs of a company.

There is also no family relationship between members of the Management Board and/or Supervisory Board.

AGREEMENTS INVOLVING MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD AND CONFLICTS OF INTEREST

Members of the Management Board and Supervisory Board have to notify the Chairman of the Supervisory Board immediately of any relations that may exist between the companies in which they are directly involved and the Company. Members of the Supervisory Board and Management Board therefore have to notify the Chairman, in particular, of any agreement referred to under Article L.225-86 et seq. of the French Commercial Code to be concluded between themselves or a company in which they are directors or in which, directly or indirectly, they own a significant shareholding, and the Company or one of its subsidiaries. These provisions do not apply to existing agreements concluded under normal conditions.

Other than the related-party agreements continued during 2008 (see Related-party transactions section in Chapter VI – Information on the Company and the capital) and to the knowledge of the Company, there are no other potential conflicts of interest between the duties to Bureau Veritas of members of the Company's Supervisory Board and Management Board and their personal interests and/or other duties.

With the exception of the obligation set out in the Company's by-laws for members of the Supervisory Board to hold at least 100 shares throughout their period of office, members of the Management Board and Supervisory Board are not subject to any contractual restriction concerning the shares they own in the Company, apart from the blackout periods as defined in the stock market ethical guidelines.

2.1.3. Executive committee

The Executive Committee is the operational management body for the Group. It consists, in addition to the Chairman of the Management Board, of the Directors of the Group's vertical operating businesses (Marine, GSIT, Consumer Products), the Directors of the major geographic zones and the five businesses comprising the Industry & Facilities division.

The Executive Committee studies and approves questions and decisions regarding the Group's strategy and general organization. It establishes policies and procedures used throughout the Group. In addition, each of the Group's three vertical businesses, as well as the Industry & Facilities division, have their own Executive Committee.

The Executive Committee is made up of 16 members, including three members of the Management Board:

- Frank Piedelièvre, Chairman of the Management Board;
- François Tardan, Member of the Management Board, Chief Financial Officer;
- Philippe Donche-Gay, Member of the Management Board, Assistant Executive Director and Chief Operating Manager of Bureau Veritas;
- Arnaud André, in charge of Human Resources, Quality and Organization;
- Andrew Hibbert, in charge of Legal, Risks and Compliance;
- Patrick Aubry, in charge of the Industry & Facilities division for the Southern Europe area and of the Construction business;
- Laurent Bermejo, in charge of the Industry & Facilities division for the Northern and Eastern Europe area;
- Pedro Paulo Guimaraes, in charge of the Industry & Facilities division for the North America and Latin America area;
- Laurent Clavel, in charge of the Industry & Facilities division for the Asia-Pacific area;
- Jacques Lubetzki, in charge of the Industry & Facilities division for France;
- Philippe Lanternier, in charge of the Certification business;
- Olivier Guize, in charge of the Industry & Facilities division for global key accounts and HSE;
- Eduardo Camargo, in charge of the Industry & Facilities division for the Latin America area;
- Kevin O'Brien, in charge of the Consumer Products business;
- Bernard Anne, in charge of the Marine business; and
- Tony Mouawad, in charge of the GSIT Industry & Facilities division for the Middle-East, India, Russia and Africa areas.

2.2. Report of the Chairman of the Supervisory Board

on the composition and the conditions for the preparation and organization of the work of the Supervisory Board and the internal control and risk management procedures implemented by the Company

Pursuant to Article L.225-68, paragraph 7, of the French Commercial Code as amended by law number 2008-649 of July 3, 2008, this report contains details of:

- the composition of the Supervisory Board and the conditions for the preparation and organization of the work of the Supervisory Board during the financial year ended December 31, 2008;
- the corporate governance code to which the Company refers when drawing up this report;
- the principles and rules laid down by the Supervisory Board for determining the remuneration and benefits of any kind given to company officers;
- the internal control and risk management procedures put in place by the Company; and
- special terms relating to the participation of shareholders in the general meeting.

This Report was approved by the Company's Supervisory Authority at its meeting of March 25, 2009 after being examined by the Board's three Committees, each in its own field of expertise.

At this same meeting, the Supervisory Board decided to submit to the next General Meeting of Shareholders a plan to amend the way in which the Company is managed and directed by adopting the form of French Limited Company managed by a Board of Directors.

2.2.1. Composition and conditions for the preparation and organization of the work of the Supervisory Board

COMPOSITION OF THE SUPERVISORY BOARD

At December 31, 2008, the Company's Supervisory Board had nine members and one censor. The composition of the Board changed over the course of 2008 with the cooptation of Mr. Stéphane Bacquaert on June 2, 2008 to replace Mr. Yves Moutran who retired. The ten members of the Board were: Messrs. Jean-Bernard Lafonta, Chairman, Pierre Hessler, Vice-Chairman, Patrick Buffet, Jérôme Charruau, Philippe Louis-Dreyfus, Stéphane Bacquaert, Bernard Renard, Jean-Michel Ropert and Ernest-Antoine Seillière, Members and Aldo Cardoso, Censor.

The Supervisory Board ensures that it includes members who are regarded as independent.

The definition of an independent member has been debated by the Nomination and Compensation Committee and reviewed by the Supervisory Board on the basis of the definition mentioned in the AFEP/MEDEF governance code of December 2008, specifically "a director is independent if he has no relations whatsoever with the Company, its Group or its Management that might compromise the exercising of his freedom of judgment" and in accordance with the criteria underpinning this definition as detailed in the Company's internal regulations, in accordance with existing principles and best practices of corporate governance.

On the basis of this definition, four of the nine members and the Censor are regarded as "independent": Messrs. Patrick Buffet, Jérôme Charruau, Philippe Louis-Dreyfus and Bernard Renard.

The composition of the Supervisory Board is detailed in section 2.1.2 "Supervisory Board". This section includes, in particular, information on the age, business address, position within the Company, main function, starting date and expiry of terms of office, biography and list of positions held within the last five years.

CONDITIONS FOR THE PREPARATION AND ORGANIZATION OF THE WORK OF THE SUPERVISORY BOARD

Framework for the work of the Supervisory Board

The Supervisory Board meets whenever the Company's interests so require, and at least once a quarter, at the request of its Chairman or of its Vice-Chairman.

The provisional annual schedule of Supervisory Board meetings (excluding extraordinary meetings) must be sent out to each member by the latest at the start of each fiscal year.

On top of the Board's mandatory meetings (closure of the annual and interim financial statements) are added meetings that are required in the normal course of business (quarterly reports from the management board, planned acquisitions, pledges and guarantees) or authorizations to be provided to the Management

Board pursuant to internal governance rules set out in Article 23 of the Company's by-laws. Thus in 2008, the Board met eight times with a participation rate of 85%.

The Chairman of the Supervisory Board is responsible for calling Board meetings and for chairing them. In his absence, this responsibility falls to the Vice-Chairman. Meeting notices are sent, whenever possible, by letter five days in advance. If urgent, the Supervisory Board can be called right away by telephone or other means of telecommunications.

The Statutory Auditors must be invited to all Supervisory Board meetings discussing the annual or interim financial statements.

Internal regulations of the Supervisory Board

The conditions for the preparation and organization of the Supervisory Board are set out in the internal regulations of the Board drawn up on June 18, 2007.

The internal regulations of the Supervisory Board also constitute the governance charter for members of the Supervisory Board and govern, in particular, the relations between members of the Supervisory Board and of the Management Board designed to ensure ease of communication between the governing bodies in the interests of the Company and of its shareholders.

The internal regulations state, in particular, as follows:

- rules governing the functioning of the Supervisory Board (in particular the holding of meetings via telecommunications);
- ethical rules applying to all Supervisory Board members (loyalty and good faith, professionalism and participation, independence and conflicts of interest, compliance with the Group's Code of Ethics);
- criteria necessary for members to be classed as independent; and
- the roles of committees and censors.

Market Ethic Charter

The Company's goal is to ensure compliance with the recommendations issued by the stock market authorities regarding the management of risks relating to the possession, disclosure and possible use of privileged information.

In this context, the Management Board of Bureau Veritas wanted to introduce measures enabling it to ensure compliance with recommendations made by stock market authorities, drew up the Market Ethic Charter and appointed a "*Compliance Officer*".

This Market Ethic Charter is meant to call to mind the regulations applicable to Executive Directors, Deemed Persons and Informed Management as well as occasional insiders and to draw their attention to (i) the applicable laws and regulations in this area, as well as the administrative sanctions and/or penalties of not complying with these laws and regulations, and (ii) the putting in place of preventive measures that enable everybody to invest in Bureau Veritas shares while in full compliance with the rules on market integrity.

Supervisory Board Committees

In 2008, the Board was assisted in carrying out its responsibilities by three permanent specialist Committees: an Audit Committee, a Nomination and Compensation Committee and a Risk Committee. The role of the Committees is to provide Board members with food for thought and assist them with the preparation of their meetings.

Audit Committee

The Audit Committee prepares and facilitates the work of the Supervisory Board in management control and verifying the reliability and clarity of the information provided to shareholders and the market.

In 2007, the Audit Committee introduced internal regulations that set out its resources, its functioning and the responsibilities given to it:

- verify the appropriateness of the accounting principles;
- verify that accounting methods applied are up to date;
- verify the accounting positions adopted and the estimations made to account for significant transactions;
- verify the scope of consolidation;
- verify and evaluate the procedures for internal control and for securing information systems;
- verify, before they are made public, all accounting and financial documents issued by the Company;
- verify significant off-balance sheet risks and commitments;
- assist the Supervisory Board in nominating Statutory Auditors and approving accounting fees requested; and
- evaluate the quality of work of the Statutory Auditors, monitor their independence and approve the completion by the Statutory Auditors of associated tasks (such as acquisition audits). In connection with monitoring the Statutory Auditors' independence, the Committee requests information on the audit and advisory fees paid by the Company and companies within the Group under the Company's control to the Statutory Auditors and their network.

The Audit Committee must report on its work to the Supervisory Board and bring to its attention any matters which appear to raise issues or require that a decision be taken. It also reviews all issues raised for it by the Supervisory Board on the matters set forth above.

The Audit Committee meets as often as it deems necessary, and at least twice each year (one meeting before the Supervisory Board reviews the annual financial statements and one meeting before the Supervisory Board reviews the interim financial statements).

The Audit Committee can invite to its meetings, if it deems necessary, one or more members of the accounting and financial department and the Company's Statutory Auditors.

The Audit Committee may request a presentation, if it deems necessary, by the members of the accounting and finance department, internal audit and the Statutory Auditors without the presence of Company management, but after having informed it. It can request the delivery from them of any document or information needed to carry out its functions.

The Audit Committee can call upon an external expert at the expense of the Company to perform its mission, after having informed the Chairman of the Supervisory Board.

The Audit Committee had four members in fiscal year 2008: Mr. Jérôme Charruau, Chairman, and Messrs. Jean-Michel Ropert, Patrick Buffet and Aldo Cardoso. In accordance with the AFEP/MEDEF recommendations of December 2008, two thirds of the members are considered to be independent and have the financial and accounting qualifications required to be members of said Committee.

The Audit Committee met five times in fiscal year 2008, with a participation rate of 95%.

The Chairman of the Audit Committee sets out the conclusions or observations of the Audit Committee on the annual and interim financial statements at the Supervisory Board meeting at which these financial statements are checked and controlled. The same applies for reports that may be drawn up on specific issues by the Audit Committee at the request of the Supervisory Board.

Risk Committee

The Risk Committee is responsible for assisting the Supervisory Board in controlling and supervising "*risk management*" within the Group. This role focuses on defending against the risk of Group professional liability.

In 2007, the Risk Committee introduced internal regulations that set out its resources, functioning and responsibilities:

- review and analyze, and then inform and advise the Supervisory Board regarding, the strategy of *risk management* adopted within the Group (policy, organization and tools);
- review and analyze, and then inform and advise the Supervisory Board regarding, the geographic distribution of risk and the resulting action plans;
- review and analyze, and then inform and advise the Supervisory Board regarding, the structure and coverage of insurance for professional civil liability, operating liability and executive officers (*mandataires sociaux*) liability, as well as the levels and withholding mechanisms in place; and
- monitor developments in major disputes in progress and inform the Supervisory Board.

The Company's management regularly presents it with details of the Group's insurance coverage, major lawsuits and an update on *Risk Management* within the Group. The Risk Committee is consulted when existing insurance coverage is being renewed.

The Risk Committee may, in carrying out its functions, and with the prior approval of the Supervisory Board, call upon an expert or outside analyses, at the expense of the Company, which can assist its work. The Risk Committee must report to the Supervisory Board as to the results obtained from such actions.

The Risk Committee can, in carrying out its functions, interview if needed management of the Group, after having informed the Chairman of the Management Board.

The Chairman of the Risk Committee reports to the Supervisory Board regarding its work, opinion, proposals or recommendations and informs the Supervisory Board regarding all matters which seem to raise issues or require a decision.

The Committee is comprised of three members: Mr. Pierre Hessler, Chairman, and Messrs. Stéphane Bacquaert (replacing Mr. Yves Moutran from June 2, 2008) and Bernard Renard.

The Risk Committee met four times in fiscal year 2008, with a participation rate of 100%.

Nomination and Compensation Committee

The Nomination and Compensation Committee is responsible for making proposals to the Supervisory Board with regard to the selection of Management Board members, the selection of independent Supervisory Board members, the succession of executive directors and the compensation of Management Board members as well as the means of determining their compensation (fixed and variable portions, formula and indexing).

In 2008, the Nomination and Compensation Committee introduced internal regulations that set out its resources, functioning and responsibilities:

- examine and formulate proposals to the Supervisory Board concerning the appointment, compensation and replacement of members of the Management Board (including the Chairman and the Chief Executive Officers), and of the Supervisory Board, and the Chairmen and members of the specialist Committees and main managers of the Company who are members of the Executive Committee;
- examine and formulate proposals to the Supervisory Board with regard to general policy and the rules for stock option plans or share purchase plans and any other forms of compensation in shares or remuneration indexed or linked to shares;
- put in place, with the assistance of the secretary of the Supervisory Board, a procedure of the periodic assessment of the proper functioning of the Supervisory Board and Management Board;
- examine, each year, on a case-by-case basis, the situation of each member of the Supervisory Board with regard to the independence criteria set out in the Supervisory Board rules;
- ensure that the Company meets its obligations in relation to notification regarding corporate governance and transparency of compensation, in accordance with rules contained in the corporate governance code to which the Company has chosen to refer; and
- more generally, prepare for the examination by the Supervisory Board of any issues relating to nomination, compensation and corporate governance falling within the competence of the Supervisory Board.

During 2008, the Committee had three members: Mr. Jean-Bernard Lafonta, Chairman, and Messrs. Pierre Hessler and Philippe Louis-Dreyfus.

The Chairman of the Committee reports to the Supervisory Board regarding its work, opinion, proposals or recommendations and informs the Supervisory Board regarding all matters which seem to raise issues or require a decision.

The Nomination and Compensation Committee met five times in fiscal year 2008, with a participation rate of 93%.

At its meeting of December 15, 2008, the Committee analyzed the AFEP/MEDEF recommendations of October 6, 2008 on the remuneration of directors of listed companies in the light of measures put in place within the Company in this area.

At the beginning of 2009, the Nomination and Compensation Committee met four times to carry out an exhaustive analysis of the full set of AFEP/MEDEF recommendations mentioned above, in the light of existing practices within the Company and presented the results of its compliance assessment to the Supervisory Board.

This information is detailed in the paragraph 2.2.2 "Corporate Governance declaration" of this chapter.

DIVISION OF POWERS BETWEEN THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The Supervisory Board exercises permanent control over the management of the Company conducted by the Management Board. It carries out verifications and controls it judges appropriate and requests the documents it deems necessary to carry out its responsibilities.

In line with its legal obligations, the Supervisory Board gives the Management Board prior authorizations to grant pledges or guarantees (including for Group companies), to sell property, to sell all or part of equity interests and to grant security interests.

In addition, the following decisions also require the prior approval of the Supervisory Board:

1. any major strategic transaction, or any action that may have a material effect on the Group's and/or the Company's economic, financial or legal situation;
2. any action to implement an authorization from the general Shareholders' Meeting resulting immediately or over time in an increase or reduction in share capital, the cancellation of shares or the granting of free shares;
3. the establishment of any stock option plan and any grant to key managers of the Company of options to subscribe for or purchase shares or of free shares;
4. the allocation of earnings and the distribution of dividends or any distribution of an interim dividend by the Company;
5. any merger or split to which the Company would be party;
6. any debt, financing or off-balance sheet liability of the Company in excess of €40 million *per annum* or per transaction;
7. any transaction to acquire assets, in particular equity interests or investments in the context of a partnership, involving an investment by the Company in excess of €5 million per transaction;
8. any sale of assets where the transaction exceeds €5 million;
9. any change in or the initial appointment of Statutory Auditors for any French or foreign company in which the Company has a share capital interest of at least €20 million; and
10. any authorization or instruction for companies or entities directly or indirectly controlled by the Company to carry out a transaction of the type listed in points 6, 7 and 8 above.

For some of these transactions, the Supervisory Board has set amounts in excess of the amounts indicated above and under which its authorization would not be required.

Finally, the agreements covered by Article L. 225-86 of the French Commercial Code are subject to the prior approval of the Supervisory Board.

PRINCIPLES AND RULES LAID DOWN BY THE SUPERVISORY BOARD FOR DETERMINING THE COMPENSATION AND BENEFITS OF ANY KIND GIVEN TO COMPANY OFFICERS

Members of the Supervisory Board

The maximum annual amount in director's fees that can be allocated to members of the Supervisory Board was fixed at €300,000 by the General Meeting of June 2, 2008.

The Supervisory Board decided that annual director's fees would be distributed equally between each of the members, including the censor. The amount paid in director's fees to each member coopted during the fiscal year is calculated prorata temporis.

A breakdown of director's fees paid to members of the Supervisory Board is provided in section 2.3.1 "Compensation of the Company officers" of this chapter.

No other remuneration was paid by the Company to the Chairman and Vice-Chairman of the Supervisory Board in respect of fiscal year 2008.

Management Board

The compensation of members of the Management Board consists of a fixed part and a variable part, the terms of which were reviewed by the Supervisory Board.

A breakdown of compensation paid to members of the Management Board is provided in section 2.3.1 "Compensation of the Company officers" of this chapter.

2.2.2. Corporate governance declaration

At its meeting of December 16, 2008, the Company's Supervisory Board considered that the AFEP/MEDEF recommendations of October 6, 2008 on the remuneration of directors of listed companies fell within the Company's corporate governance policy and decided that the corporate governance code to which the Company will refer in order to draw up this report would be "the corporate governance code for listed companies" published by the AFEP and the MEDEF, the December 2008 version of which consolidates the principles of corporate governance resulting from the consolidation of the AFEP and MEDEF report of October 2003 and the AFEP/MEDEF recommendations of January 2007 and October 2008 on the remuneration of directors.

This code is available on the Medef website: www.medef.fr and at the Company's head office.

At the beginning of 2009, the Nomination and Compensation Committee met four times to carry out an exhaustive analysis of the full set of AFEP/MEDEF recommendations mentioned above, in the light of existing practices within the Company and presented the results of its compliance assessment to the Supervisory Board.

On the one hand, as far as corporate governance is concerned, the Nomination and Compensation Committee's assessment drew up a list of (i) the areas of compliance (deontology of the Board members, existence of an Audit Committee since 2005, use of internal regulations applicable to the Board and the Committees since 2007, presence of independent members on the Board and the Committees, renewal of the terms of office of members of the Board by rotation, access to information, preparation and holding of meetings of the Board and the Committees and (ii) the actions that were to be carried out in 2009 whether within the framework information having to be provided in the reference document (participation rate and number of meetings of the Boards and Committees) or resolutions voted on by shareholders at the Company's next general meeting of Shareholders (statutory duration of the terms of office of members of the Board reduced from six to four years) or amendment of the rules on the distribution of director's fees as a function of attendance.

On the other hand, as far as the remuneration of directors is concerned, the Nomination and Compensation Committee's assessment drew up a list of (i) the areas of compliance (absence of more than one employment contract and company position held by the Chairman of the Management Board, existence of a demanding performance condition for the contractual compensation of Philippe Donche-Gay, absence of a discount in the share option plans, existence of a demanding performance conditions for the acquisition of free shares, existence of a profit-sharing agreement for the Company's staff, introduction of blackout periods, obligations to keep at 50% shares resulting from the exercising of options and performance shares acquired) and (ii) the actions that were to be carried out in 2009 (standardized presentation of the elements of remuneration of company directors in the 2009 reference document, fixed timetables for the allocation of share options and performance shares, setting of a benchmark by an outside office).

2.2.3. Internal control and risk management procedures implemented by the Group

DEFINITION AND OBJECTIVES OF THE INTERNAL CONTROL

The Company used the Autorité des Marchés Financiers (AMF) frame of reference for internal control consisting of general principles relating to all internal control processes published in January 2007.

The internal audit includes a set of resources, behaviors, procedures and actions adapted to the characteristics of the Company and the Group as a whole which:

- contributes to the control of its activities, the effectiveness of its operations and the efficient use of its resources; and
- must enable it to take appropriate account of the significant operational, financial or compliance risks.

The internal control procedures in force within the Company and the Group are designed to:

- firstly, ensure that the management or operational activities and employee behavior are in line with the framework established on the basis of the guidance provided in respect of the Company's activities by the management bodies, and comply with applicable laws and regulations and the Company's internal values, standards and rules;
- secondly, check that accounting, financial and management information provided to the Company's management bodies accurately reflects the Company's business and position;
- finally, ensure the proper functioning of the Company's internal processes, particularly those helping to protect its assets.

The internal audit system is intended to prevent and control risks stemming from the Company's business activities and the risk of error or fraud, in particular in the accounting and financial fields. However, as with any control system, it cannot provide an absolute guarantee that these risks have been completely eliminated.

Within the Bureau Veritas Group, the parent company ensures that its subsidiaries have internal audit procedures. These procedures must be adapted to the characteristics of the subsidiaries and to the relations between the parent company and the company itself.

In 2008, the Group carried out a specific study of the internal control of accounting and financial information on the main accounting platforms (France, Spain, United Kingdom, USA, Brazil, Hong Kong and Australia). The entities included in this study covered about 40% of the Group's business and made it possible to check that the Group's accounting principles (MAG) were being applied in all geographic zones. This exercise made it possible to draw up an inventory of the auditing processes existing in the various geographic zones and to introduce measures for improvement in 2009.

GENERAL RISK MANAGEMENT AND INTERNAL CONTROL APPROACH

The Management Board has established principles and a structure designed to achieve these goals, in particular with regard to the control environment, risk assessment and management, internal control processes, reliable financial reporting and steering the Group's business activities.

The internal controls in place within the companies in the Group are based on the following principles:

- recognition of the absolute responsibility of the management of Group companies;
- a valid financial reporting system; and
- regular and occasional reviews of items defined in the formal or occasional frameworks.

This general framework is nevertheless adapted on the basis of the following criteria:

- a flexibility criteria so that management of Group companies can fully carry out their responsibilities; and
- a simplicity criteria so that the internal control process continues to suit the size of the companies within the Group.

Introducing internal control procedures is the responsibility of the central departments in their respective areas of expertise: Legal, Risks and Compliance, Human Resources, Finance and Management Control, Quality and Technical.

- The Legal, Risks and Compliance Department defines risk management policies, in particular in relation to professional civil liability risks, and procedures for reviewing the calls for tender and contracts concluded by the Group. It manages a network of Risk Managers responsible for implementing these policies, takes out Group insurance policies, oversees legal cases, defines the Group's ethical policy and manages a network of Ethics Managers responsible for implementing the code of ethics.
- The Human Resources Department sets out the policies for assessing and remunerating Group management and ensures that all Group employees are remunerated and assessed on the basis of objective published criteria.
- The Finance Department manages all of the Group's consolidated financial information and manages the necessary reconciliations. It ensures the strict application of Group standards and frameworks. It manages the interest rate and exchange rate hedging risks and monitors credit risk.
- Via a network of Quality Managers, the Quality Department manages the Group quality management system. It checks the application of procedures and measures customer satisfaction.
- The Technical Department is tasked with checking the technical compliance of organizations and for the application of methodologies and technical guides established by the Group. Depending on the area of activity, the Group has introduced a more or less centralized operational structure:
  - in businesses that are managed globally and offer the same services (Marine, Certification, Consumer Products and Government Contracts), the technical departments are centralized and provide the methodologies and rules applicable throughout the world,
  - in other businesses that are managed locally and provide their services on the basis of local technical frameworks, the control of operational risks is carried out by regional technical centers under the management of a Central Technical Department.

Each Department relies on local networks to distribute procedures and check their implementation among operational entities. They are tasked with auditing the operating entities, specifying corrective actions that need to be taken (if any) and ensuring that these actions are implemented.

INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IMPLEMENTED

Internal control procedures on financial and accounting information

The Finance Department's role is to rapidly provide financial information and quality analyses. It plays the role of expert with respect to financial questions and financing within the Group.

The central Finance Department is responsible for establishing accounting standards, consolidating results, managing cash, directing tax policy and acting as a motivating force in improvement initiatives, such as the development of shared services centers or globalizing purchasing.

The Finance Department uses a structured network of finance officers in all the Group's subsidiaries. The finance officers work together with operational personnel but report functionally to the Group Finance Director. Subsidiaries operating in different countries are responsible for implementing the policies, accounting standards and procedures defined by the Group.

The monthly management review of results of operations, net cash and consolidation data allows the Group's finance department to review and verify financial and accounting information on a centralized, on-going basis.

The rules for internal control

To implement the internal control procedures, the Group relies on:

- **the internal rules** that include the Group's values shared by all personnel, the code of ethics and related internal procedures, the Group's manual of organization and general quality procedures, and the manual of management (MAG), which groups together all the financial, accounting and tax procedures; and
- **the external rules** that include all national accounting laws and regulations. The Group has prepared its consolidated financial statements according to IFRS (International Financial Report Standards) since 2005.

Role of the Audit Committee

The Group's consolidated revenue and management results are presented to the Audit Committee at the end of each quarter. The consolidated income, accounting issues and the results of external audits are addressed at the ends of quarters on June 30 and December 31. The Committee also receives press releases that have to be issued. The Group's Chief Finance Officer and/or his assistant participated in Audit Committee meetings in 2008, as well as the Statutory Auditors.

The Audit Committee was involved in the implementation of the AMF frame of reference concerning general principles and the accounting and financial internal control framework, and the analysis and control of operating risks. It was notified of the results and the action plans presented.

Internal Audit and Acquisitions Support Department

Internal Audit

The Internal Audit Department's mission is to perform audits, principally financial audits, in the different entities of the Group. The audits are carried out on an annual schedule approved by the Management Board. The entities audited are mainly chosen on the basis of the absence of recent audits, changes in management, or differences from budgets or from the results of comparable entities.

These audits are aimed at analyzing and controlling the correct application of management and reporting rules, as well as the optimization and efficiency of operational support functions. The principal cycles and procedures which are subject to audits are:

- internal organization;
- cash management;
- purchasing and suppliers;
- sales and clients;
- human resources; and
- closing financial statements and reporting.

The audit reports are issued to the management of the operational entities, as well as being sent to the Central Operational Departments and to the Group's Senior Management. They include recommendations and require commitments to corrective short- and mid-term action plans.

The Audit Committee is sent the conclusions of internal audits carried out on a half-yearly basis and is involved in the annual planning and monitoring of recommendations and action plans.

Acquisitions support

Internal audit also has a coordination and assistance mission in connection with acquisitions and their integration. Since 2004, a specific "*Post Merger Integration Plan* (PMIP)" procedure has been put in place to improve the integration process. The aim of this procedure is to define, for each management function (Finance, Human Resources, Communications, Computer, Information Systems, Legal, Insurance and Quality), the integration actions to be carried out and the applicable timetable on the basis in particular of the information collected during the audit phase. Integration planning is reviewed prior to the acquisition.

Integration is performed by the management responsible for the zones or businesses concerned, and supported by all the headquarters' support functions. Once the PMIP has been completed, the internal audit carries out a critical review of the process which enables the strengths and weaknesses to be assessed and procedures to be improved.

Procedures for managing risk and monitoring disputes

The Group's risk management policy is based principally on avoiding professional civil liability in the event of damage relating to a product or facility which was subject to inspection services by one of the Group's entities.

Risks are managed through a structured *Risk Management* organization established within the Group's different sectors and geographic zones. This organization is built around two departments: a Technical Department, which sets and controls the procedures used by the Group's technical personnel to carry out their services, and a Quality Department, which is responsible for compliance with the quality system and procedures within the Group.

The diversity of local operations and the need to give managerial autonomy to operations managers have led to the introduction of a global risk prevention strategy formalized in manuals (*Legal and Risk management handbooks*) produced under the responsibility of "*Risk managers*" within each department and geographical zone. These manuals set out the specific procedures to be adopted in relation to the organization of delegated powers, reviews of calls for tender and contracts, and the management of disputes and insurance.

The application of the risk management policy, and the constant evolution of services requested from the Group, requires the *Risk Manager* network and the Technology and Quality Departments to coordinate their efforts to reduce the risks of the Group incurring civil professional liability. The goal is to cause risk management methods and objectives to be shared with operational teams, together with the information they need to take decisions consistent with the objectives set by the Management Board. The Group has also established procedures to enable half-yearly evaluations of litigation by *Risk Managers*, in collaboration with the operational units, the Legal, Risks and Compliance Department and the Finance Department.

The procedures for managing litigation are included in the risk management policy. These procedures include conflict management methods, involving coordination between the directors of operational entities, the Businesses, the *Risk Managers* and the Legal, Risks and Compliance Department. Each Business defines and establishes an organization to achieve the Group's objectives which must:

- identify conflict situations early on;
- ensure that the insurers concerned are informed;
- organize an effective approach to defending the Group's interests; and
- permit significant litigation to be managed centrally by the Legal, Risks and Compliance Department.

The Group's method for recognizing provisions for liabilities is described in the notes to the consolidated financial statements and in Chapter IV – 2008 consolidated financial statements.

In addition, the Group has defined goals and developed internal procedures and rules designed to protect assets, prevent and detect fraud, and ensure the reliability and accuracy of accounting information. The Group's Senior Management has established a framework designed to achieve these objectives, particularly with respect to environmental control, risk assessment and management, the internal control process, reliable financial information and guiding the Group's business. In addition, in connection with management reporting and preparing financial statements, the Finance Department has defined procedures, tools and rules to improve/control/verify the quality and coherence of information provided.

Finally, the Risk Committee is responsible for assisting the Supervisory Board in controlling and supervising "*Risk Management*". In particular, it draws up proposals, recommendations and opinions on the *risk management* strategy adopted by the Group (policies, organization and tools); the results of risk mapping and resulting action plans; and the insurance structure and coverage for professional civil liability, operational liability and director and officer liability, as well as the levels and mechanisms for protection.

Other internal control procedures

Quality/ISO Certification

The Quality Department is responsible for developing and controlling the application of the Group's *business model* and for ensuring compliance with the quality procedures within the Group. These procedures have had ISO 9001 certification, given by BSI France, an independent body, for 12 years.

The goal of the Quality Department is to grow sales by improving the Group's reputation vis-à-vis regulatory authorities, by developing a culture of quality amongst managers in the network and by constantly measuring customer satisfaction.

The Quality Department uses a structured network of Quality Managers in all geographic zones (covering the Construction, IVS, Industry and HSE businesses) and centrally for the vertically integrated divisions (Marine, Consumer Products, GSIT) as well as for the Certification business. It is responsible for producing a clear definition of each person's goals and for ensuring that the tools are in place to measure performance.

Code of ethics

A key component of the Group's active risk management is the sharing of a certain number of values and ethical principles by all employees.

Bureau Veritas, a founding member of IFIA (*International Federation of Inspection Agencies*), accordingly formalized and published its Code of Ethics in October 2003. This Code, which reflects all the requirements of the IFIA's compliance code, is based on three core principles:

- integrity (including concepts of conflict of interest, confidentiality and safety);
- fighting corruption; and
- respecting equitable trading practices.

This code was updated at the beginning of 2008 to include new obligations associated with the listing of Bureau Veritas in October 2007. This new version was distributed to all employees of the Group and to its main suppliers and subcontractors. Respect for the principles and values set out in the Code is monitored within each business, zone and region by an Ethics Manager. At Group level, the *compliance officer* reports directly to the Management Board.

When an Ethics Manager is notified of a possible serious breach of the Code of Ethics, the *compliance officer* must be informed so that the necessary measures can be taken. An internal or external audit may subsequently be carried out and, depending on the findings of the Ethics Committee (comprised of the members of the Management Board and the *compliance officer*), sanctions are imposed including the possible dismissal of the employees in question.

Internal and external audits are carried out annually on the application and compliance with the principles of the Code of Ethics, and a certificate of compliance is issued by an independent auditor (PricewaterhouseCoopers Audit) and sent to the *"compliance committee"* of the IFIA.

These measures as a whole are designed to prevent any activities that go against Group ethical principles. Although the Company goes to great pains in this regard, no guarantee can be given that these measures are, or have been, complied with in all circumstances.

DEVELOPMENT OF RISK MANAGEMENT AND INTERNAL CONTROL PROCEDURES

The 8th "Audit" Directive, which was the subject of a decree in November 2008 and strengthens the role of statutory auditors and the competence of the Audit Committee, will be implemented in 2009.

At the beginning of 2009, the Group launched a new process to map the Group's risks in order to update its knowledge, identify and quantify the Group's risks and improve existing risk management systems.

During the fiscal year 2009, the management of operational risks will be improved through the increase in and specialization of technical centers. The Group is looking to develop "Bureau Veritas" technical standards that can be applied throughout the world, while satisfying the requirements of countries that apply the most stringent regulations.

The Group is also planning, in future years, to promote a far more coordinated and integrated network audit approach: internal audits, external financial audits, quality audits, audits by accreditation authorities and technical audits.

2.2.4. Terms for the participation of shareholders in meetings

Any shareholder is entitled to participate in general meetings under statutory conditions.

The terms governing this participation are set out in Article 31 of the Company's by-laws. A summary of these rules is given in Chapter VI - Information on the Company and the Capital of this document.

2.2.5. Factors that may be relevant in the case of a public offering (in accordance with Article L.225-100-3 of the French Commercial Code)

As far as the Company is aware, no agreement has been concluded between the shareholders that may restrict the transfer of shares and the exercising of voting rights.

The capital structure is set out in Chapter VI – Information on the Company and the Capital.

The clauses on the change of control defined in the Company's financial documentation are set out in Chapter III – Management Board's management report.

2.2.6. Statutory Auditors' report, prepared in accordance with article L. 225-235 of the French Commercial Code, on the report prepared by the Chairman of the Supervisory Board of Bureau Veritas

(Year ended December 31, 2008)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Bureau Veritas, and in accordance with Article L.225 235 of the French Commercial Code (*Code de commerce*), we hereby report to you on the report prepared by the Chairman of your Company in accordance with Article L. 225-68 of the French Commercial Code for the year ended December 31, 2008.

It is the Chairman's responsibility to prepare, and submit to the Supervisory Board for approval, a report describing the internal control and risk management procedures implemented by the Company and providing the other information required by Article L. 225-68 of the French Commercial Code, in particular relating to corporate governance.

It is our responsibility:

- to report to you our observations on the information set out in the Chairman's report on internal control procedures relating to the preparation and processing of financial and accounting information; and
- to attest that the report sets out the other information required by Article L. 225-68 of the French Commercial Code, it being specified that it is not our responsibility to assess the fairness of this information.

We conducted our work in accordance with professional standards applicable in France.

Information concerning the internal control procedures relating to the preparation and processing of financial and accounting information

French professional standards require that we perform procedures to assess the fairness of the information on internal control procedures relating to the preparation and processing of financial and accounting information set out in the Chairman's report. These procedures mainly consisted of:

- obtaining an understanding of the internal control procedures relating to the preparation and processing of financial and accounting information on which the information presented in the Chairman's report is based, and of the existing documentation;
- obtaining an understanding of the work performed to support the information given in the report and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of financial and accounting information that we may have identified in the course of our work are properly described in the Chairman's report.

On the basis of our work, we have no matters to report on the information given on internal control procedures relating to the preparation and processing of financial and accounting information, set out in the Chairman of the Supervisory Board's report, prepared in accordance with Article L. 225-68 of the French Commercial Code.

Other information

We attest that the Chairman's report sets out the other information required by Article L. 225-68 of the French Commercial Code.

Neuilly-sur-Seine and Paris, April 21, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

2.3. Directors' compensation and benefits

2.3.1. Compensation of the Company officers

At its meeting of December 16, 2008, the Supervisory Board of Bureau Veritas analyzed the AFEP/MEDEF recommendations of October 6, 2008 on the remuneration of directors of listed companies in the light of measures put in place within the Company in this area. In a press release dated December 19, 2008, the Group stated that it was following these recommendations.

All of the standard information in accordance with the AFEP/MEDEF recommendations is presented below:

TABLE NO. 1: TABLE SUMMARIZING THE REMUNERATION, OPTIONS AND SHARES GRANTED TO EACH COMPANY DIRECTOR

(in euros)	**Frank Piedelièvre** **Chairman of the Management Board**		**Philippe Donche-Gay** *Executive Vice President* **Assistant Executive Director**		**François Tardan** *Executive Vice President* **for Finances, Legal Affairs and Information Systems**	
	Fiscal Year 2007	**Fiscal Year 2008**	**Fiscal Year 2007**	**Fiscal Year 2008**	**Fiscal Year 2007**	**Fiscal Year 2008**
Remuneration owed for the fiscal year (shown in Table 2)	1,297,674	1,300,559	-	304,267 [(a)]	630,760	668,971
Valuation of options granted during the fiscal year (shown in Table 4)	-	-	-	-	-	-
Valuation of performance shares granted during the fiscal year (shown in Table 6)	3,282,000	-	-	1,730,850	1,641,000	-
TOTAL	**4,579,674**	**1,300,559**	**-**	**2,035,117**	**2,271,760**	**668,971**

(a) Remuneration prorata temporis (term of office beginning on August 27, 2008 and employment contract beginning on September 1, 2008).

TABLE NO. 2: TABLE SUMMARIZING THE REMUNERATION OF EACH COMPANY DIRECTOR

(in euros)	**Frank Piedelièvre** Chairman of the Management Board				**Philippe Donche-Gay** *Executive Vice President* Assistant Executive Director				**François Tardan** *Executive Vice President* for Finances, Legal Affairs and Information Systems			
	Fiscal Year 2007		Fiscal Year 2008		Fiscal Year 2007		Fiscal Year 2008		Fiscal Year 2007		Fiscal Year 2008	
	owed	paid	owed	paid	owed	paid	owed	paid	owed	paid	owed	paid
Fixed remuneration	910,000	910,000	910,000	910,000	-	-	200,705 [a]	200,705 [a]	456,081	456,081	461,091	461,091
Variable remuneration	384,794	383,017	387,679	384,794	-	-	103,562 [a] [b]	-	171,799	136,108	205,000	171,799
Extraordinary remuneration	-	-	-	-	-	-	-	-	-	-	-	-
Director's fees	-	-	-	-	-	-	-	-	-	-	-	-
Benefits in kind (company car)	2,880	2,880	2,880	2,880	-	-	-	-	2,880	2,880	2,880	2,880
TOTAL	**1,297,674**	**1,295,897**	**1,300,559**	**1,297,674**	**-**	**-**	**304,627**	**200,705**	**630,760**	**595,069**	**668,971**	**635,771**

(a) Remuneration prorata temporis (term of office beginning on 08/27/2008 and employment contract beginning on 09/01/2008).

(b) Gross amount of shared profit for fiscal year 2008, paid in 2009, not known on the date of publication of the 2008 reference document.

The gross annual remuneration of Frank Piedelièvre, Chairman of the Management Board, consists of:

- a fixed part kept at €910,000 in 2008; and
- a theoretical variable part (achievement of all targets) of €455,000, representing 50% of fixed remuneration and payable, if applicable, in 2009. Half of this variable remuneration is based on the achievement of an Adjusted Operating Profit (AOP) target and half on the achievement of qualitative targets relating to the integration of acquisitions, on the rectification of certain activities and the organization of the Group. On the basis of these criteria, the Supervisory Board fixed the variable remuneration of Frank Piedelièvre at €387,679 for 2008.

The gross annual remuneration of François Tardan, member of the Management Board in charge of Finances, Legal Affairs and Information Systems, consists of:

- a fixed part of €461,091 in 2008, including €210,000 paid in France and €251,091 paid in the United States; and
- a theoretical variable part (achievement of all targets) fixed at €220,000 and payable, if applicable, in 2009. 40% of this variable remuneration is based on the achievement of an Adjusted Operating Profit (AOP) target and 60% on the achievement of qualitative targets relating to the quality of financial communication, completion of the acquisitions program, control of central costs and cash-flow management. On the basis of these criteria, the Supervisory Board fixed the variable remuneration of François Tardan at €205,000 for 2008.

The gross annual remuneration of Philippe Donche-Gay, member of the Management Board and Assistant Executive Director, consists of:

- as part of its employment contract of Assitant Executive Director:
  - a fixed part of €550,000,
  - a maximum theoretical variable part fixed at €300,000 guaranteed *prorata temporis* for 2008; and
- as a member of the Management Board, a fixed part of €50,000.

The figures shown for Philippe Donche-Gay in Tables 1 and 2 represent the remuneration actually received since he joined the Group.

TABLE NO. 3: TABLE SHOWING DIRECTOR'S FEES AND OTHER REMUNERATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS

The table below shows the director's fees paid to members of the Supervisory Board by Bureau Veritas and by any affiliated company for fiscal years 2007 and 2008:

(in euros)

Non-executive company officers Members of the Supervisory Board	Amounts allocated for fiscal year 2007, half paid in July 2007 and half in January 2008	Amounts allocated for fiscal year 2008, half paid in July 2008 and half in January 2009
Jean Bernard Lafonta		
Director's fees	18,926.47	30,000
Pierre Hessler		
Director's fees	18,926.47	30,000
Jérôme Charruau		
Director's fees	18,926.47	30,000
Ernest-Antoine Seillière		
Director's fees	18,926.47	30,000
Bernard Renard		
Director's fees	18,926.47	30,000
Jean-Michel Ropert		
Director's fees	18,926.47	30,000
Philippe Louis-Dreyfus		
Director's fees	18,926.47	30,000
Yves Moutran		
Director's fees	18,926.47	12,583.33
Patrick Buffet [a]		
Director's fees	9,661.76	30,000
Aldo Cardoso		
Director's fees	18,926.47	30,000
Stéphane Bacquaert [b]		
Director's fees	-	17,416.67
TOTAL	**180,000.00**	**300,000.00**

(a) Patrick Buffet was appointed to the Supervisory Board on June 18, 2007.
(b) Stéphane Bacquaert was appointed to the Supervisory Board on June 2, 2008, replacing Yves Moutran.

TABLE NO. 4: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES GRANTED DURING FISCAL YEARS 2007 AND 2008 TO EACH COMPANY MANAGEMENT BOARD MEMBER BY THE ISSUER AND BY ANY AFFILIATED COMPANY

No options to subscribe for or purchase shares were granted during fiscal years 2007 and 2008.

TABLE NO. 5: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES EXERCISED DURING FISCAL YEAR 2008 BY EACH COMPANY MANAGEMENT BOARD MEMBER

No options were exercised during fiscal year 2008.

TABLE NO. 6: PERFORMANCE SHARES GRANTED TO EACH COMPANY OFFICER – FISCAL YEARS 2007 AND 2008

Performance shares granted to each company officer - Fiscal year 2007

Performance shares granted during fiscal year 2007 to each company director by the issuer and by any affiliated company	Date of the plan	Number of shares granted	Valuation of the shares according to the method used in the consolidated financial statements *(in euros)*	Date of acquisition	Date of availability	Conditions of presence, performance and obligation to keep hold of shares
Frank Piedelièvre	12/13/2007	100,000	3,282,000	12/13/2009	12/13/2011	The performance condition is linked to the annual rate of growth of the attributable net profit of the Group for 2007 and 2008. ■ 50,000 shares linked to a condition of presence on December 31, 2007 and a performance condition for fiscal year 2007 as described below. If the rate of growth of the attributable net profit of the Group for 2007/2006 is less than or equal to 15%, then 50% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2007/2006 is more than or equal to 20%, then 100% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2007/2006 is more than 15% and less than 20%, then the percentage of shares acquired is determined by linear interpolation. ■ 50,000 shares linked to a condition of presence on December 31, 2008 and a performance condition for fiscal year 2008 as described below. If the rate of growth of the attributable net profit of the Group for 2008/2007 is less than or equal to 15%, then 50% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2008/2007 is more than or equal to 20%, then 100% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2008/2007 is more than 15% and less than 20%, then the percentage of shares acquired is determined by linear interpolation. At the end of the period during which shares must be kept, 50% of the shares acquired on the acquisition date cannot be transferred by the beneficiary before the end of all of his terms of office within the Group.

Performance shares granted during fiscal year 2007 to each company director by the issuer and by any affiliated company	Date of the plan	Number of shares granted	Valuation of the shares according to the method used in the consolidated financial statements *(in euros)*	Date of acquisition	Date of availability	Conditions of presence, performance and obligation to keep hold of shares
François Tardan	12/13/2007	50,000	1,641,000	12/13/2009	12/13/2011	The performance condition is linked to the annual rate of growth of the attributable net profit of the Group for 2007 and 2008. ■ 25,000 shares linked to a condition of presence on December 31, 2007 and a performance condition for fiscal year 2007 as described below. If the rate of growth of the attributable net profit of the Group for 2007/2006 is less than or equal to 15%, then 50% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2007/2006 is more than or equal to 20%, then 100% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2007/2006 is more than 15% and less than 20%, then the percentage of shares acquired is determined by linear interpolation. ■ 25,000 shares linked to a condition of presence on December 31, 2008 and a performance condition for fiscal year 2008 as described below. If the rate of growth of the attributable net profit of the Group for 2008/2007 is less than or equal to 15%, then 50% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2008/2007 is more than or equal to 20%, then 100% of the shares are acquired. If the rate of growth of the attributable net profit of the Group for 2008/2007 is more than 15% and less than 20%, then the percentage of shares acquired is determined by linear interpolation. At the end of the period during which shares must be kept, 50% of the shares acquired on the acquisition date cannot be transferred by the beneficiary before the end of all of his terms of office within the Group.

The acquisition of performance shares granted to Frank Piedelièvre and François Tardan on December 13, 2007 is linked to a performance and presence condition relating to fiscal years 2007 and 2008. They were not allotted any performance shares (or options to subscribe for or purchase shares) in 2008.

Free shares granted to Philippe Donche-Gay - Fiscal year 2008

Free shares granted during fiscal year 2008 by the issuer and by any affiliated company	Date of the plan	Number of shares granted during the fiscal year	Valuation of the shares according to the method used in the consolidated financial statements *(in euros)*	Date of acquisition	Date of availability	Conditions of presence and obligation to keep hold of shares [a]
Philippe Donche-Gay	09/22/2008	55,000	1,730,850	09/22/2011	09/22/2013	Presence: ■ Provided the beneficiary remains within the Company or within an affiliated company throughout the acquisition period, the shares will by provided to the latter after expiry of the acquisition period. Obligation to keep hold of shares: ■ The beneficiary is obliged, as a member of the Management Board, to keep, in his own name, 50% of the shares provided to him, after the period in which shares must be kept, until his functions as a member of the Management Board have come to an end.

(a) Free shares granted subject to compliance with the condition of presence (no performance conditions).

On September 22, 2008, Philippe Donche-Gay received, on joining the Company, an extraordinary allotment of 55,000 free shares, the acquisition of which is subject to a condition of presence for 3 years from allotment thereof. This extraordinary allotment is intended to compensate to some degree for the benefits he received from his former employer and took place before publication of the AFEP-MEDEF recommendations of October 6, 2008 relating to the remuneration of company directors.

TABLE NO. 7: PERFORMANCE SHARES BECOMING AVAILABLE TO EACH COMPANY DIRECTOR DURING THE FISCAL YEAR

No performance shares became available during the fiscal year.

TABLE NO. 8: HISTORY OF ALLOTMENTS OF OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES

Information on options to subscribe for or purchase shares		
Date of meeting	12/11/2001	12/11/2001
Date of Management Board meeting	12/11/2001	07/25/2003
Total number of shares that can be subscribed for or purchased, of which the number that can be subscribed for or purchased by:	1,392,600	1,549,000
Company officers:		
Frank Piedelièvre	-	-
Philippe Donche-Gay	-	-
François Tardan	80,000	90,000
Starting date for the exercising of options	12/11/2004	07/25/2006
Expiry date	12/11/2009	07/25/2011
Subscription or purchase price	6.19 euros	9.582 euros
Number of shares subscribed for at December 31, 2008	1,177,600	936,700
Total number of options to subscribe for or purchase shares that have been cancelled or become null and void	95,000	226,000
Options to subscribe for or purchase shares remaining at the end of the exercise	120,000	386,300

The option subscription price was determined in accordance with the instructions given by the Extraordinary Shareholders' Meeting of December 11, 2001, based on the auditors' report on the date of allotment of options, using the following valuation method: 10 times the operating profit before amortization of attributable goodwill as shown in the last consolidated financial statements of the Company drawn up by the Management Board, divided by the number of Company shares as shown in these statements and rounded up to the next whole number.

No options to subscribe for or purchase shares have been allotted other than those shown in the table above.

2
CORPORATE GOVERNANCE

TABLE NO. 9: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES GRANTED TO THE TEN LARGEST NON-EXECUTIVE EMPLOYEE OPTION HOLDERS AND OPTIONS EXERCISED BY THE LATTER

Options to subscribe for or purchase shares granted to the ten largest non-executive employee option holders and options exercised by the latter	Total number of options allotted / shares subscribed for or purchased	Average weighted price	Date of General Meeting: 06/18/2007 Plan of 06/09/2008	Date of General Meeting: 09/16/1999 Plan of 04/12/2000	Date of General Meeting: 12/11/2001 Plan of 12/11/2001	Date of General Meeting: 12/11/2001 Plan of 12/17/2002	Date of General Meeting: 12/11/2001 Plan of 07/25/2003	Date of General Meeting: 06/30/2004 Plan of 11/15/2004
Options granted during the fiscal year by the issuer and any company within the scope of the allotment of options, to the ten employees of the issuer and of any company within this scope, of which the number of options thus granted is the higher (global information)	88,500	Exercise price €38.35	In total, 137,400 options allotted					
Options held against the issuer and the companies referred to above, exercised during the fiscal year by the ten employees of the issuer and of these companies, of which the number of options thus purchased or subscribed for is the higher (global information)	319,000	€7.826		10,000 (Exercise price €4.084)	110,000 (Exercise price €6.190)	87,000 (Exercise price €7.487)	92,000 (Exercise price €9.582)	20,000 (Exercise price €12.094)

A summary of the situation relating to share option plans in force at December 31, 2008 is provided in Chapter III – Management Board's management report.

TABLE NO. 10

Company Directors	Employment contract		Supplementary pension scheme		Compensation or benefits due or which may become due in the event of terminating or changing company officer functions		Compensation relating to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Frank Piedelièvre Chairman of the Management Board		√		√		√		√
Philippe Donche-Gay Executive Vice President and Assistant Executive Director	√			√		√		√
François Tardan Executive Vice President for Finances, Legal Affairs and Information Systems	√ Deferred			√		√		√

Continuation of the employment contract of Mr. Philippe Donche-Gay is connected with his position as Chief Operating Manager of the Industry & Facilities division. In this post he is answerable to Frank Piedelièvre, Chairman of the Management Board.

REMUNERATION OF COMPANY OFFICERS OF WENDEL SITTING ON THE COMPANY'S SUPERVISORY BOARD

Pursuant to Paragraph 1 of Article L.225-102-1 of the French Commercial Code, since the Company is controlled by a company with shares listed on a regulated market, the amount of the remuneration and benefits of all kinds received during the fiscal year by an executive director holding at least one office in a company with shares listed on a regulated market from (i) this Company and (ii) companies controlled by it and (iii) the company that controls it as well as the amount of remuneration, allowances or benefits due or that may become due in the event of acquiring, terminating or changing functions as an executive director of Bureau Veritas SA is set out below.

The remuneration received during the course of fiscal year 2008, including that received from companies controlled as per the terms of Article L.233-16 and from the controlling company Wendel, are set out below.

(in euros)	2008					2007
	Gross remuneration		Director's fees	Benefits in kind	Remuneration total	Remuneration total
	fixed	variable				
J.-B. Lafonta	1,325,305	1,200,000	55,953 [a]	23,935	2,605,193	2,074,693
E.-A. Seillière	198,500	-	168,110 [a]	4,996	371,606	326,692

(a) including the attendance fees paid in respect of their positions as members of the Supervisory Board, the breakdown of which is set out in the Management Board and Supervisory Board section of this chapter.

This remuneration is decided for each fiscal year by the Supervisory Board the previous December, on the proposal and following a review by the Governance Committee; the latter backs up its overall remuneration recommendation by reference to the market practices of listed companies and the average of European *private equity* companies; the amount of the bonus is set on the basis of the results achieved the previous year, measured against objective criteria set at the beginning of the year by the Supervisory Board. The attendance fees are included in the overall remuneration.

2.3.2. Service contracts between members of the Management Board and Supervisory Board and Bureau Veritas or its subsidiaries

As of the date of filing of this reference document, there were no service contracts between members of the Management Board or the Supervisory Board and the Company or its subsidiaries providing for any benefits.

3 Management Board's management report on the Company and on the Group

This report covers the results and business activities of the Company and the Group during the financial year ended December 31, 2008 and is based on the 2008 statutory accounts and consolidated financial statements.

3.1. Overview of the Company and the Group

Founded in 1828, Bureau Veritas considers it is the world's second largest group (based on revenue and number of employees in 2008) offering conformity assessment and certification services in the fields of quality, health, safety, environment and social responsibility ("QHSE"), and the world leader in QHSE services excluding commodities testing.

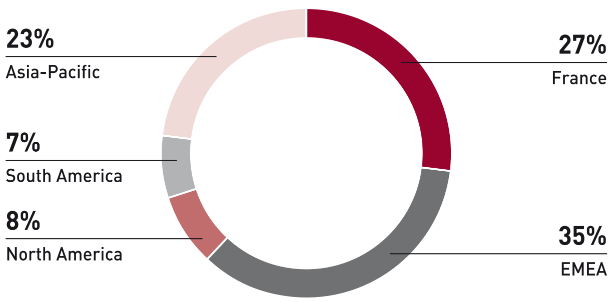
The Group's business involves inspecting, testing, auditing and certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and management systems (using, for example, ISO norms) based on regulatory or voluntarily adopted standards. The Group delivers reports to its clients, which are prepared by its experts or specialists and present the results of its observations, and which measure any deviations from reference norms, regulations and/or standards. In some cases, the Group may propose solutions to enable its clients to improve their QHSE performance or to comply with the relevant reference norms or regulations. The Group also offers a range of consulting and training services.

The Group is one of the world leaders in the markets where its eight businesses are present:

- ship classification (Marine, 11% of the Group's consolidated revenue in 2008);
- services for industrial clients (Industry, 19% of the Group's consolidated revenue in 2008);
- inspection and verification of equipment in service (In-Service Inspection & Verification – IVS, 13% of the Group's consolidated revenue in 2008);
- inspection, audit, measuring and testing services in the fields of health, safety and environment (HSE, 10% of the Group's consolidated revenue in 2008);
- construction services (Construction, 18% of the Group's consolidated revenue in 2008);
- certification of management systems or services (Certification, 11% of the Group's consolidated revenue in 2008);
- inspection and analysis of consumer products (Consumer Products, 12% of the Group's consolidated revenue in 2008); and
- services related to customs control and international trade (GSIT, 6% of the Group's consolidated revenue in 2008).

The Group's consolidated revenue amounted to €2,549.4 million in 2008, and attributable net profit was €217.2 million.

The Group currently operates in more than 140 countries through a network of approximately 900 offices and laboratories. It employs more than 40,000 people and possesses a base of approximately 370,000 clients. In 2008, the geographic distribution of the Group's consolidated revenue was as follows:



In 2008, geographic zones were grouped together to make comparisons easier with other companies listed on Euronext. The following modifications were made:

- the creation of an EMEA zone that includes the areas of Europe (excluding France), Africa and the Middle East; and
- the alteration of the geographic zone of Asia-Pacific and the Middle East: creation of an Asia-Pacific zone and attachment of the Middle East to the EMEA zone.

3.1.1. Factors significantly affecting the Group's results of operations

MACRO-ECONOMIC FACTORS AND FACTORS RELATED TO CERTAIN MARKETS

As a result of the variety of its businesses and its worldwide presence, the development of the Group's revenue and profitability are relatively unaffected by the fluctuation of specific macro-economic factors or markets conditions. However, developments in certain sectors of the world economy or certain geographic zones can have a significant influence on the revenue and results of operations of the Group's eight global businesses, in particular:

- international trade: changes in the level of international trade may significantly impact the level of growth expected in the Marine business by causing the rate of new ship orders to vary on a global level. Changes in international trade may also impact on the level of growth expected in the GSIT business by affecting growth in the FOB (*free on board*) value of imports inspected by the Group in certain emerging countries;
- investments in the energy sector and mining industry: growth in investments in the energy sector (oil, gas and electricity) and the mining industry can have a significant impact on the level of growth expected in the Industry business in the producing countries of Africa, the Middle East, Latin America, the Pacific and Russia, and in the consuming countries of Europe, North America and Asia;
- household consumption in the industrialized countries: changes in the level of household consumption in the United States and Western Europe can have a significant impact on the level of growth expected in the Consumer Products business, by causing changes in the growth in demand for inspections and laboratory testing by major American and European distributors of consumer products; and
- new building construction in France, Southern Europe, the United States and Japan: changes in the level of investments in new building construction in France, Southern Europe, the United States and Japan can have a significant impact on the level of growth expected in the Construction business by affecting demand for technical controls on new buildings.

IMPACT OF ACQUISITIONS

Each year, the Group acquires more than ten small- or mid-sized companies. Over the past five years, external growth has thus on average accounted for 7% of annual growth in the Group's consolidated revenue.

The integration of these acquisitions is carried out through key processes established under the *Post-Merger Integration Plan* ("PMIP"). These integration plans demand a significant effort on the part of the management of the acquired companies, which can result in reduced focus on business development. Historically, the Group has observed that revenue of acquired companies generally declines by up to 5% during the 18 months following acquisition, but that revenue subsequently recovers. Beginning in the third year following acquisition, growth rates recorded by acquired companies become substantially similar to the organic growth rate of the Group business into which they are integrated.

The average operating margin of purchased businesses is generally below the operating margin of the Group business into which they are integrated. Consolidation of the newly acquired businesses in the Group's consolidated financial statements thus causes, all else being equal, a decline in the Group's operating margin. However, integration plans are prepared to take advantage of cost synergies identified during the due diligence phases and thus help progressively improve the operating margin of acquired companies.

As a result, the operating margins of acquired companies improve as they are integrated into the Group and progressively converge toward the operating margin of the Group business in which they are located.

IMPACT OF SIZE

Growth in the Group's size with respect to the markets in which it operates has a positive effect on the Group's operating margin.

First, growth in the Group's global size offers benefits of scale which enable it to better absorb the cost of central functions: senior management and financial services, legal, insurance and risk management, human resources, quality control, communications, and information systems and networks. As a result, the weight of costs associated with these central functions has fallen between 2004 and 2008 by:

- €34.6 million in 2004, or 2.4% of the Group's consolidated revenue; and
- €48.1 million in 2008, or 1.9% of the Group's consolidated revenue.

It should be noted that, in 2009, the Group does not anticipate any reduction in the weight of central function costs given the introduction of an ambitious three-year plan to overhaul information systems (inspection planning, automized production of reports and client reporting). These new tools will allow significant improvements to be made to operational productivity.

Second, the Group believes that growth in its size on certain national markets should increase the density of its inspections network, permitting improved optimization and utilization of inspectors due to reduced transportation time and inspector specialization in certain projects. Such specialization should permit an improved rate of replicated missions and greater industrialization of inspection procedures, thus offering potential gains in productivity.

SEASONALITY

Revenue, operating profit and net cash generated from operating activities reflect a certain seasonality, in particular for operating profit and net cash flow, with lower levels traditionally recorded for the first half of the year:

- revenue in the first half of the year, adjusted for acquisitions, accounted for 46.8% of total revenue excluding acquisitions in 2008, and 48.3% of total revenue in 2007. The Consumer Products, IVS and Certification businesses are primarily responsible for this seasonality. As to the Consumer Products business, end-user consumption is typically concentrated at the end of the calendar year. As to the Certification and IVS businesses, seasonality results from clients' desire to obtain their certifications before the end of the tax and company financial year (typically December 31);
- operating profit excluding acquisitions for the first half of the year accounted for 46.5% of operating profit for the full year 2008, and 45.9% in 2007. The Consumer Products, IVS and Certification businesses are also the main cause of this seasonality; and
- net cash generated from operating activities in the first half of the year represented 28% of the total net cash generated from operating activities for the full year 2008, compared to 34% in 2007.

Independently of the impact of the seasonality of operating profit on cash flow, the sharp difference between the first and second halves of the year results principally from a high seasonality in working capital needs, since three categories of expenses are incurred entirely in the first months of the year:

- insurance premiums, which are payable in January;
- employee bonuses and profit-sharing and the related social charges, which are payable in April; and
- balances of corporate income taxes due relating to the preceding year, which are payable, depending on the country, at different dates during the first half of the year.

IMPACT OF CHANGES IN EXCHANGE RATES

As a result of the international nature of its businesses, the Group is exposed to exchange rate risk related to several foreign currencies. As a result, in 2008, nearly half of the Group's revenue was earned in currencies other than the euro, with 16% in US dollars, 5% in pounds Sterling, 6% in Hong Kong dollars and 6% in Australian dollars. Taken individually, other currencies did not represent over 5% of the Group's revenue.

Nevertheless, in every country in which it operates, the Group both provides services and incurs expenses locally. As a result, the Group is not very exposed to exchange rate risks stemming from transactions in other currencies.

Thus a 1% change in the euro against:

- the US dollar would have had a 0.16% impact on 2008 consolidated revenue and 0.18% on 2008 operating profit;
- the Hong Kong dollar would have had an impact of 0.06% on 2008 consolidated revenue and 0.10% on 2008 operating profit;
- the pound Sterling would have had an impact of 0.05% on 2008 consolidated revenue and 0.01% on 2008 operating profit; and
- the Australian dollar would have had a 0.06% impact on 2008 consolidated revenue and 0.05% on 2008 operating profit.

A detailed description of the Group's exposure to exchange rate risk is included in the Risk Factors section in Chapter I – Presentation of the Group.

3.1.2. Elements of the consolidated income statement

REVENUE

Revenue represents the fair value (net of tax) of the consideration received or to be received in exchange for services provided by the Group's companies in their normal course of business and after elimination of intra-group transactions. The Group records revenue when their amount can be measured reliably and it is likely that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term but multi-year or highly recurrent, most frequently due to tacit extension or a high level of repeat business. Under these contracts, particularly for the Industry, IVS, HSE, Certification and Consumer Products businesses, the Group records revenue once the service has been performed for the client.

For other contracts, particularly for the Marine, Construction and Industry businesses, the Group uses the percentage of completion method to determine the amount which should be recorded as revenue over a given period, to the extent that the margin of contracts can be reliably determined.

The percentage of completion of each contract is determined by reference to the costs incurred at the period end compared to the total estimated costs. The amount of this percentage, applied to the total anticipated results of the contract, represents the margin recorded for the period. For loss-making contracts, provisions are recorded for the entire contract. A detailed description of the accounting policies used by the Group for revenue recognition is set forth in note 2.23 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

OPERATING EXPENSES

Operating expenses are made up of three principal categories:

- personnel costs;
- external purchases and charges; and
- other expenses.

A detailed presentation of operating expenses is set forth in note 6 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

Personnel costs

Personnel costs represented €1,292.4 million in 2008 (compared to €1,050.7 million in 2007), thus representing the largest expense item. As a portion of revenue, personnel costs have fallen slightly and represented 50.7% of consolidated revenue in 2008 compared to 50.8% in 2007.

Personnel costs include all the fixed and variable components of employee remuneration, as well as related social charges. Variable remuneration is determined according to the Group's bonus policy (see Employees section in this chapter.

External purchases and charges

External purchases and charges represented €747.9 million in 2008 (compared to €619.8 million in 2007). The proportion of external purchases and charges in revenue fell over the course of the last fiscal year, this item having represented 29.3% of revenue in 2008 (compared to 30.0% in 2007).

This item includes the subcontracting required to carry out the activities and all other purchases of goods or services.

The most significant elements in the external purchases and charges item for fiscal year 2008 were as follows:

- operational subcontracting (€180.2 million compared to €142.1 million in 2007);
- transportation and travel (€236.2 million in 2008 compared to €181.8 million in 2007); and
- other external services (€260.1 million in 2008 compared to €244.1 million in 2007, including principally various fees, facilities maintenance, insurance, telecommunications costs and postage).

Other expenses

Other expenses include taxes and duties, depreciation and amortization and other operating income and expenses.

OPERATING PROFIT AND ADJUSTED OPERATING PROFIT

The consolidated income statement sets forth operating profit, which is widely used in corporate financial communications and defined as the difference between all revenue and expenses not arising from financing activities, and not arising from income from associates or income tax.

However, the Group follows internally an "adjusted" operating profit which the Group's management considers more representative of the Group's operating performance. Adjusted operating profit is defined as operating profit before income and expenses related to acquisitions and other elements considered as non-recurring.

Specifically, adjusted operating profit excludes amortization charges for intangibles acquired in business combinations, goodwill impairment charges and gains and losses on sales of businesses to rationalize the businesses of acquired entities.

Adjusted operating profit also excludes non-recurring income and expenses. In 2008, these non-recurring items included solely amortization charges for intangibles resulting from acquisitions and goodwill impairment charges (coming to a total of €19.1 million).

NET FINANCE COSTS

Net finance cost includes essentially interest and amortization of the cost of issuing debt, interest and other income received in connection with loans, financial assets or other financial instruments held by the Group, and unrealized gains or losses on marketable securities as well as gains or losses on currency transactions and adjustments to the fair value of financial derivatives. It also includes financial costs related to pension plans, the expected revenue or return from the assets of funded pension plans and the effect of updating long-term provisions.

3.2. Summary of significant accounting policies applied by the Group

Pursuant to the provisions of Article L. 233-16 of the French Commercial Code, the Company prepared the consolidated financial statements in line with the methods set out in Article 233-18 of said Code. The list of companies within the scope of consolidation as of December 31, 2008 is set out in note Scope of consolidation to the consolidated financial statements included in Chapter IV – 2008 Consolidated financial statements.

The consolidated financial statements of Bureau Veritas have been prepared in accordance with IFRS as adopted by the European Union. The preparation of the financial statements in accordance with IFRS requires certain accounting estimates to be made. The Management Board must also use its judgment when applying the Group's accounting methods. The accounting methods described below are those which require the greatest reliance on management estimates and judgments. Details regarding the Group's accounting methods are set forth in note 2 to the Group's consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

The accounting methods described below were applied consistently across all financial years presented.

3.2.1. Revenue recognition

The Group records revenue when their amount can be measured reliably and it is likely that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term. Under these contracts, the Group records revenue once the service has been rendered to the client. For other contracts, particularly for the Marine, Construction and Industry businesses, the Group uses the percentage of completion method to determine the amount which should be recorded as revenue over a given period, to the extent that the margin on the contracts can be reliably determined.

The percentage of completion of each contract is determined by reference to the costs incurred at the period end compared to total estimated costs. The amount of this percentage, applied to the total anticipated results of the contract, represents the margin recorded for the period. For loss-making contracts, provisions are immediately recorded for the entire contract.

3.2.2. Income tax

Income tax recorded by the Group includes current and deferred income taxes.

Deferred taxes are accounted for on a carry-forward basis for any temporary differences between the accounting and the tax value of assets and liabilities in the consolidated financial statements. Deferred taxes are calculated using the tax rate (and tax regulations) in effect at the balance sheet date and which is expected to be applied once the deferred tax assets are realized or the deferred tax liability paid.

Deferred tax assets are recognized on the balance sheet to the extent where it is likely that future taxable income will be available which would allow the temporary differences to be used.

The Group is subject to income tax in many jurisdictions. Calculating the income tax expense on companies around the world requires that management exercise its judgment.

3.2.3. Goodwill

The excess of acquisition costs (including directly attributable costs) for interests in subsidiaries or associates over the fair value of the Group's share in the identifiable net assets at the date of acquisition constitutes goodwill.

Goodwill is not amortized but is subject to an annual impairment test. Goodwill impairment is not reversible.

3.2.4. Goodwill impairment

For purposes of evaluating goodwill impairment, all assets are grouped together into Cash Generating Units ("CGU"), which represent the lowest organizational level at which cash flows are generated independently.

Goodwill impairment is recorded for the excess of the net book value over the recoverable amount of the CGU. The recoverable amount of a CGU corresponds to its fair value less costs of sale, or its value in use, whichever is greater.

Where the value in use is below the net book value of a CGU, the recoverable amount shall be based on its fair value less costs of sale. Fair value is estimated, based on past experience, using a multiple of the operating profit of the CGU adjusted for other operating profit and expenses and amortization of the value of client relationships acquired in business combinations.

A detailed description of the goodwill impairment methods is set forth in note 9 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

3.2.5. Share-based compensation

The Group has established share-based compensation plans and in particular stock options.

As part of the stock market listing, the Group established other share-based compensation plans in the form of stock options on preferential terms and free shares as well as cash-based compensation plans in the form of stock appreciation rights (SAR).

STOCK OPTIONS

The fair value of services provided by employees and compensated for by grants of stock options is accounted for as an expense. The total amount recorded as an expense during the vesting period is based on the fair value of the options granted, without taking into account their non-market vesting conditions (such as objectives for profitability or revenue growth).

The amounts received when the options are exercised are recorded under "Capital" for the shares' nominal value, and the remainder is recorded under "Issue premium", less costs directly attributable to the issuance of shares.

STOCK OPTIONS ON PREFERENTIAL TERMS

In 2007, employees subscribed for shares issued as part of the capital increase for cash reserved for them at a subscription price set at 20% under the price of the overall offering. The shares subscribed for are locked up for 5 years.

The sums received from the stock options are credited to the "Capital" line item for the portion relating to the par value and to the "Issue premium" line item, net of directly attributable transaction fees. The fair value of the services provided by employees in consideration for the granting of the 20% reduction of the price of the overall offering is expensed for an amount corresponding to the 20% reduction less the impairment loss stemming from the fact that the shares are locked up for 5 years. This impairment loss is estimated on the basis of the cost of a two-stage strategy consisting of forward-selling the shares that are locked up for 5 years and buying the same number of shares in the market (and hence shares that can be transferred at any time), and financing this purchase with a loan. This strategy represents the cost incurred to cover the risk run during the lockup period.

FREE SHARE GRANTS

The accounting treatment of free shares is the same as the one described for the stock options.

STOCK APPRECIATION RIGHTS

The fair value of services provided by employees in consideration for the granting of stock appreciation rights is wholly expensed and offset in liabilities as of the date of the grant, to the extent that the rights have vested. At each balance sheet date, the liability is determined on the basis of the fair value of the rights estimated via an option measurement model. Changes in the value of the liability are recognized in operating income.

3.2.6. Provisions for other liabilities and charges

Provisions for risks are recorded when the Group believes that on the balance sheet date, a legal or constructive obligation with respect to a third party is likely to give rise to an outflow of resources for the benefit of a third party, and that a reliable estimate of the outflow can be determined.

The amount recorded as a provision is the best estimate of the expenditure necessary to satisfy the obligation, discounted to the balance sheet date. Costs which the Group may be required to incur may exceed the amounts reserved for litigations due to numerous factors, and in particular the uncertain nature of the outcome of litigation. Provisions for long-term litigation are discounted based on the expected timing of probable outflows. The pre-tax discount rate reflects current market assessments of the time value of money and the risks inherent to the obligation. An increase in provisions due to the updating is accounted for in the income statement under "Other financial income and expense".

3.2.7. Pension plans and other long-term employee benefits

The Group's companies have long-term commitments to their employees in terms of retirement benefits and seniority bonuses, as well as other retirement benefits.

The Group has defined contribution plans and defined benefit plans.

DEFINED CONTRIBUTION PLANS

The Group makes regular payments to public or private pension plans, either on a contractual or voluntary basis. Once the payments have been made, the Group is not bound by any other payment obligation. Payments are accounted for as personnel expenses when due.

DEFINED BENEFIT PLANS

The liability recorded on the balance sheet for defined benefit plans corresponds to the net present value of the amount owed under the plans at the balance sheet date, less plan assets.

The amount owed under defined benefit plans is calculated each year by independent actuaries according to the projected unit credit method. The net present value of the amount owed under defined benefit plans is determined by discounting future cash outflows estimated using the interest rate on bonds of top-rated entities denominated in the currency of payment and having a maturity similar to the average estimated maturity of the retirement benefit obligation concerned.

Actuarial gains and losses are accounted for through equity in the statement of recognized income and expenses in the period during which they occur.

3.3. Highlights of the financial year

3.3.1. Continued acquisitions

Over the course of financial year 2008, Bureau Veritas acquired 15 companies representing annual revenue of around €150 million. Bureau Veritas continued its strategy of acquiring companies that enhance its positions in Europe, South America and Asia-Pacific, across almost all of its operational businesses. The principal acquisitions were as follows:

CESMEC - APRIL 2008

The Cesmec Group is Chile's leading provider of product inspection, analysis and certification services for the mining, food and chemical industries. Also having a presence in Peru and Argentina, Cesmec's revenue in 2008 was €24.6 million. This acquisition enabled Bureau Veritas to extend its activities in the mining industry.

ANASOL - APRIL 2008

The Brazilian company Analytical Solutions SA, Brazil's second largest laboratory analysis group, achieved revenue of €8 million in 2008. Recognized as a cutting-edge laboratory in Latin America, Anasol provides a wide range of analyses of raw materials and transformed products in the industrial and food sectors. This acquisition has strengthened the position of Bureau Veritas in Latin America, one of the world's fastest growing areas.

AMDEL - MAY 2008

Bureau Veritas has acquired Amdel, Australia's leading provider of analytical minerals testing (analytical, mineralogy and mineral processing, representing revenue of €95 million in 2008). Following the integration of Amdel, Bureau Veritas now has a global platform for minerals testing and inspections, with a presence in Asia-Pacific, in Africa and in Latin America.

GEOANALITICA – DECEMBER 2008

Acquired in December 2008, the Chilean company Geoanalitica has supplemented the Group's presence in relation to major accounts in the mining sector. For fiscal year 2008, Geoanalitica's revenue was €7.7 million. The Group has therefore strengthened its presence in Latin America and its position as the market leader in Chile.

3.3.2. Private placement in the United States

On July 16, 2008, Bureau Veritas refinanced debts amounting to an equivalent of €248.4 million through private investment in the United States (US Private Placement). The Group has therefore extended the term of its debt and diversified its sources of finance among long-term investors. This issue was carried out in the form of four "senior notes" repayable upon maturity, made out in US dollars and pounds sterling, and represents, after hedging operations:

- €127.6 million at an average fixed rate of 6.6% at maturity in July 2018; and
- €120.8 million at an average fixed rate of 6.7% at maturity in July 2020.

The income from this issue has made it possible to repay the €250 million loan maturing in 2009 taken out for the acquisition of Amdel.

3.4. Events after the balance sheet date

On March 5, 2009, the Wendel group sold, through private placement, 11 million Bureau Veritas shares at €25 a share. Following this operation, the Wendel group now owns 51.8% of the Bureau Veritas Group.

3.5. Analysis of the 2008 consolidated financial statements

3.5.1. 2008 activity and results

The Group is organized into eight global businesses: Marine, Consumer Products, Government Services & International Trade, as well as the five businesses which make up the Industry & Facilities division (Industry, In-Service Inspection & Verification, Health, Safety & Environment, Construction, and Certification). The comparison of the years 2008 and 2007 is thus based on analyzing the changes in revenue and results of operations of the eight global businesses.

(in millions of euros)	2008	2007	Variation
Revenue	**2,549.4**	**2,066.9**	**+23.3%**
External purchases and charges	(747.9)	(619.8)	
Personnel costs	(1,292.4)	(1,050.7)	
Other expenses	(140.6)	(130.9)	
Operating profit	**368.5**	**265.5**	**+38.8%**
Net financial expense	(69.7)	(47.7)	+46.1%
Share of profit of associates	0.1	-	
Profit before income tax	**298.9**	**217.8**	**+37.2%**
Income tax expense	(75.3)	(54.9)	
Profit from operations held for sale	-	0.6	
Profit for the year	223.6	163.5	
Minority interests	6.4	5.1	
ATTRIBUTABLE NET PROFIT	**217.2**	**158.4**	**+37.1%**

REVENUE

Consolidated revenue increased by 23.3% to €2,549.4 million in 2008 from €2,066.9 million in 2007, reflecting:

- a 12.8% increase in revenue at constant scope of consolidation;
- a 3.7% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 14.2% increase in revenue due to changes in the scope of consolidation in 2008 compared to 2007 with the consolidation of ECA in Spain, Amdel and CCI in Australia, Cesmec in Chile and Anasol in Brazil.

Changes in Group revenue stemmed from an increase in revenue across all businesses. The change in revenue by business between 2008 and 2007 was as follows:

(in millions of euros)	2008	2007	Total growth	Organic growth [b]
Marine	293.5	247.2	18.7%	23.8%
Industry [a]	482.0	311.1	54.9%	24.4%
In-Service Inspection & Verification (IVS)	330.2	267.8	23.3%	6.6%
Health, Safety & Environment (HSE)	248.0	206.1	20.3%	-
Construction	464.4	391.7	18.5%	5.9%
Certification	273.3	243.6	12.2%	8.9%
Consumer Products	306.4	259.2	18.2%	23.6%
Government Services & International Trade (GSIT) [a]	151.6	140.2	8.1%	10.0%
TOTAL	**2,549.4**	**2,066.9**	**23.3%**	**12.8%**

(a) As of January 1, 2008, laboratory testing of coal by CCI was moved from the Government Services & International Trade business to the Industry business and the data for 2007 was therefore restated.

(b) As of January 1, 2008, the activities and networks of Bureau Veritas and ECA in Spain have been merged. Organic growth is calculated on the pro forma scope for 2007 including the revenue of ECA for the whole of the 2007 fiscal year.

OPERATING PROFIT

The Group's operating profit increased by 38.8% to €368.5 million in 2008 from €265.5 million in 2007, this increase reflecting:

- a sharp increase in adjusted operating profit (+€75.5 million) from €312.1 million in 2007 to €387.6 million in 2008; and
- no longer having to pay the costs of listing the Company on the stock market, which reduced operating profit by €35.1 million in 2007.

ADJUSTED OPERATING PROFIT

The "adjusted" operating profit is defined as the operating profit before inclusion of income and expenses from acquisitions and other items deemed non-recurring.

The table below shows a breakdown of adjusted operating profit in 2007 and 2008.

(in millions of euros)	2008	2007
Operating profit	**368.5**	**265.5**
Amortization of intangibles resulting from business combinations	17.9	9.6
Goodwill impairment	1.2	0.3
Losses on sales of businesses	-	-
Management fees paid to the shareholder	-	1.6
Stock market listing expenses	-	35.1
Adjusted operating profit	**387.6**	**312.1**

The adjusted operating profit rose 24.2% to €387.6 million in 2008 compared to €312.1 million in 2007. This €75.5 million increase stems from the improvement in adjusted operating profit at the following six businesses:

- Industry: +€26.7 million;
- Marine: +€17.4 million;
- Consumer Products: +€14.2 million;
- In-Service Inspection & Verification: +€11.8 million;
- Certification: +€5.2 million; and
- Construction: +€2.5 million.

On the other hand, two businesses saw a decline in their adjusted operating profit:

- Health, Safety & Environment: -€1.2 million; and
- Government Services & International Trade: -€1.1 million.

Adjusted operating profit expressed as a percentage of revenue rose year-on-year from 15.1% in 2007 to 15.2% in 2008. On a like-for-like basis (excluding the impact of acquisitions), adjusted operating profit was 15.6%, up 50 basis points compared to 2007. Note that usually, the companies acquired have margins lower than the Group average.

NET FINANCIAL EXPENSE

The Group's net finance costs in 2008 represented a net expense €69.7 million compared to a net expense of €47.7 million in 2007, namely an increase of €22.0 million.

(in millions of euros)	2008	2007
Finance costs, net	(52.3)	(34.5)
Other finance income (expense)	(17.4)	(13.2)
NET FINANCIAL EXPENSE	**(69.7)**	**(47.7)**

Finance costs, net

Net financial costs increased by €17.8 million, from €34.5 million in 2007 to €52.3 million in 2008.

This increase was essentially associated with the increase in gross financial debt from €810 million at December 31, 2007 to €1,061 million at December 31, 2008, owing to:

- the financing of acquisitions and mainly that of the Australian Amdel group. This operation was financed in May 2008 by a bridging loan in Australian dollars equivalent to €250 million and refinanced in July 2008 through private placement with terms of 10 and 12 years in the United States worth €248.4 million; and
- the full-year impact of the club deal worth €150 million introduced in October 2007 (3 months in 2007 and 12 months in 2008).

Other finance income and expense

The net expense stemming from other finance income and expenses rose €4.2 million from €13.2 million in 2007 to €17.4 million in 2008.

(in millions of euros)	2008	2007
Fair value adjustments on current financial assets recognized in income	(4.3)	(2.9)
Foreign exchange gains/(losses)	(7.1)	(8.3)
Interest cost on pension plans	(3.4)	(3.2)
Other	(2.6)	1.2
OTHER FINANCE INCOME/(EXPENSE)	**(17.4)**	**(13.2)**

The negative change in the fair value of financial instruments reflects the change in the ineffective part of interest rate hedges or the change in the value of the interest rate hedging instrument not eligible for hedge accounting.

Foreign exchange losses represented €7.1 million in 2008, stemming primarily from the impact of intra-group financing across all Group entities (scenario where the internal financing currency differs from the functional currency of one of the parties).

The interest cost on pension schemes remained more or less unchanged at €3.4 million.

INCOME TAX EXPENSE

Income tax expense amounted to €75.3 million in 2008 compared to €54.9 million in 2007. The effective tax rate, representing the tax expense divided by the pre-tax profit, was 25.2%, the same as in 2007.

ATTRIBUTABLE NET PROFIT

Consolidated profit for the year attributable to the equity holders of the Company amounted to €217.2 million in 2008 compared to €158.4 million in 2007 (an increase of 37.1%), and reflected principally:

- an increase in operating profit of €103.0 million;
- an increase of €22.0 million in net financial expense; and
- an increase of €20.4 million in income tax expense.

Earning per share was €2.02 in 2008 compared to €1.51 in 2007.

ADJUSTED ATTRIBUTABLE NET PROFIT

Adjusted net profit for the year is defined in the same way as adjusted operating profit, less net finance costs and the income tax expense calculated using the Group's effective tax rate.

(in millions of euros)	2008	2007	Variation
Adjusted operating profit	387.6	312.1	+24.2%
Net financial expense	(69.7)	(47.7)	+46.1%
Tax [a]	(80.2)	(66.7)	+20.2%
Profit from activities held for sale	-	0.6	-
Share of profit of associates	0.1	-	-
Adjusted net profit	237.8	198.3	+19.9%
ADJUSTED ATTRIBUTABLE NET PROFIT	**231.4**	**193.2**	**+19.8%**

(a) Resulting from the application of the effective tax rate of 25.2% in 2007 and in 2008.

Adjusted net profit amounted to €237.8 million in 2008 compared to €198.3 million in 2007, an increase of 19.9%.

Adjusted net profit attributable to the equity holders of the Company amounted to €231.4 million in 2008 compared to €193.2 million in 2007, an increase of 19.8%.

Adjusted earning per share was €2.15 in 2008 compared to €1.84 in 2007.

RESULTS BY BUSINESS

Marine

(in millions of euros)	2008	2007	Variation
Revenue	293.5	247.2	+18.7%
Adjusted operating profit	87.5	70.1	+24.8%
Adjusted operating margin	*29.8%*	*28.4%*	

The Marine business' revenue increased by 18.7% to €293.5 million in 2008 from €247.2 million in 2007 owing to:

- an increase of 23.8% in revenue at constant scope of consolidation and constant exchange rates; and
- a decrease of 5.1% in revenue attributable to unfavorable changes in exchange rates as a result of the strengthening of the euro against the US dollar, the Korean won and pound Sterling.

Despite difficult economic conditions in the second half of 2008, the order book for new constructions continued to rise, reaching 35.6 million gross tons at December 31, 2008 compared to 33.5 million gross tons at June 30, 2008 and 30.2 million gross tons at December 31, 2007. This reflects the growth in market share and the technical expertise of Bureau Veritas in segments that are less sensitive to fluctuations in international trade, such as the offshore oil industry, gas carriers and passenger ships. The order book, diversified according to type of ship and by client (more than 800 ship owners and more than 600 shipyards), shows that continued growth can be expected in 2009.

The in-service ship inspection business is also expanding, with a fleet of 8,466 ships classed by Bureau Veritas representing 64.5 million gross tons compared to 7,919 ships (and 58.3 million gross tons) at December 31, 2007. 2009 should benefit from the addition to the fleet of ships built in 2007 and 2008.

Adjusted operating profit for the Marine business increased 24.8% to €87.5 million in 2008 compared to €70.1 million in 2007, reflecting the increase of 18.7% in revenue and an improvement in adjusted operating margin to 29.8% in 2008 compared to 28.4% in 2007.

The improvement in the adjusted operating margin was down to better amortization of the business' central costs (research and development and information systems) and the increase in activity in China, which has greater operating margins.

Industry

(in millions of euros)	2008	2007	Variation
Revenue	482.0	311.1	+54.9%
Adjusted operating profit	62.4	35.7	+74.8%
Adjusted operating margin	*12.9%*	*11.5%*	

As of January 1, 2008, laboratory testing of coal by CCI was moved from the Government Services & International Trade business to the Industry business and the data for 2007 was therefore restated.

Revenue of the Industry business rose 54.9% to €482.0 million in 2008 compared to €311.1 million in 2007, reflecting:

- a 24.4% increase in revenue at constant scope of consolidation and constant exchange rates;
- a 5.2% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 35.7% increase in revenue owing to changes in the scope of consolidation in 2008 compared to 2007, with, in particular, the acquisition of the companies Amdel, Cesmec and Anasol and the full-year consolidation of the companies ECA and CCI acquired in October 2007 and June 2007 respectively.

The Industry business saw strong organic growth in Latin America (Brazil, Argentina, Chile and Mexico), Asia (India and China), the United Arab Emirates, the United Kingdom, Italy and Russia. This growth was based on investment in the energy sector (oil, gas and power) and on the development of services relating to existing assets, such as Asset Integrity Management or Risk Based Inspection.

External growth was mainly associated with the creation of a service division for the mining industry - acquisitions of Amdel (May 2008) and CCI (June 2007) in Australia and Cesmec (April 2008) and Geoanalitica (December 2008) in Chile. The contribution made by the new subgroup Mining and Minerals to consolidated revenue for the 2008 fiscal year was €88 million.

Adjusted operating profit for the Industry business increased 74.8% to €62.4 million in 2008 compared to €35.7 million in 2007, reflecting the increase of 54.9% in revenue and an improvement in adjusted operating margin to 12.9% in 2008 compared to 11.5% in 2007.

The adjusted operating margin increased in terms of the organic scope (excluding acquisitions), but also by virtue of the integration of ECA in Spain, which allowed cost synergies to be realized and critical size to be reached, and by virtue of the consolidation of Amdel in Australia.

In-Service Inspection & Verification (IVS)

(in millions of euros)	2008	2007	Variation
Revenue	330.2	267.8	+23.3%
Adjusted operating profit	36.9	25.1	+47.0%
Adjusted operating margin	*11.2%*	*9.4%*	

Revenue of the In-Service Inspection & Verification business rose 23.3% to €330.2 million in 2008 compared to €267.8 million in 2007, reflecting:

- a 6.6% increase in revenue at constant scope of consolidation and at constant exchange rates;
- a 2.7% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 19.4% increase in revenue due to changes in the scope of consolidation in 2008 compared to 2007 with the full-year consolidation of the companies ECA and Survey Can in Spain.

Organic growth during the fiscal year was maintained in all countries (France, Spain, United Kingdom, Netherlands, Italy and United Arab Emirates) by virtue of the extension of the scope of periodic regulatory inspections, particularly in Spain, the increase in tariffs and the signing of new multisite contracts.

Adjusted operating profit for the In-Service Inspection & Verification business increased 47.0% to €36.9 million in 2008 compared to €25.1 million in 2007, reflecting the increase of 23.3% in revenue and a significant improvement in adjusted operating margin to 11.2% in 2008 compared to 9.4% in 2007.

The improvement in the adjusted operating margin was down to:

- the increase in the adjusted operating margin in Spain, following the successful merger of the ECA and Bureau Veritas inspection networks;
- greater profitability in the United Kingdom, following the introduction of the performance optimization plan; and
- a reduction in losses in Italy, even though the activity in this country had not yet reached its critical size.

Health, Safety & Environment (HSE)

(in millions of euros)	2008	2007	Variation
Revenue	248.0	206.1	+20.3%
Adjusted operating profit	11.5	12.7	(9.4)%
Adjusted operating margin	*4.6%*	*6.2%*	

Revenue of the Health, Safety & Environment business rose 20.3% to €248.0 million in 2008 compared to €206.1 million in 2007, this growth reflecting:

- stability of revenue at constant scope of consolidation and constant exchange rates;
- a 5.0% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 25.3% increase in revenue owing to changes in scope, mainly associated with the consolidation of ECA in Spain, the environmental measurement and analysis activity of Amdel in Australia, Anasol in Brazil and Chemtox in Denmark.

Over the 2008 fiscal year, the safety in the workplace activity (regulatory inspections and voluntary audits) performed well. On the other hand, the environmental activity in the United States and the United Kingdom declined owing to the reduction in preliminary site audits for new construction projects.

In this environmental sector, the HSE business continues to invest in developing emerging products with strong growth potential (carbon emissions, sustainable development, energy performance).

The adjusted operating profit of the HSE business fell €1.2 million to €11.5 million in 2008 compared to €12.7 million in 2007 owing to a reduction in the adjusted operating margin to 4.6% compared to 6.2% in 2007.

This reduction in margin was mainly down to:

- the reduction in the margin for the environmental activity in the United States;
- increase in losses incurred by the training activity in France;
- full-year integration of losses of the ECA industrial medicine activity in Spain; and
- difficulties in integrating the company Chemtox in Denmark.

All of these under-performing units are subject to specific performance optimization plans that should help to improve their margins in future fiscal years.

Construction

(in millions of euros)	2008	2007	Variation
Revenue	464.4	391.7	+18.5%
Adjusted operating profit	48.4	45.9	+5.4%
Adjusted operating margin	*10.4%*	*11.7%*	

Revenue of the Construction business rose 18.5% to €464.4 million in 2008 compared to €391.7 million in 2007 on the back of:

- a 5.9% increase in revenue at constant scope of consolidation and constant exchange rates;
- a 1.9% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 14.5% increase in revenue due to changes in the scope of consolidation in 2008 compared to 2007, with in particular the consolidation of the company ECA in Spain and the company Ziller Ass in Germany.

The performance of the Construction business over the course of the 2008 fiscal year resulted from contrasting changes:

- solid growth in infrastructure inspection activities (mainly in Spain) and asset management supervision activities;
- a decline in construction material testing activities in the United Kingdom and the United States;
- stability in the activities of technical building inspection and verification of compliance of construction permits. The good performance shown in Japan and the Middle East offset reductions in activity in the United States and Spain. Activity in France saw more moderate growth owing to the rapid slowdown in the market observed from September onward; and
- the emergence of the durable building or "green building" certification activity.

The adjusted operating profit of the Construction business increased by 5.4% to €48.4 million in 2008 compared to €45.9 million in 2007. The adjusted operating margin was 10.4% compared to 11.7% in 2007, reflecting:

- stabilization in terms of the organic scope as a result of an improvement in margins in the United States, the increase in power of the activity in Japan, the maintaining of high profitability in France offset by a substantial fall in profit in the United Kingdom; and
- a negative impact associated with the full-year consolidation of the infrastructure inspection activity of ECA in Spain, whose margin was structurally smaller than the business average.

Certification

(in millions of euros)	2008	2007	Variation
Revenue	273.3	243.6	+12.2%
Adjusted operating profit	50.5	45.3	+11.5%
Adjusted operating margin	*18.5%*	*18.6%*	

Revenue of the Certification business rose 12.2% to €273.3 million in 2008 compared to €243.6 million in 2007 on the back of:

- an 8.9% increase in revenue at constant scope of consolidation and constant exchange rates;
- a 1.6% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 4.9% increase in revenue owing to changes in the scope of consolidation in 2008 compared to 2007 with the full-year consolidation of the company ECA in Spain and AQSR in the United States and the first consolidation of the company Ulase in France.

New sales were buoyant over the 2008 fiscal year, particularly in the segment of large global contracts, standards relating to the food chain (ISO 22000), the information security management (ISO 27001), quality in aeronautic (AS 9100) and automotive (TS 16946) sectors and the sustainable development of forests (the FSC, PEFC).

Adjusted operating profit for the Certification business increased 11.5% to €50.5 million in 2008 compared to €45.3 million in 2007, reflecting the increase of 12.2% in revenue and a stable adjusted operating margin of 18.5% in 2008.

Consumer Products

(in millions of euros)	2008	2007	Variation
Revenue	306.4	259.2	+18.2%
Adjusted operating profit	70.8	56.6	+25.1%
Adjusted operating margin	*23.1%*	*21.8%*	

Revenue of the Consumer Products business rose 18.2% to €306.4 million in 2008 compared to €259.2 million in 2007 on the back of:

- a 23.6% increase in revenue at constant scope of consolidation and constant exchange rates;
- a 5.8% reduction in revenue attributable to unfavorable changes in exchange rates in 2008 compared to 2007; and
- a 0.4% increase in revenue owing to changes in the scope of consolidation in 2008 compared to 2007.

The very strong growth in the activity over the fiscal year was down to:

- the dynamism of testing activities carried out on toys and other products from the "hardlines" category, with the new "Consumer Product Safety Improvement Act" coming into force in the United States in August 2008;
- sustained demand for tests carried out on textiles and, in particular, in the segment of analytical testing in Germany; and
- satisfactory growth in the segment of electrical and electronic products, particularly in Asia.

Adjusted operating profit for the Consumer Products business increased 25.1% to €70.8 million in 2008 compared to €56.6 million in 2007, reflecting the increase of 18.2% in revenue and an improvement in adjusted operating margin to 23.1% in 2008 compared to 21.8% in 2007.

The increase in the adjusted operating margin was the result of optimum use being made of the laboratory platform in China, the increase in the share of activities with greater margins, such as tests carried out on toys and analytical testing, and the improvement of margins in the electrical and electronic goods segment.

Government Services & International Trade

(in millions of euros)	2008	2007	Variation
Revenue	151.6	140.2	+8.1%
Adjusted operating profit	19.6	20.7	(5.3)%
Adjusted operating margin	*12.9%*	*14.8%*	

As of January 1, 2008, laboratory testing of coal by CCI was moved from the Government Services & International Trade business to the Industry business and the data for 2007 was therefore restated. Revenue at the Government Services & International Trade business rose 8.1% to €151.6 million in 2008 compared to €140.2 million in 2007 on the back of:

- a 10.0% increase in revenue at constant scope of consolidation and constant exchange rates;
- a 2.3% decline in revenue attributable to unfavorable changes in exchange rates; and
- a 0.4% increase in revenue owing to changes in the scope of consolidation in 2008 compared to 2007.

The Government Services activity (78% of revenue of the business in 2008) grew by 9.4% at constant exchange rates. This performance is the result of the dynamism of the existing contract portfolio, the extension of the contract in Bangladesh, the initiation of new contracts (Guinea and scanner in Mali) and the increase in the power of the verification of compliance (VOC) activity. As part of its development of this type of business, Bureau Veritas signed, in December 2008, a VOC contract with the standardization, metrology and quality control authority in Yemen.

The International Trade activity (22% of the revenue of the business) grew 12.5% at constant scope and exchange rate, growth in analyses of oil in Africa and pre-dispatch inspections on behalf of exporters having been particularly rapid.

The adjusted operating profit of the business fell by €1.1 million to €19.6 million owing to the reduction in the adjusted operating margin from 14.8% in 2007 to 12.9% in 2008. This reduction was down to the costs of initiating new government contracts which were higher than average in 2008.

3.5.2. Investments and sources of financing

INVESTMENTS

Investments carried out in 2008

In general, the inspection and certification businesses of Bureau Veritas are service activities that are not very capital intensive. Only the activities of analyses and laboratory testing carried out by the Consumer Products business, certain activities related to the inspection by the Government Services & International Trade business of goods at international borders using scanners, and mineral analysis activities of the activities newly acquired in 2008 required a higher level of investment.

The table below shows the investments in property, plant and equipment, intangible and financial assets made by the Group in 2008 compared to the 2007 fiscal year:

(in millions of euros)	2008	2007
Property, plant and equipment and intangible assets	88.1	51.0
Acquisitions of consolidated companies	318.8	209.6
Acquisitions of minority stakes [(a)]	0.8	0.4

(a) Acquisitions of minority stakes are shown in note 15 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

Purchases of property, plant and equipment and intangible assets

The total investment in property, plant and equipment and intangible assets carried out by the Group was €88.1 million in 2008, a significant increase on the 2007 level (€51.0 million). This increase was mainly attributable to:

- the Consumer Products business (+€11.4 million), in particular investment carried out in laboratories;
- the Government Services & International Trade business (+€9.9 million), in particular for the acquisition of scanners;
- the broadening of the scope following the acquisitions in 2008 (+€14.9 million), in particular the integration of Amdel whose minerals testing business has high capital intensity; and
- the moving of the Group's head office and some of its activities from La Défense (France) to Neuilly-sur-Seine (France).

The Capex-to-sales ratio rose to 3.5% of consolidated revenue in 2008 compared to 2.5% in 2007.

Acquisitions

In the 2008 fiscal year, the Group acquired consolidated companies for a sum of €318.8 million, more than the €209.6 million in 2007 and continuing its external growth strategy.

The majority of these acquisitions were accounted for by the acquisition of the Amdel Group, followed by the acquisition of CESMEC. A detailed description of the acquisitions is given in note 10 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

Principal ongoing investments

At the end of December 2008, the Consumer Products business had ongoing investments worth €5.8 million. These ongoing investments essentially related to a new laboratory in Taiwan (commissioned in February 2009) and operational equipment (WIMAX).

For the Government Services & International Trade business, investment totaling €1 million was still ongoing at the end of December 2008, mainly for scanners that were not yet operational.

For the Group's head office, the amount of ongoing investment at the end of December 2008 was €3 million and related to the development of a commercial computer tool.

Apart from buying a scanner for the GSIT business (government contract with Guinea) costing €1.1 million, the Group has not made any significant firm commitments regarding future investment to be made on the date of this reference document.

Principal anticipated investments

The 2009 budget for the Consumer Products division includes an amount of €22 million for replacement investment (€7.7 million), expansion projects (€10.5 million) and €3.9 million for computer systems and other miscellaneous investment projects.

The Government Services & International Trade business planned for a total investment of €8 million, in particular for the acquisition of three scanners for a new government contract in Benin and a scanner for a contract in Guinea. These investments have to be fully completed in 2009.

Apart from the projects described in the paragraphs above, investment in other Group activities are to be spread throughout the year as needs dictate. The table below shows the investment planned for 2009 by category compared to that carried out in 2008:

(millions of euros)	Budget 2009	Completed 2008	% variation
Information systems and software	24.4	18.4	+33%
Equipment and fittings	4.7	15.6	(70)%
Operational equipment	32.0	45.5	(30)%
Equipment, furniture and transportation	6.0	10.6	(43)%
TOTAL	**67.1**	**90.1**	**(26)%**

Total investment excluding acquisitions should fall by 26% in 2009 and the rate of investment compared to revenue should fall by the same amount.

The budget for information systems and software increased owing to the development of a new integrated information system for planning, production and client reporting (Business Core Model).

The budget for equipment and fittings rose considerably in 2008, mainly owing to the moving of the head office in October 2008.

This investment was made in full during the 2008 fiscal year and the reduction in investment in 2009 reflects the normalization of investment levels in 2009.

The other items fell in accordance with the normal investment cycle.

SOURCES OF FINANCING

Group cash flow statement for the financial years ended December 31, 2008 and December 31, 2007

(in millions of euros)	2008	2007
Profit before income tax	298.9	217.8
Elimination of cash flows from financing and investing activities	54.3	36.0
Provisions and other non-cash items	27.6	5.2
Depreciation, amortization and impairment, net	63.2	42.3
Movements in working capital	(62.5)	(10.1)
Income tax paid	(66.1)	(73.9)
Net cash generated from operating activities	**315.4**	**217.3**
Acquisition of subsidiaries	(318.8)	(209.6)
Proceeds from sales of subsidiaries	-	-
Purchases of property, plant and equipment and intangible assets	(88.1)	(51.0)
Proceeds from sales of property, plant and equipment and intangible assets	2.0	1.5
Purchases of non-current financial assets	(11.1)	(4.4)
Proceeds from non-current financial assets	3.1	3.3
Dividends received	-	1.3
Other	7.0	(4.8)
Net cash used in investing activities	**(405.9)**	**(263.7)**
Capital increase	3.5	383.2
Capital reduction	-	(152.6)
Purchase/sales of treasury shares	(0.2)	(337.9)
Dividends paid	(66.2)	(107.5)
Increase in borrowings and other debt	803.3	695.1
Repayments of borrowings and other debt	(593.4)	(360.5)
Interest paid	(40.0)	(35.5)
Net cash generated from financing activities	**107.0**	**84.3**
Impact of currency translation differences	(5.2)	(3.3)
Net increase in cash and cash equivalents	**11.3**	**34.6**
Net cash and cash equivalents at beginning of year	134.1	99.5
Net cash and cash equivalents at end of year	**145.4**	**134.1**
o/w cash and cash equivalents	153.4	142.9
o/w bank overdrafts	(8.0)	(8.8)

Cash flows from the Group's operating activities

The table below sets out the net cash generated from the Group's operating activities for the financial years ended December 31, 2008 and December 31, 2007.

(in millions of euros)	2008	2007
Profit before income tax	298.9	217.8
Elimination of cash flows from financing and investing activities	54.3	36.0
Provisions and other non-cash items	27.6	5.2
Depreciation, amortization and impairment, net	63.2	42.3
Movements in working capital	(62.5)	(10.1)
Income tax paid	(66.1)	(73.9)
Net cash generated from operating activities	**315.4**	**217.3**
Purchases of property, plant and equipment and intangible assets	(88.1)	(51.0)
Proceeds from sales of property, plant and equipment and intangible assets	2.0	1.5
Dividends received	-	1.3
Interest paid	(40.0)	(35.5)
Levered free cash flow	**189.3**	**133.6**

Net cash flow associated with the activity of the Group increased to €315.4 million in 2008 compared to €217.3 million in 2007 (€235.3 million before costs incurred for listing on the stock market), a 45% increase.

At December 31, 2008, the working capital requirement increased to €216.5 million, representing 8.5% of revenue, compared to €149.7 million in 2007 (7.2% of revenue), this increase being attributable to:

- the consolidation of Amdel whose working capital requirement was €11.6 million at December 31, 2008, while the activity was only consolidated in May 2008; and
- an increase in the working capital requirement in relation to the organic scope, associated with an extension of payment periods for clients in France, Spain, Italy and the Middle East.

The levered free cash flow amounted to €189.3 million in 2008 and €133.6 million in 2007, a 42% increase.

Purchases of property, plant and equipment and intangible assets represented 3.5% and 2.5% of the Group's consolidated revenue in 2008 and 2007 respectively, this increase mainly being attributable to:

- investment made in laboratories in the Consumer Products business, particularly under the new regulations relating to toys in the United States (CPSIA) and the European REACH regulations;
- the moving of the Group's head office and some of its activities from La Défense (France) to Neuilly-sur-Seine (France);
- the integration of Amdel whose minerals testing activity has high capital intensity; and
- the acquisition of scanners for the Government Services & International Trade business.

In the 2009 fiscal year, the Group expects to return to a rate of industrial investment closer to its historical average, that is to say around 2.5% of revenue.

The change in the interest paid between financial year 2008 and financial year 2007 mainly stemmed from the following items impacting the cost of the gross borrowings:

- increase in the level of debt: combined impact of external growth operations over the fiscal year (in particular the acquisition of Amdel in Australia) and the distribution of a dividend of €66.2 million in June 2008; and
- cost reduced by the slight reduction in the average level of interest rates over the 2008 fiscal year.

Cash flows from the Group's investing activities

(in millions of euros)	2008	2007
Acquisition of subsidiaries	(318.8)	(209.6)
Proceeds from sales of subsidiaries	-	-
Purchases of property, plant and equipment and intangible assets	(88.1)	(51.0)
Proceeds from sales of property, plant and equipment and intangible assets	2.0	1.5
Acquisition of non-current financial assets	(11.1)	(4.4)
Proceeds from sales of non-current financial assets	3.1	3.3
Dividends received	-	1.3
Other	7.0	(4.8)
NET CASH USED IN INVESTING ACTIVITIES	**(405.9)**	**(263.7)**

The net cash used in the Group's investing activities reflects its growth through acquisitions during the past two financial years. The breakdown of acquisitions made by the Group during financial years 2008 and 2007 can be presented as follows:

(in millions of euros)	2008	2007
Cost of acquired businesses	(312.5)	(238.0)
Cash of acquired companies	(4.0)	(1.6)
Acquisition costs outstanding at December 31	10.0	7.4
Disbursements in respect of earlier acquisitions	(12.3)	(5.5)
Acquisition costs paid in prior years	-	28.1
IMPACT ON CASH FLOW OF ACQUIRED BUSINESSES	**(318.8)**	**(209.6)**

The table below presents the principal acquisitions, all wholly acquired, made in 2008 and 2007:

Entity acquired	Country	Business	Nature of the business
2008			
AMDEL	Australia, New Zealand	Industry/Mining and Minerals/ HSE	Services for mining industries, laboratory testing
CESMEC	Chile, Peru	Industry/Mining and Minerals/ HSE/Construction	Laboratory testing, Inspection
Analytical Solution	Brazil	HSE	Laboratory testing
2007			
ECA	Spain	Construction IVS/HSE/ Industry/Certification	In-service inspection and verification, industry, certification, construction
CCI	Australia, Ukraine	Industry/International Trade	Laboratory testing, certification and technical assistance
AQSR	United States, Canada	Certification	Management systems Certification for automotive, industry, retailing

As in 2007, there was no major disposal in 2008.

Cash flows from the Group's financing activities

(in millions of euros)	2008	2007
Capital increase	3.5	382.3
Capital reduction	-	(152.6)
Purchase/sales of treasury shares	(0.2)	(337.9)
Dividends paid	(66.2)	(107.5)
Increase in borrowings and other debt	803.3	695.1
Repayments of borrowings and other debt	(593.4)	(360.5)
Interest paid	(40.0)	(35.5)
NET CASH GENERATED FROM FINANCING ACTIVITIES	**107.0**	**84.3**

Capital transactions (increase, reduction and purchase of treasury shares)

As a reminder, in 2007, capital operations related to:

- capital increases:
  - €11 million associated with the exercising of stock options by Group employee beneficiaries,
  - €1.1 million in capital and €143.6 million in issue premiums associated with the exercising of 895,100 stock warrants when the Group was listed on the stock market (October 2007),
  - €0.6 million in capital and €192.5 million in issue premiums associated with the exchanging of Winvest 7 shares when the Group was listed on the stock market (October 2007), and
  - €0.1 million in capital and €34.4 million in issue premiums still as part of listing on the stock market and associated with realization of an offer reserved for employees and certain managers;
- a capital reduction by the parent company Bureau Veritas SA via the buyback of shares for €152.6 million, with the par value of €1.1 million deducted from the share capital and €151.5 million from other reserves; and
- a purchase of treasury shares: following its acquisition of the entire share capital of Winvest 7, a company previously owned by Wendel and Bureau Veritas' key management personnel, the Group dissolved Winvest 7 and obtained 8,951,000 Bureau Veritas shares in a full asset transfer (transmission universelle de patrimoine).

In 2008, only the following transaction was carried out:

Increase in capital associated with the exercising of stock options (€3.5 million)

Note that the cancellation of 8 million shares held as treasury shares has not affected the Group's consolidated share capital.

Dividends

In 2008, the Company paid out dividends of €66.2 million for the 2007 fiscal year.

Borrowings

The net of the increases and repayments of borrowings was an increase of €209.9 million during financial year 2008. This increase was associated with the payment of dividends of €66.2 million and the acquisition program, in particular the acquisition of Amdel (Australia), Cesmec (Chile) and Analytical Solutions (Brazil).

Interest paid

The interest paid corresponds, in particular, to interest paid on syndicated financing loans (2006) and on the club deal introduced in October 2007; interest incurred on the US private placement (USPP) introduced in 2008 is payable every six months from January 2009.

Sources of Group financing

In addition to using equity capital, the Group finances its activities principally through the 2006 Syndicated Loan, the 2007 Club Deal and the 2008 Private Placement. Almost all of the Group's financial debt at December 31, 2008 was represented by the 2006 Syndicated Loan taken out on May 22, 2006, the 2007 Club Deal concluded in October 2007 and the 2008 private placement concluded on July 16, 2008.

As of December 31, 2008, the Group's gross debt amounted to €1,061.1 million and was thus primarily comprised of the syndicated loan (€613.6 million), the October 2007 Club Deal (€150 million), the 2008 Private Placement (€257.3 million) and other bank debt (€40.2 million).

The 2008 Private Placement, the features of which are described below, was issued at a fixed rate by Bureau Veritas SA in GBP and USD and swapped at a fixed rate in full in euros with identical maturity dates. The amount entered under loans and borrowings from banks (more than one year) include the 2008 Private Placement as valued on closure of the accounts at December 31, 2008 at €257.3 million. Taking into account the hedging referred to above, the amount of this loan issued through the 2008 Private Placement comes to €248.4 million.

The Group's gross borrowings for 2008 and 2007 were therefore as follows:

(in millions of euros)	2008	2007
Bank borrowings due after 1 year	973.2	735.2
Bank borrowings due within 1 year	79.9	66.2
Bank overdrafts	8.0	8.8
GROSS FINANCIAL DEBT	**1,061.1**	**810.2**

The following table presents cash and cash equivalents for financial years 2008 and 2007 as well as the Group's net debt for these two financial years:

(in millions of euros)	2008	2007
Marketable securities and similar receivables	56.0	20.6
Cash on hand	97.4	122.3
Total cash and cash equivalents	153.4	142.9
Gross financial debt	**1,061.1**	**810.2**
NET FINANCIAL DEBT	**907.7**	**667.3**

The Group's cash on hand is spread amongst over 250 entities located in more than 140 countries. In some countries (particularly Brazil, China and South Korea), the Group's entities are subject to strict currency controls, which make intra-group loans difficult or impossible.

Principal terms of the 2006 Syndicated Loan

The 2006 Syndicated Loan, which is repayable early, in part or in full, without penalty upon maturity of each drawdown by the Group's borrowing entities (either 1, 3 or 6 months), includes two tranches:

- the A Facility (term loan), amortizable, for an initial amount of US$560 million. The A Facility has been completely drawn. An early repayment of US$18 million was carried out in 2006. Because the repaid amounts cannot be borrowed again, the A Facility now amounts to US$542 million. The A Facility has a maturity of and due in seven years, in May 2013; and
- the B Facility (revolving credit facility), a revolving facility of €550 million. The B Facility permits drawings in several currencies. The B Facility will mature in May 2012, with the possibility of a one-year extension.

At December 31, 2008, the key terms of the amounts drawn down under the 2006 Syndicated Loan are set forth in the table below:

Facility	Loan draw downs *(in millions of euros)*	Currency	Amortization
A (amortizable)	265.1	USD	Half yearly
	17.9	EUR	
B (revolving)	295	EUR	Upon maturity
	35.7	GBP	

Early redemption for all amounts borrowed is mandatory in the event of:

- a change in control, particularly if following the Company's stock exchange listing, the principal shareholder, the Wendel group, came to hold directly or indirectly less than a third of the capital and voting rights;
- sale of all or a substantial portion of the Group's assets; or
- failure to comply with the covenants set forth under the Loan agreement, particularly with respect to the ratios described below.

The 2006 Syndicated Loan requires compliance with certain financial covenants and ratios. As of December 31, 2008, all the conditions were met by the Group. The financial covenants can be summarized as follows:

- the *Interest Cover* ratio must be greater than 5.5 and represents consolidated EBITDA (earnings before interest, tax, amortization and provisions) for the preceding 12 months adjusted for any acquired entity, divided by the Group's net financial interest. At December 31, 2008 this ratio was 8.84; and
- the *Leverage Ratio* must be less than 3. The *Leverage Ratio* is defined as the ratio of consolidated net debt, divided by adjusted EBITDA for the last 12 months. At December 31, 2008, the Leverage Ratio was 1.89.

The 2006 Syndicated Loan also includes default clauses. The main default clauses are standard for a syndicated financing and include clauses limiting the Group's ability to pledge its assets, carry out merger or restructuring operations or take out loans outside the syndicated credit facility.

The agreement includes total and partial mandatory early redemption clauses in the event of a default on payment of amounts due under the Loan, non-compliance with the financial ratios described above or other events which may have a significant adverse effect on the payment obligations of the Group's borrowing entities.

The 2006 Syndicated Loan also provides that funds made available under the B Facility cannot be used to finance external growth transactions except under certain conditions. The B Facility can only be used to finance an acquisition by the Company or one of its subsidiaries:

- with the agreement of the members of the bank syndicate; or
- if the target acquisition is a "*Permitted Acquisition*" (defined under the credit agreement as any company whose business is similar or complementary to the Company's business, that is (i) not subject to a class action and (ii) to the extent that the acquisition represents a cost of over €50 million, not likely to bring about non-compliance with the financial ratios described above).

At December 31, 2008, the Group was not in default under the 2006 Syndicated Loan.

The amounts borrowed carry interest at a rate determined by the sum of the market rate and the applicable margin. The market rate is Libor (*London Inter-Bank offered rate*) for the corresponding currency, when the funds borrowed are in currencies other than the euro, or Euribor (*European Inter-bank offered rate*), when the funds made available are in euros.

The margins under the 2006 Syndicated Loan vary from 0.25% to 0.50% according to the *Leverage Ratio* defined above, in line with the following grid:

Leverage Ratio	**Margin** *(in basis points)*
2.5 ≤ L < 3	50
2.0 ≤ L < 2.5	40
1.5 ≤ L < 2	32.5
L < 1.5	25

Principal terms of the 2007 Club Deal

The 2007 Club Deal has been 100% drawn down for €150 million and matures in October 2013. The terms of the 2007 Club Deal are the same in all respects as those of the 2006 Syndicated Loan, except for the margin grid which is as follows:

Leverage Ratio	**Margin** *(in basis points)*
2.5 ≤ L < 3	57.5
2.0 ≤ L < 2.5	47.5
1.5 ≤ L < 2	40
L < 1.5	32.5

Principal terms of the 2008 Private Placement

On July 16, 2008, the Group introduced a private placement in the United States ("2008 Private Placement") for €248.4 million. This issue was carried out in the form of four senior notes repayable on maturity, drawn up in US dollars and pounds sterling and was transformed in full to euros on issue by using USD/EUR and GBP/EUR exchange rate swaps. After hedging, the issue represented €127.6 million at the maturity date of July 2018 and €120.8 million at the maturity date of July 2020, that is to say a total of €248.4 million.

The 2008 Private Placement has been 100% drawn down. Interest is paid every six months. The features of the 2008 Private Placement are exactly the same as those of the Syndicated Loan apart from the "*leverage ratio*", which has to remain below 3.25.

Other debt

The Group's principal debt other than the syndicated loan includes:

- a loan for Bureau Veritas Italy S.p.A, a 100% owned subsidiary of the Company, entered into in July 2006 with the Banca Intesa, for an amount of €10 million. This loan is amortizable with two payments of €1 million per year, and matures on July 24, 2011. The amount still to be amortized at December 31, 2008 was €6 million;
- a loan for Bivac Scan Ivory Coast, entered into in June 2004 with a pool of local banks to finance the acquisition of a scanner, for an amount equivalent to €5.5 million. The amount still to be amortized at December 31, 2008 was equivalent to €1.6 million; and

- a loan for Bureau Veritas Mali, taken out in August 2007 with a local bank in order to finance the acquisition of equipment (scanners) for a maximum sum equivalent to €10 million. The amount used and owed at December 31, 2008 was equivalent to €8.8 million.

Other commitments

Off-balance sheet commitments include adjustments and increases in acquisition prices, rental agreement commitments and guarantees and pledges. The table below sets forth a summary of the guarantees, pledges and operating lease commitments in 2008 and 2007:

(in millions of euros)	2008	2007
Guarantees and pledges	98.5	77.7
Operating lease commitments	293.4	123.2

Contingent purchase price consideration

At the date of this document, there is no significant off-balance sheet commitment relating to external growth (such as contingent purchase price consideration).

Operating lease commitments

The Group rents offices (notably its headquarters at Neuilly-sur-Seine), laboratories and equipment under cancellable or non-cancellable operating lease agreements that may or may not be terminated. These agreements are for variable terms and include in some cases indexation and renewal clauses. The table below sets forth in detail total future aggregate minimum lease payments (excluding the rental charges) under non-cancellable operating leases:

(in millions of euros)	2008	2007
Less than one year	66.8	33.1
Between one and five years	149.3	72.4
More than five years	77.3	17.7
Future minimum lease payments	**293.4**	**123.2**

Guarantees and pledges

Guarantees and pledges granted during 2008 and 2007 are summarized below:

(in millions of euros)	2008	2007
Less than one year	36.6	35.5
Between one and five years	49.0	31.5
More than five years	12.9	10.7
TOTAL	**98.5**	**77.7**

Guarantees and pledges include bank guarantees and parent company guarantees:

- bank guarantees: these essentially include bid bonds as well as performance bonds, with none yet called at the time of this reference document. Bid bonds enable the beneficiary to protect itself in the event of a withdrawal of a commercial offer, a refusal to sign a contract or a failure to provide the guarantees requested. Performance bonds guarantee the buyer that the Group will meet its contractual obligations as provided under contract. Performance bonds are usually issued for a percentage (in the order of 10%) of the value of the contract; and
- parent company guarantees: these guarantees concern mainly guarantees granted by the parent company to financial institutions to cover financial pledges given by the financial institutions in connection with the Group's business activities, and rental payment guarantees. By granting guarantees for rental payments, the parent company undertakes to pay rent to the lessor in the event of default by the subsidiary concerned.

At December 31, 2008 and 2007, the Group believed that the risk of payment under the guarantees described above was low. As a result, no provision was recorded.

At December 31, 2008, the guarantees and pledges granted by the Group were as follows:

(in millions of euros)	2008
Bank guarantees	67.9
Parent company guarantees	30.6
TOTAL	**98.5**

The presentation of off-balance sheet commitments in this document does not omit any significant off-balance sheet commitment, in accordance with the applicable accounting standards.

Sources of financing anticipated for future investments

The Group estimates that its financing needs for operations will be fully met by its cash generated from operating activities. To finance its acquisitions the Group possesses significant available financing resources provided essentially under the 2006 Syndicated Loan, whose terms are summarized in this document. These resources can be made available rapidly.

At December 31, 2008, €219.3 million of the 2006 Syndicated Loan had not been drawn down.

3.6. Outlook

The trends and objectives presented in this section are based on data, assumptions and estimates considered to be reasonable by the Group's management. The data, assumptions and estimates may change as a result of uncertainties related principally to the economic, financial, accounting, competitive and regulatory environment, or as a result of other factors unknown to the Group on the date of this reference document. In addition, the occurrence of certain risks described in the Risk Factors section in Chapter I – Presentation of the Group could affect the Group's business, financial condition, results of operations and ability to reach its objectives, including in connection with acquisitions.

3.6.1. Outlook

By 2011, and excluding any further deterioration of the economic environment, the Group's objective is to double its revenue as compared to 2006, on the basis of an average organic growth rate of approximately 8% per year and the continuation of the Group's external growth strategy, representing an average annual contribution to revenue growth of around 7%.

Based on the above and in the absence of a deterioration in economic conditions, the Group has set the following goals:

- growth in adjusted operating margin of approximately 150 basis points over the period, excluding the impact of acquisitions (at constant scope of consolidation);
- average annual growth over the period in the adjusted attributable net profit (excluding non-recurring items) of 15% to 20%;
- maintain the level of capital expenditure at approximately 2.5% of the Group's consolidated revenue, in line with the Group's historic pattern; and
- an annual dividend distribution policy of approximately one-third of adjusted attributable net profit.

3.6.2. Trends for the 2009 fiscal year

Although it is difficult to make predictions in the current economic environment, the business of Bureau Veritas should continue to grow in 2009, albeit at a slower rate than in 2008. The Group's aim is to maintain its operating margin. It should be remembered that the Group's robustness is linked with the regulatory and periodic nature of most of its activities, the diversity of its business portfolio and the existence of structural growth factors such as the increase in the number of regulations and the privatization and externalization of control and inspection operations.

3.7. QHSE Policy (Quality, Health, Safety, and Environment)

3.7.1. Presentation

Quality, Health, Safety & Environment (QHSE) are an integral part of the Group's businesses and corporate culture. Bureau Veritas offers its customers a range of services enabling them better to meet the growing demands of the markets and of the public authorities in relation to the controlling of risks associated with working conditions and the safety of employees and users. These risks also include the environmental impact and the quality or non-quality of activities, services and products offered to the market. Carrying out 80% of its activities at the premises of its customers, the main impact of the Group's activities is primarily noticeable outside the Group through the continual improvement in the QHSE performance of its customers.

The main aim of Bureau Veritas, world leader in certification and compliance assessment services in the fields of quality, health, safety, environment and social responsibility - QHSE, is to develop solutions that are innovative, effective and adaptable to all of its customers so that it can provide them with the tools and means for ensuring continual improvement of their QHSE programs.

Bureau Veritas wants to base its development on a set of values and principles centred around an ethical commitment and social responsibility in all areas of its business. It therefore undertakes to use best practices and improvements recommended elsewhere to produce an exemplary QHSE profile.

The Group's QHSE commitment applies at all levels in the hierarchy and is shared by all, with the participation and support of an internal network of QHSE professionals. The QHSE certifications obtained by Bureau Veritas and the action plans put in place are testament to the seriousness of this commitment, adherence to which is monitored using relevant global indicators.

As part of its 180th-year celebrations, Bureau Veritas was an official partner of the third Global Earth forum held at the premises of Unesco in Paris on the weekend of October 18-19, 2008, with the key topic "Reinventing progress".

http://www.universitedelaterre.com/

3.7.2. Internal organization

Bureau Veritas uses the following organizational structure in order to adhere to its QHSE commitment:

- Chief Quality and HSE Officer and a QHSE Group team;
- QHSE managers for the following operational businesses: Industry & Facilities (consisting of the Industry, Construction, Certification, In-Service Inspection & Verification and Health, Safety & Environment businesses), Marine, Consumer Products and Government Services & International Trade;
- a network of approximately 30 regional correspondents supporting actions taken across the network.

The QHSE LG (Quality, Health, Safety and Environment Leadership Group) made up of the QHSE managers of the various businesses and the regional correspondents is led and chaired by the Chief Quality and HSE Officer. It has the following main objectives:

- defining and reviewing quality policy and performance criteria;
- monitoring action plans; and
- sharing good practices.

3.7.3. Communication

All QHSE initiatives require regular internal communication either in the form of a monthly newsletter (BVNews) or by displaying documents, presentations and good practices in a dedicated section of the Group's business portal.

The commitment shown by Bureau Veritas toward QHSE, the details of this approach and the results achieved are published on the Group's website (www.bureauveritas.com) and in official documents such as the Reference Document (Management Board Report) or the Annual Report.

When calls for tender are made for major contracts, customers of Bureau Veritas can access this same information and further specific details (risk analysis, training given to staff, instructions, QHSE insurance plan in relation to projects).

3.7.4. Quality

THE QUALITY COMMITMENT

Through its Quality Statement, the Group undertakes to ensure quality in all its activities. Adhering to this commitment relies on the involvement of operational managers who receive support from the QHSE network at a business, regional and national level. The Quality process is based on the Bureau Veritas operating model which involves four main steps:

- setting priorities and implementing an action plan;
- increasing the skills of the networks through training and support;
- monitoring progress made using indicators and identifying gaps; and
- sustaining progress by means of internal and external audits.

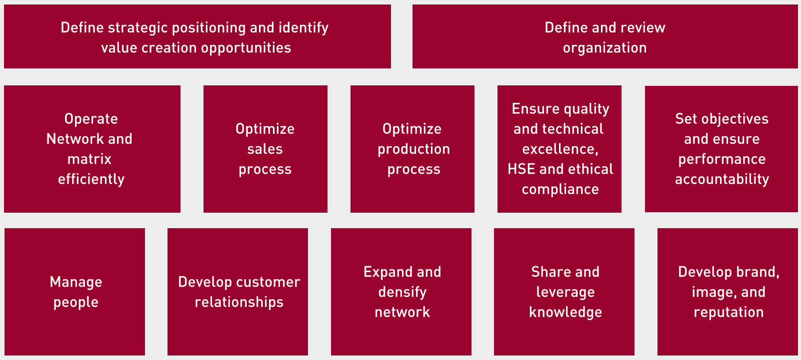
The Group has a Quality Manual approved by the Chairman of the Management Board specifying the methods of implementing the Quality Statement.

CERTIFICATION

Bureau Veritas has had quality management system certification (ISO 9001) since 1996. This certification is issued by an independent and internationally recognized body that carries out the annual operational audit of all of the Group's businesses across 25 countries (with the sole exception of the Certification business). This program is implemented in accordance with the Bureau Veritas business model. All acquisitions made by the Group are integrated into this program as part of their process of integration.

The Bureau Veritas Business Model

- structures the diagnoses and action plans according to the various fields
- is shared by all managers in the Group
- allows good practices to be identified



QUALITY INDICATORS

Key Performance Indicators (KPIs) are monitored at business, regional and national level and then consolidated by the Group. These indicators are as follows:

Quality KPIs	Unit	2007	2008	Objectives
Customer Satisfaction Index	Satisfaction level (%)	87%	89%	95%
Customer complaints	Closing time	Not tracked	50 days	30 days
Supervision of inspectors	Frequency	4.5 years	3 years	3-year cycle
QHSE training for new employees	Number	Not tracked	70%	100% during the first year
Internal Quality Audits	Number	318	300	3-year cycle
Certification – non-conformities	Number	3	3	Zero
Certification – good practices	Number	62	27	Available on Internal Bureau Veritas Portal
Certification – integration of new acquisitions (ISO 9001)	Time	20 months	15 months	18 months maximum after acquisition

2008 ACHIEVEMENTS

In 2008, the main performance aims and indicators set by the Group were monitored. As part of its Quality commitment, all existing processes were reinforced, in particular:

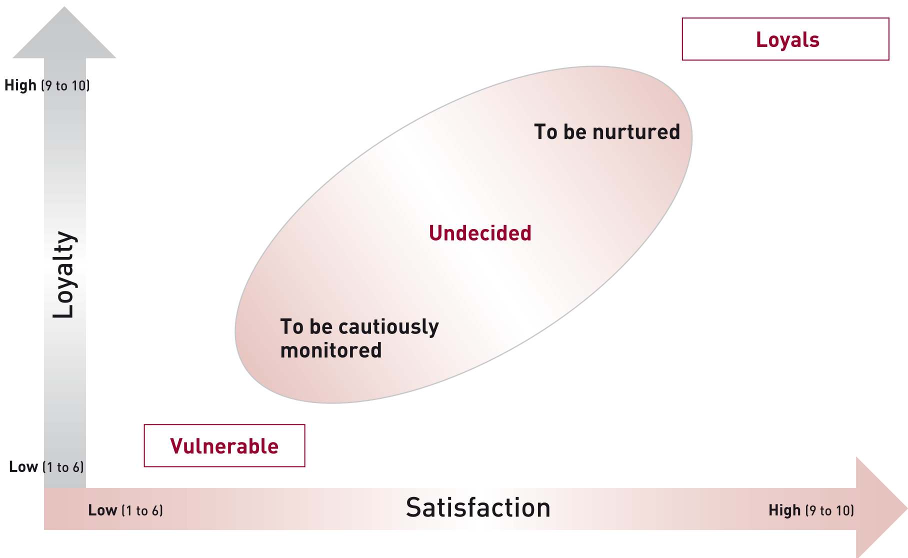
- management of customer satisfaction: customer satisfaction surveys have been carried out by the Group's Quality department in 15 countries. The good practices identified have enabled a customer satisfaction management guide to be drawn up. 120 customers were interviewed in 2008. The responses given highlighted various areas such as increasing customer loyalty and identifying opportunities for cross-selling;

Customer Satisfaction Guide: "Acting swiftly to attract and retain our clients!"

- drawn up on the basis of good practices from 15 countries
- proposes a target process and tools by customer type (Key Account, mass market)
- makes it possible to identify anticipated means of improvement, to manage the criteria for improving customer loyalty more effectively and to develop opportunities for cross-selling

STEPS AND TOOLS

LOYALTY MATRIX



- management of complaints: this process remains one of the priorities in terms of providing tools for customer relationship management and monitoring the "closing time" performance indicator;
- management of qualifications: a Group monitoring tool (BV Qualif) has been developed in order to meet the higher demands of customers and authorities with regard to the qualifications of inspectors and auditors. This tool was being used by 20 countries in the network at the end of 2008;

Management of Qualifications: "BVQualif" is now the benchmark tool. It:

- manages the processes of allocation and maintenance
- constitutes a database of expert knowledge
- makes it possible to reinforce scheduling rules

COUNTRIES USING BVQUALIF

- integration of new staff: a special effort has been made in relation to recent acquisitions, particularly CCI. All members of staff of the companies acquired have been trained. Five new QHSE correspondents have been appointed; and
- to supplement ISO 9001 certification, internal audits are carried out by the local entities and by the Group QHSE department. These processes ensure that the commitment is met and that the Quality management system continues to improve. Approximately 300 audits were carried out within the Group in 2008.

The processes of reporting, support and communication have also been improved. Adherence to the Group's Quality commitment is now the subject of quarterly reports submitted to its Executive Committee.

GOALS FOR 2009

In 2009, Bureau Veritas will focus on sustaining and improving existing processes, paying particular attention to the following areas:

- customer satisfaction: assistance in implementing the customer satisfaction management guide will be reinforced by carrying out systematic surveys;
- reinforcing the organization and development of synergies between the functions of Technical Management, QHSE and Risk Management;
- the cost of non - quality: pilot projects relating to the assessment of the cost of non - quality and minimizing it will be carried out.

3.7.5. Health, Safety and Environment

THE HSE COMMITMENT

In 2007, Bureau Veritas reviewed its HSE Statement setting out the Group's policy on health, occupational safety and environment. This statement, available on the website (www.bureauveritas.com), contains the following commitments:

- to protect the health and safety of our employees, visitors, subcontractors and customers;
- to evaluate the risk of our operations and activities and develop appropriate action plans;
- to reduce our environmental footprint through the introduction of sustainable growth initiatives minimizing the use of resources and waste;
- to inform our employees about HSE issues and concerns;
- to ensure that our HSE management processes and programs are proactive and transparent and reflect the requirements of this commitment; and
- to provide the tools, internal resources and HSE training required to set up HSE management systems.

The Bureau Veritas HSE manual was published on the internal portal in 2008. It contains the key elements on health, safety and environment applicable in the Group.

Developed with the assistance of members of the QHSE network, policies specify requirements in relation to the following identified priority areas:

- HSE roles and responsibilities;
- confined space entry;
- working at height;
- ionizing radiations;
- personal protection equipment; and
- driving.

Compliance with these general policies is mandatory, but each entity can draw up its own policy as long as it meets the Group's minimum requirements. These policies do not apply exclusively to employees of the Group but also include activities carried out by subcontractors working under contract with Bureau Veritas.

The main countries had already implemented these policies at the end of 2008. In 2009, internal HSE audits and reviews will be carried out in order to check that they have been implemented correctly.

OCCUPATIONAL HEALTH AND SAFETY

In 2008, the Bureau Veritas Group invested approximately 250 thousand euros in occupational health and safety actions. Thanks to this investment it has been possible to develop initiatives such as "Defensive driving awareness" and the "Ionizing radiation" control program.

Certification

Although obtaining OHSAS 18001 certification is not yet imperative, entities in the Group are being strongly encouraged to develop environment management systems that meet international standards.

The Spanish company ECA acquired at the end of 2007 hold the OHSAS certification for the majority of its activities, representing more than 1,500 people across sixty or so sites. Bureau Veritas Brazil and the main businesses in Australia have also undertaken to obtain OHSAS certification in 2009. New candidates for OHSAS certification by 2010 have already come forward (Chile, Italy, Portugal, the recent Australian acquisition Amdel), which will increase OHSAS coverage to over 40% of Bureau Veritas staff.

In France, Bureau Veritas is continuing with its initiatives designed to obtain Corporate Safety Improvement Manual - MASE (*Manuel d'Amélioration Sécurité des Entreprises*) certification for all its sites in 2009.

Health and safety indicators

In addition to the monitoring required according to the regulations in certain countries, Bureau Veritas began, at the end of 2006, monitoring health and safety indicators in each country in which it operates. These indicators, submitted to the Executive Committee every quarter, are as follows:

- LTR (Lost Time Rate). work stoppages rate. This is equivalent to the number of accidents per 100 employees.

$$LTR = \frac{\text{Number of accidents with lost time} \times 200{,}000}{\text{Number of hours worked}}$$

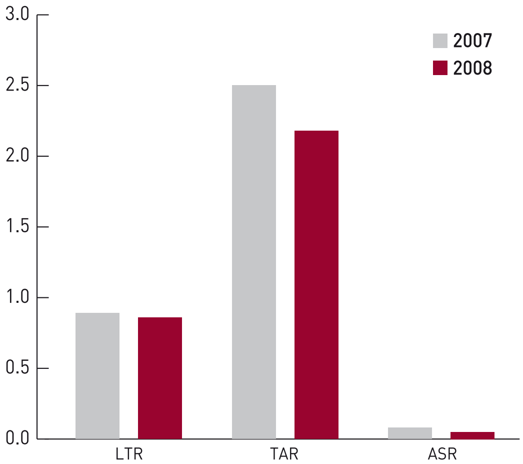
- TAR (Total Accident Rate): frequency rate for all type of accident.

$$TAR = \frac{\text{Number of accidents with and without lost time} \times 200{,}000}{\text{Number of hours worked}}$$

- ASR (Accident Severity Rate). This is equivalent to the number of days lost in a 6-month reference period.

$$ASR = \frac{\text{Number of days lost} \times 1{,}000}{\text{Number of hours worked}}$$

The graph below shows the change in the main indicators between 2007 and 2008:



Main initiatives launched in 2008

Defensive driving awareness

As driving is one of the main causes of work related accidents, the Group has launched a defensive driving program. The initial pilot phase of this project was carried out in 2008 at a cost of 40,000 euros and enabled an assessment of the behavior of 1,500 drivers in 5 pilot countries. Following this initial assessment, a training phase will be organized in 2009 and will make it possible to address the priorities identified, for example people driving more than 50,000 km a year or drivers not having been trained in defensive driving. This program will be extended in 2009 to include other countries such as Australia, Brazil and Spain.

Ionizing Radiations

Increasing control of services requiring the use of equipment emitting ionizing radiations is another of the Group's priorities. The policy and the procedure clarifying the Group's requirements in this area were reviewed in 2008. A Group steering committee has been set up to manage the program aimed at reducing the associated risk. In this respect, internal experts spent 25 days carrying out audits in 2008.

ENVIRONMENT

The Group's aim of reducing its environmental footprint and minimizing the use of resources and production of waste is embodied in a number of specific projects.

The main environmental aims for 2008 were as follows:

- to introduce programs to reduce the consumption of paper and energy in the 10 largest countries where the Group has premises;
- to make the Group's head office a benchmark recognized for its management of paper and energy consumption; and
- to increase awareness and develop action plans for environmental priorities such as transport and the consumption of energy and paper.

As a result, in 2008, 200,000 euros was invested in developing specific actions such as the introduction of an environment management system in the United Kingdom (ISO 14001) and the development of the IPSO FACTO scheme for protection of the environment at the Group's head office in France. This action also includes development of a tool to measure the Group's carbon footprint, the actual rollout of which is scheduled for 2009.

Certification

Bureau Veritas is strongly encouraging its entities to develop environment management systems that meet international standards in response to the growing demands of the market. In September 2008, Bureau Veritas UK obtained ISO 14001 certification for its main sites; the Spanish company ECA, which has been integrated into Bureau Veritas since October 2007, is also ISO 14001 certified, which represents 12% of the Group's staff overall.

The extension of this certification in 2009 to include all Bureau Veritas entities in Spain, Brazil and Australia has already started. Portugal, Chile, Italy, France and Australia are planning to obtain this certification in 2010.

By 2010, nearly half of the Group's staff will be certified according to ISO 14001.

Main initiatives introduced in 2008

Energy & Waste

The pilot initiative launched by Bureau Veritas in 2007 to reduce the consumption of energy, paper and water and the quantity of waste generated was initially rolled out across 15 pilot sites. In 2008, the offices in Spain and the laboratories of the Consumer Products business joined this program. At the end of 2008, 12,000 employees, spread across more than 20 countries and 4 continents, were participating in this initiative. The rollout of this initiative throughout Bureau Veritas is scheduled for 2010, which will make a significant contribution to extending ISO 14001 certification within the Group.

The main aims of this project are as follows:

- a reduction in energy consumption of 10% compared to 2007;
- a reduction in water consumption of 10% compared to 2007; and
- a reduction in paper consumption of 15% compared to 2007.

Indicators

A report is consolidated every six months to enable monitoring of the corresponding indicators. Consumption in the first half of 2008 extrapolated for the whole of 2008 gives the following figures:

Energy	Water	Paper
Usage MWh/year/person	Usage tons/year/person	Usage Kg/year/person
3.4	18.5	66

To reduce the consumption of energy, water and paper, various actions were introduced in 2008 focusing either on encouragement (information campaigns etc.) or changing behavior (regulated watering, controlling indoor temperatures, optimized lighting, compulsory printing in black and white and on both sides of the page, solar panels, etc.).

▶ Solar panel installed on the roof of the laboratory in Shanghai (2008):

- surface area of 220 sqm
- installation cost = US$ 25k
- daily supply of 15 m3 of water at 50°C
- 40% reduction in annual energy consumption
- return on investment in 2 years

▶ 2008 goals for the office in Toulouse (France Zone)

- electricity: 10% reduction in KW/h in 2008
- water: 10% reduction in m3 in 2008
- paper: 15% reduction in consumption
- petrol: 5% reduction in consumption in liters per kilometer travelled and training in eco-driving
- waste: 100% of paper and card recycled

Carbon footprint

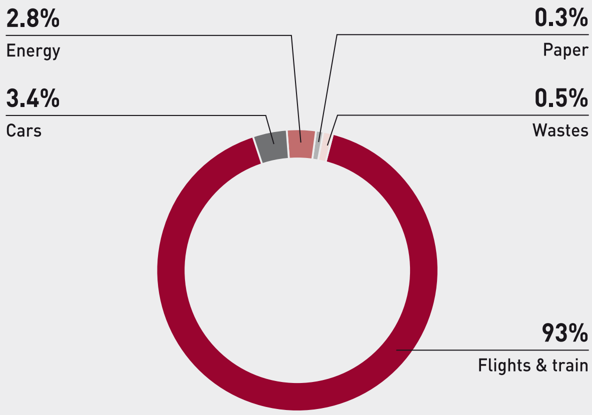
To measure the level of CO_2 emissions and make it possible subsequently to ensure the effectiveness of improvement action plans, a carbon footprint measurement tool has been developed by experts within the Group. This tool will be finalized at the beginning of 2009 after conducting tests *in situ*. It will first be rolled out at 15 pilot agencies, then more widely at Group level.

Bureau Veritas has also developed a scheme called IPSO-FACTO which structures the steps of measuring and introducing actions: IPSO, for Identification of Safety Practices used by Operators *(Identification des Pratiques de Sécurité par les Opérateurs*); FACTO, for Commissioning Audits of Actual Behavior of Operators *(Faire Auditer le Comportement Terrain des Opérateurs*). This scheme was carried out at the Group's head office in the Paris region.

IPSO FACTO at the head office in Neuilly (France)

- 5 main sources of CO^2 emissions identified
- 4 working groups set up to specify potential areas of improvement
- in 2009: selection and introduction of actions and associated indicators (700 people involved)

CARBON FOOTPRINT OF THE HEAD OFFICE



Purchasing policy

In 2008, 12 countries in the Group (France, Spain, United Kingdom, Germany, Italy, Netherlands, Czech Republic, United States, Canada, China, Japan and Australia) were integrated into a centralized reporting system so that expenditure on "ecological" paper goods could be managed. Over the whole of 2008, nearly 30% in terms of value of paper goods purchased by the Group in these countries were considered to be "ecological", in other words either made using recycled materials or materials that did not cause any harm to the environment, or designed to facilitate component recycling processes (such as printing cartridges).

A common approach to both the purchasing department and the QHSE department was initiated in 2008. It aims to define and introduce ecological reporting on other purchasing categories: travel, the fleet of company vehicles and printing.

E-learning

E-learning tools have been developed to support the HSE approach. Because of the flexibility of these modules (accessible 24 h a day, rate of progress appropriate to each individual, etc.), a wider public may be reached without any environmental impact associated with travel.

So far, only the Group's global themes (energy and waste in 2008) have been addressed. Other modules will be developed in 2009. In parallel with the Group's initiative, other e-learning platforms and modules are being developed at a local level to meet specific needs.

SUMMARY OF GOALS AND TARGETS IN 2008. NEW GOALS FOR 2009

Target	Deadline	Status	Comments
QUALITY			
Reduce closing time for customer complaints to less than 30 days	2008	In progress	
Supervise inspectors on site according to a maximum 3-year cycle	2008	Completed	This cycle may be reduced depending on local demands, customers or authorities.
Roll out the Group qualification management tool in pilot countries for international services	2008	Completed	Industry & Facilities division
Roll out customer satisfaction management indicators in the main countries	2010	New	A Management Guide for managers has been available since October 2008
Integrate new acquisitions into the Group certification program within 18 months	2010	In progress	Quality Management (ISO 9001: 2000)
Train all new recruits in QHSE fundamentals	2009	In progress	As part of integration plans
Audit operating entities on QHSE management	2010	In progress	Process under the responsibility of the Businesses. Maximum 3-year cycle
HEALTH AND SAFETY			
Ensure the quality and reliability of information on health performance for 100% Bureau Veritas agencies throughout the world	2009	New	
Reduce the number of accidents with stoppages by 30% compared to 2007	2010	In progress	
Reduce the total number of accidents by 20% compared to 2007	2010	In progress	
ENVIRONMENT			
Implement programs to reduce the consumption of paper and energy in the 10 largest countries	2008	Completed	
Make the head office recognized as a benchmark by Bureau Veritas for its paper and energy consumption management	2008	In progress	Extended to 2009 owing to move
Reach initial consumption reduction objectives at original perimeter	2009	New	(-10% paper, -15% energy, -10% water)
Roll out programs to reduce the consumption of paper and energy throughout the Group	2010	New	Will be extended to all the main countries
Develop a tool to measure the Group's carbon footprint	2009	New	Will be extended to 15 pilots
HEALTH, SAFETY AND ENVIRONMENT			
Raise awareness and develop action plans in relation to the 5 priorities identified	2008	Completed	Programs concerning driving, ionizing radiations and energy & waste.
Reinforce action plans and raise awareness, sustain the HSE approach	2009	New	

Completed In progress New

3
MANAGEMENT BOARD'S MANAGEMENT REPORT ON THE COMPANY AND ON THE GROUP

3.8. Human Resources

3.8.1. Number and distribution of employees

As of December 31, 2008, the Group had 40,053 employees across 140 countries, compared to 33,018 employees as of December 31, 2007. This 21% increase in employee numbers is down to the integration of the staff of acquired companies (in particular 1,200 employed at Amdel and 950 employed at Cesmec) and to Group growth.

On a global level, employees are made up of 64% men and 36% women, and divided into operational functions (inspectors, auditors, experts, business developers, etc.) and support functions (technical, finance, IT, human resources, etc.).

The large majority of employees have a contract (92% of the total workforce), including in countries where there is no legal obligation to provide one. 78% of staff have open-ended contracts, 22% having a fixed-term or equivalent contract (with a term of less than 12 months).

The table below shows the change in Group employees as of December 31, 2008 and 2007, by geographic zone and function.

	Number of employees at December 31,	
	2008	**2007**
TOTAL STAFF	**40,053**	**33,018**
By geographic zone		
France	7,442	7,172
EMEA[a]	11,262	10,818
Asia-Pacific	13,380	9,643
Americas	7,969	5,385
By function		
Operational functions	29,063	22,889
Support functions	10,990	10,129

(a) The EMEA zone includes Europe, the Middle East and Africa.

Bureau Veritas took on nearly 10,500 new staff around the world in 2008.

At Group level, the rate of voluntary departure (resignations) was around 14% in 2008. The highest rates recorded are in Asia and the Middle East due to the very strong demand for qualified personnel. In France, the Group benefits from the image and reputation of the name Bureau Veritas, which helps maintain employee stability (the rate of voluntary departure is around 4%).

Information on employees at the Bureau Veritas SA parent company

As of December 31, 2008, the Company had 6,560 employees (4,259 men and 2,301 women), compared to 6,419 employees as of December 31, 2007, namely an increase of over 2% between 2007 and 2008.

In 2008, there were 961 new hires, with 301 fixed-term contracts and 660 open-ended contracts. 79 people were made redundant.

In 2008, the voluntary departure rate (resignations) stood at 4.58%.

In addition, 9,586 overtime hours were recognized in 2008, representing an amount of €105,486. The Company's outside workforce amounted to 82 employees.

The Company's Social Audit is available from the registered office upon request.

3.8.2. A Human Resources policy to serve the Group's strategy

The Group's human resources policy is determined and led by the Human Resources department, consisting of a central "Corporate" function with around twenty trade experts and a network of around 300 professionals across all continents.

In 2007, the Group acquired an information system designed for human resources (PeopleSoft RH), which is now used for all of the Group's 1,800 managers and for all Bureau Veritas employees in France and China. At present, PeopleSoft RH therefore covers 29% of the Group's total workforce and is still being rolled out in countries where most staff are based (Australia and Eastern and Northern Europe are particular aims for 2009). This tool, as well as allowing better management of personal data and employment data, facilitates certain HR processes, in particular career management (performance reviews, career committee, identification and monitoring of talent, etc.), a priority for Bureau Veritas.

Given the sharp rise in the number of employees and the growth strategy of the Bureau Veritas Group, the human resources department is being strengthened on three levels: career management and development, specialization of human resource activities, audit and operational support. The goal is to deal with the major HR challenges of Bureau Veritas: increase the impact and productivity of the department, develop, attract and retain talent, manage skills on the offerings and businesses of the future.

EXPERTS THAT FOCUS ON CLIENTS AND SERVICES

The Group's business has historically been a public service mission (for example, in connection with the Spinetta Law, regulatory verification, ship classification). Nevertheless, the Group has developed activities that benefit its clients by: encouraging a corporate culture oriented toward the client, building and offering a richer array of services, and moving from a reactive to a proactive development approach. The Group currently presents itself as much as a technical expert as a service company offering Business to Business products and services. In its business sector, the Group believes it is one of the first players to have established dedicated sales forces and a developed marketing team.

A CULTURE OF PROFITABILITY AND CONTROL OVER EXPENSES

The Group's growth over the last ten years is also due to the finance function (such as accounting, management control and auditing) and the fact that all operational management is fully responsible for their profit centers. The budget process is central in this organization. Management, including operational management, have a portion of their compensation based on the operating profit of the Group. In addition, the Group exercises strict control over accounting and operating expenses.

AN ORGANIZATION BASED ON TRAINING AND KNOWLEDGE MANAGEMENT

The Group is constantly concerned about maintaining and developing the knowledge of its experts (such as through training tools, qualifications processes, knowledge sharing tools). The Group's *knowledge management* process has led to the establishment of communities of experts in support of operational teams. This makes it possible to share best practices and be able to respond in each entity with the same level of quality to clients' global needs. One hundred practice communities have been created to bring thousands of specialists and experts into contact. A collective site created on the Group's intranet portal, combined with a powerful search engine, facilitates the sharing of documents and experience and skill refreshing at Bureau Veritas.

Within the Group, the integration program is systematically used for each new hire, regardless of their professional level or group. Organized in sessions to bring different backgrounds together, the program facilitates knowledge sharing and an understanding of the Group's organization and businesses.

For operational personnel, the Group emphasizes training on the ground. Technical training usually satisfies qualification standards, and qualification is controlled by the Group's technical departments (Industry & Facilities and Marine) and audited by independent authorities (COFRAC, IACS).

In addition, the Group created a company university in July 2005, the BV Academy, which offers training to all Group managers. This initiative includes programs to bring together the skills of management with respect to major issues facing Bureau Veritas, and programs for developing managerial and leadership skills. An initial program to focus the Group's principal managers on the issue of "organic growth" was held in 2006: 300 managers were thus trained during six sessions. The program was then transferred locally to share the training at all levels of the organization.

A GENUINE DESIRE TO MANAGE THE PERFORMANCE AND CAREERS OF EMPLOYEES

All of the Group's 1,800 managers have at least one annual appraisal (called the "PMP") which gives them an opportunity to discuss the achievement of targets set and to define targets for the coming year. It is also a chance to document their strengths and areas for improvement, to review the training that has been provided, to define all development needs of any kind and to look at geographical or functional mobility aspirations.

In addition to this system run by DRH Corporate for managers, 78% of employees in 2008 (that is to say more than 30,000 people around the world) also had at least one annual meeting run by local Human Resources departments. For example, in France, annual meetings are held for all staff (since 2003). They are the subject of an internal memo and a specific medium making it possible to assess the employee's performance, his ability to act in accordance with the Group's values and his mobility aspirations and to establish the need for an individualized development plan. The use of this medium, and the systematic internal advertising of posts to be filled on the Intranet, made it possible to fill, in 2007, 167 out of 804 vacant posts through internal mobility (around 21%) and to fill, in 2008, 212 out of 660 vacant posts through internal mobility (around 32%).

In addition to these programs, DRH Corporate introduced, in 2006, career committees referred to as "*Leadership Reviews*", in which managers are assessed collectively by their respective managers (rather than individually as in the annual appraisal). This measures the ability of employees to develop over the short and medium term, the most promising employees forming a priority pool for any recruitment within the Group. The stated aim is to fill two thirds of vacant posts internally and to provide any manager who has been assessed as capable with professional development within 18 months.

In addition, Bureau Veritas is in the process of mapping all types of jobs existing in its organizations, describing them in terms of tasks and skills required and putting them on a standard scale of complexity (or "*banding*") showing mobility bridges. The development of this tool, initiated for managers in 2006 and ended in 2008, is to be rolled out in 2009-2010 for all staff in the main countries where Bureau Veritas operates. The aim is to form a base for the management of human resources:

- the description of the types of job serves as a basis for discussion between the manager and the employee at the annual appraisal;
- it makes it possible to draw comparisons between skills possessed and skills required in order to find individualized solutions in terms of training;
- in terms of remuneration policy, it makes it possible to establish averages for each type of job and by banding within this type of job. Comparing individual situations with these averages on the basis of similar samples provides a manager with useful information so that he can modulate salary decisions; and
- it also serves as a basis for drawing up job advertisements.

Managing the careers of all employees is a constant preoccupation. A "talent review" process has also been put in place to identify, from the best-performing employees, those who may lay claim to management posts. Therefore, in 2008, nearly 500 "talents" were listed and are part of a management process in which their careers are monitored very closely.

In France, this specific system is called DRA (*Détecter Révéler Accompagner*), which aims to identify employees with potential and to assess their abilities objectively within the framework of a system of internal assessment by a representative of non-hierarchical management and external view carried out in the form of an external panel "assessment". Candidates listed here receive specific support, including, in particular, 5 days of training covering all key skills that a manager needs (leadership, team management, commercial activity, technical basics, etc.). Since this system was rolled out in 2003, around 250 employees have been assessed by it. The tool has made it possible to meet a significant proportion of our manager requirements and hence constitutes a real promotional stepping-stone for our staff. As a result, in 2007 and 2008, out of a total of 81 vacant management posts, 55 were filled through internal mobility, over 67%.

A system similar to DRA, called "Triatlon", has also been introduced in Spain, the Group's 3rd largest country with over 4,350 employees.

A STRATEGY ADAPTED TO THE RECRUITING CONSTRAINTS AND EMPLOYEE LOYALTY

As a service company, one of the principal challenges which the Group must face, in terms of human resources, is developing its ability to recruit expert personnel on increasingly competitive employment markets. To meet this challenge, the Group has launched several global initiatives to ensure excellence in recruitment at the global level: the development of relationships with the press and leading schools and universities, participation in recruitment forums, hiring temporary service personnel, training for managers on recruitment, single media campaign worldwide.

In addition, the Group's bonus policy represents a means for developing employee loyalty and motivation. In addition to their annual base salary, approximately 1,800 managers may receive each year a bonus attributed on the basis of achieving financial and individual objectives. The percentage bonus varies from 15% to 50% of the annual base salary depending on the managers' responsibility band:

- for band 1 (16 managers), the bonus represents 40% to 50% of the annual base salary;
- for band 2 (approximately 80 managers), the bonus represents 30% to 40% of the annual base salary;
- for band 3 (approximately 310 managers), the bonus represents 20% to 30% of the annual base salary; and
- for band 4 (approximately 1,390 managers), the bonus represents 15% to 20% of the annual base salary.

Since 2007, this individual bonus has been subject to a coefficient, which may increase or decrease the applicable percentage, depending on the Group's operating profit.

As explained in the sections that follow, the remuneration package is complemented with profit-sharing schemes and an employee share ownership plan launched in 2007 ("BV 2007").

STAFF REPRESENTATION

The Bureau Veritas Group is committed to ensuring the proper functioning of institutions that represent the staff. Bureau Veritas has structures representing staff in all key countries where the Group is based: France (19% of employees), Spain (11% of employees), Brazil, Chile and Australia. In China, all HR procedures have to be approved by a specialist committee consisting of staff representatives. In addition, in the United States and Mexico, there are committees on which employees sit. Employee committees have been set up in Germany and the Netherlands. Collective agreements have been signed in France (see below), Spain, Brazil, Chile and Mexico.

In France, this desire has led to the signing of a number of employee agreements in the field of collective relations setting out the terms of representation in addition to legal provisions.

- **Agreement of August 2, 2005** signed by all representative union organizations and renewed on April 24, 2008;
- **Agreement on the exercising of union law and the functioning of institutions representing the staff** signed on June 28, 2006, which makes it possible to ascribe operational means to authorities in addition to legal provisions. This agreement also contains measures enabling staff representatives to benefit from specific measures relating to their professional development; and
- **Agreement on the terms of operation of the health, safety and working conditions committee (CHSCT) concluded on October 23, 2008,** which ascribes additional terms for the operation of the health, safety and working conditions committee (CHSCT) and provides, in particular, for the presence in each agency of a correspondent of the authority, who receives his own hourly payment and can assist in addressing problems related to safety and employment conditions.

3.8.3. Profit-sharing agreements

The profit-sharing and shareholding agreements described below do not cover the non-French subsidiaries of Bureau Veritas SA.

LEGAL PROFIT-SHARING

Legally required profit-sharing gives employees a right to a portion of the profit earned by the Company. All employees, regardless of the time employed at Bureau Veritas, have a right, for purposes of profit-sharing, to a special reserve calculated according to the method set out under Article L. 3324-1 of the French Labor Code.

At the date of this reference document, in the absence of an agreement on profit-sharing, Bureau Veritas applies the profit-sharing regime provided for under Article L. 3223-5 of the French Labor Code. Since 2005, there has been no payment, due to the absence of a profit-sharing reserve (the increase in the Company's shareholders' equity and a supplementary deduction for risk reserves).

CONTRACTUAL PROFIT-SHARING

On June 30, 2008, Bureau Veritas reached a new agreement with its Works Council covering a period of three years, 2008, 2009 and 2010. The employees of Bureau Veritas with more than three months in the Group have a right to contractual profit-sharing proportional to their salary and length of time employed at the Company.

The formula used is based on a measure of corporate earnings, the REG (management operating profit). The global amount involved totals 15.5% of the REG of the French operating units of Bureau Veritas France (CRE France, Aero France, Marine France, Zone France excluding subsidiaries) less the amount of the special profit-sharing reserve (RSP), calculated according to legal provisions. If the ratio REG/revenue of Bureau Veritas SA operating units in France is equal to or greater than 12.6%, the global amount involved will be replaced by the following formula: 16% of REG – RSP.

(in euros)	2008	2007	2006
Beneficiaries	7,105	6,786	6,364
TOTAL AMOUNT PAID IN THE FISCAL YEAR	**10,372,872**	**9,604,616**	**8,776,838**

Under this agreement, 7,105 employees will share €10,372,872 in 2009.

GROUP SAVINGS PLAN

An agreement on the conversion of the company savings plan into a group savings plan was signed with the Works Council on July 19, 2007 enabling the companies linked to the Bureau Veritas Group within the meaning of paragraph 2 of Article L. 3332-15 of the French Labor Code to join this Group savings plan.

A group savings plan is a collective savings scheme offering employees of adhering companies the opportunity to create, with the help of their employer, a portfolio of securities. It may permit, in particular, the deposit of funds resulting from an employee profit-sharing or participation plan. Amounts invested into a group savings plan are frozen for five years, running from July 1 on the vesting year, except in the case of an early release provided for by the regulations. A group savings plan may offer various investment means allowing its members to select the one most adapted to their savings strategy.

The group savings plans is comprised of two mutual funds:

- an FCPE (employee mutual fund – *fonds commun de placement d'entreprise*) with multiple FCPE BV Valeurs sub-funds into which employees may make deposits either on their own initiative or in relation to the profit-share.

  The sums paid in by the employees are matched as follows:

  - for the first €500, the contribution is set at 60% of the employee deposit, and
  - beyond €500, the rate is set at 30% of the employee deposit;

  Annual contributions do not exceed €1,525 per calendar year and per beneficiary.

  As of December 31, 2008, the total amount invested in this FCPE was €79.1 million broken down as follows:

  - BV VALEUR sub-fund: €70.5 million,
  - BV DYNAMIQUE sub-fund: €4.5 million, and
  - BV EQUILIBRE sub-fund: €4.1 million;
- a "BV next" FCPE invested in Company stock and dedicated to capital increases reserved for Company employees.

  This fund was opened as part of the capital increase carried out in October 2007. It may be reopened in the event of other capital increases decided by the Supervisory Board.

  When making their voluntary deposit, employees enjoyed a matching contribution of 100% up to a maximum of €600.

  As of December 31, 2009, the amount invested in the "BV next" FCPE was €25.6 million.

3.9. Interests of members of the Management Board, Supervisory Board and certain employees in the capital of Bureau Veritas

3.9.1. Interests of members of the Management Board and Supervisory Board in the capital of Bureau Veritas

As at March 31, 2009, the interests of the members of the Management Board and Supervisory Board in the capital of Bureau Veritas were as follows:

Board Member	Number of shares	Percentage of capital and voting rights
Frank Piedelièvre [a]	532,408	0.49%
François Tardan	410,240	0.38%
Philippe Donche-Gay	-	-

(a) Of which 532,208 through the company Piedelièvre et Associés to which the shares were allotted in February 2008.

Members of the Supervisory Board	Number of shares	Percentage of capital and voting rights
Frédéric Lemoine [b]	-	NS
Pierre Hessler	100	NS
Jérôme Charruau	1,100	NS
Ernest-Antoine Seillière	200	NS
Bernard Renard	4,500	NS
Jean-Michel Ropert	100	NS
Philippe Louis-Dreyfus	100	NS
Patrick Buffet	100	NS
Stéphane Bacquaert [a]	100	NS
Aldo Cardoso	-	NS

(a) Stéphane Bacquaert was appointed to the Supervisory Board on June 2, 2008, replacing Yves Moutran.
(b) Frédéric Lemoine was appointed to the Supervisory Board on April 14, 2009, replacing Jean-Bernard Lafonta.

Mr. Frank Piedelièvre, Chairman of the Management Board, no longer holds any share subscription options.

Mr. François Tardan, a member of the Management Board, holds 170,000 share subscription options (adjusted) granted under the plans of December 11, 2001 and July 25, 2003 (see following table).

3.9.2. Transactions carried out by directors and those mentioned in Article L.621-18-2 of the French Monetary and Financial Code on Company shares

As far as the Company is aware, and according to declarations made to the AMF, transactions carried out by directors and those mentioned in Article L.621-18-2 of the French Monetary and Financial Code on Company shares during the 2008 fiscal year were as follows:

Surname and first name	Quality	Nature of the transaction	Date of the transaction	Unit price	Transaction amount	Description of the financial instrument
François Tardan	Management Board Member	Transfer	11/24/2008	€27	€297,000	Shares

3.9.3. Free shares

The table below sets forth an account of the position regarding the allotment of free shares in force on December 31, 2008:

Date of the Shareholders' Meeting	Date of grant	Number of shares granted (adjusted)	Maximum total number of Company shares which may be acquired under the granted shares (adjusted)	Number of shares acquired	Number of shares cancelled	Number of shares granted and still to be acquired
06/18/2007	12/13/2007	9,811 [a]	9,811	-	345	9,466
06/18/2007	12/13/2007	45,354 [b]	45,354	-	440	44,914
06/18/2007	12/13/2007	33,725 [c]	33,725	-	-	33,725
06/18/2007	12/13/2007	150,000	150,000	144,750	5,250	-
06/18/2007	06/09/2008	426,050	426,050	-	13,100	412,950
06/18/2007	09/22/2008	55,000	55,000	-	-	55,000
	TOTALS	**719,940**	**719,940**	**144,750**	**19,135**	**556,055**

(a) Grant of free shares to employees and/or executive directors of Italian and Spanish Group subsidiaries as part of an offering reserved for members of a corporate savings plan (resolution 18).

(b) Grant of free shares to employees and/or executive directors outside France and with the exception of Italian and Spanish Group subsidiaries as part of an offering reserved for members of a corporate savings plan (resolution 18).

(c) Grant of free shares to managers who subscribed for the BV2007 Network offer and to employees and/or executive directors of Chinese subsidiaries who subscribed for the Special Employee Share Incentive Plan offer (resolution 25).

Total number of shares which may be taken up by company officers	Total number of shares which may be taken up by the ten largest employee option holders	Date of expiry of the acquisition period	Duration of the period of unassign-ability as from transfer of ownership of the shares	Acquisition conditions	Share price on the date of grant *(in euros)*	Value of one share *(in euros)*
-	200	12/13/2009	3 years	Presence	39.02	36.65
-	200	12/13/2011	None	Presence	39.02	35.43
-	200	12/13/2011	None	Presence	39.02	35.43
144,750	-	12/13/2009	2 years	Presence and [d] performance	39.02	32.82
-	68,000	June 9, 2012 or June 9, 2011 for employees of a French company	None except for 2 years for employees of a French company	Presence and [e] performance	37.81	33.88
55,000	-	09/22/2011	2 years	Presence	39.29	31.47
199,750	**68,600**					

(d) The acquisition of shares depends on the level of attributable net profit of the Group for 2007 and 2008. If the rate of annual growth in the Group's attributable net profit in 2007 is 20% or above, the number of free shares actually acquired is equal to 50% of allotted shares (or a total of 75,000 shares). The same goes for 2008. The number of shares distributed on the acquisition date is conditional upon the presence of the Beneficiaries for each of the two fiscal years.

(e) At the end of the Acquisition Period, the number of shares given to each Beneficiary depends on the level of Adjusted Operating Profit (AOP) for the 2008 fiscal year in relation to a target set. If the AOP for the 2008 fiscal year is 90% of the target set or less, then 50% of the shares may be acquired by the Beneficiaries. If the AOP for the same fiscal year is between 90% and 102% of the target set, then the number of shares that may be acquired by the Beneficiaries will be reduced by 4.17% for each 1% of AOP below 102% of the target set by the Management Board. Finally, if the AOP for the 2008 fiscal year is 102% of the target set or above, all of the shares will be acquired by the Beneficiaries. The Beneficiary has to remain an employee throughout the acquisition period in order to acquire the allotted shares.

3.9.4. Share subscription or purchase options

The table below sets forth an account of the position regarding the share subscription option plans which were applicable on December 31, 2008:

Date of the Shareholders' Meeting	Date of grant	Number of shares under subscription options granted (adjusted)	Maximum total number of Company shares which may be acquired under the options (adjusted)	Number of options exercised	Number of options cancelled
12/11/2001	Plan of 12/11/2001 [a]	1,392,600	1,392,600	1,177,600	95,000
12/11/2001	Plan of 12/17/2002 [a]	1,159,000	1,159,000	793,170	205,510
12/11/2001	Plan of 07/25/2003 [a]	1,549,000	1,549,000	936,700	226,000
06/30/2004	Plan of 11/15/2004 [a]	117,500	117,500	29,000	59,500
06/27/2005	Plan of 02/01/2006 [a] [b]	1,711,000	1,711,000	-	291,000
06/27/2005	Plan of 07/12/2006 [a]	142,000	142,000	-	5,000
01/18/2007	Plan of 01/31/2007 [a]	700,000	700,000	-	76,000
06/18/2007	Plan of 06/09/2008	137,400	137,400	-	-
	TOTALS	**6,908,500**	**6,908,500**	**2,936,470**	**958,010**

(a) These amounts have been adjusted to take account of the share split in the nominal value of the Company's shares by a factor of 10 in accordance with the resolution of the Shareholders' Meeting of June 18, 2007.

(b) The number of options initially granted was 1,711,000 (adjusted); 2 cancellations for a total of 27,500 options (adjusted) having occurred at the time of allocation, the number of options actually granted was 1,683,500 (adjusted).

(c) The subscription price for shares in the Company was set by the Management Board at €15.165 (adjusted) per share with a nominal value of €0.12 (adjusted), with this price having to be increased at the rate of 8.5% per annum applied prorata temporis to the period running from June 30, 2005 up until the date on which the options are exercised by the Beneficiary.

Number of subscription options granted and outstanding (shares which may still be taken up)	Total number of shares which may be subscribed for by company officers [e]	Total number of shares which may be subscribed for by the ten largest employee option holders	First possible option exercise date	Expiry date for options	Adjusted subscription price at the date of registration of the present reference document *(in euros)*
120,000	80,000	40,000	12/11/2004	12/11/2009	6.190
160,320	-	118,000	12/17/2005	12/17/2010	7.487
386,300	90,000	228,000	07/25/2006	07/25/2011	9.582
29,000	-	29,000	11/15/2007	11/15/2012	12.094
1,420,000	-	190,000	02/01/2011	02/01/2014	15.165 [c]
137,000	-	137,000	07/12/2011	07/12/2014	17.304 [d]
624,000	-	72,500	01/31/2012	01/31/2015	17.304
137,400	-	88,500	06/09/2011	06/09/2016	38.35
3,014,020	**170,000**	**903,000**			

(d) The subscription price for shares in the Company was set by the Management Board at €17.304 (adjusted) per share with a nominal value of €0.12 (adjusted), with this price having to be increased at the rate of 8.5% per annum applied prorata temporis to the period running from June 30, 2006 up until the date on which the options are exercised by the Beneficiary.

(e) The two directors and officers who were granted share subscription option plans are Messrs. Piedelièvre and Tardan, Chairman and member of the Management Board of the Company respectively.

Options granted during 2008 fiscal year

Overall Information

Number of options granted [a]	Plan	Exercise price [a] (in euros)
137,400	06/09/08	38.35
TOTAL: 137,400		

(a) *These amounts have been adjusted to take account of the share split in the nominal value of the Company's shares by a factor of 10 in accordance with the resolution of the Shareholders' Meeting of June 18, 2007.*

Information on company officers and the ten largest employee option holders is given in the Directors' Remuneration and Benefits section in Chapter II – Corporate governance.

Options exercised during 2008 fiscal year

Overall Information

Number of options exercised [a]	Plan	Exercise price [a] (in euros)
10,000	04/12/00	4.084
110,000	12/11/01	6.190
151,280	12/17/02	7.487
145,700	07/25/03	9.582
24,000	11/15/04	12.094
TOTAL: 440,980		

(a) *These amounts have been adjusted to take account of the share split in the nominal value of the Company's shares by a factor of 10 in accordance with the resolution of the Shareholders' Meeting of June 18, 2007.*

Information on company officers and the ten largest employee option holders is given in the Directors' Remuneration and Benefits section in Chapter II – Corporate governance.

3.9.5. Potential impact of shares giving access to Company capital

As at December 31, 2008 the total number of shares able to be issued in the event of all 3,014,020 share subscription options in Bureau Veritas being exercised (adjusted) is 3,014,020 shares (adjusted). Based on the number of shares making up the share capital of Bureau Veritas as at December 31, 2008, that is 108,600,755 shares, issuing all of these shares would represent 2.78% of the capital of Bureau Veritas.

Based on the share capital as at December 31, 2008, issuing all of the 700,805 free shares granted would result in a maximum potential additional dilution of 0.65%, thus bringing the total dilution (stock options and free shares) to 3,714,825 shares, or 3.44% of the share capital of Bureau Veritas.

The Company is looking to continue this profit-sharing policy aimed at a large number of Group managers, in particular by establishing stock option plans and/or granting bonus shares to Group employee managers and/or executives in 2009.

3.10. Additional information concerning the Company in view of the approval of the 2008 accounts

3.10.1. Operations and results of the parent company

In the course of the financial year ended December 31, 2008, the Company turnover was €830,607,630.95 compared to €770,697,658.81 in 2007.

The operating profit for 2008 was €130,421,117.85 compared to €95,065,150.15 in 2007.

In 2008, the figure for exceptional items was €(21,673,956.57) compared to €(85,414,631.35) in 2007.

The net profit of Bureau Veritas SA for 2008 was €80,435,835.81 compared to €119,934,475.16 in 2007.

The equity capital was €630,563,075.09 compared to €915,150,370.92 at the end of the preceding fiscal year.

The rules concerning presentation and the methods of evaluation accepted for the drawing up of company accounts are identical to those adopted for previous financial years.

3.10.2. Proposal for the appropriation of the profit for the 2008 fiscal year

The Management Board pointed out to shareholders that as at December 31, 2008:

- the legal reserve was €1,711,097.00 for a share capital of €13,032,090.60 and had therefore reached a tenth of the share capital as at December 31, 2008;
- all of the 108,600,755 shares making up the share capital have been released;
- the result for the accounting period ended December 31, 2008 reveals a profit of €80,435,835.81;
- the "Balance brought forward" account is equal to €126,518,905.46;
- and that, consequently, the distributable profit of the Company was €206,954,741.27.

The Management Board will propose to the Shareholders' Meeting that the profit be appropriated as follows:

- a sum of €0.72 per share by way of a dividend, that is based on the number of shares making up the capital as at December 31, 2008, or 108,600,755 shares (of which 957,448 were self-held on that date), a total sum of €78,192,543.60;
- the balance, or the sum of €128,762,197.67 to the "Balance brought forward" account.

In accordance with Article 158-3, 2° of the French General Tax Code, those shareholders who are physical persons may benefit from a 40% allowance on the amount distributed to them as a dividend. This allowance will not be applicable from the time that the beneficiary who is a physical person has opted for the deduction of the standard tax at source.

The dividend will be paid out with effect from June 11, 2009. A proposal will be submitted to the Shareholders' Meeting that the dividend which could not be paid to the self-held shares in Bureau Veritas be appropriated to the "Balance brought forward" account.

DISTRIBUTIONS MADE BASED ON THE LAST THREE FISCAL YEARS

Applying the legal provisions of Article 243 b of the French General Tax Code, the Management Board reminds us that, based on the three previous financial years, dividends have been distributed solely on the basis of the 2006 and 2007 fiscal years as follows:

Fiscal Year	Total distributed	Number of shares involved	Total dividend per share
2007	€64,331,856.00	107,219,760	€0.60 [a]
2006	€99,998,189.16	99,599,790 [a]	€1.004

(a) These earnings were paid out in the course of 2008. It is pointed out that, applying Article 243 b of the French General Tax Code, this dividend led to the entitlement to a rebate of 40% mentioned in Article 158-3, 2° of the French General Tax Code.

The policy regarding the distribution of dividends is described in the paragraph "Policy on Distribution of Dividends" in Chapter VI – Information on the Company and the capital.

3.10.3. Total for sumptuary expenses and relevant tax

In accordance with the provisions of Article 223-4 of the French General Tax Code it is pointed out that the accounts of the Company based on the financial year that has just ended, and which closed on December 31, 2008, cover those expenses which are non-deductible from the result for tax purposes with regard to Article 39-4 of the French General Tax Code amounting to a total of €522,433.86 which incurs tax of €179,873.98 will be submitted for approval to the Shareholders' Meeting.

3.10.4. Subsidiaries and other equity participations

The chart showing the subsidiary companies and the holdings of the Company appears in Chapter V – 2008 Statutory financial statements.

Bureau Veritas SA took no holding in a French company in the course of the fiscal year ended December 31, 2008.

3.10.5. Results of Bureau Veritas SA for the last five fiscal years

	2008	2007	2006	2005	2004
I – Financial position					
a) Share capital *(in thousands of euros)*	13,032	13,939	13,010	13,973	13,820
b) Number of shares issued	108,600,755	116,159,775	10,841,857	11,644,538	11,516,403
c) Maximum number of future shares to be created	3,733,960	3,791,990	1,638,596	1,561,115	499,250
II – Overall result from operations carried out *(in thousands of euros)*					
a) Pre-tax revenue	830,608	770,698	726,693	664,661	634,057
b) Profit before profit-sharing, taxes, amortization and provisions	132,208	108,241	133,610	110,594	660,726
c) Tax on profits	11,791	18,121	22,093	11,997	28,887
d) Profit-sharing of shareholders for the fiscal year	-	-	-	-	3,289
e) Profit after profit-sharing, taxes, amortization and provisions	80,436	119,935	102,807	72,576	589,233
f) Amount of distributed profit	64,332	99,998	-	-	-
III – Result of operations reduced to a single share *(in euros)*					
a) Profit after taxes but before amortization and provisions	1.11	0.78	10.29	8.47	54.86
b) Profit after taxes, amortization and provisions	0.74	1.03	9.48	6.23	51.16
c) Net dividend paid on each share	0.60	1.00	-	-	-
IV – Staff					
a) Number of employees	8,536	8,395	7,641	7,351	7,139
b) Payroll *(in thousands of euros)*	347,272	319,327	298,070	272,229	255,559
c) Sums paid in company benefits *(in thousands of euros)*	123,909	131,477	118,382	111,355	102,377

3.10.6. Reference table of information from the management report appearing elsewhere in the reference document

RISKS AND UNCERTAINTIES

A detailed description of the main risks and uncertainties facing Bureau Veritas appears in the paragraph "Risk Factors" in Chapter I – Presentation of the Group.

RESEARCH AND DEVELOPMENT

The information relating to research and development operations appears in the paragraph "Research and Development, Patents and Licenses" in Chapter VII – Additional information.

SIGNIFICANT EVENTS WHICH HAVE OCCURRED SINCE THE END OF THE FISCAL YEAR

This information is shown in note 32 of the appendix to the consolidated accounts which appears in Chapter IV – 2008 Consolidated financial statements.

INFORMATION CONCERNING THE SHARE CAPITAL

Information concerning the flow and the spread of the share capital, the operations involving the purchase of its own shares and the summary table showing the delegation of responsibilities and powers is given in the paragraph "Share Capital" in Chapter VI – Information on the Company and the capital.

REMUNERATION OF COMPANY OFFICERS

Information concerning the remuneration of company officers is given in Chapter II – Corporate governance.

TERMS OF OFFICE

Information concerning the terms of office of members of the Supervisory Board and the Management Board is given in Chapter II – Corporate governance.

The position with regard to the terms of office of the auditors is mentioned in the "Legal Auditors of the Accounts" section in Chapter VII – Additional information.

DIRECTORS' FEES

The amount proposed in relation to directors' fees on the basis of the 2008 fiscal year is given in Chapter II – Corporate governance.

SHARE TREND ON THE STOCK MARKET

The trend and the volumes exchanged with regard to the Bureau Veritas stock are shown in the paragraph "Bureau Veritas and its shareholders" in Chapter VII – Additional information.

REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

The report of the Chairman of the Supervisory Board on the conditions for the preparation and organization of the work of the Supervisory Board and the internal auditing and risk management procedures appears in Chapter II – Corporate governance. This report includes, in particular, a note on the factors that may have an effect in the event of a public offer.

4 2008 Consolidated financial statements

4.1. Consolidated financial statements prepared under IFRS for the year ended December 31, 2008

Consolidated income statement

(in millions of euros, except per share data)	Notes	2008	2007
Revenue	**5**	**2,549.4**	**2,066.9**
Purchases and external charges	6	(747.9)	(619.8)
Personnel costs	6	(1,292.4)	(1,050.7)
Taxes other than on income		(54.4)	(46.2)
Net (additions to)/reversals of provisions	6	(23.6)	(9.4)
Depreciation and amortization		(61.9)	(42.0)
Other operating income	6	9.5	5.9
Other operating expense	6	(10.2)	(39.2)
Operating profit		**368.5**	**265.5**
Income from cash and cash equivalents		1.9	1.8
Finance costs, gross		(54.2)	(36.3)
Finance costs, net		**(52.3)**	**(34.5)**
Other financial income	7	1.8	3.7
Other financial expense	7	(19.2)	(16.9)
Net financial expense		**(69.7)**	**(47.7)**
Share of profit of associates	13	0.1	-
Profit before income tax		**298.9**	**217.8**
Income tax expense	8	(75.3)	(54.9)
Profit from continuing operations		**223.6**	**162.9**
Profit from discontinued operations and operations held for sale	**26**	**-**	**0.6**
Net profit for the year		**223.6**	**163.5**
Attributable to:			
Equity holders of the Company		217.2	158.4
Minority interests		6.4	5.1
Earnings per share (in euros):			
Basic earnings per share	27	2.02	1.51
Diluted earnings per share	27	1.99	1.50

The notes on pages 154 to 215 are an integral part of the consolidated financial statements.

Consolidated balance sheet

(in millions of euros)	Notes	Dec. 31, 2008	Dec. 31, 2007
Goodwill	9	769.7	569.4
Intangible assets	11	154.9	108.5
Property, plant and equipment	12	193.4	134.0
Investments in associates	13	2.8	2.2
Deferred income tax assets	14	107.4	61.8
Investments in non-consolidated companies	15	2.0	1.2
Other non-current financial assets	16	28.6	21.8
Total non-current assets		**1,258.8**	**898.9**
Trade and other receivables	18	800.8	686.8
Current income tax assets			56.7
Current financial assets	16	15.2	23.9
Derivative financial instruments	17	40.0	-
Cash and cash equivalents	19	153.4	142.9
Total current assets		**1,009.4**	**910.3**
Assets held for sale	**26**	**20.6**	**28.4**
TOTAL ASSETS		**2,288.8**	**1,837.6**
Share capital	20	13.0	13.9
Retained earnings and other reserves		257.4	141.7
Equity attributable to equity holders of the Company		**270.4**	**155.6**
Minority interests		13.4	9.9
Total equity		**283.8**	**165.5**
Bank borrowings	22	973.2	735.2
Other non-current financial liabilities	22	5.4	7.0
Deferred income tax liabilities	14	80.2	38.8
Pension plans and other long-term employee benefits	23	78.5	78.0
Provisions for other liabilities and charges	24	87.9	73.5
Total non-current liabilities		**1,225.2**	**932.5**
Trade and other payables	25	584.3	537.1
Current income tax liabilities		50.4	85.7
Derivative financial instruments	17	18.3	0.2
Total current financial liabilities	22	103.3	93.7
Total current liabilities		**756.3**	**716.7**
Liabilities held for sale	**26**	**23.5**	**22.9**
TOTAL EQUITY AND LIABILITIES		**2,288.8**	**1,837.6**

The notes on pages 154 to 215 are an integral part of the consolidated financial statements.

Consolidated statement of recognized income and expense

(in millions of euros)	Actuarial gains/(losses) net of taxes	Currency translation differences	Hedging transactions	Net income/ (expense) recognized directly in equity	Net profit for the year	Total recognized income and expense for the year	Attributable to equity holders of the Company	Attributable to minority interests
2007 financial year	4.6	(24.4)	0.0	(19.8)	163.5	143.7	138.7	5.0
2008 FINANCIAL YEAR	**1.0**	**(28.3)**	**(20.2)**	**(47.5)**	**223.6**	**176.1**	**170.2**	**5.9**

Consolidated statement of changes in equity

(in millions of euros)	Share capital	Share premium	Currency translation reserves	Other reserves	Total equity	Attributable to equity holders of the Company	Attributable to minority interests
January 1, 2007	**13.0**	**28.4**	**(4.9)**	**191.6**	**228.1**	**220.7**	**7.4**
Capital reduction	(1.1)	-	-	(151.5)	(152.6)	(152.6)	-
Capital increase	1.8	370.5	-	-	372.3	372.3	-
Exercise of *stock options*	0.2	10.8	-	-	11.0	11.0	-
Fair value of share-based payments	-	-	-	5.0	5.0	5.0	-
Dividends paid	-	-	-	(102.5)	(102.5)	(100.0)	(2.5)
Revaluation adjustments	-	-	-	(0.3)	(0.3)	(0.3)	-
Purchases of treasury shares	-	-	-	(337.9)	(337.9)	(337.9)	-
Other movements	-	-	-	(1.3)	(1.3)	(1.3)	-
Total transactions with equity holders	**0.9**	**381.3**	**-**	**(588.5)**	**(206.3)**	**(203.8)**	**(2.5)**
Total recognized income and expense	**-**	**-**	**(24.4)**	**168.1**	**143.7**	**138.7**	**5.0**
December 31, 2007	**13.9**	**409.7**	**(29.3)**	**(228.8)**	**165.5**	**155.6**	**9.9**
Capital reduction	(0.9)	(301.0)	-	301.9	-	-	-
Capital increase	-	-	-	-	-	-	-
Exercise of *stock options*	-	3.5	-	-	3.5	3.5	-
Fair value of share-based payments	-	-	-	6.8	6.8	6.8	-
Dividends paid	-	-	-	(67.4)	(67.4)	(64.4)	(3.0)
Revaluation adjustments	-	-	-	(1.1)	(1.1)	(1.1)	-
Purchases of treasury shares	-	-	-	(0.2)	(0.2)	(0.2)	-
Other movements	-	-	-	0.6	0.6	-	0.6
Total transactions with equity holders	**(0.9)**	**(297.5)**	**-**	**240.6**	**(57.8)**	**(55.4)**	**(2.4)**
Total recognized income and expense	**-**	**-**	**(28.3)**	**204.4**	**176.1**	**170.2**	**5.9**
December 31, 2008	**13.0**	**112.2**	**(57.6)**	**216.2**	**283.8**	**270.4**	**13.4**

The notes on pages 154 to 215 are an integral part of the consolidated financial statements.

Consolidated cash flow statement

(in millions of euros)	Notes	2008	2007
Profit before income tax		**298.9**	**217.8**
Elimination of cash flows from/used in financing and investing activities		54.3	36.0
Provisions and other non-cash items		27.6	5.2
Depreciation, amortization and impairment, net		63.2	42.3
Movements in working capital attributable to operations		(62.5)	(10.1)
Income tax paid		(66.1)	(73.9)
Net cash generated from operating activities		**315.4**	**217.3**
Acquisitions of subsidiaries	10	(318.8)	(209.6)
Proceeds from sales of subsidiaries	10	-	-
Purchases of property, plant and equipment and intangible assets		(88.1)	(51.0)
Proceeds from sales of property, plant and equipment and intangible assets		2.0	1.5
Purchases of non-current financial assets		(11.1)	(4.4)
Proceeds from sales of non-current financial assets		3.1	3.3
Dividends received		-	1.3
Other		7.0	(4.8)
Net cash used in investing activities		**(405.9)**	**(263.7)**
Capital increase	20	3.5	383.2
Capital reduction	20	-	(152.6)
Purchases/sales of treasury shares	20	(0.2)	(337.9)
Dividends paid		(66.2)	(107.5)
Increase in borrowings and other debt		803.3	695.1
Repayment of borrowings and other debt		(593.4)	(360.5)
Interest paid		(40.0)	(35.5)
Net cash generated from financing activities		**107.0**	**84.3**
Impact of currency translation differences		(5.2)	(3.3)
Net increase in cash and cash equivalents		**11.3**	**34.6**
Net cash and cash equivalents at beginning of year		134.1	99.5
NET CASH AND CASH EQUIVALENTS AT END OF YEAR		**145.4**	**134.1**
Of which cash and cash equivalents	*19*	*153.4*	*142.9*
Of which bank overdrafts	*22*	*(8.0)*	*(8.8)*

The notes on pages 154 to 215 are an integral part of the consolidated financial statements.

Notes to the consolidated financial statements

CONTENTS

Note 1 - General information

Since it was formed in 1828, Bureau Veritas has developed recognized expertise for helping its clients to comply with standards and/or regulations on quality, health and safety, security, the environment and social responsibility. The Group specializes in inspecting, testing, auditing and certifying the products, assets and management systems of its clients in relation to regulatory or self-imposed standards, and subsequently issues compliance reports.

Bureau Veritas SA ("the Company") and all of its subsidiaries make up the Bureau Veritas Group ("Bureau Veritas" or "the Group").

Bureau Veritas SA is a joint stock company (*société anonyme*) incorporated and domiciled in France. The address of its registered office was 17 bis, place des Reflets, La Défense 2, 92400 Courbevoie, France up to October 2008, when it moved to 67-71 Boulevard du Château, 92571 Neuilly-sur-Seine, France.

Between 2004 and October 2007, the Group was more than 99%-owned by Wendel. On October 24, 2007, 37.2% of the capital of Bureau Veritas SA was admitted for trading on the Euronext Paris market.

At December 31, 2008, Wendel owned 62.5% of Bureau Veritas (excluding treasury shares).

These consolidated financial statements were prepared on March 17, 2009 by the Management Board.

Note 2 - Summary of significant accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 BASIS OF PREPARATION

The Group's consolidated financial statements for the years ended December 31, 2008 and December 31, 2007 were prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the IASB and adopted by the European Union (see the relevant European Commission regulations on http://ec.europa.eu/internal_market/accounting/ias_en.htm). They were prepared based on the historical cost convention, except in the case of financial assets and liabilities measured at fair value through profit or loss or equity such as marketable securities and derivative financial instruments.

The preparation of financial statements in compliance with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The most significant accounting estimates and judgments used in the preparation of the consolidated financial statements are disclosed in Note 4.

IFRS – new standards/amendments to existing standards

As from January 1, 2008, the Group applies the following standards and interpretations:

Amendments to IAS 39 and IFRS 7, Reclassification of Financial Assets (effective for accounting periods beginning on or after July 1, 2008).

These amendments allow financial assets to be removed from the "trading" or "available-for-sale" categories and reclassified within "Loans and receivables" under certain conditions. This type of reclassification was not previously permitted under IFRS.

The amendments to IAS 39 and IFRS 7 have no impact on the consolidated financial statements for the year ended December 31, 2008.

New standards, interpretations and amendments to standards that are not yet effective and have not been early adopted:

- *amendment to IFRS 2, Vesting Conditions and Cancellations (effective for accounting periods beginning on or after January 1, 2009).*

  This amendment states that vesting conditions should be restricted to service conditions and performance conditions, and that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group will apply the amendment to IFRS 2 as from January 1, 2009;

- *IFRS 8, Operating Segments (effective for accounting periods beginning on or after January 1, 2009).*

  IFRS 8 is a convergence standard and aligns segment reporting under IFRS with the requirements of the US standard SFAS 131, Disclosures about Segments of an Enterprise and Related Information. It replaces IAS 14, Segment Reporting which is currently in force. IFRS 8 requires an entity to report financial and descriptive information about its reportable segments. Reportable segments are defined as the operating segments identified for the purposes of management reporting. The presentation of information by business and geographical reporting format is no longer required. The Group will apply IFRS 8 as from January 1, 2009. The standard will not have a material impact on the 2009 consolidated financial statements;

- *revised IAS 1, Presentation of Financial Statements (effective for accounting periods beginning on or after January 1, 2009).*

  The revised IAS 1 requires an entity to produce an additional opening balance sheet when it applies an accounting policy retrospectively or makes a retrospective restatement, and introduces a new "Statement of comprehensive income". This statement incorporates the income statement in its current form and any income and expenses carried in equity. The Group will apply the revised IAS 1 as from January 1, 2009;

- *amendments to IAS 23, Borrowing Costs (effective for accounting periods beginning on or after January 1, 2009).*

  These amendments require borrowing costs relating to eligible assets to be capitalized as part of the cost of those assets. The Group will apply the amendments as from January 1, 2009;

- *revised IAS 27, Consolidated and Separate Financial Statements and Revised IFRS 3, Business Combinations (effective for accounting periods beginning on or after July 1, 2009).*

  The main changes introduced by these standards result from a more systematic use of fair value:

  - costs relating to a business combination are to be expensed in profit or loss,
  - interests held prior to the date a controlling interest was acquired are to be remeasured to fair value,
  - a single amount of goodwill is to be recognized (no longer calculated by "tranche" and additional goodwill no longer to be recognized after acquisition of a controlling interest), based on measurement at the date control was acquired,
  - non-controlling interests are to be measured either at fair value or based on their share in the fair value of the acquiree's identifiable assets and liabilities,
  - adjustments to contingent consideration and deferred income tax assets relating to the acquiree are generally to be recognized in profit or loss (rather than against goodwill).

  The Group will apply the revised IAS 27 and IFRS 3 as from January 1, 2010.

- other amendments resulting from the "Annual Improvements to IFRS" process;

- IFRIC 14, The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (effective for accounting periods beginning on or after January 1, 2008 for the IASB and January 1, 2009 for the European Union). IFRIC 14 states that:

  - surpluses in pension plans must be recognized if the entity has an unconditional right to a refund or reduction in future contributions,
  - a provision should only be recognized for minimum funding requirements if the cumulative amount of minimum funding suggests that no surplus will be available in the form of a refund or reduction in future contributions.

  This interpretation will not have a material impact on the 2009 consolidated financial statements.

- IFRIC 16, Hedges of a Net Investment in a Foreign Operation (effective for accounting periods beginning on or after October 1, 2008).

  This interpretation provides a certain number of clarifications concerning:

  - the nature of the risk hedged and the amount hedged,
  - the amounts to be reclassified from equity to profit or loss, for both the hedging instrument and the hedged item upon disposal (or liquidation) of the investment in the foreign operation.

  The Group will apply IFRIC 16 as from January 1, 2009.

- IFRIC 17, Distributions of Non-cash Assets to Owners (effective for accounting periods beginning on or after July 1, 2009).

  IFRIC 17 essentially clarifies that:

  - an entity should measure the dividend payable at the fair value of the net assets to be distributed,
  - the difference between the dividend paid and the carrying amount of the net assets distributed should be recognized in profit or loss at the dividend payout date.

  The Group will apply IFRIC 16 as from January 1, 2010.

The following new standards, interpretations and amendments to existing standards – effective for accounting periods beginning on or after January 1, 2008 – are not relevant to the Group's operations:

- *IFRS 1 (amendment), First-time Adoption of International Financial Reporting Standards and IFRS 6 (amendment), Exploration for and Evaluation of Mineral Resources;*
- *IFRS 6, Exploration for and Evaluation of Mineral Resources (effective from January 1, 2006);*
- *IAS 39 (amendment), Cash Flow Hedge Accounting of Forecast Intragroup Transactions (effective from January 1, 2006);*
- *IAS 39 (amendment), The Fair Value Option (effective from January 1, 2006);*
- *IFRIC 4, Determining whether an Arrangement contains a Lease (effective from January 1, 2006);*
- *IFRIC 5, Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds (effective from January 1, 2006);*
- *IFRIC 6, Liabilities arising from Participating in a Specific Market: Waste Electrical and Electronic Equipment (effective from December 1, 2005);*
- *IFRIC 7, Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies (effective from March 1, 2006);*
- *IFRIC 9, Reassessment of Embedded Derivatives (effective for accounting periods beginning on or after June 1, 2006);*
- *IFRIC 11, IFRS 2 – Group and Treasury Share Transactions (effective for accounting periods beginning on or after March 1, 2007);*
- *IFRIC 12, Service Concession Arrangements (effective for accounting periods beginning on or after January 1, 2008);*
- *IFRIC 13, Customer Loyalty Programmes (effective for accounting periods beginning on or after July 1, 2008 for the IASB and January 1, 2009 for the European Union);*
- *IFRIC 15, Agreements for the Construction of Real Estate (effective for accounting periods beginning on or after January 1, 2009).*

2.2 CONSOLIDATION

Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are removed from the scope of consolidation as of the date control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus the costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (see Note 9). If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

In accordance with IFRS 3, the Group has 12 months from the acquisition date to finalize the allocation of the purchase price to the fair values of the acquiree's identifiable assets and liabilities.

Intra-group transactions, balances and unrealized gains on transactions between Group companies are eliminated in full. All companies are consolidated based on their financial position at the balance sheet dates presented; their accounting policies have been aligned where necessary with those adopted by the Group.

Minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Purchases of shares from minority interests result in additional goodwill, which is the difference between the price paid and the corresponding equity in the carrying amount of the acquiree's net assets.

When a fully consolidated subsidiary has posted losses and the Group's minority interest in its equity is negative, the goodwill recognized and the future losses are deducted from the amount of the Group's minority interest. When the subsidiary returns to profit, the Group's minority interest in equity is credited in an amount equal to the subsidiary's accumulated losses.

Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are recognized at cost as from the date significant influence was acquired.

The Group's share of its associates' post-acquisition profits or losses is recognized in the income statement.

Joint ventures

Joint ventures are companies controlled jointly by the Group pursuant to an agreement concluded with a view to carrying on a business activity over an average period of three to four years. The consolidated financial statements include the Group's proportional interest in the assets, liabilities, income and expenses of joint ventures. Similar items are combined line by line from the date joint control is effective until the date on which it ceases.

2.3 SEGMENT REPORTING

A business segment is a group of assets and operations engaged in providing products or services that is subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments.

2.4 TRANSLATION OF THE FINANCIAL STATEMENTS OF FOREIGN SUBSIDIARIES

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in millions of euros, which is the Company's functional and presentation currency.

Foreign subsidiaries

The functional currency of subsidiaries is the local currency of the country in which they operate. No country in which the Group's subsidiaries or branches are located was considered to be a hyper inflationary country in 2007 or 2008.

Assets and liabilities of foreign subsidiaries are translated into euros at the closing rate at the balance sheet date and income and expense items are translated at average exchange rates for the year. All resulting currency translation differences are recognized under "Currency translation reserves" within equity.

When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.5 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are translated using the exchange rates prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the period-end rate. Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement as financial income or expense.

2.6 GOODWILL

Goodwill represents the excess of the cost of an acquisition (including transaction expenses) over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the acquisition date.

Goodwill on acquisitions of subsidiaries is presented on a separate line of the balance sheet. Goodwill on acquisitions of associates is included in "Investments in associates".

Any residual unallocated goodwill following an acquisition may be adjusted within 12 months of the acquisition date when the process of allocating the purchase price to the acquiree's identifiable assets and liabilities is completed.

Goodwill is carried at cost less any accumulated impairment losses. Impairment losses on goodwill are not reversed. Goodwill is not amortized but is tested annually for impairment.

For the purpose of impairment testing, goodwill is allocated to cash-generating units (CGUs). The allocation is made to those cash-generating units or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. The Group allocates goodwill to each business segment in each country in which it operates, apart from the Consumer Products segment for which goodwill is recognized on an aggregate basis for all countries combined as the business is managed globally.

Goodwill is tested for impairment annually or more frequently when there is an indication that it may be impaired (see Note 9 – Goodwill). Any impairment losses are recognized in the currency of the related goodwill, which corresponds to the currency of the acquiree. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2.7 INTANGIBLE ASSETS

Intangible assets include the following items:

- customer relationships, brands, concessions, accreditations and non-competition agreements acquired as part of a business combination;
- computer software purchased externally or developed in-house.

Start-up and research costs are expensed as incurred.

Customer relationships, brands, concessions, accreditations and non-competition agreements acquired as part of a business combination

Customer relationships, brands, concessions and non-competition agreements acquired as part of a business combination are recognized at historical cost, less any accumulated amortization. Historical cost corresponds to the fair value of the assets concerned at the acquisition date.

The fair value and useful life of these assets are generally determined at the acquisition date by independent experts in the case of material acquisitions, and internally for all other acquisitions. These elements are adjusted where appropriate within 12 months of that date. The amortization charge is calculated as from the acquisition date.

Intangible assets are amortized on a straight-line basis over their estimated useful lives, which were as follows at December 31, 2008:

Customer relationships	5 to 15 years
Brands	10 to 15 years
Concessions	7 years
Non-competition agreements	2 to 3 years

Software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring the specific software into use. These costs are amortized over the estimated useful lives of the software, not to exceed seven years.

Costs associated with software development or maintenance are expensed as incurred.

2.8 PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment except for land are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the items. Subsequent costs are included in an asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to the income statement during the period in which they are incurred.

Land is not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method over their estimated useful lives, as follows:

Buildings	20 to 25 years
Fixtures and fittings	10 years
Machinery and equipment	5 to 10 years
Vehicles	4 to 5 years
Office equipment	5 to 10 years
IT equipment	3 to 5 years
Furniture	10 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate at each balance sheet date. Assets are carried at the lower of their carrying amount and estimated recoverable amount (see Note 2.9 – Impairment of non-financial assets).

Gains and losses on disposals of property, plant and equipment are determined by comparing the proceeds of the sale with the carrying amount of the asset sold and are recognized within other operating income and expense in the income statement.

2.9 IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization but are tested annually for impairment. Amortizable assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

The following circumstances are examples of indicators that an asset may be impaired and an impairment test should be carried out:

- the loss of one or more major contracts;
- where the entity's performance is significantly worse than expected;
- where significant changes with an adverse effect on the entity have taken place in the technological, market, economic or legal environment in which it operates.

An impairment loss is recognized for the amount by which a CGU's carrying amount exceeds its recoverable amount. The recoverable amount of a CGU corresponds to the higher of its fair value less costs to sell and its value in use. Non-financial assets other than goodwill that suffered an impairment loss are reviewed at each reporting date to determine whether the impairment should be reversed. If a CGU's value in use is lower than its carrying amount, the CGU's fair value less costs to sell is used as the recoverable amount. Based on past experience, the former is estimated by reference to a multiple of operating profit adjusted for other operating income and expense and the amortization of customer relationships arising from business combinations.

Note 9 sets out the methods and main assumptions used for carrying out impairment tests.

2.10 DEFERRED INCOME TAX

Deferred income tax is recognized using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, no deferred income tax is accounted for if it arises from initial recognition of an asset or liability in a transaction – other than a business combination or actuarial gains and losses recognized in equity – that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income taxes are determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax assets and liabilities are assessed on a taxable entity basis, which may include several subsidiaries in one country, and are offset at the level of the same taxable entity.

2.11 INVESTMENTS IN NON-CONSOLIDATED COMPANIES

This caption includes investments in companies over which the Group does not exercise control or significant influence.

At initial recognition, these investments are stated at purchase price plus transaction costs. If the fair value of these financial assets cannot be measured reliably at the balance sheet date, the assets are carried at historical cost less any accumulated impairment losses.

Dividends attached to the investments are recognized in the income statement under "Other financial income" when the Group's right to receive payment is established.

At each balance sheet date, the Group assesses whether there is any objective indication that its investments in non-consolidated companies are impaired. Examples of such indications include:

- evidence that the entity is in a loss-making situation;
- where the entity's performance is significantly worse than expected;
- where significant adverse changes have taken place in the economic environment in which it operates.

Where the Group considers that an investment is impaired, an impairment loss is recorded in the income statement under "Other financial expense".

2.12 OTHER NON-CURRENT FINANCIAL ASSETS

Other non-current financial assets mainly comprise guarantees and deposits and other financial assets.

Guarantees and deposits are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in non-current assets as they fall due more than 12 months after the balance sheet date. Guarantees and deposits are initially recognized at fair value.

2.13 NON-CURRENT ASSETS AND LIABILITIES HELD FOR SALE

Non-current assets (or disposal groups/liabilities) are classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction.

2.14 CURRENT FINANCIAL ASSETS

This class of assets generally corresponds to financial assets held for trading purposes and primarily includes non-monetary SICAV mutual funds. These assets are initially recognized at fair value, and the transaction costs are expensed in the income statement. At the balance sheet date, current financial assets are measured at fair value, and any gains or losses arising from changes in fair value are taken to income.

2.15 DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives held for trading purposes

The Group uses derivatives such as interest rate swaps and collars in order to hedge its exposure to changes in interest rates on borrowings.

Contracts that do not meet the hedge accounting criteria set out in IAS 39 are designated as assets and liabilities at fair value through profit or loss. These instruments are measured at fair value, with changes in fair value recognized in "Other financial income" or "Other financial expense". The accounting treatment of contracts that meet the criteria for designation as cash flow hedges under IAS 39 is described in the section on cash flow hedges below.

Hedges of a net investment in a foreign operation

This type of hedge has been taken out in respect of the financing provided to acquire a subsidiary in Australia and meets the definition of a net investment hedge set out in IAS 39. The hedge enables any changes in value attributable to the translation of the amounts into reporting currency to be offset in the parent company's consolidated financial statements.

The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity. The ineffective portion is recognized in profit or loss. The accumulated gain or loss that has been recognized directly in equity is transferred to profit or loss on disposal of the foreign operation.

Cash flow hedges

When a derivative is designated as an instrument hedging the variability of cash flows associated with a recognized asset or liability, or a highly probable forecast transaction, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity. The gain or loss recognized directly in equity is reclassified into profit or loss in the same period or periods during which the hedged transaction affects profit or loss (such as in the periods that the foreign exchange gain or loss is recognized). The portion of the gain or loss relating to the ineffective portion of the hedge is recognized immediately in profit or loss.

Since July 1, 2008, the Group has applied hedge accounting to certain derivatives such as interest rate swaps and collars used to hedge its interest rate risk on borrowings, when the criteria for designation as a hedge under IAS 39 are met. These instruments have been used as an economic hedge since inception, but did not meet the IAS 39 hedge accounting criteria, particularly in terms of documentation requirements, until the date on which the Group chose to adopt hedge accounting. The impacts of this change in accounting policy are disclosed in Note 17 on financial instruments.

To hedge the currency risk on borrowings taken out in US dollars and pounds sterling, in 2008 the Group entered into USD/EUR and GBP/EUR currency swaps. These transactions have been designated as cash flow hedges since inception, as they meet all of the hedge accounting criteria set out in IAS 39.

2.16 TRADE AND OTHER RECEIVABLES

Trade receivables are measured at fair value less any provisions for impairment.

A provision for impairment of trade receivables is set aside when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the transaction. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. An analysis of doubtful receivables is performed based on the age of the receivable, the credit status of the client and whether or not the related invoice is disputed. The carrying amount of the asset is reduced through the use of a provision, and the amount of the loss is recognized in the income statement under additions to provisions.

When a trade receivable is uncollectible, it is written off against the provision for impairment of trade receivables. Subsequent recoveries of amounts previously written off are credited to "Other operating income".

2.17 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, monetary mutual funds (SICAV), deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within current financial liabilities on the balance sheet.

Changes in the fair value of cash and cash equivalents are recognized through the income statement.

2.18 BORROWINGS

Borrowings are recognized initially at fair value, net of transaction costs incurred, and subsequently stated at amortized cost.

Interest on borrowings is recorded in the income statement under financial expense using the effective interest method. Debt issuance costs are recorded as a reduction in the carrying amount of the related debt and are amortized through profit or loss over the estimated term of the debt using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.19 PENSION PLANS AND OTHER LONG-TERM EMPLOYEE BENEFITS

The Group's companies have various long-term obligations towards their employees for termination benefits, pension plans and long-service awards.

The Group has both defined benefit and defined contribution plans.

Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a designated pension fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations in excess of these contributions. The contributions are recognized in personnel costs when they fall due. Prepaid contributions are recognized as an asset to the extent that they result in a cash refund or a reduction in future payments.

Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan. An example is a plan which defines the amount of the pension that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows based on the yield on investment-grade bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions when estimating pension obligations are recognized in equity in the consolidated statement of recognized income and expense in the period in which they arise.

2.20 PROVISIONS FOR OTHER LIABILITIES AND CHARGES

Provisions for other liabilities and charges are recognized when the Group considers that at the balance sheet date it has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The costs which the Group ultimately incurs may exceed the amount of the related provision due to a variety of factors such as the uncertain nature of the outcome of the dispute. Provisions for claims and disputes whose outcome will only be known in the long term are measured at the present value of the expenditures expected to be required to settle the obligation concerned using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized in "Other financial expense".

2.21 TRADE PAYABLES

Trade payables are carried at fair value. All of the Group's trade payables have maturities of one year or less and are classified under current liabilities.

2.22 SHARE-BASED PAYMENTS

In 2007, the Group awarded stock options and set up new compensation plans in connection with its initial public offering (IPO). These plans remained in force in 2008.

Stock options

The fair value of the employee services received in exchange for the award of stock options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (such as profitability and sales growth targets).

The assumptions used to value the Group's stock options are described in Note 21.

The proceeds received net of any directly attributable transaction costs are credited to capital for the nominal value and to the share premium for the balance when the options are exercised.

Compensation plans set up in connection with the Group's IPO

The Group has set up equity-settled compensation plans consisting of (i) stock options on preferential terms and (ii) free share grants. It has also set up a cash-settled compensation plan in the form of stock appreciation rights.

Stock options on preferential terms

Employees have subscribed for shares under a cash capital increase carried out for this purpose. The subscription price represents a 20% discount on the IPO price. The shares are non-transferable for a period of five years.

The proceeds received net of any directly attributable transaction costs are credited to share capital for the nominal value and to the share premium for the balance when the shares are subscribed. The fair value of the employee services received in exchange for the 20% discount granted on the IPO price is recognized as an expense. The total amount to be expensed corresponds to the 20% discount less the loss in value resulting from the five-year non-transferability requirement. The loss in value is estimated based on the cost of a two-step strategy consisting of selling the shares at the end of the five-year non-transferability period and purchasing the same number of shares in cash (i.e. readily transferable shares), and financing the transaction with a loan. This strategy represents the cost to the Group of offloading the risk associated with the shares during the non-transferability period.

Free share grants

Free shares are accounted for in the same way as stock options.

Stock appreciation rights

The fair value of the employee services received in exchange for stock appreciation rights is recognized in full as an expense with an offsetting entry against debt at the grant date (provided that the rights have vested). At each year-end, the debt entry is determined by reference to the fair value of the rights estimated by applying an option pricing model. Changes in the fair value of the debt are recognized in operating profit.

2.23 REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for services rendered by the Group's companies in the ordinary course of their business, after elimination of intra-group transactions. The Group recognizes revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term and the related revenue is recognized when the service has been rendered to the client.

For the Group's other contracts – notably in the Marine, Construction and Industry segments (see Note 5 – Segment information), the Group uses the percentage-of-completion method to determine the amount of revenue recognized during a given period to the extent that the outcome of the contracts concerned can be reliably estimated.

The stage of completion is determined for each contract by reference to the contract costs incurred up to the balance sheet date as a percentage of the estimated total costs for the contract. This percentage of completion, applied to the total estimated margin on the contract, represents the margin to be recognized in that period. If the estimated margin is negative, a provision is recorded immediately for the entire estimated amount of the contract.

2.24 LEASES

Leases pursuant to which the majority of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the lease term.

Bureau Veritas acquires minor items of equipment under finance leases which transfer to the Group substantially all the risks and rewards of ownership. These assets are reported as property, plant and equipment for an amount equal to the estimated present value of future minimum lease payments. The corresponding liabilities are included in short- or long-term borrowings.

2.25 DIVIDENDS PAID

Dividends distributed to the Company's shareholders are recognized as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

Note 3 - Financial risk management

The Group is exposed to a variety of financial risks (currency, interest rate, credit and liquidity risks) that may affect its assets, liabilities and operations.

The Group's policy is to constantly identify, assess and, where appropriate, hedge such risks with a view to limiting its exposure. Derivative instruments are used only to hedge identified risks and not for speculative purposes. The Group has specific procedures for dealing with each of the risks mentioned above and with each instrument used (derivatives, cash investments). Hedges are contracted exclusively with partners of the Group's financing programs. Group entities are not authorized to enter into market transactions other than currency spot transactions with their financial partners and may not enter into other market transactions involving interest rate or other instruments.

The Finance and Treasury department is in charge of setting up hedges. Simulations are carried out or mandated by the Finance and Treasury department to allow it to assess the impact of different scenarios on the Group's accounts.

3.1 CURRENCY RISK

The Group operates internationally and is therefore exposed to currency risk arising from its exposures to different currencies. This risk is incurred both on transactions carried out by Group entities in currencies other than their functional currency (transaction risk on operations), as well as on assets and liabilities denominated in foreign currencies (translation risk).

Regarding transaction risk, Group entities carry on business in their local currency which is also their functional currency. Revenue and costs (mainly personnel costs and related expenses) are denominated in the same currency (also the functional currency of the entity concerned). The Group's exposure to transaction risk on its operating activities is therefore not material and no specific hedging transactions have been entered into to protect the Group against this risk.

No hedges have been contracted against the risk arising on the translation of the financial statements of foreign subsidiaries into the Group's reporting currency. In fact, any hedges that may be used would hedge currency risk, which unlike translation risk can impact the income statement or cash flow generated by the Group. However, the Group does not rule out setting up translation risk hedges in the future if it were to consider this appropriate.

The Group has a multi-currency financing policy which enables its subsidiaries to borrow in local currencies. Where appropriate, the Group may hedge certain commitments by matching financing costs with operating income and cash flows in the currencies concerned.

When financing arrangements are set up in a currency other than the country's functional currency, the Group takes out currency hedges to protect itself against the impact of currency risk on its income statement.

3.2 INTEREST RATE RISK

The Group is exposed to the risk of fluctuations in interest rates on its variable-rate debt, which represents three-quarters of the Group's total debt. This risk arises mainly in the euro zone, the United States and Hong Kong. The Group assesses and monitors interest rate risk by geographic area and underlying currency, and uses swaps, collars, caps and floors to limit the impact of rises in interest rates, while capitalizing on any falls in rates.

Taking account of these hedging instruments and the Group's fixed-rate debt, 74% of consolidated gross debt was at a fixed or capped rate of interest at December 31, 2008.

The Group monitors its interest rate exposure on a monthly basis. It continually analyses the level of hedges put in place and ensures that they are appropriate for the related underlying exposure. The Group generally aims to protect itself against the risk of a rise in interest rates. These operations are monitored on a monthly basis by the Finance and Treasury department, which recommends adjustments to be made given the debt structure and forecast changes in the level of the Group's consolidated debt.

Hedging instruments contracted by the Group are described in Note 17.

3.3 CREDIT RISK

The Group considers that it is not exposed to significant concentrations of credit risk as its clients operate in a wide range of business sectors. The Group provides services to some 370,000 clients in 140 countries, and its ten largest clients – representing less than 10% of its consolidated revenue – are spread evenly across its eight divisions. The Group therefore has a broad client portfolio, with no client representing a material proportion of its revenue. Policies have also been set up to ensure that the clients purchasing its services have an appropriate credit standing.

3.4 LIQUIDITY RISK

The Group does not have any significant short- or medium-term repayment commitments.

Annual installments due on the amortizable tranche of the US$ 393.8 million syndicated loan are equal to 16.66% of the principal for drawdowns in US dollars and 18.7% of the principal for drawdowns in euros, less any early repayments made. This represents US$ 82 million and €4 million per annum, respectively, except in 2007 when the annual installment was 8.33% of the principal (US$ 45.1 million).

As part of its 2006 syndicated loan agreement, the Group has a revolving line of credit for €550 million maturing in 2012 and 2013. At December 31, 2008, €330.7 million had been drawn down from this facility, leaving an available balance of €219.4 million.

The "Club Deal 2007" loan agreement matures in October 2012.

In July 2008, the Group completed a US private placement ("USPP") in order to diversify its sources of financing and extend the maturity of its debt to July 2018 and July 2020.

The "Club Deal" loan involves a syndicate of 18 banks, while the private placement concerns 11 investors, thereby limiting counterparty risk.

At end-2008, Bureau Veritas respected all of its financial commitments. Accordingly, the Group considers that it is not exposed to any liquidity risk.

Note 4 - Use of estimates

The preparation of financial statements involves the use of estimates, assumptions and judgments that may affect the reported amounts of certain items in the balance sheet and/or income statement as well as the disclosures in the notes.

The estimates, assumptions and judgments used were determined based on the information available when the financial statements were drawn up and may not reflect actual conditions in the future.

The main estimates, assumptions and judgments used are analyzed below:

- **Measurement of provisions for claims and disputes and for impairment of trade receivables**

The Group records provisions for claims and disputes using the accounting policy described in Note 2.20.

These provisions are measured using various estimates and assumptions by reference to statistical data based on historical experience. They are discounted based on an estimate of the average duration of the obligation, an assumed rate of inflation and a discount rate that reflects the term to maturity of the obligation concerned.

Provisions for claims representing material amounts for which a lawsuit has been filed are measured on a case-by-case basis relying on independent experts' reports where appropriate. The costs which the Group ultimately incurs may exceed the amounts set aside to such provisions due to a variety of factors such as the uncertain nature of the outcome of the dispute.

Provisions for impairment in value of trade receivables are measured on a case-by-case basis based on the financial situation of the debtor concerned and the probability of default.

- **Measurement of intangible assets acquired in business combinations**

Intangible assets acquired in business combinations carried out by the Group include customer relationships, brands, concessions and non-competition agreements. The fair value of these items is generally measured by independent experts using assumptions relating to business forecasts for the companies concerned. Details of the Group's acquisitions during the year are provided in Note 10.

- **Impairment of goodwill**

The Group tests annually whether the value of goodwill is impaired, in accordance with the accounting policy described in Note 2.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions which are described in Note 9.

- **Income taxes**

The Group is subject to income taxes in numerous jurisdictions. Judgment is required by management in determining the worldwide provision for income taxes. The Group considers that its ultimate tax determination is reasonable in the ordinary course of its business.

The Group recognizes deferred income tax assets for deductible temporary differences and tax loss carryforwards to the extent that it deems probable such assets will be recovered in the future (see Note 14 for details of the deferred income taxes recognized by the Group).

- **Revenue recognition**

The Group uses the percentage-of-completion method in accounting for certain service contracts (see Note 2.23 of the section on significant accounting policies). Use of this method requires the Group to estimate the services provided to date as a proportion of the total services to be provided.

- **Measurement of long-term employee benefits**

The cost of long-term employee benefits under defined benefit plans is estimated using actuarial valuation methods. These methods require the use of assumptions which are described in Note 23. Due to the long-term nature of these plans, such estimates are subject to a significant degree of uncertainty.

- **Fair value of share-based payment**

Share-based payments are expensed over the vesting period, based on their fair value at the grant date for equity-settled instruments or at the balance sheet date for cash-settled transactions. Fair value is measured using appropriate valuation models requiring the use of assumptions, which are described in Note 21.

Note 5 - Segment reporting

The Group's primary reporting format is business segments and its secondary reporting format is geographical segments. Information by business segment is analyzed based on client specialization and the type of service provided by the Group.

Assets and liabilities of the Group's holding companies which are not allocated to a specific segment have been classified as non-operating assets and liabilities. Intra-segment transactions have been eliminated.

Segment assets correspond to operating assets and consist primarily of property, plant and equipment, intangible assets, goodwill, trade receivables, investments in associates and cash and cash equivalents. Unallocated assets are non-operating assets and principally comprise deferred income tax assets, as well as current and non-current financial assets.

Segment liabilities correspond to operating liabilities which primarily comprise trade and other payables, pension obligations and provisions for liabilities. Unallocated liabilities are non-operating liabilities and mainly include borrowings and other financial liabilities as well as current and deferred income tax liabilities.

Intra-segment transfers or transactions are entered into under the normal commercial terms and conditions that would also be available to unrelated third parties.

Financial income and expense and income tax expenses are not allocated by business segment as they are managed at country level rather than by business.

	Marine	Industry	Inspection & In-Service Verification	Health, Safety & Environment	Construction	Certification	Consumer Products	Government Services & International Trade	Total
2008 financial year									
Revenue	**293.5**	**482.0**	**330.2**	**248.0**	**464.4**	**273.3**	**306.4**	**151.6**	**2,549.4**
Operating profit	**87.6**	**56.2**	**32.9**	**8.1**	**44.6**	**49.3**	**70.3**	**19.6**	**368.5**
o/w depreciation and amortization	(2.9)	(10.8)	(7.6)	(6.0)	(10.6)	(6.3)	(12.0)	(5.7)	(61.9)
Share of profit of associates	-	-	-	-	-	-	-	-	**0.1**
Other information at December 31, 2008									
Operating assets	78.2	547.9	259.8	253.3	349.3	152.6	350.4	78.2	2,069.7
Non-operating assets	-	-	-	-	-	-	-	-	198.5
Assets held for sale	-	-	-	-	-	-	-	-	20.6
TOTAL ASSETS	**78.2**	**547.9**	**259.8**	**253.3**	**349.3**	**152.6**	**350.4**	**78.2**	**2,288.8**
Operating liabilities	50.2	154.7	105.4	82.5	144.8	86.4	97.4	58.3	779.7
Non-operating liabilities	-	-	-	-	-	-	-	-	1,201.8
Liabilities held for sale	-	-	-	-	-	-	-	-	23.5
TOTAL LIABILITIES	**50.2**	**154.7**	**105.4**	**82.5**	**144.8**	**86.4**	**97.4**	**58.3**	**2,005.0**
Capital expenditure for the year	2.9	12.1	8.7	6.8	11.9	7.1	29.1	9.5	88.1
Net goodwill									***769.7***
Gross goodwill	-	259.6	83.3	112.9	127.8	23.1	178.2	-	784.9
Accumulated impairment	-	-	(0.9)	-	(13.7)	(0.6)	-	-	(15.2)
2007 financial year									
Revenue	**247.2**	**311.1**	**267.8**	**206.1**	**391.7**	**243.6**	**259.2**	**140.2**	**2,066.9**
Operating profit	**65.7**	**28.7**	**18.3**	**6.7**	**36.8**	**40.6**	**51.0**	**17.7**	**265.5**
o/w depreciation and amortization	(2.7)	(5.7)	(4.5)	(3.3)	(6.7)	(4.2)	(12.1)	(2.8)	(42.0)
Share of profit of associates	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Other information at December 31, 2007									
Operating assets	78.6	253.0	209.0	224.7	289.7	146.0	308.4	64.5	1,573.9
Non-operating assets	-	-	-	-	-	-	-	-	263.7
TOTAL ASSETS	**78.6**	**253.0**	**209.0**	**224.7**	**289.7**	**146.0**	**308.4**	**64.5**	**1,837.6**
Operating liabilities	40.6	108.5	87.4	64.9	128.1	77.7	65.6	51.4	624.2
Non-operating liabilities	-	-	-	-	-	-	-	-	1,047.9
TOTAL LIABILITIES	**40.6**	**108.5**	**87.4**	**64.9**	**128.1**	**77.7**	**65.6**	**51.4**	**1,672.1**
Capital expenditure for the year	2.5	5.5	4.1	3.0	6.2	4.0	17.1	7.9	50.3
Net goodwill	-	***85.0***	***76.0***	***125.5***	***92.7***	***23.0***	***167.2***	-	***569.4***
Gross goodwill	-	85.0	76.4	125.5	106.5	23.0	167.2	-	583.6
Accumulated impairment	-	-	(0.4)	-	(13.8)	-	-	-	(14.2)

In 2008, the Group reclassified a number of businesses, in particular concerning the CCI group in Australia, which was initially presented under "Government Services & International Trade" and is now shown within "Industry" (see also Note 9 discussing the reallocation of the related goodwill). The impact resulting from the reclassification of the CCI group alone was €11.2 million on the revenue for these businesses in 2007.

In the following table, information is presented by geographical segment based on the geographical area in which the services were provided.

In 2008, several geographical areas were combined to allow a more meaningful comparison with other companies listed on Euronext:

- an EMEA region was created including Europe (excluding France), the Middle-East and Africa;
- Asia/Pacific became a region in itself, with the Middle East incorporated within EMEA.

Comparative data for 2007 takes into account these changes.

	France and overseas territories	EMEA (excluding France)	Americas	Asia/Pacific	Total
2008 financial year					
Revenue	**699.9**	**891.8**	**369.9**	**587.8**	**2,549.4**
Operating profit	**84.1**	**99.8**	**35.0**	**149.6**	**368.5**
Other information at December 31, 2008					
Operating assets	326.6	677.7	367.3	698.1	2,069.7
Non-operating assets	-	-	-	-	198.5
Assets held for sale	-	-	-	-	20.6
TOTAL ASSETS	**326.6**	**677.7**	**367.3**	**698.1**	**2,288.8**
Capital expenditure for the year	22.3	23.3	11.4	31.1	88.1
2007 financial year					
Revenue	**657.1**	**655.9**	**328.3**	**425.6**	**2,066.9**
Operating profit	**32.5**	**98.0**	**21.2**	**113.8**	**265.5**
Other information at December 31, 2007					
Operating assets	251.9	630.6	304.0	387.4	1,573.9
Non-operating assets	-	-	-	-	263.7
TOTAL ASSETS	**251.9**	**630.6**	**304.0**	**387.4**	**1,837.6**
Capital expenditure for the year	10.5	18.1	5.9	15.8	50.3

Data for France includes the assets, profits and losses relating to the Group's head office and central services. In 2007, operating profit for France includes the costs incurred in connection with the IPO (€35.1 million).

Note 6 - Operating income and expense

	2008	2007
Supplies	(23.2)	(13.0)
Subcontracting	(180.2)	(142.1)
Lease payments	(92.8)	(78.7)
Transport and travel costs	(236.2)	(181.8)
Service costs rebilled to clients	44.6	39.9
Other external services	(260.1)	(244.1)
Total purchases and external charges	**(747.9)**	**(619.8)**
Salaries and bonuses	(1,013.6)	(831.8)
Payroll taxes	(244.4)	(203.1)
Other employee-related expenses	(34.4)	(15.8)
Total personnel costs	**(1,292.4)**	**(1,050.7)**
Provisions for receivables	(13.3)	(8.2)
Provisions for other liabilities and charges	(10.3)	(1.2)
Total (additions to)/reversals of provisions	**(23.6)**	**(9.4)**
Goodwill impairment	(1.2)	(0.3)
Majority shareholder management fees	-	(1.6)
IPO-related expenses	-	(35.1)
Other operating expense	(9.0)	(2.2)
Total other operating expense	**(10.2)**	**(39.2)**

In 2007, IPO-related expenses comprised external consulting, brokerage and communication fees, as well as costs incurred in connection with the employee stock ownership plan, which included personnel costs in an amount of €6.4 million.

"Other operating income" (2008: €9.5 million; 2007: €5.9 million) consists mainly of a research tax credit awarded to the Group's parent company for €3.9 million. The other items included in this caption are not material taken individually.

Note 7 - Other financial income and expense

	2008	2007
Gains/(losses) on disposals of non-current financial assets	-	-
Income from non-current financial assets	-	1.2
Expected return on funded plan assets	1.8	1.8
Fair value adjustments on current financial assets recognized in income	-	-
Other	-	0.7
Other financial income	**1.8**	**3.7**
Interest cost on pension plans	(5.2)	(5.0)
Foreign exchange gains/(losses)	(7.1)	(8.3)
Fair value adjustments on current financial assets recognized in income	(4.3)	(2.9)
Other	(2.6)	(0.7)
Other financial expense	**(19.2)**	**(16.9)**
TOTAL	**(17.4)**	**(13.2)**

Note 8 - Income tax expense

	2008	2007
Current income tax	(88.3)	(68.8)
Deferred income tax	13.0	13.9
TOTAL	**(75.3)**	**(54.9)**

The difference between the effective tax expense and the theoretical tax obtained by applying the French standard tax rate to consolidated profit before income tax can be analyzed as follows:

	2008	2007
Profit before income tax	**298.9**	**217.8**
French parent company tax rate (%)	34.4%	34.4%
Theoretical income tax charge based on the parent company tax rate	(102.8)	(75.0)
Income tax impact of transactions subject to a reduced tax rate	1.0	0.7
Differences in foreign tax rates	25.5	18.4
Impact of unrecognized tax losses	(4.9)	(2.7)
Utilization of previously unrecognized tax losses	0.9	0.6
Permanent differences	1.1	5.3
Changes in estimates	(0.6)	(1.5)
Other	4.5	(0.7)
ACTUAL INCOME TAX EXPENSE	**(75.3)**	**(54.9)**
EFFECTIVE INCOME TAX RATE	**25.2%**	**25.2%**

Note 9 - Goodwill

	2008	2007
Gross value	583.6	473.7
Accumulated impairment	(14.2)	(13.9)
Net goodwill at January 1	**569.4**	**420.1**
Additional consideration relating to prior-year acquisitions	0.7	0.5
Acquisitions during the year	229.5	161.0
Disposals of consolidated businesses	(0.4)	-
Allocation to identified (assets)/liabilities	7.5	(4.4)
Impairment for the year	(1.2)	(0.3)
Exchange differences	(35.8)	(47.2)
Gross value	784.9	583.6
Accumulated impairment	(15.2)	(14.2)
Net goodwill at December 31	**769.7**	**569.4**

Goodwill allocated to the Group's main cash-generating units (CGUs) at December 31, 2008 and 2007 can be analyzed as follows:

	Industry	Inspection & In-Service Verification	Health, Safety & Environment	Construction	Certification	Total Industry & Facilities	Consumer Products	Total
2008	**259.6**	**82.4**	**113.0**	**114.1**	**22.4**	**591.5**	**178.2**	**769.7**
United States	19.9	-	58.0	67.9	6.5	152.3		
Spain	8.8	43.0	9.7	32.2	5.9	99.6		
United Kingdom	8.6	19.6	16.0	6.2	-	50.4		
Australia	198.5	-	10.7	-	-	209.2		
Other countries	23.8	19.8	18.6	7.8	10.0	80.0		
2007	**85.0**	**76.0**	**125.5**	**92.7**	**23.0**	**402.2**	**167.2**	**569.4**
United States	18.8		55.0	64.3	6.0	144.1		
Spain	6.9	33.3	31.4	13.6	8.3	93.5		
United Kingdom	10.1	24.4	20.0	7.8	-	62.3		
Australia	43.8	-	12.8	-	-	56.6		
Other countries	5.4	18.3	6.3	7.0	8.7	45.7		

No goodwill has been allocated to the "Marine" and "Government Services & International Trade" businesses.

Following the internal business reorganization, a portion of CCI group goodwill (€17.0 million) that arose in 2007 was reclassified to the "Industry" CGU from the "Government Services & International Trade" CGU.

Impairment tests

The goodwill allocated to the above CGUs was tested for impairment at December 31, 2008 and 2007.

The recoverable amount of a CGU is determined on the basis of its estimated value in use. Value in use is estimated based on business forecasts covering a period of five years and extrapolated beyond this period using a perpetuity growth rate approximating the CGU's rate of inflation. The growth rates used for the Group's main areas are 2.0% in Europe, 2.8% in the United States and 2.8% in Australia (3.2% for the "Mining and Minerals" activity).

The discount rate used is based on the weighted average cost of capital (WACC) calculated by an independent expert, adapted to the Group's different businesses and the geographic areas in which the CGUs are present. The discount rate is 7% for Europe (excluding the United Kingdom), 8% for the United Kingdom and the United States, and 8% for Australia (except for "Mining and Minerals", for which the discount rate has been set at 9.5%). These discount rates are post-tax rates applied to net-of-tax future cash flows, before taking into account external financing costs.

At December 31, 2008, the recoverable amounts of the Group's CGUs were significantly higher than their carrying values. Accordingly, no material write-downs were taken on the related goodwill. However, following the sharp downturn in the global economy in fourth-quarter 2008, the discounted cash flow analysis focused particularly on those businesses most at threat from the crisis, namely "Construction" and "Health, Safety & Environment" in Spain, the United Kingdom, the United States and Australia, and the "Mining & Minerals" activity in Australia.

Exceptionally, cash flows expected to arise from the acquisition of Amdel in Australia were forecast over an eight-year period in accordance with the treatment permitted by IAS 36, which usually requires the use of five-year forecasts. As "Mining & Minerals" is a new business for the Group, the time required for its business plan to reach maturity is different from that required by the Group's existing activities. The adjusted forecast period therefore reflects this. Given the change in the economic climate for the mining industry over the fourth quarter – particularly in Australia – and the significant investments made by the Group, the performance of this business over the next few years will be closely monitored. The 9.5% discount rate used (compared to 8% for the Group's other businesses in Australia) reflect the particular risks associated with this activity.

Sensitivity of the recoverable amount to key assumptions and estimates:

Country	Business	Discount rate	Growth rate
United States	Construction	> 8.9%	< 1.7%
	HSE	> 8.4%	< 2.3%
Australia	Mining & Minerals	>10.3%	< 2.1%
	HSE	> 9.6%	< 0.7%

NB: Only a single parameter was changed in each case.

In 2008, the Group took only limited impairment losses, including €0.5 million for the "Certification" business in Taiwan and €0.4 million for the "Industry" CGU in Austria. Other impairment losses were not material.

Note 10 - Acquisitions and disposals

The table below sets out the companies in which the Group acquired a 100% interest in 2008:

Month	Company	Business	Country
January	Ziller	CTC	Germany
January	Tecniter	CTC	Italy
January	Codde	CPS	France
April	Cesmec	IND/MIN, CTC, HSE, GSIT	Chile
April	Anasol	HSE	Brazil
April	Sciro	IND	Italy
April	Graham	HSE	Italy
April	BV-Bosun (joint-venture)	IND	China
May	Amdel Holdings	IND/MIN, HSE	Australia
June	Global Social Compliance (GSC)	CPS	United States, China
June	JMDynamics	IND	United Kingdom
June	Ulase	CER	France
November	Elysées Conseil	CER	France
November	Kotiti Vietnam	CPS	Vietnam
December	Geoanalitica	IND/MIN	Chile

Key: CTC: Construction; CPS: Consumer Products; CER: Certification; HSE: Health, Safety & Environment; GSIT: Government Services & International Trade; IND: Industry; MIN: Mining & Minerals.

The purchase price for companies acquired in 2008 was allocated to their identifiable assets, liabilities and contingent liabilities at the balance sheet date, based on information and valuations available at that date.

The table below was calculated prior to completing the final accounting for companies acquired in 2008:

	2008		2007	
Cost of acquisitions		304.8		230.2
Transaction expenses		7.0		7.3
Purchase consideration relating to prior-year acquisitions		0.7		0.5
Total purchase price		**312.5**		**238.0**
Assets and liabilities acquired/assumed	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**
Non-current assets	30.5	108.3	71.9	93.5
Current assets (excluding cash and cash equivalents)	30.6	30.6	101.0	101.4
Assets held for sale	-	0.3	-	28.4
Current liabilities (excluding debt)	(27.2)	(27.2)	(86.7)	(86.0)
Liabilities held for sale	-	-	-	(22.9)
Non-current liabilities (excluding debt)	(1.9)	(23.9)	(7.4)	(22.4)
Borrowings	(1.7)	(1.7)	(33.3)	(13.9)
Minority interests acquired	-	-	-	-
Cash and cash equivalents of acquired companies	(4.0)	(4.0)	(1.6)	(1.6)
Total assets and liabilities acquired/assumed	**26.3**	**82.4**	**43.9**	**76.5**
GOODWILL		**230.1**		**161.5**

The residual unallocated goodwill is chiefly attributable to the human capital of the companies acquired and the significant synergies expected.

In 2008, the Group did not adjust the 2007 comparatives as the amount of the additional purchase consideration was not deemed material in relation to the total value of the goodwill.

The Group's acquisitions in 2008 and 2007 were paid exclusively in cash. The impact of these acquisitions on cash and cash equivalents was as follows:

	2008	2007
Total purchase price of acquisitions	**(312.5)**	**(238.0)**
Cash and cash equivalents of acquired companies	(4.0)	(1.6)
Purchase price outstanding at December 31 in respect of acquisitions during the year	10.0	7.4
Purchase price paid in relation to prior-period acquisitions	(12.3)	(5.5)
Purchase price paid in prior periods	-	28.1
IMPACT OF ACQUISITIONS ON CASH AND CASH EQUIVALENTS	**(318.8)**	**(209.6)**

The purchase price paid in prior periods and recognized in 2007 relates exclusively to shares in ECA. These were acquired prior to January 1, 2007 and were included in investments in non-consolidated companies prior to that time.

No significant disposals took place in 2008 or 2007.

Proforma data

In 2008, Bureau Veritas acquired companies and groups with aggregate annual revenue of around €150 million and operating profit of around €30 million for 2008 before amortization of intangible assets resulting from the business combinations.

In 2007, Bureau Veritas acquired companies and groups with aggregate revenue of €257.6 million and operating profit of €25.4 million for 2007 before amortization of intangible assets resulting from the business combinations.

The table below sets out the Group's key financial indicators. It includes the major acquisitions of Amdel and Cesmec in 2008 as if these companies had been included in the consolidated financial statements at January 1, 2008. Operating profit includes 12-month amortization charged against intangible assets resulting from the business combinations.

	2008	2007
Revenue		
As per financial statements	2,549.4	2,066.9
Proforma	2,582.5	2,234.7
Operating profit		
As per financial statements	368.5	265.5
Proforma	373.1	274.2
Net profit for the year		
As per financial statements	223.6	163.5
Proforma	224.8	167.2

Note 11 - Intangible assets

	Software	Customer relationships	Brands	Total
At December 31, 2006				
Gross value	25.9	51.2	1.6	78.7
Accumulated amortization and impairment	(21.2)	(5.6)	(1.6)	(28.4)
NET	**4.7**	**45.6**	**-**	**50.3**
Movements during the year				
Additions	2.2	4.0	0.2	6.4
Amortization and impairment charge	(2.3)	(9.0)	(0.4)	(11.7)
Acquisitions of subsidiaries	3.5	57.3	6.6	67.4
Exchange differences and other movements	(0.1)	(3.8)	-	(3.9)
Total movements (net)	**3.3**	**48.5**	**6.4**	**58.2**
At December 31, 2007				
Gross value	34.0	107.7	8.4	150.1
Accumulated amortization and impairment	(26.0)	(13.6)	(2.0)	(41.6)
NET	**8.0**	**94.1**	**6.4**	**108.5**
Movements during the year				
Additions	4.2	-	-	4.2
Amortization and impairment charge	(3.5)	(16.7)	(0.7)	(20.9)
Acquisitions of subsidiaries	-	53.9	22.9	76.8
Exchange differences and other movements	(0.4)	(10.0)	(3.3)	(13.7)
Total movements (net)	**0.3**	**27.2**	**18.9**	**46.4**
At December 31, 2008				
Gross value	36.6	150.3	28.0	214.9
Accumulated amortization and impairment	(28.3)	(29.0)	(2.7)	(60.0)
NET	**8.3**	**121.3**	**25.3**	**154.9**

Note 12 - Property, plant and equipment

	Land	Buildings	Machinery and equipment	IT equipment and other	Construction in progress	Total
At December 31, 2006						
Gross value	1.1	57.3	106.2	116.1	8.0	288.7
Accumulated depreciation and impairment	-	(32.0)	(66.8)	(83.6)	-	(182.4)
NET	**1.1**	**25.3**	**39.4**	**32.5**	**8.0**	**106.3**
Cost						
Acquisitions	-	7.7	13.4	16.5	10.6	48.2
Disposals and retirements	-	(3.0)	(8.1)	(10.3)	-	(21.4)
Acquisitions and disposals of subsidiaries	0.1	11.9	22.2	14.9	-	49.1
Exchange differences and other movements	(0.1)	(0.8)	(0.5)	(5.9)	(8.7)	(16.0)
Total	**-**	**15.8**	**27.0**	**15.2**	**1.9**	**59.9**
Accumulated depreciation and impairment						
Depreciation and impairment charge	-	(5.8)	(10.5)	(14.0)	-	(30.3)
Disposals and retirements	-	2.0	7.7	9.4	-	19.1
Acquisitions and disposals of subsidiaries	-	(7.7)	(12.8)	(10.0)	-	(30.5)
Exchange differences and other movements	-	0.9	4.0	4.6	-	9.5
Total	**-**	**(10.6)**	**(11.6)**	**(10.0)**	**-**	**(32.2)**
At December 31, 2007						
Gross value	1.1	73.1	133.2	131.3	9.9	348.6
Accumulated depreciation and impairment	-	(42.6)	(78.4)	(93.6)	-	(214.6)
NET	**1.1**	**30.5**	**54.8**	**37.7**	**9.9**	**134.0**
Cost						
Acquisitions	0.3	15.3	34.9	21.9	10.8	83.2
Disposals and retirements	-	(8.5)	(3.3)	(13.8)	-	(25.6)
Acquisitions and disposals of subsidiaries	0.2	7.8	47.9	4.3	4.1	64.3
Exchange differences and other movements	-	2.4	(8.4)	1.0	(8.8)	(13.8)
Total	**0.5**	**17.0**	**71.1**	**13.4**	**6.1**	**108.1**
Accumulated depreciation and impairment						
Depreciation and impairment charge	-	(6.7)	(18.5)	(16.2)	-	(41.4)
Disposals and retirements	-	5.4	2.5	11.2	-	19.1
Acquisitions and disposals of subsidiaries	-	(3.7)	(27.3)	(3.2)	-	(34.2)
Exchange differences and other movements	-	1.2	5.4	1.2	-	7.8
Total	**-**	**(3.8)**	**(37.9)**	**(7.0)**	**-**	**(48.7)**
At December 31, 2008						
Gross value	1.6	90.1	204.3	144.7	16.0	456.7
Accumulated depreciation and impairment	-	(46.4)	(116.2)	(100.7)	-	(263.3)
NET	**1.6**	**43.7**	**88.1**	**44.0**	**16.0**	**193.4**

The value of property, plant and equipment sold as part of business disposals carried out by the Group in 2008 and 2007 is not material.

Note 13 - Investments in associates

	2008	2007
Investments in associates at January 1	**2.2**	**2.1**
Dividends and share of profits	-	-
Gains during the year	0.1	0.1
Other movements	0.5	-
Investments in associates at December 31	**2.8**	**2.2**

Investments in associates	Country	Assets	Liabilities	Revenue	Contribution to consolidated net profit for the year	% interest
2007						
ATSI	France	2.5	1.1	3.0	-	49.9%
GIE Sécurité Aviation Civile	France	17.1	10.9	21.5	-	45.0%
BV EM & I LTD	United Kingdom	4.9	4.7	9.0	-	50.0%
2008						
ATSI	France	2.8	1.4	3.4	-	49.9%
GIE Sécurité Aviation Civile	France	16.1	10.9	21.6	-	45.0%
BV EM & I LTD	United Kingdom	4.2	4.0	13.3	0.1	50.0%

Note 14 Deferred income tax

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority.

The offset amounts are as follows:

	2008	2007
Deferred income tax assets		
Deferred income tax assets to be recovered beyond one year	32.0	24.0
Deferred income tax assets to be recovered within one year	75.4	37.8
Total	**107.4**	**61.8**
Deferred income tax liabilities		
Deferred income tax liabilities to be recovered beyond one year	(52.4)	(33.6)
Deferred income tax liabilities to be recovered within one year	(27.8)	(5.2)
Total	**(80.2)**	**(38.8)**
NET DEFERRED INCOME TAX ASSETS	**27.2**	**23.0**

Movements in deferred income taxes during the year were as follows:

	2008	2007
Net deferred income tax assets at January 1	**23.0**	**28.3**
Deferred tax income/(expense) for the year	13.0	14.1
Deferred income taxes recognized directly in equity	10.7	(2.6)
Acquisitions of subsidiaries	(21.9)	(17.1)
Exchange differences	2.4	0.3
NET DEFERRED INCOME TAX ASSETS AT DECEMBER 31	**27.2**	**23.0**

Movements in deferred income tax assets and liabilities during the year were as follows:

Deferred income tax assets	Pension plans and other employee benefit obligations	Provisions for contract-related disputes	Tax loss carryforwards	Other	Total
At December 31, 2006	**26.5**	**4.2**	**2.3**	**18.4**	**51.4**
Recognized in the income statement	0.8	(0.2)	7.6	4.3	12.5
Recognized directly in equity	(2.6)	-	-	-	(2.6)
Acquisitions of subsidiaries	(2.3)	-	0.8	2.9	1.4
Exchange differences	(0.1)	-	(0.5)	(0.3)	(0.9)
At December 31, 2007	**22.3**	**4.0**	**10.2**	**25.3**	**61.8**
Recognized in the income statement	0.8	(0.3)	15.2	6.3	22.0
Recognized directly in equity	(0.3)	-	-	23.8	23.5
Acquisitions of subsidiaries	-	-	-	1.2	1.2
Exchange differences	(0.3)	0.0	(0.4)	(0.4)	(1.1)
AT DECEMBER 31, 2008	**22.5**	**3.7**	**25.0**	**56.2**	**107.4**

Deferred income tax liabilities	Gains taxable in future periods	Customer relationships	Other	Total
At December 31, 2006	**5.9**	**12.5**	**4.7**	**23.1**
Recognized in the income statement	1.1	(2.1)	(0.6)	(1.6)
Acquisitions of subsidiaries	-	18.0	0.6	18.6
Exchange differences	-	(0.7)	(0.6)	(1.3)
At December 31, 2007	**7.0**	**27.7**	**4.1**	**38.8**
Recognized in the income statement	0.2	(4.1)	12.9	9.0
Recognized directly in equity	-	-	12.8	12.8
Acquisitions of subsidiaries	-	23.1	-	23.1
Exchange differences	-	(3.5)	-	(3.5)
AT DECEMBER 31, 2008	**7.2**	**43.2**	**29.8**	**80.2**

Other deferred income tax assets and liabilities essentially concern temporary differences relating to current assets and liabilities. The “Other” column relating to deferred income tax assets corresponds principally to the tax impact of provisions and accrued payables which are not tax deductible.

At December 31, 2008, unrecognized tax loss carryforwards totaled €15.1 million (2007: €10.0 million). The corresponding unrecognized deferred income tax assets totaled €4.9 million (2007: €2.8 million).

Note 15 - Investments in non-consolidated companies

	2008	2007
ECA shares	-	28.1
Other shares	1.2	0.8
Investments in non-consolidated companies at January 1	**1.2**	**28.9**
Movements during the year		
Acquisitions	0.8	0.4
Disposals	-	-
Acquisitions of subsidiaries	-	(28.1)
INVESTMENTS IN NON-CONSOLIDATED COMPANIES AT DECEMBER 31	**2.0**	**1.2**

All of the Group's investments in non-consolidated companies correspond to shares acquired in unlisted companies.

Note 16 - Other current and non-current financial assets

	2008	2007
Other non-current financial assets		
Deposits and guarantees	18.7	16.4
Other	9.9	5.4
TOTAL	**28.6**	**21.8**
Current financial assets		
Non-monetary mutual funds (SICAV)	10.5	21.7
Other	4.7	2.2
TOTAL	**15.2**	**23.9**

Deposits and guarantees primarily correspond to deposits relating to lease payments on office premises and do not bear interest. All of the Group's deposits and guarantees are presented within non-current financial assets. The vast majority of these assets have maturities of one to five years.

The Group considers that the fair value of these deposits and guarantees approximated their carrying amount at December 31, 2008 and 2007.

Marketable securities including certain non-monetary mutual funds (SICAV) and some other non-current financial assets have been pledged by the Group. These pledged assets represented a total carrying amount of €13.1 million at December 31, 2008 (2007: €8.0 million).

Note 17 - Derivative financial instruments

In the first-half of 2005, the Group set up a variable-rate syndicated loan and a number of interest rate swaps to hedge a portion of the interest rate risk arising on its USD-denominated debt (variable-rate lender/fixed-rate borrower swaps and collars). Further similar hedging arrangements were set up at the end of 2006 and first half of 2007 to protect the Group against interest rate risk arising on its euro-denominated debt.

In 2008, the Group entered into other interest rate hedges. These include an interest rate cap to protect against rising interest rates that also allow the Group to benefit from favorable interest rate trends. The Group also contracted a currency hedge converting its US dollar and pound sterling debt resulting from the US private placement into euros.

The net-of-tax impact of the change in accounting policy regarding cash flow hedges with effect from July 1, 2008 totaled €7 million at December 31, 2008 (see Note 2.15 – Derivative financial instruments).

As certain interest rate instruments, such as the interest cap or cancelable swap do not meet the criteria for hedge accounting under IAS 39, they are measured at fair value in the balance sheet with a corresponding entry in the income statement.

The interest rate derivatives in place at year-end 2008 and 2007 were as follows:

Interest rate derivatives	Maturity	Notional amount	Fair value of derivative asset
Swap	12/30/2009	USD 50 million	(0.2)
Collar	12/30/2009	USD 50 million	0.0
Collar	03/30/2008	USD 50 million	0.1
Collar	03/30/2008	USD 50 million	0.1
Swap	05/30/2011	EUR 50 million	1.1
Collar	06/15/2012	EUR 50 million	(0.4)
Collar	06/14/2013	EUR 50 million	(0.6)
Swap	06/28/2010	EUR 50 million	(0.3)
TOTAL AT DECEMBER 31, 2007			**(0.2)**
Collar	12/30/2009	USD 50 million	(1.0)
Swap	12/30/2009	USD 50 million	(0.6)
Cap	01/30/2009	EUR 100 million	0.2
Swap	02/22/2009	USD 30 million	(0.0)
Floor	01/29/2010	EUR 50 million	0.5
Swap	01/31/2010	EUR 50 million	(0.7)
Swap	02/22/2010	USD 40 million	(0.5)
Swap	06/28/2010	EUR 50 million	(1.6)
Swap	01/30/2011	EUR 50 million	(1.4)
Swap	05/30/2011	EUR 50 million	(1.4)
Collar	06/15/2012	EUR 50 million	(2.9)
Collar	12/16/2013	EUR 50 million	(4.0)
Swap	06/27/2013	EUR 50 million	(1.7)
TOTAL AT DECEMBER 31, 2008			**(15.1)**

The currency derivatives in place at year-end 2008 and 2007 were as follows:

Currency derivatives	Maturity	Notional amount	Fair value of derivative asset
TOTAL AT DECEMBER 31, 2007	-	-	-
	07/16/2018	GBP 23 million	(4.6)
	07/16/2018	USD 155 million	27.4
	07/16/2020	GBP 40 million	(8.2)
	07/16/2020	USD 111 million	22.2
TOTAL AT DECEMBER 31, 2008			**36.8**

Note 18 - Trade and other receivables

	2008	2007
Beyond one year	-	-
Within one year	**850.3**	**731.0**
Trade receivables	784.4	669.1
Inventories	5.3	1.3
Other receivables	60.6	60.6
Total, gross	**850.3**	**731.0**
Provisions at January 1	**(44.2)**	**(47.2)**
Net increases/reversals	(3.8)	(1.9)
Acquisitions of subsidiaries	(0.8)	(4.1)
Exchange differences	(0.9)	2.7
Other	0.2	6.3
Provisions at December 31	**(49.5)**	**(44.2)**
TRADE AND OTHER RECEIVABLES, NET	**800.8**	**686.8**

The Group considers that the fair value of its trade and other receivables approximates their carrying amount as they all fall due within one year.

Government receivables include an amount of around USD 22.0 millon (€15.8 million at December 31, 2008) which has been fully provisioned for a number of years.

There is little concentration of credit risk in relation to the Group's trade receivables due to the significant number of clients and their geographic diversity.

The following table presents an aged balance of trade receivables for which no provisions have been set aside:

	2008	2007
TRADE RECEIVABLES	**784.4**	**669.1**
of which		
Not provisioned and not yet due	475.4	416.6
Not provisioned and due:		
Less than 1 month past due	112.9	106.9
1 to 3 months past due	90.7	63.2
3 to 6 months past due	32.6	29.4
More than 6 months past due	23.9	9.4

Note 19 - Cash and cash equivalents

	2008	2007
Marketable securities	56.0	20.6
Cash at bank and on hand	97.4	122.3
TOTAL	**153.4**	**142.9**

Marketable securities primarily correspond to units in monetary mutual funds (SICAV) which meet the definition of cash and cash equivalents set out in IAS 7.

Net cash and cash equivalents, as reported in the cash flow statement, comprise:

	2008	2007
Cash and cash equivalents	153.4	142.9
Bank overdrafts (Note 22)	(8.0)	(8.8)
NET CASH AND CASH EQUIVALENTS AS REPORTED IN THE CONSOLIDATED CASH FLOW STATEMENT	**145.4**	**134.1**

Note 20 - Share capital

SHARE CAPITAL

The total number of shares comprising share capital was 108,600,755 at December 31, 2008 (2007: 116,159,775). All shares have a par value of €0.12 and are fully paid up.

The Group had not issued any hybrid financial instruments at December 31, 2008. The stock warrants included in equity at December 31, 2006 were exercised in 2007.

CAPITAL INCREASES

Following the exercise of 440,980 stock options (after the 10-for-1 stock split), the Group carried out capital increases resulting in a total increase of €3.5 million in the share premium.

CAPITAL REDUCTION

On July 18, 2008, the Group reduced its capital by €0.9 million and its share premium by €301.0 million to reflect the cancelation of eight million treasury shares.

TREASURY SHARES

At December 31, 2008, the Group owned 957,468 of its own shares. The carrying amount of these shares is deducted from equity.

Note 21 - Share-based payments

The Group has set up four types of equity-settled compensation plans:

- stock option plans;
- stock ownership plan at preferential terms;
- free share plans;
- stock appreciation rights.

STOCK OPTION PLANS

Description

Stock options are granted to senior managers and other selected employees. All of the Group's stock option plans entitle their holders to subscribe for newly issued shares on exercise of their options. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Options are conditional on the employee having completed three or five years' service depending on the plan. They have a contractual option term of eight years after the grant date.

The exercise price of the options is set at the grant date and may not be changed, except for the February and July 2006 plans whose initial exercise price is subject to an increase at a rate of 8.5% per year applied on an accrual basis until the date when the options are exercised by the beneficiary.

Plans prior to December 2001 entitle their holders to purchase 200 shares for each option. Under all plans set up after that date, each option is exercisable for one share.

Pursuant to a decision of the Management Board on June 9, 2008, the Group awarded select employees 137,400 stock options. The options granted may be exercised at a fixed price of €38.35. This plan will result in the issuance of new shares when the options are exercised. The Group has no legal or constructive obligation to repurchase or settle the options in cash. The award is conditional on the employee having completed three years' service, and on achieving a performance target based on adjusted operating profit in 2008. The options are valid for eight years after the grant date.

The average fair value of options granted during the year was €15.25 per option (2007: €14.36).

Movements in stock options (based on equivalent numbers of shares)

	Weighted average exercise price of options *(share equivalents)*	Number of options *(share equivalents)*	Average residual life of outstanding options
At December 31, 2006	**11.14**	**4,413,460**	**5.3 years**
Options granted during the year	17.30	700,000	9.2 years
Options canceled during the year	12.91	(212,010)	5.4 years
Options exercised during the year	8.14	(1,348,350)	4.1 years
At December 31, 2007	**14.36**	**3,553,100**	**5.9 years**
Options granted during the year	38.35	137,400	7.5 years
Options canceled during the year	14.18	(235,500)	5.2 years
Options exercised during the year	8.03	(440,980)	2.1 years
At December 31, 2008	**15.25**	**3,014,020**	**5.3 years**

Of the total number of outstanding options, 695,620 were exercisable at December 31, 2008 (2007: 1,191,600 options).

Stock options outstanding at the end of the year had the following expiry dates and exercise prices

Start date of plan	Expiry date	Exercise price *(in € per share)*	Number of options *(share equivalents)*	
			2008	**2007**
04/12/2000 Plan	04/11/2008	4.08	-	20,000
12/11/2001 Plan	12/11/2009	6.19	120,000	230,000
12/17/2002 Plan	12/17/2010	7.49	160,320	311,600
07/25/2003 Plan	07/25/2011	9.58	386,300	572,000
11/15/2004 Plan	11/15/2012	12.09	29,000	58,000
02/01/2006 Plan	02/01/2014	15.17	1,420,000	1,546,000
07/12/2006 Plan	07/12/2016	17.30	137,000	137,000
01/31/2007 Plan	01/31/2017	17.30	624,000	678,500
06/09/2008 Plan	06/09/2016	38.35	137,400	-
NUMBER OF OPTIONS AT DECEMBER 31, 2008			**3,014,020**	**3,553,100**

Measurement

The fair value of the options outstanding during the year was determined using the Black-Scholes option pricing model, except for the 2006 plans which were measured using the binomial model.

The fair value of options granted in 2008 was calculated based on the following assumptions:

- exercise price: €38.35;
- expected share volatility: 29% (2007: 20%), determined based on the volatility of shares of listed companies in the same industry;
- dividend yield: 1.6% (2007: 2.2%);
- an expected option life: 7 years (2007: 5 years);
- risk-free interest rate: 4.8% (2007: 4.0%), determined by reference to the yield on government bonds over the estimated life of the options.

In 2008, the expense recognized in respect of stock options amounted to €1.0 million (2007: €0.8 million).

STOCK OWNERSHIP PLAN AT PREFERENTIAL TERMS

Description

The Group set up an employee stock ownership plan pursuant to a decision of the Management Board of December 13, 2007. Within the scope of this plan, the Group's employees subscribed to 1,143,905 shares as part of a cash capital increase carried out for this purpose at a 20% discount on the IPO price. The shares are non-transferable for a period of five years.

Measurement

The fair value of employee services received in exchange for the 20% discount granted on the IPO price is estimated at €1.87 per share based on the methodology described in Note 2.22.

The main valuation assumptions used were as follows:

- share price at the listing date: €37.75;
- subscription price: €30.20;
- discount corresponding to risks and liquidity requirements: 15.05%.

No expense was recognized in 2008 for stock purchases at preferential terms (2007: €2.1 million).

FREE SHARE GRANTS

Description

Pursuant to a decision of the Management Board on December 13, 2007, the Group granted free shares:

- to certain Group employees, subject to completing a minimum of two or four years' service depending on the plan;
- to Group management, subject to completing a minimum period of service and to meeting performance criteria based on 2007 and 2008 earnings.

The shares have a non-transferability period of four or five years from the grant date depending on the plan.

Pursuant to a decision of the Management Board on June 9, 2008, the Group granted free shares to certain employees. Employees must have completed three years' service in France or four years' service outside France to be eligible for the free share plan. Eligibility for free shares also depends on meeting a series of performance targets based on adjusted operating profit for 2008. Shares granted in France are subject to a non-transferability period of two years.

Pursuant to a decision of the Management Board on September 22, 2008, the Group granted free shares to one of its senior managers. The award was subject to a minimum of three years' service for the manager followed by a non-transferability period of two years.

Overview of free share plans outstanding at year-end

Grant date	Expiration date	Number of shares
12/13/2007 Plan (employees)	12/12/2012	9,811
12/13/2007 Plan (employees)	12/12/2011	79,079
12/13/2007 Plan (management)	12/12/2011	150,000
06/09/2008 Plan	06/08/2011	143,800
06/09/2008 Plan	06/08/2012	282,250
09/22/2008 Plan (management)	09/21/2011	55,000
NUMBER OF SHARES AT DECEMBER 31, 2008		**719,940**

Measurement

The weighted average fair value of free shares granted in 2008 is €33.61 per share (2007: €33.83 per share).

The following main assumptions were used to value the free shares granted in 2008:

- share price at the grant date;
- dividend yield: 1.6% (2007: 1.5%);
- discount corresponding to risks and liquidity requirements: 14% (2007: 15%).

In 2008, the expense recognized by the Group in respect of free share grants amounted to €5.9 million (2007: €1.2 million).

STOCK APPRECIATION RIGHTS

Description

Pursuant to a decision of the Management Board on December 13, 2007, stock appreciation rights were awarded to certain Group employees.

These rights are not subject to any vesting conditions. They are valid for a maximum term of six years from the grant date and may be exercised early should the employees concerned leave the Group. The exercise price is set at the grant date and may not be subsequently modified.

Overview of stock appreciation rights outstanding at year-end:

			2008	2007
Start date of plan	**Expiration date**	**Exercise price**	**Number of shares**	**Number of shares**
12/13/2007 Plan	12/12/2013	30.20	70,119	78,311

Measurement

The fair value of these instruments was estimated at €9.81 per right at December 31, 2008 using the Black-Scholes option pricing model (2007: €20.85).

The main valuation assumptions used were as follows:

- share price at year-end;
- dividend yield: 2.1% (2007: 1.5%);
- expected share volatility: 35% (2007: 30%);
- risk-free interest rate: 3.17% (2007: 4.8%), determined by reference to the yield on government bonds over the estimated life of the rights.

At December 31, 2008, the debt recognized by the Group in respect of stock appreciation rights amounted to €0.7 million (2007: €1.6 million). The decrease in the debt was recognized in operating income in an amount of €0.9 million (2007: expense of €1.6 million).

To hedge its exposure to changes in the price of BVSA shares, the Group entered into a futures contract in February 2008 to buy 78,310 BVSA shares in exchange for payment of a €0.5 million premium. This premium is included in "Current financial assets" and measured at fair value at the balance sheet date. The gain or loss arising on the remeasurement to fair value is taken to operating items, and represented an expense of €0.5 million in 2008.

Note 22 - Financial liabilities

	Total	Due within 1 year	Due between 1 and 2 years	Due between 2 and 5 years	Due beyond 5 years
At December 31, 2008					
Bank borrowings (long-term portion)	973.2	-	67.6	649.2	256.4
Other non-current financial liabilities	5.4	-	2.2	3.2	-
Total non-current financial liabilities	**978.6**	**-**	**69.8**	**652.4**	**256.4**
Bank borrowings (short-term portion)	79.9	79.9			
Bank overdrafts	8.0	8.0			
Other current financial liabilities	15.4	15.4			
Total current financial liabilities	**103.3**	**103.3**			
At December 31, 2007					
Bank borrowings (long-term portion)	735.2	-	66.1	639.1	30.0
Other non-current financial liabilities	7.0	-	1.0	6.0	-
Total non-current financial liabilities	**742.2**	**-**	**67.1**	**645.1**	**30.0**
Bank borrowings (short-term portion)	66.2	66.2			
Bank overdrafts	8.8	8.8			
Other current financial liabilities	18.7	18.7			
Total current financial liabilities	**93.7**	**93.7**			

The year-on-year increase in financial liabilities at December 31, 2008 mainly reflects acquisition financing, particularly Amdel in Australia in first-half 2008.

SYNDICATED LOAN AGREEMENT

The Group's main source of financing is a syndicated loan taken out in May 2006. The loan comprises a US$ 560 million amortizable tranche repayable in May 2013 and a €550 million revolving facility, 5% of which matures in May 2012 and 95% in May 2013.

Drawdowns on both tranches of this syndicated credit line totaled €613.6 million at December 31, 2008. The amortizable tranche had been fully drawn down, while €219.3 million remained available under the revolving facility.

"CLUB DEAL 2007" LOAN AGREEMENT

In October 2007, the Group set up a five-year loan for €150 million. The terms and conditions of the "Club Deal 2007" agreement are similar to those of the 2006 syndicated loan, except for the spread table.

US PRIVATE PLACEMENT

In July 2008, the Group completed a US private placement ("USPP") maturing in July 2018 and July 2020, to diversify its sources of financing and extend the maturity of its debt. The placement was subscribed by investors and comprises four tranches redeemable at maturity in USD and GBP.

COVENANTS

The syndicated credit line and "Club Deal 2007" agreement include the following financial covenants:

- the interest cover ratio must be greater than 5.5. Interest cover represents EBITDA divided by net financial expense;
- the leverage ratio must be less than 3. The leverage ratio is defined as consolidated net debt divided by EBITDA.

This ratio is calculated on a trailing 12-month basis, twice yearly (June 30 and December 31).

The same covenants feature in the USPP agreement, but the leverage ratio must be less than 3.25.

The Group complied with all such covenants at June 30, 2008 and December 31, 2008.

CURRENCY RISK

Short-and long-term bank borrowings can be analyzed as follows by currency:

(in millions of currency)	2008	2007
US dollar (USD)	262.0	304.5
Euro (EUR)	740.2	434.2
Pound Sterling (GBP)	35.7	46.4
Other	15.3	16.3
TOTAL	**1,053.1**	**801.4**

The USPP debt including tranches in pounds sterling and US dollars has been converted into euros using a currency swap and is therefore included on the "EUR" line.

INTEREST RATE RISK

To manage its interest rate risk and protect itself mainly against rising interest rates, the Group seeks to achieve a balanced fixed-rate/variable-rate mix for its debt.

At December 31, 2008 and 2007, gross debt can be analyzed as follows:

(millions of euros)	2008	2007
Fixed rate	257.3	-
Variable rate	795.8	801.4
TOTAL	**1,053.1**	**801.4**

The reference interest rates for variable-rate debt depend on the drawdown currency (Euribor for euro debt, USD Libor for debt in US dollars, and Libor GBP for debt in Pound Sterling).

The contractual repricing dates for virtually all borrowings are within six months.

The interest rates applicable to the Group's bank borrowings, the margin at December 31, 2008 and 2007 are detailed below:

Borrowing currency	2008	2007
Euro	3.58%	5.04%
US dollar	2.65%	5.22%
Pound Sterling	4.41%	6.29%

Effective interest rates approximate nominal rates for all tranches of the Group's borrowings except the USD tranche of the syndicated loan, for which the effective interest rate was 4.75% at December 31, 2007 (5.78% at December 31, 2006).

Analyses of sensitivity to changes in interest and exchange rates as defined by IFRS 7 are provided in Note 30 on additional financial instrument disclosures.

Note 23 - Pension plans and other long-term employee benefits

The Group's defined benefit plans cover the following:

- pension schemes, primarily comprising plans that have been closed to new entrants for several years. The Group's pension schemes are generally unfunded – except for a very limited number that are funded through payments to insurance companies – and are valued based on periodic actuarial calculations;
- termination benefits; and
- long-service awards.

The related obligations recorded in the balance sheet were as follows:

	2008	2007
Present value of defined benefit obligations	**101.8**	**107.6**
o/w pension benefits	57.3	66.1
o/w termination benefits	32.7	30.9
o/w long-service awards	11.8	10.6
Fair value of plan assets	**(23.3)**	**(29.6)**
Unrecognized actuarial gains and losses		
DEFICIT/(SURPLUS)	**78.5**	**78.0**

Income statement charge by type of benefit:

	2008	2007
Pension benefits	(3.3)	(3.9)
Termination benefits	(6.2)	(5.5)
Long-service awards	(2.0)	0.3
TOTAL	**(11.5)**	**(9.1)**

PENSION BENEFITS

The amounts recognized in the balance sheet in respect of pension benefit obligations were determined as follows:

	2008	2007
Present value of funded obligations	30.5	37.2
Fair value of plan assets	(23.3)	(29.6)
Deficit/(surplus) on funded obligations	**7.2**	**7.6**
Present value of unfunded obligations	26.9	28.9
Unrecognized actuarial losses	-	-
LIABILITY IN THE BALANCE SHEET	**34.1**	**36.5**

The amounts recognized in the income statement were as follows:

	2008	2007
Current service cost, included in operating profit	**(1.8)**	**(2.5)**
Interest cost	(3.3)	(3.2)
Expected return on plan assets	1.8	1.8
TOTAL, INCLUDED IN NET FINANCIAL EXPENSE	**(1.5)**	**(1.4)**

The actual return on plan assets was a negative €6.7 million in 2008 and a negative €5.4 million in 2007.

Movements in the related benefit obligation were as follows:

	2008	2007
At January 1	**66.0**	**73.5**
Current service cost	1.8	2.5
Interest cost	3.3	3.3
Actuarial losses/(gains)	(10.2)	(10.3)
Currency translation differences	(2.9)	(1.2)
Benefits paid	(2.0)	(2.7)
Liabilities assumed in a business combination and other movements	1.3	0.9
AT DECEMBER 31	**57.2**	**66.0**

Movements in the fair value of plan assets were as follows:

	2008	2007
At January 1	**29.6**	**33.2**
Expected return on pension plan assets	1.8	1.8
Actuarial (losses)/gains	(5.1)	(7.2)
Currency translation differences	(2.1)	(0.8)
Employer contributions	2.5	2.3
Benefits paid	-	-
Other movements	-	0.3
AT DECEMBER 31	**26.7**	**29.6**

Contributions to funded plans in future periods are expected to approximate those paid in 2008.

Plan assets break down as follows by type of financial instrument:

	2008		2007	
Equity instruments	6.2	25%	6.4	22%
Debt instruments	15.9	63%	21.3	72%
Other	3.0	12%	1.9	6%
TOTAL	**25.0**	**100%**	**29.6**	**100%**

The expected return on plan assets was determined by considering the expected returns available on the assets underlying the current investment policy. Expected yields on fixed interest investments are based on gross redemption yields at the balance sheet date.

Expected returns on equity and property investments reflect long-term actual rates of return experienced in the respective markets.

The main actuarial assumptions used were as follows:

	2008	2007
Discount rate	6.2%	5.4%
Expected return on plan assets	6.2%	5.8%
Estimated increase in future salary levels	3.1%	3.0%
Estimated increase in future pension benefit levels	2.5%	2.2%

Assumptions concerning future mortality rates are based on published statistics and historical data for each geographical region. INSEE 2002 tables are used for benefit obligations in France.

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the six countries with the largest obligations for the Group. At December 31, 2008, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €24.7 million (2007: €25.9 million). The 6% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 10-year bonds.

TERMINATION BENEFITS

The Group's obligations for termination benefits generally relate to lump-sum payments made to employees on retirement. However, in certain countries these obligations also include termination benefits payable to employees who are not retiring. These benefits are covered by unfunded plans.

Movements in the related benefit obligation were as follows:

	2008	2007
At January 1	**30.9**	**34.3**
Current service cost	5.2	4.9
Interest cost	1.4	1.3
Actuarial losses/(gains)	0.4	(4.1)
Currency translation differences	(0.1)	(0.3)
Benefits paid	(5.5)	(5.1)
Liabilities assumed in a business combination and other movements	0.8	0.6
Curtailments and settlements	(0.4)	(0.7)
AT DECEMBER 31	**32.7**	**30.9**

The main actuarial assumptions used were as follows:

	2008	2007
Discount rate	6.2%	5.3%
Estimated increase in future salary levels	3.1%	3.0%

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the six countries with the largest obligations for the Group. At December 31, 2008, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €23.2 million (2007: €22.4 million). The 6% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 10-year bonds.

LONG-SERVICE AWARDS

Movements in the Group's obligation relating to long-service awards were as follows:

	2008	2007
At January 1	**10.6**	**10.5**
Current service cost	1.7	0.9
Interest cost	0.5	0.4
Exchange differences	(0.2)	(0.1)
Benefits paid	(0.7)	(0.5)
Other movements	(0.1)	(0.6)
AT DECEMBER 31	**11.8**	**10.6**

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the six countries with the largest obligations for the Group. At December 31, 2008, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €9.7 million (2007: €8.4 million). The 6.25% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 7-year bonds.

ACTUARIAL GAINS AND LOSSES

	2008	2007
Cumulative actuarial (gains)/losses recognized in equity	1.0	2.3
Actuarial (gains)/losses recognized in equity during the year	(1.3)	(7.2)
o/w arising from:		
Experience adjustments	*(5.8)*	*(0.9)*
Changes in actuarial assumptions	*(4.6)*	*(13.5)*
Changes in return on plan assets	*1.3*	*7.2*

DEFINED CONTRIBUTION PLANS

Payments made under defined contribution plans in 2008 totaled €51.2 million (2007: €45.7 million).

Note 24 - Provisions for other liabilities and charges

	Provisions for contract-related disputes	Other provisions for liabilities	Total
At December 31, 2006	**57.8**	**11.9**	**69.7**
Additions	5.9	8.7	14.6
Unused amounts reversed	(4.4)	(3.9)	(8.3)
Used during the year	(2.6)	(2.8)	(5.4)
Acquisitions of subsidiaries	0.5	2.8	3.3
Unwinding of discount	(0.2)	-	(0.2)
Exchange differences	(0.1)	(0.1)	(0.2)
At December 31, 2007	**56.9**	**16.6**	**73.5**
Additions	9.9	14.8	24.7
Unused amounts reversed	(4.4)	(4.8)	(9.2)
Used during the year	(1.2)	(3.9)	(5.1)
Acquisitions of subsidiaries	0.1	0.2	0.3
Unwinding of discount	1.8	-	1.8
Exchange differences	(0.1)	(1.1)	(1.2)
Other	0.3	2.8	3.1
At December 31, 2008	**63.3**	**24.6**	**87.9**

Changes in provisions for other liabilities and charges result from changes in estimates and the emergence of new risks, which are not material taken individually.

Bureau Veritas and its subsidiaries are involved in various disputes and legal claims arising in the ordinary course of business in connection with the services they provide. The majority of these services are covered by business-specific insurance. The future cash outflows in relation to these disputes are uncertain as they will depend on developments in legal proceedings currently under way, including appeals. The Group considers that most of the cash outflows relating to such disputes will occur more than one year after the balance sheet date.

Provisions for other liabilities and charges recorded in the balance sheet at December 31, 2008 take into account the risks associated with claims regarding Terminal 2E at Paris Roissy Charles de Gaulle airport.

Based on available information, its counsels' estimates, and insurance coverage in place and amounts currently provisioned, the Group does not believe this dispute will have a material impact on its consolidated financial statements for the coming years.

CONTINGENT LIABILITIES

Like all European IACS-member ship classification firms, Bureau Veritas underwent an inspection by the European Commission aimed at identifying any agreements, decisions, and/or practices in breach of competition law. Proposed commitments have been submitted to the European Commission by Bureau Veritas and other European members, and may result in either an end to the proceedings or in a sentence.

There are no other government, administrative, legal or arbitration proceedings or investigations (including any proceedings of which Bureau Veritas may be aware that are pending or with which the Group is threatened) that could have, or have had over the last 12 months, a material impact on the Group's financial position or profitability.

Note 25 - Trade and other payables

	2008	2007
Due beyond one year	**-**	**-**
Due within one year	**584.3**	**537.1**
Trade payables	88.2	86.9
Accrued invoices	78.9	81.9
Prepaid income	95.5	69.6
Accrued taxes and payroll costs	321.7	298.7
TOTAL	**584.3**	**537.1**

Prepaid income primarily corresponds to amounts invoiced on contracts in progress for services that have not yet been performed.

Note 26 - Non-current assets and liabilities held for sale

These relate to a vehicle leasing subsidiary of the ECA group acquired solely for the purpose of resale.

Non-current assets and liabilities held for sale break down as follows:

	2008	2007
Assets held for sale		
Property, plant and equipment	14.6	23.6
Trade and other receivables	6.0	4.8
TOTAL	**20.6**	**28.4**
Liabilities held for sale		
Provision for other liabilities and charges	1.5	0.3
Non-current financial liabilities	6.4	17.8
Current financial liabilities	11.9	2.6
Trade and other payables	3.7	2.1
TOTAL	**23.5**	**22.9**

Note 27 - Earnings per share

BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

	2008	2007
Profit attributable to equity holders of the Company *(€ thousands)*	217,175	158,343
Weighted average number of ordinary shares in issue *(thousands)*	107,426	104,900
BASIC EARNINGS PER SHARE *(€ PER SHARE)*	**2.02**	**1.51**

Profit attributable to operations in the process of sale is not material and does not alter earnings per share figures.

DILUTED EARNINGS PER SHARE

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to reflect conversion of dilutive potential ordinary shares.

The Company has two categories of dilutive potential ordinary shares: stock options and free shares.

For stock options, a calculation is made in order to determine the number of shares that could have been acquired at fair value based on the monetary value of the subscription rights attached to outstanding stock options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the stock options.

Free share grants are potential ordinary shares whose issue is contingent on beneficiaries completing a minimum level of service as well as meeting a series of performance criteria. Free shares that could have been issued had the vesting period ended on December 31, 2008 were taken into account to calculate diluted earnings per share.

	2008	2007
Profit attributable to equity holders of the Company *(€ thousands)*	217,175	158,343
Weighted average number of ordinary shares in issue *(thousands)*	107,426	104,900
Adjustments for:		
■ Stock options *(thousands)*	1,516	778
Weighted average number of ordinary shares used to calculate diluted earnings per share *(thousands)*	108,942	105,678
DILUTED EARNINGS PER SHARE *(€ PER SHARE)*	**1.99**	**1.50**

Note 28 - Dividend per share

On June 17, 2008, the Group paid out dividends to eligible shareholders in respect of the 2007 financial year. The dividend payout totaled €64.3 million, corresponding to a dividend per share of €0.60.

Note 29 - Off balance sheet commitments

Commitments given by the Group primarily include guarantees and operating leases commitments.

GUARANTEES GIVEN

Guarantees given break down as follows by maturity:

	Total	Due within 1 year	Due between 1 and 5 years	Due beyond 5 years
At December 31, 2008	**98.5**	36.6	49.0	12.9
At December 31, 2007	**77.7**	35.5	31.5	10.7

Guarantees given include bank guarantees and parent company guarantees.

- bank guarantees: these include bid and performance bonds. Bid bonds cover their beneficiaries in the event that a commercial offering is withdrawn, a contract is not signed, or requested guarantees are not provided. Performance bonds provide purchasers with a guarantee that Bureau Veritas will perform its contractual obligations as agreed. They usually represent a percentage of the contract price – generally around 10%.
- parent company guarantees: these mainly correspond to (i) guarantees given by the parent company to financial institutions in order to cover bank guarantees granted by these financial institutions in connection with the Group's commercial operations, and (ii) guarantees relating to lease payments, under which the parent company undertakes to make the lease payments to the lessor in the event the subsidiary concerned defaults.

At December 31, 2008 and 2007, the Group considered that the risk of a cash outflow on these guarantees was low. Accordingly, no provisions were recorded.

GUARANTEES RECEIVED

In connection with its acquisition of ECA in October 2007, Bureau Veritas International received guarantees totaling €7 million expiring in less than five years.

OPERATING LEASES: COMMITMENTS AND RECOGNIZED LEASE CHARGES

The Group leases offices, laboratories and equipment under both non-cancelable and cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

Recognized lease charges can be analyzed as follows:

	2008	2007
OPERATING LEASE CHARGES	**92.8**	**78.8**
o/w property leases	*76.9*	*62.2*
o/w equipment leases	*15.9*	*16.6*

Future aggregate minimum lease payments under non-cancelable operating leases relating to property (excluding rental service charges) are as follows:

	2008	2007
FUTURE MINIMUM LEASE PAYMENTS	**293.4**	**123.2**
Due within 1 year	66.8	33.1
Due between 1 and 5 years	149.3	72.4
Due beyond 5 years	77.3	17.7

PLEDGES

	Type	Inception	Expiration date	Amount of assets pledged (A)	Total amount in balance sheet (B)	Corresponding % (A)/(B)
At December 31, 2008						
Intangible assets	-	-	-	-	-	-
Property, plant and equipment	-	-	-	-	-	-
Other non-current financial assets	Pledge	-	-	9.9	28.6	34.6%
TOTAL ASSETS PLEDGED				**9.9**	**2,288.8**	**0.4%**
At December 31, 2007						
Intangible assets	-	-	-	-	-	-
Property, plant and equipment	-	-	-	-	-	-
Other non-current financial assets	Pledge	-	-	4.9	21.8	22.5%
TOTAL ASSETS PLEDGED				**4.9**	**1,837.6**	**0.3%**

Long-term investments have been pledged in an amount of €9.9 million.

None of the Group's intangible assets or property, plant and equipment had been pledged at either December 31, 2008 or 2007.

Marketable securities including certain non-monetary mutual funds (SICAV) and some other non-current financial assets have been pledged by the Group. These pledged assets represented a total net carrying amount of €13.1 million at December 31, 2008.

Note 30 - Additional financial instrument disclosures

The table below presents the carrying amount, valuation method and fair value of financial instruments classified in each IAS 39 category at year-end:

	IAS 39 category	Carrying amount	IAS 39 measurement method				Fair value
			Amortized cost	Cost	Fair value through equity	Fair value through profit or loss	
At December 31, 2008							
Financial assets							
Investments in non-consolidated companies	FVPL	2.0	-	-	-	2.0	2.0
Other non-current financial assets	HTM	28.6	28.6	-	-	-	28.6
Trade and other receivables	LR	776.0	776.0	-	-	-	776.0
Current financial assets	LR	4.2	4.2	-	-	-	4.2
Current financial assets	FVPL	11.0	-	-	-	11.0	11.0
Derivative financial instruments	FVPL/FVE	40.0	-	-	36.8	3.2	40.0
Cash and cash equivalents	FVPL	153.4	-	-	-	153.4	153.4
Financial liabilities							
Bank borrowings	AC	1,061.2	1,061.2	-	-	-	1,163.8
Other non-current financial liabilities	AC	5.4	5.4	-	-	-	5.4
Trade and other payables	AC	584.3	584.3	-	-	-	584.3
Current financial liabilities	AC	15.3	15.3	-	-	-	15.3
Derivative financial instruments	FVPL/FVE	18.3	-	-	10.9	7.4	18.3
At December 31, 2007							
Financial assets							
Investments in non-consolidated companies	FVPL	1.2	-	-	-	1.2	1.2
Other non-current financial assets	HTM	21.8	21.8	-	-	-	21.8
Trade and other receivables	LR	663.5	663.5	-	-	-	663.5
Current financial assets	LR	2.2	2.2	-	-	-	2.2
Current financial assets	FVPL	21.7	-	-	-	21.7	21.7
Derivative financial instruments	FVPL	-	-	-	-	-	-
Cash and cash equivalents	FVPL	142.9	-	-	-	142.9	142.9
Financial liabilities							
Bank borrowings	AC	810.2	810.2	-	-	-	810.2
Other non-current financial liabilities	AC	7.0	7.0	-	-	-	7.0
Trade and other payables	AC	537.1	537.1	-	-	-	537.1
Current financial liabilities	AC	18.7	18.7	-	-	-	18.7
Derivative financial instruments	FVPL	0.2	-	-	-	0.2	0.2

The following abbreviations are used to represent IAS 39 financial instrument categories:

- HTM for held-to-maturity assets;
- LR for loans and receivables;
- FVPL for instruments at fair value through profit or loss;
- FVE for instruments at fair value through equity; and
- AC for debt measured at amortized cost.

With the exception of interbank borrowings and debt, the Group considers the carrying amount of the financial instruments reported on the balance sheet to approximate their fair value.

The nature of the gains and losses arising on each financial instrument category can be analyzed as follows:

		Interest	Adjustments for:			Net gains/ (losses) 2008	Net gains/ (losses) 2007
			Fair value	Exchange differences	Impairment		
Held-to-maturity assets	HTM	-	-	-	-	-	-
Loans and receivables	LR	-	-	2.8	(3.8)	(1.0)	(3.3)
Financial assets at fair value through profit or loss	FVPL	-	(4.3)	(10.3)	-	(14.6)	(7.4)
Debt carried at amortized cost	AC	(50.4)	(3.6)	0.4	-	(53.6)	(38.9)
TOTAL		**(50.4)**	**(7.9)**	**(7.1)**	**(3.8)**	**(69.2)**	**(49.6)**

SENSITIVITY ANALYSES

Currency risk

Due to the international scope of its operations, the Group is exposed to currency risk on its use of several different currencies.

In general, hedges arise naturally with the matching of income and expenses in most countries in which the Group operates, since services are provided locally. The Group's exposure to currency risk arising on transactions carried out in foreign currencies is not therefore not considered material.

In 2008, almost half of the Group's revenue was generated in currencies other than the euro, including 16% in US dollars, 5% in pound sterling, 6% in Hong Kong dollars and 6% in Australian dollars. Taken individually, other currencies do not represent more than 3.0% of the Group's revenue. The Group's evolving currency mix reflects the fast-paced development of its activities outside the euro zone, particularly in US dollars and other dollar-linked currencies.

As the Group's presentation currency is the euro, it must convert into euros any assets, liabilities, income and expenses denominated in other currencies at the time of preparing its financial statements. The results of the Group's foreign currency operations are consolidated in its income statement after being converted into euros using the average exchange rate for the period. Assets and liabilities are converted at the year-end rate. As a result, changes in the value of the euro against other currencies affect the corresponding amounts in the consolidated financial statements, even if the value of the items concerned remains unchanged in their original currencies.

The impact of a 1% rise or fall in the value of the euro against a number of different currencies is described below (assuming that all other parameters remain unchanged):

- a 1% change in the value of the euro against the US dollar would have had an impact of 0.16% on consolidated revenue and 0.18% on operating profit for 2008;
- a 1% change in the value of the euro against the Hong Kong dollar would have had an impact of 0.06% on consolidated revenue and 0.10% on operating profit for 2008;
- a 1% change in the value of the euro against the pound sterling would have had an impact of 0.05% on consolidated revenue and 0.01% on operating profit for 2008;
- a 1% change in the value of the euro against the Australian dollar would have had an impact of 0.06% on consolidated revenue and 0.05% on operating profit for 2008.

The syndicated loan set up in May 2006 is a multi-currency facility which allows the Group to borrow in local currencies. If it deems appropriate, the Group may hedge certain commitments by matching financing costs with operating income in the currencies concerned.

The US private placement was set up in July 2008 in the entity's various functional currencies, namely the US dollar and Pound Sterling. To protect its income statement against currency risk and convert the borrowings into euros, a cross-currency swap was taken out in respect of the USPP.

The Group is exposed to currency risk inherent to financial instruments denominated in foreign currencies (i.e., currencies other than the functional currency of each Group entity). The sensitivity analysis presented below shows the impact that a significant change in the value of the euro and US dollar would have on earnings in a non-functional currency. The analysis for the US dollar does not include entities whose functional currency is strongly correlated to the US dollar, for example Group entities based in Hong Kong. Liabilities denominated in a currency other than the functional currency of the entity, for which a hedge has been taken out, converting the liability to the functional currency, have not been included in the analysis. Financial instruments denominated in foreign currencies which are included in the sensitivity analysis relate to key monetary balance sheet items and in particular, current and non-current financial assets, trade and other receivables, cash and cash equivalents, current and non-current financial liabilities, current liabilities, and trade and other payables.

The table below shows the results of the sensitivity analysis for financial instruments exposed to currency risk on the Group's main foreign currencies (euro and US dollar) at December 31, 2008:

(in millions of currency)	Non-functional currency	
	USD	*EUR*
Net value of exposed financial instruments	35.7	17.8
Assumed change in exchange rates at December 31	10%	10%
Impact on the income statement (rise in currency)	3.6	1.8
Impact on the income statement (fall in currency)	(3.6)	(1.8)

Interest rate risk

The Group's interest rate risk arises primarily from assets and liabilities bearing interest at variable rates. The Group seeks to limit its exposure to a rise in interest rates through swaps, collars, caps and floors that also allow it to capitalize on any favorable interest rate trends.

The Group monitors its interest rate exposure on a monthly basis. It continually analyses the level of hedges put in place and ensures that they are appropriate for the related underlying exposure. The Group's policy is to prevent more than 60% of its consolidated net debt being exposed to a rise in interest rates over a long period (more than six months). The Group may enter into other swaps, collars or other instruments for this purpose. No financial instruments are contracted for speculative purposes.

The Group compares the amount of its borrowings, debt and bank credit facilities less any financial assets (cash and cash equivalents) with interest rate hedging transactions in order to assess its net exposure to interest rate risk, representing the amount of interest-bearing debt contracted at variable rates or for which no caps have been set up. At December 31, 2008, the Group considers that a 1% rise in short-term interest rates across all currencies would lead to an increase of around €0.8 million in interest payable. A rise of 1% in interest rates would have a positive impact of €4.7 million on consolidated equity, attributable to the fair value of interest rate derivatives designated as cash flow hedges.

Note 31 - Related-party transactions

As intra-group transactions are eliminated on consolidation they are not included in this note. Parties related to the Group are its majority shareholder Wendel as well as certain key management personnel, such as members of the Management Board.

Compensation paid by the Group to its key management personnel breaks down as follows:

	2008	2007
Wages and salaries	1.6	1.3
Stock options	-	-
Free share grants	4.2	1.4
TOTAL EXPENSE FOR THE YEAR	**5.8**	**2.7**

Key management personnel held a total of 170,000 stock options at December 31, 2008 and 2007, with an average exercise price of €7.99.

The number of free shares granted to key management personnel totaled 205,000 at December 31, 2008 (end-2007: 150,000).

No management fees were paid to Wendel in 2008 (2007: €1.6 million).

Note 32 - Events after the balance sheet date

On March 5, 2009, Wendel sold 11 million Bureau Veritas shares in a private placement, for €25 per share. This transaction reduced Wendel's interest in the Bureau Veritas Group to 51.8%.

On April 2, an agreement has been signed in order to sell our vehicle leasing subsidiary which represents our non current assets ans liabilities held for sale at December 31, 2008 (Note 26).

The resolutions submitted to the ordinary shareholders' meeting of June 3, 2009 include a dividend payout of €0.72 per share in respect of 2008.

Note 33 - Summary of options and exemptions selected by the Group at the time of its transition to IFRS

The IFRS financial information for 2004 is based on an opening IFRS balance sheet prepared in accordance with IFRS 1 – First-time Adoption of International Financial Reporting Standards at January 1, 2004, the date of the Group's transition to IFRS.

IFRS 1 provides first-time adopters of IFRS with a number of exemptions from full retrospective application of IFRS at the transition date. The Group consequently made the following policy choices for the preparation of its balance sheet at January 1, 2004:

- Business combinations: the Group elected not to restate business combinations carried out prior to the IFRS transition date.
- Employee benefits: all unrecognized actuarial gains and losses arising on employee benefit obligations were recognized in a reserve account at the IFRS transition date.
- Cumulative currency translation adjustments: at the IFRS transition date, the Group transferred to consolidated reserves all cumulative currency translation adjustments arising on the translation of the financial statements of its foreign subsidiaries.
- Share-based payment: the Group elected to apply IFRS 2 to stock options issued after November 7, 2002 which had not yet vested at January 1, 2005.

The Group has applied IAS 32 and IAS 39 since January 1, 2004.

Note 34 - Consolidation scope

Fully consolidated companies at December 31, 2008

Country	Subsidiary (S)	2008		2007	
Company	Branch (B)	% control	% interest	% control	% interest
Algeria					
BV Algeria	S	100.00	100.00	100.00	100.00
Andorra					
ECA Internacional Andorra	S	66.00	56.35	100.00	100.00
Pirineu Payma	S	55.30	55.30	100.00	100.00
ECA OCT Andorra	S	100.00	72.75	100.00	100.00
Gimnot	S	100.00	70.75	-	-
ECA Inspeccio i control	S	59.33	59.33	-	-
ECA ITV	S	100.00	72.00	-	-
Angola				-	-
BV Angola	S	100.00	100.00	100.00	100.00
Argentina					
BIVAC Argentina	S	100.00	100.00	100.00	100.00
BV Argentina	S	100.00	100.00	100.00	100.00
BVQI Argentina	S	100.00	100.00	100.00	100.00
Servicios Internacionales Cesmec SA	S	100.00	100.00	-	-
Australia					
Bureau Veritas Australia Pty Ltd	S	100.00	100.00	100.00	100.00
Bureau Veritas HSE	S	100.00	100.00	100.00	100.00
Bureau Veritas Asset Integrity & Reliability Services Australia	S	100.00	100.00	100.00	100.00
IRC	S	100.00	100.00	100.00	100.00
CCI Holdings	S	100.00	100.00	100.00	100.00
Bureau Veritas International Trade	S	100.00	100.00	100.00	100.00
Carbon Consulting International	S	100.00	100.00	100.00	100.00
Bureau Veritas Asset Integrity & Reliability Services	S	100.00	100.00	100.00	100.00
Amdel	S	100.00	100.00	-	-
Amdel Holdings	S	100.00	100.00	-	-
Amdel Holdings Finance	S	100.00	100.00	-	-
IML	S	100.00	100.00	-	-
Ultra Trace	S	100.00	100.00	-	-
LabMark	S	100.00	100.00	-	-
Austria					
BV SA - Austria	B	100.00	100.00	100.00	100.00
BV Austria	S	100.00	100.00	100.00	100.00
BVQI Austria	S	100.00	100.00	100.00	100.00

Country / Company	Subsidiary (S) / Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
Bureau Veritas Certification Austria (formerly Zertiefizierung Bau)	S	100.00	100.00	100.00	100.00
Azerbaidjan					
BV Azeri	S	100.00	100.00	100.00	100.00
Bahrein					
BV SA – Bahrein	B	100.00	100.00	100.00	100.00
Bangladesh					
BIVAC Bangladesh	S	100.00	100.00	100.00	100.00
BVCPS Bangladesh	S	96.00	96.00	96.00	96.00
BV Bangladesh Private Ltd	S	100.00	100.00	100.00	100.00
Belarus					
BV Belarus Ltd	S	100.00	100.00	100.00	100.00
Belgium					
BV SA - Belgium	B	100.00	100.00	100.00	100.00
BV Marine Belgium & Luxembourg	S	100.00	100.00	100.00	100.00
BV Certification Belgium	S	100.00	100.00	100.00	100.00
AIBV	S	100.00	100.00	100.00	100.00
Benin					
BV Benin	S	100.00	100.00	100.00	100.00
Brazil					
BV do Brasil	S	96.40	96.40	96.40	96.40
BVQI do Brasil	S	100.00	100.00	100.00	100.00
Tecnitas do Brasil	S	99.99	96.40	99.99	96.40
MTL Engenharia	S	100.00	100.00	100.00	100.00
Analytical solutions	S	100.00	98.16	-	-
Brunei					
BV SA - Brunei	B	100.00	100.00	100.00	100.00
Bulgaria					
BV Varna	S	100.00	100.00	100.00	100.00
Cameroon					
BV Douala	S	100.00	100.00	100.00	100.00
Canada					
BV Canada	S	100.00	100.00	100.00	100.00
ECA Vérification de Qualité	S	100.00	100.00	100.00	100.00
AQSR Canada Inc.	S	100.00	100.00	100.00	100.00
BV Ontario	S	100.00	100.00	-	-
Chad					
BV Chad	S	100.00	100.00	100.00	100.00
Chile					
BV Chile	S	100.00	100.00	100.00	100.00

Country	Subsidiary (S)	2008		2007	
Company	Branch (B)	% control	% interest	% control	% interest
BVQI Chile	S	100.00	100.00	100.00	100.00
BV Chile Capacitacion Ltda	S	100.00	100.00	100.00	100.00
ECA Chile Formacion	S	99.90	99.90	99.90	99.90
ECA Chile	S	99.97	99.97	99.97	99.97
Cesmec Capacitacion	S	100.00	100.00	-	-
Cesmec Chile	S	100.00	100.00	-	-
Geoanalitica	S	100.00	100.00	-	-
Panamerica de leasing	S	100.00	100.00	-	-
China					
BV Consulting China	S	100.00	100.00	100.00	100.00
BVCPS Hong Kong	S	100.00	100.00	100.00	100.00
MTL Shanghai	S	60.00	60.00	60.00	60.00
LCIE China	S	100.00	100.00	100.00	100.00
BV SA - Hong Kong	B	100.00	100.00	100.00	100.00
BV Certification China (formerly Falide International Quality Assessment)	S	100.00	100.00	100.00	100.00
BV Certification Hong Kong	S	100.00	100.00	100.00	100.00
Tecnitas Far East	S	100.00	100.00	100.00	100.00
Bureau Veritas Hong Kong	S	100.00	100.00	100.00	100.00
Bivac Shanghai	S	100.00	100.00	-	-
Guangzhou BVCPS	S	100.00	100.00	-	-
Safety Technology Holding	S	51.00	51.00	-	-
BV Bosun - Safety Technology	S	90.00	45.90	-	-
BVCPS HK (mainly Taiwan branch)	S	100.00	100.00	-	-
BV Shenzen	S	60.00	60.00	-	-
NDT Technology Holding	S	50.00	50.00	-	-
BV-Fairweather Inspection & Consultants	S	100.00	50.00	-	-
Colombia					
BV Colombia	S	100.00	100.00	100.00	100.00
BVQI Colombia	S	100.00	100.00	100.00	100.00
ECA Colombia	S	99.80	99.80	99.80	99.80
Congo					
BV Congo	S	100.00	100.00	100.00	100.00
Bivac Congo	S	100.00	100.00	100.00	100.00
Côte d'Ivoire					
BV Côte d'Ivoire	S	100.00	100.00	100.00	100.00
Bivac Scan CI	S	100.00	99.99	100.00	99.99
Croatia					
BV Croatia	S	100.00	100.00	100.00	100.00

Country Company	Subsidiary (S) Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
Cuba					
BV SA - Cuba	B	100.00	100.00	100.00	100.00
Czech Republic					
BV Czech Republic	S	100.00	100.00	100.00	100.00
BV Certification Czech Republic	S	100.00	100.00	100.00	100.00
Denmark					
BV SA - Denmark	B	100.00	100.00	100.00	100.00
BV Certification Denmark	S	100.00	100.00	100.00	100.00
Trotters	S	100.00	100.00	100.00	100.00
Chemtox	S	100.00	100.00	100.00	100.00
Ecuador					
BV Ecuador	S	100.00	100.00	100.00	100.00
Egypt					
BV SA - Egypt	B	100.00	100.00	100.00	100.00
BV Egypt	S	90.00	90.00	90.00	90.00
Equatorial Guinea					
BV SA Equatorial Guinea	B	100.00	100.00	100.00	100.00
Estonia					
BV Estonia	S	100.00	100.00	100.00	100.00
Finland					
BV SA – Finland	B	100.00	100.00	100.00	100.00
France					
BV SA – Germany	B	100.00	100.00	100.00	100.00
BV International	S	100.00	100.00	100.00	100.00
BV France	S	100.00	100.00	100.00	100.00
BVCPS France	S	100.00	100.00	100.00	100.00
Bivac International	S	100.00	100.00	100.00	100.00
BV Monaco	S	99.96	99.96	99.96	99.96
BV Certification France	S	100.00	100.00	100.00	100.00
BV Certification Holding	S	100.00	100.00	100.00	100.00
CEP Industrie	S	100.00	100.00	100.00	100.00
Sedhyca	S	100.00	100.00	100.00	100.00
Tecnitas	S	100.00	100.00	100.00	100.00
LCIE France	S	100.00	100.00	100.00	100.00
Qualité France	S	98.85	98.85	98.85	98.85
Transcable	S	100.00	100.00	100.00	100.00
BV SA Mayotte	B	100.00	100.00	100.00	100.00
BV SA Antilles	B	100.00	100.00	100.00	100.00
BV SA La Réunion	B	100.00	100.00	100.00	100.00

Country Company	Subsidiary (S) Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
SSICOOR	S	100.00	100.00	100.00	100.00
ECS	S	100.00	100.00	100.00	100.00
Operendi	S	100.00	100.00	100.00	100.00
Arcalia	S	50.33	50.33	50.33	50.33
Aprob	S	100.00	100.00	95.96	95.96
Coreste	S	99.60	99.60	99.60	99.60
ECA Cert Certification	S	100.00	100.00	100.00	100.00
Ecalis	S	100.00	100.00	100.00	100.00
Bureau Veritas Laboratoires	S	100.00	100.00	100.00	100.00
CODDE	S	80.00	80.00	-	-
Ulase	S	100.00	100.00	-	-
Elysées Conseil	S	100.00	100.00	-	-
Bureau Veritas Opérations France	S	100.00	100.00	-	-
Gabon					
BV Gabon	S	100.00	100.00	100.00	100.00
Germany					
BV SA – Germany	B	100.00	100.00	100.00	100.00
BV Certification Germany	S	100.00	100.00	100.00	100.00
IPM	S	100.00	100.00	100.00	100.00
BV German Holding GmbH	S	100.00	100.00	100.00	100.00
Bureau Veritas Industry Services	S	100.00	100.00	100.00	100.00
BVCPS Germany	S	100.00	100.00	100.00	100.00
One Tüv	S	67.00	67.00	67.00	67.00
BV E&E PS (formerly Innova)	S	100.00	100.00	100.00	100.00
Ziller Ass	S	100.00	100.00	-	-
Ghana					
BIVAC Ghana	S	100.00	100.00	100.00	100.00
Greece					
BV SA - Greece	B	100.00	100.00	100.00	100.00
BV Certification Hellas	S	100.00	100.00	100.00	100.00
Guatemala					
BVCPS Guatemala	S	100.00	100.00	100.00	100.00
Guinea					
BIVAC Guinea	S	100.00	100.00	-	-
BV Guinea	S	100.00	100.00	100.00	100.00
Hungary					
BV Hungary	S	100.00	100.00	100.00	100.00
India					
BV SA – India	B	100.00	100.00	100.00	100.00
BVIS – India	S	96.90	96.90	96.90	96.90

Country	Subsidiary (S)	2008		2007	
Company	Branch (B)	% control	% interest	% control	% interest
BV Certification India	S	100.00	100.00	100.00	100.00
BVCPS India Ltd	S	100.00	100.00	100.00	100.00
Bureau Veritas India	S	100.00	100.00	100.00	100.00
Indonesia					
BV Indonesia	S	100.00	100.00	100.00	100.00
BVCPS Indonesia	S	85.00	85.00	85.00	85.00
Iran					
BV SA - Iran	B	100.00	100.00	100.00	100.00
Ireland					
BV SA - Ireland	B	100.00	100.00	100.00	100.00
BV Ireland Ltd	S	100.00	100.00	100.00	100.00
Italy					
BV Italia	S	100.00	100.00	100.00	100.00
BV Italia Holding spa (formerly BVQI Italie)	S	100.00	100.00	100.00	100.00
ECA Certificazione	S	100.00	100.00	60.00	60.00
PMI CERT	S	100.00	100.00	60.00	60.00
Graham	S	100.00	100.00	-	-
Nexta	S	100.00	100.00	-	-
BV Sciro	S	100.00	100.00	-	-
Japan					
BV SA – Japan	B	100.00	100.00	100.00	100.00
BV Japan	S	100.00	100.00	100.00	100.00
Nihon Testing	S	100.00	100.00	100.00	100.00
Bureau Veritas Human Tech	S	100.00	100.00	100.00	100.00
Kazakhstan					
BVI Ltd Kazakhstan	B	100.00	100.00	100.00	100.00
BV Kazakhstan Industrial Services LLP	S	60.00	60.00	60.00	60.00
BV Kazakhstan	S	100.00	100.00	100.00	100.00
Kenya					
BV Kenya	S	99.90	99.90	99.90	99.90
Korea					
BV SA - Korea	B	100.00	100.00	100.00	100.00
BV Certification Korea (formerly BVQI Korea)	S	100.00	100.00	100.00	100.00
Kuwait					
BV SA – Kuwait	B	100.00	100.00	100.00	100.00
Latvia					
Bureau Veritas Latvia	S	100.00	100.00	100.00	100.00
Lebanon					
BV Lebanon	S	100.00	100.00	100.00	100.00

Country / Company	Subsidiary (S) / Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
Lithuania					
BV Lithuania	S	100.00	100.00	100.00	100.00
Luxembourg					
Soprefira	S	100.00	100.00	100.00	100.00
BV Luxembourg	S	100.00	100.00	100.00	100.00
Malaysia					
BV Malaysia	S	49.00	49.00	49.00	49.00
BV Certification Korea (formerly BVQI Malaysia)	S	100.00	100.00	100.00	100.00
Mali					
BV Mali	S	100.00	100.00	100.00	100.00
Malta					
BV SA – Malta	B	100.00	100.00	100.00	100.00
Mauritania					
BV SA - Mauritania	B	100.00	100.00	100.00	100.00
Mauritius					
BV SA - Mauritius	B	100.00	100.00	100.00	100.00
Mexico					
BV Mexicana	S	100.00	100.00	100.00	100.00
BVCPS Mexico	S	100.00	100.00	100.00	100.00
BVQI Mexico	S	100.00	100.00	100.00	100.00
AQSR de R.L. de C.V.	S	100.00	100.00	100.00	100.00
ECA Mexico	S	99.85	99.85	99.85	99.85
Morocco					
BV SA – Morocco	B	100.00	100.00	100.00	100.00
BV Maroc (formerly BV Certification Morocco)	S	100.00	100.00	100.00	100.00
Mozambique					
BV SA – Mozambique	B	100.00	100.00	100.00	100.00
Bureau Veritas Controle	S	100.00	100.00	-	-
Namibia					
Bureau Veritas Namibia	S	100.00	100.00	-	-
Netherlands					
BV SA - Netherlands	B	100.00	100.00	100.00	100.00
BIVAC Rotterdam	S	100.00	100.00	100.00	100.00
BIVAC World market	S	100.00	100.00	100.00	100.00
BV Certification Netherlands	S	100.00	100.00	100.00	100.00
Bureau Veritas Metingen, Inspecties & Validities B.V.	S	100.00	100.00	100.00	100.00
Nagtglas Versteeg Inspecties B.V.	S	100.00	100.00	100.00	100.00
Risk Control B.V.	S	100.00	100.00	100.00	100.00
DASS B.V.	S	100.00	100.00	100.00	100.00
Inspecties Beheer B.V.	S	100.00	100.00	100.00	100.00

Country / Company	Subsidiary (S) / Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
BV Marine Netherlands	S	100.00	100.00	100.00	100.00
New Caledonia					
BV SA - New Caledonia	B	100.00	100.00	100.00	100.00
New Zealand					
BV New Zealand	S	100.00	100.00	100.00	100.00
Amdel Holdings	S	100.00	100.00	-	-
New Zealand Laboratory Services	S	100.00	100.00	-	-
Nigeria					
BV Nigeria	S	60.00	60.00	60.00	60.00
Norway					
BV SA – Norway	B	100.00	100.00	100.00	100.00
Chemtox - Norge AS	S	100.00	100.00	100.00	100.00
Oman					
BV SA - Oman	B	100.00	100.00	100.00	100.00
Pakistan					
BVCPS Pakistan	S	80.00	80.00	80.00	80.00
BV Pakistan	S	100.00	100.00	100.00	100.00
Panama					
BV Panama	S	100.00	100.00	100.00	100.00
Paraguay					
BIVAC Paraguay	S	100.00	100.00	100.00	100.00
Peru					
BV Peru	S	100.00	100.00	100.00	100.00
BIVAC Peru	S	100.00	100.00	100.00	100.00
Cesmec Peru	S	100.00	100.00	-	-
Philippines					
BV SA - Philippines	B	100.00	100.00	100.00	100.00
BVCPS Philippines	S	100.00	100.00	100.00	100.00
Poland					
BV Poland	S	100.00	100.00	100.00	100.00
BV Certification Poland	S	100.00	100.00	100.00	100.00
Portugal					
BV SA - Portugal	B	100.00	100.00	100.00	100.00
BV Certification Portugal	S	100.00	100.00	100.00	100.00
Rinave Registro Int'l Naval	S	100.00	100.00	100.00	100.00
Rinave Consultadorio y Servicios	S	100.00	100.00	100.00	100.00
Rinave Qualidade y Seguranca	S	100.00	100.00	100.00	100.00
ECA Totalinspe	S	100.00	100.00	60.00	60.00
Infoloures	S	55.00	33.00	55.00	33.00
EIFC	S	100.00	60.00	100.00	60.00

Country / Company	Subsidiary (S) / Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
BIVAC Iberica	S	100.00	100.00	-	-
Qatar					
BV SA - Qatar	B	100.00	100.00	100.00	100.00
Romania					
BV Romania CTRL	S	100.00	100.00	100.00	100.00
Russia					
BV Russia	S	100.00	100.00	100.00	100.00
Bureau Veritas Certification Rus	S	100.00	100.00	100.00	100.00
Saudi Arabia					
BV SA - Saudi Arabia	B	100.00	100.00	100.00	100.00
BV SATS	S	60.00	60.00	60.00	60.00
Senegal					
BV – Senegal	S	100.00	100.00	100.00	100.00
Serbia					
Bureau Veritas D.O.O.	S	100.00	100.00	100.00	100.00
Singapore					
BV SA – Singapore	B	100.00	100.00	100.00	100.00
BVCPS Singapore	S	100.00	100.00	100.00	100.00
BV Certification Singapore (formerly BVQI Singapore)	S	100.00	100.00	100.00	100.00
Tecnitas	B	100.00	100.00	100.00	100.00
Slovakia					
BV Slovakia	S	100.00	100.00	100.00	100.00
BV Certification Slovakia	S	100.00	100.00	100.00	100.00
Slovenia					
BV SA - Slovenia	B	100.00	100.00	100.00	100.00
Bureau Veritas D.O.O.	S	100.00	100.00	100.00	100.00
South Africa					
BV SA – South Africa	B	100.00	100.00	100.00	100.00
BV South Africa	S	70.00	70.00	100.00	100.00
Spain					
BV SA – Spain	B	100.00	100.00	100.00	100.00
IPM Spain	S	100.00	100.00	100.00	100.00
BV Espanol	S	99.32	99.32	99.32	99.32
BV Certification Spain	S	100.00	100.00	100.00	100.00
Surveycan	S	100.00	100.00	100.00	100.00
ECA Entidad Colaborada De La Administración, S.A.U.	S	100.00	100.00	100.00	100.00
ECA Preven S.A.U.	S	100.00	100.00	100.00	100.00
Activa, Innovación Y Servicios, S.A.U.	S	100.00	100.00	100.00	100.00
Idt Docuteca, S.A.	S	100.00	100.00	100.00	100.00

Country / Company	Subsidiary (S) / Branch (B)	2008 % control	2008 % interest	2007 % control	2007 % interest
Servi Control S.L.	S	100.00	100.00	100.00	100.00
Geopayma S.A.U.	S	100.00	100.00	100.00	100.00
Payject Xxi S.A.	S	55.00	55.00	49.50	49.50
Payma Cotas S.A.U.	S	100.00	100.00	100.00	100.00
ECA Control Engineering International S.A.	S	100.00	100.00	100.00	100.00
Instituto De La Calidad, S.A.U.	S	100.00	100.00	100.00	100.00
ECA Instituto De Tecnología Y Formación, S.A.	S	95.00	95.00	95.00	95.00
ECA, Control Y Gestión De Servicios, S.L.	S	55.00	55.00	55.00	55.00
Prevenout	S	65.00	65.00	65.00	65.00
A77 Servicios Y Contratas, S.L.	S	100.00	100.00	100.00	100.00
Aceplus, Servicios Integrales, S.A.U.	S	100.00	100.00	100.00	100.00
ECA Global'S Investments,Heritage And Assets,S.L.U	S	100.00	100.00	100.00	100.00
Ginnot Innovación Y Servicios, S.A.U.	S	100.00	100.00	100.00	100.00
Inversiones Y Patrimonios De ECA Global, S.A.	S	100.00	100.00	100.00	100.00
Andacar	S	51.04	51.04	-	-
ECA idt SA	S	100.00	100.00	-	-
Tarinant	S	100.00	100.00	-	-
Aravan Dan	S	100.00	100.00	-	-
Entidad de colaboracion administrativa	S	100.00	100.00	-	-
Arlond	S	100.00	100.00	-	-
Newco ECA S.A.U.	S	100.00	100.00	-	-
ECA Totcontrol S.A.U.	S	100.00	100.00	-	-
Newco ECA global	S	100.00	100.00	-	-
Sri Lanka					
BVCPS Lanka	S	100.00	100.00	100.00	100.00
BV Lanka Ltd	S	100.00	100.00	100.00	100.00
Sweden					
BV SA - Sweden	B	100.00	100.00	100.00	100.00
BV Certification Sweden	S	100.00	100.00	100.00	100.00
Chemtox Sweden	S	100.00	100.00	100.00	100.00
Switzerland					
BV Bivac Switzerland	S	100.00	100.00	100.00	100.00
BV Certification Switzerland	S	100.00	100.00	100.00	100.00
Tahiti					
BV SA - Tahiti	B	100.00	100.00	100.00	100.00
Taiwan					
BV SA - Taiwan	B	100.00	100.00	100.00	100.00
BV Certification Taiwan	S	100.00	100.00	100.00	100.00
BV Taiwan	S	100.00	100.00	100.00	100.00
Advance Data Technology	S	99.10	99.10	99.10	99.10

Country Company	Subsidiary (S) Branch (B)	2008 % control	 % interest	2007 % control	 % interest
Thailand					
BV Thailand	S	49.00	49.00	49.00	49.00
BV Certification Thailand	S	49.00	49.00	49.00	49.00
BVCPS Thailand	S	100.00	100.00	100.00	100.00
Togo					
BV Togo	S	100.00	100.00	100.00	100.00
Tunisia					
BV SA - Tunisia	B	100.00	100.00	100.00	100.00
BV SA - MST- Tunisia	B	100.00	100.00	100.00	100.00
STCV - Tunisia	S	49.98	49.98	49.98	49.98
Turkey					
BV Gozetim Hizmetleri	S	100.00	100.00	100.00	100.00
BVCPS Turkey	S	100.00	100.00	100.00	100.00
Ukraine					
BV Ukraine	S	100.00	100.00	100.00	100.00
BV Certification Ukraine	S	100.00	100.00	100.00	100.00
CCI Ukraine	S	100.00	100.00	100.00	100.00
United Arab Emirates					
BV SA - Abu Dhabi	B	100.00	100.00	100.00	100.00
BV SA – Dubai	B	100.00	100.00	100.00	100.00
United Kingdom					
BV SA – United Kingdom	B	100.00	100.00	100.00	100.00
BV Certification Ltd – UK	S	100.00	100.00	100.00	100.00
BV Certification Holding	B	100.00	100.00	100.00	100.00
BV Inspection UK	S	100.00	100.00	100.00	100.00
BV UK Ltd	S	100.00	100.00	100.00	100.00
Weeks Technical Services	S	100.00	100.00	100.00	100.00
Bureau Veritas Consulting	S	100.00	100.00	100.00	100.00
Bureau Veritas Laboratories Limited	S	100.00	100.00	100.00	100.00
Pavement Technologies Limited	S	75.00	75.00	75.00	75.00
Bureau Veritas Consumer Products Services UK Ltd	S	100.00	100.00	100.00	100.00
LJ Church Ltd	S	100.00	100.00	-	-
Technicare	S	100.00	100.00	100.00	100.00
Tenpleth UK	S	100.00	100.00	100.00	100.00
Casella Consulting Ltd	S	100.00	100.00	100.00	100.00
BV HS&E	S	100.00	100.00	100.00	100.00
Winton	S	100.00	100.00	-	-
Casella Science & Environment	S	100.00	100.00	-	-
Casella Analytic	S	100.00	100.00	-	-

Country	Subsidiary (S)	2008		2007	
Company	Branch (B)	% control	% interest	% control	% interest
BV B&I Ltd	S	100.00	100.00	100.00	100.00
Winton Holding	S	100.00	100.00	-	-
Merchandise Testing Laboratories Ltd	S	100.00	100.00	-	-
X Reference Ltd	S	100.00	100.00	-	-
Bureau Veritas Consumer Products Services Holding UK Ltd	S	100.00	100.00	100.00	100.00
BV UK Holding Ltd	S	100.00	100.00	100.00	100.00
JMD Group Ltd	S	100.00	100.00	-	-
JMD Fabrication Ltd	S	100.00	100.00	-	-
JMD International Ltd	S	100.00	100.00	-	-
JMD Software Solutions Ltd	S	100.00	100.00	-	-
JMD Rotordynamics Ltd	S	100.00	100.00	-	-
JM Dynamics Ltd	S	100.00	100.00	-	-
United States					
BVHI – USA	S	100.00	100.00	100.00	100.00
BV Certification North America	S	100.00	100.00	100.00	100.00
BVCPS Inc.	S	100.00	100.00	100.00	100.00
BV Marine Inc.	S	100.00	100.00	100.00	100.00
Unitek Technical Services	S	100.00	100.00	100.00	100.00
US Laboratories Inc.	S	100.00	100.00	100.00	100.00
Bureau Veritas North America	S	100.00	100.00	100.00	100.00
Bivac North America	S	100.00	100.00	100.00	100.00
One Cis Insurance	S	100.00	100.00	100.00	100.00
Curtis Strauss	S	100.00	100.00	100.00	100.00
NEIS	S	100.00	100.00	100.00	100.00
Venezuela					
BV Venezuela	S	100.00	100.00	100.00	100.00
BVQI Venezuela	S	100.00	100.00	100.00	100.00
AQSR de Sudamericca	S	100.00	100.00	100.00	100.00
Vietnam					
BV Vietnam	S	100.00	100.00	100.00	100.00
BV Certification Vietnam (formerly BVQI Vietnam)	S	100.00	100.00	100.00	100.00
BV Consumer Product Services Vietnam Ltd	S	100.00	100.00	-	-
BV CPS Vietnam (formerly Kotiti)	S	100.00	100.00	100.00	100.00

Companies accounted for by the equity method at december 31, 2008

Country	Subsidiary (S)	2008		2007	
Company	Branch (B)	% control	% interest	% control	% interest
ATSI- France		49.92	49.92	49.92	49.92
BV EM & I Limited		50.00	50.00	50.00	50.00
GIE Sécurité Aviation Civile- France		45.00	45.00	45.00	45.00

4.2. Statutory Auditors' report on the consolidated financial statements

(Year ended December 31, 2008)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2008, on:

- the audit of the accompanying consolidated financial statements of Bureau Veritas SA;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Management Board. Our role is to express an opinion on these financial statements based on our audit.

I - Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, on a test basis or by selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2008 and of the results of its operations for the year then ended in accordance with IFRS as adopted by the European Union.

II - Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

Your Company tests goodwill for impairment annually, and also assesses whether there is an indication that intangible assets may be impaired, in accordance with the methods described in notes 2.6, 2.9 and 9 to the consolidated financial statements. The estimates made during the preparation of the financial statements are uncertain by nature and this year were performed within a context of significant difficulty in assessing the economic outlook. Our work consisted in examining the methods used to implement these impairment tests as well as the related cash flow forecasts and assumptions, reviewing the resulting calculations, and verifying that the disclosures in the notes to the consolidated financial statements are appropriate.

These assessments were made in the context of our audit of the consolidated financial statements, taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III - Specific verification

As required by law we have also verified the information given in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Paris, April 21, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

5 2008 Statutory financial statements

5.1. Bureau Veritas SA Statutory financial statements for the year ended December 31, 2008

Balance sheet at December 31

		Gross value	Depr., amort. and impair.	2008 Net	2007 Net
Assets					
Intangible assets	1	60,171	(25,146)	35,025	207,479
Property, plant and equipment	1	79,043	(46,514)	32,529	23,553
Long-term investments	2	1,412,300	(51,301)	1,360,999	895,985
Total non-current assets		**1,551,514**	**(122,961)**	**1,428,553**	**1,127,018**
Work-in-progress		36,092	-	36,092	33,262
Trade receivables	4	251,072	(5,319)	245,753	210,885
Other receivables	4	242,159	(3,935)	238,224	462,978
Marketable securities	4	51,906	-	51,906	12,763
Cash at bank and on hand		24,137	-	24,137	47,093
Total current assets		**605,366**	**(9,254)**	**596,112**	**766,980**
Accrual accounts					
Prepaid expenses	4	9,583	-	9,583	10,784
Currency translation losses		38,146	-	38,146	448
TOTAL ASSETS		**2,204,609**	**(132,215)**	**2,072,394**	**1,905,230**
Equity and liabilities					
Share capital				13,032	13,939
Share premium				112,039	409,591
Reserves and retained earnings				422,573	369,649
Profit for the year				80,436	119,935
Regulated provisions				2,483	2,036
Total equity	3			**630,563**	**915,150**
Provisions for other liabilities and charges	5			**146,597**	**108,668**
Payables					
Bank borrowings	4			764,585	364,672
Trade payables	4			75,421	84,434
Other payables	4			384,271	383,481
Accrual Accounts					
Prepaid income	4			49,087	48,774
Currency translation gains				21,869	51
TOTAL EQUITY AND LIABILITIES				**2,072,394**	**1,905,230**

Income statement

	Notes	2008	2007
Revenue	7	830,608	770,698
Other income		152,167	117,505
Total operating income		**982,775**	**888,203**
Operating expenses			
Supplies		(808)	(781)
Other purchases and external charges		(276,397)	(298,074)
Taxes other than on income		(26,462)	(23,259)
Wages and salaries		(347,272)	(319,327)
Payroll taxes		(141,320)	(131,477)
Depreciation, amortization and impairment			
Depreciation and amortization: of non-current assets		(8,596)	(7,573)
Change in provisions on operating items		(1,825)	7,027
Other expenses	8	(49,674)	(19,673)
Operating profit		**130,421**	**95,066**
Net financial income/(expense)	9	(16,520)	128,405
Profit from ordinary operations before income tax		**113,901**	**223,471**
Net exceptional expense	10	(21,674)	(85,415)
Income tax expense	11	(11,791)	(18,121)
PROFIT FOR THE YEAR		**80,436**	**119,935**

Cash flow statement

	2008	2007
Cash flow from operations	136,651	178,080
Change in working capital	(28,261)	(5,060)
Net cash from operating activities	**108,390**	**173,020**
Capital expenditure	(21,088)	(9,416)
Acquisitions of equity interests	(605,109)	(13,663)
Sales of equity interests	900	80,286
Sales of non-current assets	96	127
Change in loans and other financial assets	(808)	(369)
Net cash from (used in) investing activities	**(626,009)**	**56,966**
Capital increase	3,540	383,244
Purchases of treasury shares, net	(200)	(337,898)
Capital reduction	-	(152,600)
Dividends paid	(64,332)	(99,998)
Net cash used in financing activities	**(60,992)**	**(207,253)**
Decrease (increase) in net debt	**(578,611)**	**22,733**
Decrease (increase) in gross debt	**(592,057)**	**(9,393)**
Increase (decrease) in cash and cash equivalents	**13,446**	**32,126**
Cash and cash equivalents at beginning of year	58,940	26,814
Cash and cash equivalents at end of year	72,386	58,940

Summary of significant accounting policies

The balance sheet and income statement are prepared in accordance with the French Commercial Code (*Code de Commerce*), French chart of accounts and French generally accepted accounting principles applicable to unlisted companies, as defined by Regulation 99-03.

The financial statements are prepared based on the going concern, consistency of accounting methods and accrual basis principles.

The Company is organized as a head office with a number of subsidiaries based within and outside France. Subsidiaries are fairly autonomous with regard to financial and managerial matters. Each entity keeps its own accounts, which are linked to the head office accounting system via an intercompany account.

Financial statements of foreign subsidiaries are translated using the closing rate method: assets and liabilities are translated at the year-end exchange rate, while income statement items are translated at the average exchange rate for the year. All resulting currency translation differences are recognized directly in equity.

MEASUREMENT METHODS

Non-current assets

Non-current assets are carried at historical cost, in particular assets located outside France. The exchange rate applied to the currency in which the assets were purchased is the rate prevailing at the acquisition date.

Intangible assets

Software developed in-house is capitalized in accordance with the benchmark treatment. The cost of production for own use includes all costs directly attributable to analyzing, programming, testing and documenting software specific to Bureau Veritas' activities.

Software is amortized over its estimated useful life, which does not currently exceed seven years.

Property, plant and equipment

Depreciation is provided according to the straight-line or declining balance method, depending on the asset concerned. The following useful lives generally apply:

- Buildings 20 to 25 years
- Fixtures and fittings, machinery and equipment:
  - Fixtures and fittings 10 years,
  - Machinery and equipment 5 to 10 years ;
- Other property, plant and equipment:
  - Vehicles 4 to 5 years,
  - Office equipment 5 to 10 years,
  - IT equipment 3 to 5 years,
  - Furniture 10 years.

Long-term investments

Equity investments are carried in the balance sheet at acquisition cost or subscription price.

Subsidiaries and affiliates are generally measured based on the Company's share in their net book assets, adjusted where appropriate for items with an economic value that are not recorded in the accounting books.

A provision for impairment is set aside for any difference between the value in use and gross value of the investments.

Current assets

Work-in-progress

Work-in-progress is measured using the percentage-of-completion method. Short-term contracts whose value is not material continue to be valued using the completed contract method.

An impairment provision is set aside when net realizable value falls below book value. In this case, work-in-progress is reported directly on a net basis.

The provision is calculated for each contract based on the projected margin as revised at year-end. Losses on completion are recognized on any onerous contracts.

At December 31, 2008, an amount of €8 million was reclassified as a deduction from the gross value of work-in-progress.

Trade recevables

Provisions for impairment of trade receivables are set aside to cover any risks of non-collection that may arise. Provisions are based on a case-by-case analysis of receivables, except for non-material amounts for which statistical provisions are calculated based on collection experience.

At December 31, 2008, the provision was set aside based on the same criteria as those used at end-2007: customers in liquidation are fully provisioned, while customers subject to legal proceedings are provisioned at a rate of 50%.

Accrual accounts

Accrual accounts reported in assets include operating expenses recognized in 2008 in relation to subsequent periods, as well as transactions in progress between Group entities.

Currency translation losses

This item represents translation losses on foreign currency credit notes, receivables and payables. Translation losses are covered by a provision for the same amount reported in liabilities.

Currency translation reserves

The functional currency of independent foreign entities is used as their measurement currency. As a result, historical cost data is expressed in foreign currency. The closing rate method is therefore used to translate the financial statements of foreign subsidiaries.

Accordingly:

- balance sheet items (except for the intercompany account) are translated at the year-end exchange rate;
- income statement items are translated at the average exchange rate for the year;
- the intercompany account continues to be carried at a historical exchange rate.

Pensions and other employee benefit obligations

The Company has adopted the benchmark treatment for pensions and other employee benefit obligations and recognizes all such obligations in the balance sheet. Actuarial gains and losses resulting from changes in assumptions or in the valuation of assets are recognized in full in the income statement.

Accrual accounts

Currency translation gains

This account includes gains on the translation of the Company's foreign currency credit notes, receivables and payables at December 31.

Prepaid income

This account represents the portion of contract billing in excess of the percentage-of-completion (see note concerning revenue below).

INCOME STATEMENT

Presentation method

The income statement is presented in list format. Income and expense items are classified to successively show operating, financial, exceptional pre-tax and post-tax amounts.

Revenue and other income

Revenue is the value (excluding VAT) of services provided by fully consolidated companies in the ordinary course of their operations, after elimination of intra-group transactions.

Revenue is recognized on a percentage-of-completion basis. Short-term contracts whose value is not material are valued using the completed contract method.

Other income includes mainly royalties and expenses rebilled to customers and other Group entities.

Other operating income and expense

All other income and expense relating to the Company, head office, French and foreign subsidiaries is reported in this caption by type. Income and expense is recognized according to the local regulations in the countries in which the Group's subsidiaries are located. Depreciation and amortization are calculated using the usual methods (see non-current assets). Additions to provisions reflect amounts set aside to cover a decline in value of external customer accounts and other operating provisions.

Financial income and expense

This caption includes:

- depreciation, amortization and impairment, representing amounts set aside in respect of equity investments for certain Group subsidiaries;
- interest paid on borrowings and interest received on loans granted to BVSA subsidiaries, together with investment income;
- exchange differences on foreign currency loans and borrowings, and on operating transactions.

Exceptional income and expense

Exceptional income includes recoveries of receivables previously written off, insurance refunds and proceeds from sales of non-current assets.

Exceptional expense includes miscellaneous penalties paid and the net book values of non-current assets sold or retired.

Consolidation

Bureau Veritas SA is the parent and consolidating company of the Bureau Veritas Group.

Significant events in 2008

- On July 18, 2008, the Company reduced its capital by 8 million shares, breaking down as €1 million in capital and €301 million in share premium.
- On June 17, 2008, Bureau Veritas paid out a dividend totaling €69.7 million, of which €5.4 million related to treasury shares, pursuant to a decision of the Shareholders' Meeting of June 2, 2008.
- Contingent liabilities: like all European IACS-member ship classification firms, Bureau Veritas underwent an inspection by the European Commission aimed at identifying any agreements, decisions and/or practices in breach of competition law. Proposed commitments have been submitted to the European Commission by Bureau Veritas and other European members, and may result in either an end to the proceedings or in a sentence.

  There are no other government, administrative, legal or arbitration proceedings or investigations (including any proceedings of which Bureau Veritas is aware that are pending or with which the Company is threatened) that could have, or have had over the last 12 months, a material impact on the Company's financial position or profitability.
- US Private Placement: in July 2008 Bureau Veritas completed a private placement in the US ("USPP"), maturing in July 2018 and July 2020, to diversify its sources of financing and extend the maturity of its debt. The placement was subscribed by investors and comprises four tranches redeemable at maturity in USD and GBP.

  The remeasurement of this foreign currency debt at December 31, 2008 (€257 million) gave rise to currency translation gains and losses in the balance sheet.

Notes to the statutory financial statements

Note 1 - Non-current assets

Non-current assets – gross values

	Jan. 1, 2008	Increases	Decreases	Reclassifications and other movements	Currency translation differences	Dec. 31, 2008
Goodwill	181,257	-	(164,025)	-	-	17,232
Other intangible assets	41,090	2,420	(571)	-	-	42,939
Intangible assets	**222,347**	**2,420**	**(164,596)**	**-**	**-**	**60,171**
Land	17	-	-	-	-	17
Buildings	262	-	-	-	-	262
Fixtures and fittings	17,369	6,013	(5,956)	7	63	17,496
Machinery and equipment	21,596	3,409	(538)	26	(11)	24,482
Vehicles	2,706	320	(219)	-	(89)	2,718
Furniture and office equipment	13,721	2,886	(2,654)	(58)	(29)	13,866
IT equipment	16,811	3,160	(2,367)	(90)	(192)	17,322
Construction in progress	55	2,880	-	(55)	-	2,880
Property, plant and equipment	**72,537**	**18,668**	**(11,734)**	**(170)**	**(258)**	**79,043**
Investments in subsidiaries and affiliates	784,928	605,628	(2,741)	(1,514)	-	1,386,301
Investments in non-consolidated companies	116	-	-	-	-	116
Deposits, guarantees and receivables	6,317	1,850	(1,042)	1,269	(349)	8,045
Treasury shares	156,642	27,614	(166,419)	-	-	17,837
Long-term investments	**948,004**	**635,092**	**(170,202)**	**(245)**	**(349)**	**1,412,299**
TOTAL	**1,242,888**	**656,180**	**(346,532)**	**(415)**	**(607)**	**1,551,514**

In 2008, Bureau Veritas SA subscribed to the capital increase carried out by its subsidiary Bureau Veritas International in an amount of €603,911,738.

At the time of its initial public offering in October 2007, Bureau Veritas acquired the entire share capital of Winvest 7, a company controlled by the Wendel group and key Bureau Veritas executives. Winvest 7's only assets were its shares in Bureau Veritas SA.

Winvest 7 was dissolved without liquidation in December 2007, as a result of which Bureau Veritas SA obtained its own shares via a full asset transfer (*transmission universelle de patrimoine*). This transaction gave rise to a merger deficit which was included in goodwill. The treasury shares repurchased were reported in long-term investments.

In 2008, a portion of these treasury shares was cancelled against goodwill.

Depreciation, amortization and provisions for impairment of non-current assets

	Jan. 1, 2008	Additions	Reversals	Reclassifications and other movements	Currency translation differences	Dec. 31, 2008
Goodwill	-	(9,097)	-	-	-	(9,097)
Other intangible assets	(14,868)	(1,744)	561	-	2	(16,049)
Intangible assets	**(14,868)**	**(10,841)**	**561**	**-**	**2**	**(25,146)**
Land	-	-	-	-	-	-
Buildings	(118)	(1)	-	-	-	(119)
Fixtures and fittings	(8,553)	(1,816)	3,711	-	(39)	(6,697)
Machinery and equipment	(14,802)	(2,117)	487	-	(4)	(16,436)
Vehicles	(1,762)	(377)	186	(7)	46	(1,914)
Furniture and office equipment	(9,291)	(964)	2,337	40	(12)	(7,890)
IT equipment	(14,458)	(1,577)	2,360	74	143	(13,458)
Construction in progress	-	-	-	-	-	-
Property, plant and equipment	**(48,984)**	**(6,852)**	**9,081**	**107**	**134**	**(46,514)**
Investments in subsidiaries and affiliates	(51,915)	(7,669)	8,450	-	-	(51,134)
Investments in non-consolidated companies	(103)	-	-	-	-	(103)
Deposits, guarantees and receivables	-	-	-	-	-	-
Treasury shares	-	(64)	-	-	-	(64)
Long-term investments	**(52,018)**	**(7,733)**	**8,450**	**-**	**-**	**(51,301)**
TOTAL	**(115,870)**	**(25,426)**	**18,092**	**107**	**136**	**(122,961)**

Following the fall in the Bureau Veritas SA share price, the Company recognized an impairment loss of €9 million against goodwill at December 31, 2008. The goodwill initially arose on the Winvest asset transfer ("TUP"), comprising Bureau Veritas SA shares as the only asset.

The book value of goodwill is based on the average share price in December 2008.

Note 2 - Investments in subsidiaries and affiliates

A - DETAILED INFORMATION ABOUT SUBSIDIARIES AND AFFILIATES WHOSE BOOK VALUE EXCEEDS 1% OF THE REPORTING COMPANY'S CAPITAL

	Share capital in foreign currency	Retained earnings in foreign currency	Average exchange rate 2008		% interest
BVHI - USA	1	66,227	USD	0.680	100.00%
BV France	14,797	55,689	EUR	1.000	100.00%
BV CPS Singapour	100	362	SGD	0.482	100.00%
Bureau Veritas D.O.O - Slovenia	122	1,660	EUR	1.000	100.00%
BV Metingen, Inspecties & Validities BV	45	2,295	EUR	1.000	100.00%
BV Côte d'Ivoire	1,482,140	382,577	XOF	0.002	100.00%
ECS	262	1,127	EUR	1.000	100.00%
BVCPS France	143	344	EUR	1.000	100.00%
BV Gabon	919,280	425,237	XAF	0.002	100.00%
BV Senegal	840,400	6,643	XOF	0.002	100.00%
BV Czech Republic	5,482	58,105	CZK	0.040	100.00%
Analab	-	746	CZK	0.040	100.00%
BV Consulting Shanghai	6,673	11,304	CNY	0.098	100.00%
BV Venezuela	389	1,447	VEF	0.317	100.00%
BV Douala	431,050	50,437	XAF	0.002	100.00%
BV Moravia	-	1,561	CZK	0.040	100.00%
Operendi	38	481	EUR	1.000	100.00%
BV Slovakia	12,537	(5,435)	SKK	0.032	100.00%
BV Vietnam	4,025	85	VND	0.041	100.00%
BV Bivac Switzerland	200	100	CHF	0.630	100.00%
BV Poland	248	3,476	PLN	0.285	100.00%
BVCPS Vietnam	2,388	10,470	VND	0.041	100.00%
BV International	712,010	457,564	EUR	1.000	99.99%
BVCPS India Ltd	10,844	135,390	INR	0.016	99.99%
BVCPS Thailand	4,000	5,555	THB	0.021	99.99%
BV Chile	665,120	287,315	CLP	0.001	99.98%
Soprefira	1,262	16,870	EUR	1.000	99.98%
BV Mexicana	25,785	3,790	MXN	0.061	99.96%
BV Colombia	1,542,236	1,626,099	COP	0.000	99.96%
BVCPS Turkey	975	(558)	TRY	0.525	99.94%
BV Spain	8,094	(213)	EUR	1.000	99.88%
BV Lebanon	752,000	675,468	LBP	0.000	99.84%
BV Argentina	3,200	2,204	ARS	0.212	98.00%
BVCPS Bangladesh	10	62,753	BDT	0.010	98.00%
BV do Brasil	1,042	15,826	BRL	0.374	96.39%
BV Gozetim Hizmetleri	2,241	4,310	TRY	0.525	94.16%
Bureau Veritas Japan Co., Ltd.	300,000	50,910	JPY	0.007	90.37%
BVCPS Indonesia	2,665	72	IDR	0.071	85.00%
BV Nigeria	40,000	386,062	NGN	0.006	60.00%
STCV - Tunisia	1,200	1,228	TND	0.554	49.86%
Affiliates (10% to 50%-owned by the Company)					
ECA Global	7,222	31,193	EUR	1.000	46.74%
Merchandise Testing Laboratories Ltd	-	259	GBP	1.256	40.00%
One Tuv	54	(9)	EUR	1.000	33.33%

* *Excess paid.*

Gross	Net	Loans and advances granted to conso. subsid. and other cos.	Guarantees and endorsements given by the Company	Last published revenue	Last published profit/(loss)	Dividends received by the Company during the year
74,346	49,894	54,493	-	-	2,307	-
73,971	73,971	-	-	-	5,593	-
13,408	950	721	-	4,499	720	2,675
4,086	3,832	-	116	5,500	222	451
3,000	1,903	12,255	-	7,054	(438)	-
2,260	2,260	-	62	6,690	1,214	861
2,065	1,714	-	-	2,485	325	299
1,496	629	446	-	3,719	143	-
1,376	1,376	-	-	2,592	382	-
1,281	1,281	-	9	2,518	853	395
1,170	1,170	-	-	4,333	230	336
983	983	-	-	280	(28)	-
867	867	-	151	27,144	4,153	5,121
782	782	-	-	4,870	488	(172) *
657	657	-	27	934	114	105
539	539	-	-	319	(58)	-
527	527	-	-	-	82	185
326	276	-	-	653	40	-
273	273	-	-	2,737	231	305
198	198	-	17	688	34	16
152	152	-	18	6,525	1,241	866
127	127	478	-	1,769	(103)	-
1,138,905	1,138,905	6,404	-	-	20,915	-
4,652	3,883	-	-	7,061	1,720	408
169	169	12	-	786	30	-
1,109	1,109	523	670	8,177	139	318
1,262	1,262	-	-	-	917	-
2,061	1,668	-	1,453	10,213	131	-
809	809	-	-	4,088	367	260
642	511	473	-	2,413	60	-
8,722	4,131	11,317	1,804	39,834	(3,746)	-
446	446	-	308	1,341	272	-
3,426	2,484	1,333	641	21,308	1,436	672
675	675	-	-	5,228	3,129	1,991
841	841	-	594	59,947	5,244	-
185	185	-	380	24,015	5,452	2,440
1,950	1,950	-	-	40,537	5,070	1,573
1,901	1,196	-	-	2,682	874	-
507	507	-	-	2,310	335	-
230	230	-	1	2,773	388	115
27,618	27,618	33,052	1,060	2,329	(10,025)	-
453	272	-	-	-	-	-
143	143	-	-	4,543	320	57

B - GENERAL INFORMATION ABOUT OTHER SUBSIDIARIES AND AFFILIATES

	Share capital in foreign currency	Retained earnings in foreign currency	Average exchange rate	2008	% interest
Rinave Registro Internationale Naval	250	(216)	EUR	1.000	100.00%
BV Austria	296	94	EUR	1.000	100.00%
BV Guinea	803,590	(1,777,268)	GNF	0.000	100.00%
BV Mali	10,000	165,373	XOF	0.002	100.00%
BV Latvia	175	14	LVL	1.423	100.00%
BV Congo	69,980	1,630,074	XAF	0.002	100.00%
BV Hungary	8,600	44,859	HUF	0.004	100.00%
IPM Spain	61	(256)	EUR	1.000	100.00%
BV Azeri	74	(10)	AZN	0.825	100.00%
BV Kazakhstan	11,100	168,154	KZT	0.006	100.00%
BV Ecuador	3	143	USD	0.680	100.00%
BV Russia	465	1,696	RUB	0.027	100.00%
BV Panama	50	634	PAB	0.680	100.00%
BV Varna	85	151	BGN	0.511	100.00%
BV Lithuania	150	57	LTL	0.290	100.00%
BV Romania	48	1,550	RON	0.272	100.00%
BV Inspection (Malaysia)	-	-	MYR	-	100.00%
BV Marine Netherlands	18	-	EUR	1.000	100.00%
BV Tchad	10,000	(235,827)	XAF	0.002	100.00%
BV Estonia	233	388	EEK	0.064	100.00%
BV New Zealand	1	(173)	NZD	0.481	100.00%
BV Croatia	54	1,777	HRK	0.138	100.00%
BV d.o.o - Serbia	315	6,537	RSD	0.012	100.00%
BV Togo	1,000	(177,567)	XOF	0.002	100.00%
BV Benin	1,000	117,059	XOF	0.002	100.00%
BV Bangladesh Private Ltd	5,500	9,141	BDT	0.010	99.99%
BV Monaco	150	20	EUR	1.000	99.94%
BV Marine Belgium & Luxembourg	62	(46)	EUR	1.000	99.92%
BV Lanka Ltd	5,000	10,428	LKR	0.006	99.99%
BV Luxembourg	31	36	EUR	1.000	99.90%
BV Kenya	2,000	5,447	KES	0.010	99.90%
BV Angola	1,980	493,805	AOA	0.009	99.83%
BV Algeria	500	(21,396)	DZD	0.011	99.80%
BVCPS Mexico	6,100	3,418	MXN	0.061	99.34%
BV del Peru	237	538	PEN	0.233	99.05%
BV Indonesia	943	5,693	IDR	0.071	99.00%
BV India	500	5,094	INR	0.016	99.00%
BV Pakistan (Private) Ltd	2,000	753	PKR	0.010	99.00%
BV Ukraine	45	772	UAH	0.130	99.00%
BV Belarus Ltd	43,060	29,294	BYR	0.000	99.00%
BV Chile Capacitacion Ltda	954	185	CLP	0.001	99.00%
BVIS - India	1,933	15,534	INR	0.016	96.90%
BV Contrôle lda	-	-	MZN	-	90.00%
BV Egypt	100	21,566	EGP	0.125	90.00%
BV Sats	2,000	(16,735)	SAR	0.181	60.00%
Affiliates (10% to 50%-owned by the Company)					
ATSI- France	80	526	EUR	1.000	49.92%
BV Thailand	4,000	48,439	THB	0.021	49.00%
BV Malaysia	200	20,333	MYR	0.205	39.00%
BV Italia	3,576	(7,540)	EUR	1.000	14.54%
Bivac International	5,337	644	EUR	1.000	-
Other	-	-	EUR	-	-
TOTAL					

Gross	Net	Loans and advances granted to conso. subsid. and other cos.	Guarantees and endorsements given by the Company	Last published revenue	Last published profit/(loss)	Dividends received by the Company during the year
1,578	92	1,634	40	1,285	(113)	-
961	51	47	5	875	(339)	-
763	-	231	-	130	(140)	-
149	-	-	-	7,335	(2,839)	-
111	111	87	-	1,608	(10)	221
107	107	-	-	5,887	849	-
92	92	-	-	2,378	149	337
61	-	122	-	502	(269)	-
60	60	-	-	332	58	-
59	59	1,536	-	5,939	394	-
55	55	-	8	2,058	220	48
47	47	-	-	9,715	504	679
47	47	-	-	690	209	-
45	45	-	15	2,410	626	596
30	30	-	-	2,732	481	319
28	28	-	2	3,767	1,027	770
23	-	-	-	-	-	-
18	18	-	-	14,505	9	-
15	-	351	-	8	(79)	-
15	15	-	-	1,572	254	189
8	8	147	-	1,587	109	-
8	8	-	-	3,950	775	755
4	4	-	-	676	338	251
2	-	272	-	-	(13)	-
2	2	66	8	433	55	-
88	88	-	3	319	60	-
79	79	-	-	1,742	574	187
61	61	87	40	6,889	1,040	907
47	47	-	-	111	25	12
31	31	-	-	1,147	379	310
19	19	72	1	1,108	274	132
73	73	1,563	-	37,993	(758)	-
5	5	439	11	852	309	-
68	68	-	-	1,558	417	9
64	64	196	704	8,893	617	414
100	100	-	-	4,318	663	-
49	49	-	241	9,627	2,894	1,153
25	25	-	4	1,067	45	-
21	21	-	-	4,378	360	411
15	15	-	-	378	61	12
1	1	-	-	1,015	179	243
219	-	-	39	2,044	(1,139)	-
38	38	-	-	-	-	-
22	22	-	52	3,409	574	-
266	-	7,673	19	899	(771)	-
38	38	-	-	3,397	85	30
63	63	-	-	5,294	883	201
18	18	-	23	7,592	427	-
9	9	1,823	891	43,119	2,741	-
-	-	-	-	-	16,531	1
116	13	-	-	-	-	1
1,386,417	**1,335,181**	**137,857**	**9,416**	**542,416**	**79,497**	**27,463**

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2008 STATUTORY FINANCIAL STATEMENTS

Note 3 - Shareholders' equity

Share capital

At December 31, 2008, share capital was composed of 108,600,755 shares with a par value of €0.12 each.

Movements in share capital during the year are shown below:

In number of shares	2008	2007
At January 1	**116,159,775**	**108,418,570**
Capital reduction	(8,000,000)	(8,818,780)
Capital increase	-	15,211,635
Exercise of stock options	440,980	1,348,350
AT DECEMBER 31	**108,600,755**	**116,159,775**

Following the capital increases in 2007, the Company carried out a 10-for-1 stock split, resulting in a tenfold increase in the number of Bureau Veritas shares.

The number of shares at January 1 reflects the stock split.

Movements in equity in 2008

Share capital at January 1, 2008	**13,939**
Capital reduction on July 18, 2008	(960)
Share capital on exercise of options	53
Share capital at December 31, 2008	**13,032**
Share premium at January 1, 2008	409,591
Capital reduction on July 18, 2008	(301,040)
Share premium on exercise of options	3,488
Share premium at December 31, 2008	**112,039**
Reserves at January 1, 2008	369,649
Retained earnings (2007 profit)	119,934
Dividend distribution (Shareholders' Meeting of June 2, 2008)	(64,332)
Currency translation differences	(2,678)
Reserves at December 31, 2008	**422,573**
Profit for 2008	**80,436**
Regulated provisions in 2008 (accelerated tax depreciation)	**2,483**
TOTAL EQUITY AT DECEMBER 31, 2008	**630,563**

Breakdown of equity at December 31, 2008

Share capital	**13,032**
Share premium	**112,039**
Retained earnings	208,163
Legal reserve	1,711
Other reserves	212,699
Profit for the year	**80,436**
Regulated provisions	**2,483**
TOTAL EQUITY AT DECEMBER 31, 2008	**630,563**

Note 4 - Receivables and payables

Analysis of receivables

	Gross	1 year or less	More than 1 year
Trade receivables	251,072	251,072	-
Social security and other social taxes	589	589	-
Income tax	527	527	-
Other taxes, duties and similar levies	8,416	8,416	-
Joint ventures and economic interest groupings (EIG)	5,326	5,326	-
Receivable from Group and associated companies	225,923	225,923	-
Miscellaneous debtors	1,378	1,378	-
Marketable securities	51,906	51,906	-
Prepaid expenses	9,583	9,583	-
TOTAL RECEIVABLES	**554,720**	**554,720**	**-**

Analysis of payables

	Gross	1 year or less	More than 1 year	Beyond 5 years
Bank borrowings	752,399	3,223	492,573	256,603
Miscellaneous borrowings	12,186	12,186	-	-
Trade payables	75,421	75,421	-	-
Payable to employees	98,442	98,442	-	-
Social security and other social taxes	26,031	26,031	-	-
Value added tax	40,387	40,387	-	-
Other taxes, duties and similar levies	4,250	4,250	-	-
Payable to Group and associated companies	208,454	208,454	-	-
Other payables	6,707	6,707	-	-
Prepaid income	49,087	49,087	-	-
TOTAL PAYABLES	**1,273,364**	**524,188**	**492,573**	**256,603**

Note 5 - Provisions

A - Provisions for impairment of assets

	2008	2007
Long-term investments	51,301	52,018
Inventories and work-in-progress	-	-
Trade receivables	5,319	3,907
Other receivables	3,935	2,769
PROVISIONS FOR IMPAIRMENT OF ASSETS	**60,555**	**58,694**

B - Regulated provisions carried in liabilities

	2008	2007
REGULATED PROVISIONS	**2,483**	**2,036**

Regulated provisions comprise accelerated tax amortization recognized on capitalized software costs and on acquisition fees for shares acquired since 2007.

C - Provisions for other liabilities and charges

	2008	2007
Pensions and other employee benefit obligations	64,150	61,570
Contract-related disputes	37,240	39,088
Provision for exchange losses	17,869	431
Other risks	25,861	6,045
Losses on completion	1,477	1,534
PROVISIONS FOR OTHER LIABILITIES AND CHARGES	**146,597**	**108,668**

Movements during the year are shown below:

	2008	2007
At January 1	**108,668**	**114,331**
Additions	62,747	23,940
Reversals (utilized provisions)	(13,475)	(15,012)
Reversals (surplus provisions)	(10,940)	(13,090)
Other movements	(403)	(1,501)
AT DECEMBER 31	**146,597**	**108,668**

Bureau Veritas and its subsidiaries are involved in various disputes and legal action arising in the ordinary course of business in connection with the services they provide. The majority of such claims are covered by business-specific insurance. The timing of the related future cash outflows is uncertain as it will depend on developments in legal proceedings in progress, including appeals. The Company considers that most of the cash outflows relating to such disputes will occur more than one year after the balance sheet date.

Provisions for other liabilities and charges recorded in the balance sheet at December 31, 2008 take into account the risks associated with claims regarding Terminal 2E at Paris Roissy Charles de Gaulle airport.

Based on available information, its counsels' estimates, and insurance coverage in place, the Company does not believe this dispute will have a material impact on its statutory financial statements.

Note 6 - Commitments

	2008
Commitments given	**676,243**
Bank guarantees on contracts	12,422
Miscellaneous bank guarantees	4,989
Parent company guarantees	43,716
Joint and several guarantee on Group loan	615,116

Note 7 - Analysis of revenue by industry and geographic area

Industry analysis

	2008	2007
Marine	181,832	169,172
Industry	102,534	74,816
Inspection & In-Service Verification	175,013	192,484
Health, Safety & Environment	64,600	67,610
Construction	206,579	219,846
Certification	66,469	40,902
Consumer Products	2,595	16
Government Services & International Trade	30,986	5,851
TOTAL	**830,608**	**770,698**

Geographic analysis

	2008	2007
France	621,466	579,877
EMEA	156,141	145,704
Americas	376	396
Asia, Pacific	52,625	44,720
TOTAL	**830,608**	**770,698**

In 2008, several geographic areas were combined to allow a more meaningful comparison with other companies listed on Euronext:

- an EMEA region was created including Europe (excluding France), the Middle East and Africa;
- Asia/Pacific became a region in itself, with the Middle East incorporated within EMEA.

Comparative data for 2007 takes into account these changes.

Since January 1, 2008, Bureau Veritas SA has invoiced its French and foreign branches for fees. These invoices were recognized in other income and expenses.

Note 8 - Financial income and expense

	2008	2007
Financial income		
Investment income	27,463	116,088
Income from other marketable securities and receivables on non-current assets	1,241	7,649
Other interest income	25,749	1,559
Reversals of provisions	8,836	35,212
Exchange gains	52,377	14,113
TOTAL	**115,666**	**174,621**
Financial expense		
Additions to provisions	(21,902)	(4,419)
Interest expense	(46,435)	(25,004)
Exchange losses	(63,849)	(16,793)
TOTAL	**(132,186)**	**(46,216)**
NET FINANCIAL INCOME/(EXPENSE)	**(16,520)**	**128,405**

Exchange gains and losses chiefly reflect the impact of financing arrangements for Bureau Veritas SA subsidiaries.

Note 9 - Exceptional items

	2008	2007
Exceptionnal income		
On management transactions	566	204
On capital transactions	997	80,413
Reversals of provisions	1,424	3,618
TOTAL	**2,987**	**84,235**
Exceptional expense		
On management transactions	(1,340)	(17)
On capital transactions	(5,403)	(165,583)
Additions to provisions	(17,918)	(4,050)
TOTAL	**(24,661)**	**(169,650)**
NET EXCEPTIONAL EXPENSE	**(21,674)**	**(85,415)**

Note 10 - Income tax

Breakdown of current and exceptional income tax

	2008		2007	
	Amount before income tax	Income tax	Amount before income tax	Income tax
Profit from ordinary operations	113,901	(11,892)	223,470	(18,294)
Net exceptional expense	(21,674)	101	(85,415)	173

The deferred tax position at December 31 was as follows:

	2008	2007
Deferred tax assets	66,368	39,850
Deferred tax liabilities	(21,646)	(938)
NET DEFERRED TAX ASSETS	**44,722**	**38,912**

The deferred tax balance at December 31, 2008 mainly comprises deferred taxes on provisions for pensions and other employee benefits, tax loss carryforwards, contract-related disputes and financial instruments. At December 31, 2007, deferred taxes related mainly to provisions for pensions and other employee benefits, contract-related disputes and amounts receivable from the Group and associated companies.

Note 11 - Executive compensation (in millions of euros)

	2008	2007
COMPENSATION	**5.9**	**4.7**

Compensation includes amounts paid to members of governing bodies (Supervisory Board and Executive Committee) in respect of their different activities within the Company, as well as attendance fees and remuneration for assignments approved by the Supervisory Board.

Note 12 - Employees

	2008	2007
EMPLOYEES	**8,536**	**8,395**

Note 13 - Statutory training entitlement

	2008	2007
Cumulative training hours outstanding at December 31	482,150	363,930
Number of training hours used during the year	2,181	756

Note 14 - Related parties

Bureau Veritas SA is the parent and consolidating company of the Bureau Veritas Group. Amounts payable to and receivable from other Group companies, together with financial income and expense, are shown below:

	2008	2007
Assets		
Trade receivables	41,185	26,811
Other receivables	2,326	1,576
Loans	226,004	434,715
Liabilities		
Borrowings	208,384	207,882
Trade payables	26,771	16,448
Other payables	1,021	138
Income statement		
Financial income	52,092	122,549
Financial expense	(6,802)	(8,805)
Net exceptional expense	(1,841)	(84,654)

Note 15 - Fees paid to Statutory Auditors

Fees paid to Statutory Auditors do not comprise the fees recognized by foreign subsidiaries of Bureau Veritas SA as at December 31, 2008.

	2008	
	PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Statutory audit	532	337
Legal, tax, labour-related services	439	17
Due diligence assignments	17	-
FEES PAID TO STATUTORY AUDITORS	**988**	**354**

5.2. Statutory Auditors' report on the financial statements

(Year ended December 31, 2008)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2008, on:

- the audit of the accompanying financial statements of Bureau Veritas SA;
- the justification of our assessments;
- the specific verifications and information required by law.

The financial statements have been approved by the Management Board. Our role is to express an opinion on these financial statements based on our audit.

I - Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, on a test basis or by selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the financial position and assets and liabilities of the Company as of December 31, 2008, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II - Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

As described in the notes to the financial statements ("Long-term investments"), your Company sets aside provisions for impairment of its investments based on value in use and by reference to the specific characteristics of each investee. The estimates made during the preparation of the financial statements to determine these provisions, which are uncertain by nature, were performed within a context of significant difficulty in assessing the economic outlook. As part of our assessment of the significant estimates made to prepare the financial statements, we reviewed the application by the Company of the above-described method and verified the calculations used to determine provisions for impairment of investments.

These assessments were made in the context of our audit of the financial statements, taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III - Specific verifications and information

We have also performed the specific verifications required by law.

We have no matters to report regarding:

- the fair presentation and conformity with the financial statements of the information given in the management report of the Management Board, and in the documents addressed to shareholders with respect to the financial position and the financial statements;
- the fair presentation of the information provided in the management report in respect of remuneration and benefits granted to certain company officers and any other commitments made in their favor in connection with, or subsequent to, their appointment, termination or change in function.

In accordance with the law, we have verified that the management report contains the appropriate disclosures regarding the identity of shareholders and reciprocal shareholdings.

Neuilly-sur-Seine and Paris, April 21, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

6 Information on the Company and the capital

6.1. General information

Corporate name

"Bureau Veritas, Registre International de Classification de Navires et d'Aéronefs"

Registered office

67/71 Boulevard du Château – 92200 Neuilly-sur-Seine – France

Tel.: 33 (0)1 55 24 70 00 – Fax: 33 (0)1 55 24 70 01

Registration place and number

Bureau Veritas is registered with the Nanterre Trade and Companies Register (*Registre du commerce et des sociétés*) under number RCS 775 690 621 Nanterre. The Company's APE code, which identifies the type of business it carries out, is 7120B. It corresponds to the business of Technical analyses, trials and inspections.

Date of incorporation and term

Bureau Veritas was incorporated on April 2 and 9, 1868, by Maître Delaunay, notary in Paris. Bureau Veritas' incorporation will expire, unless wound up or extended by an Extraordinary Shareholders' Meeting in accordance with the law and its by-laws, on December 31, 2080.

Legal form and applicable legislation

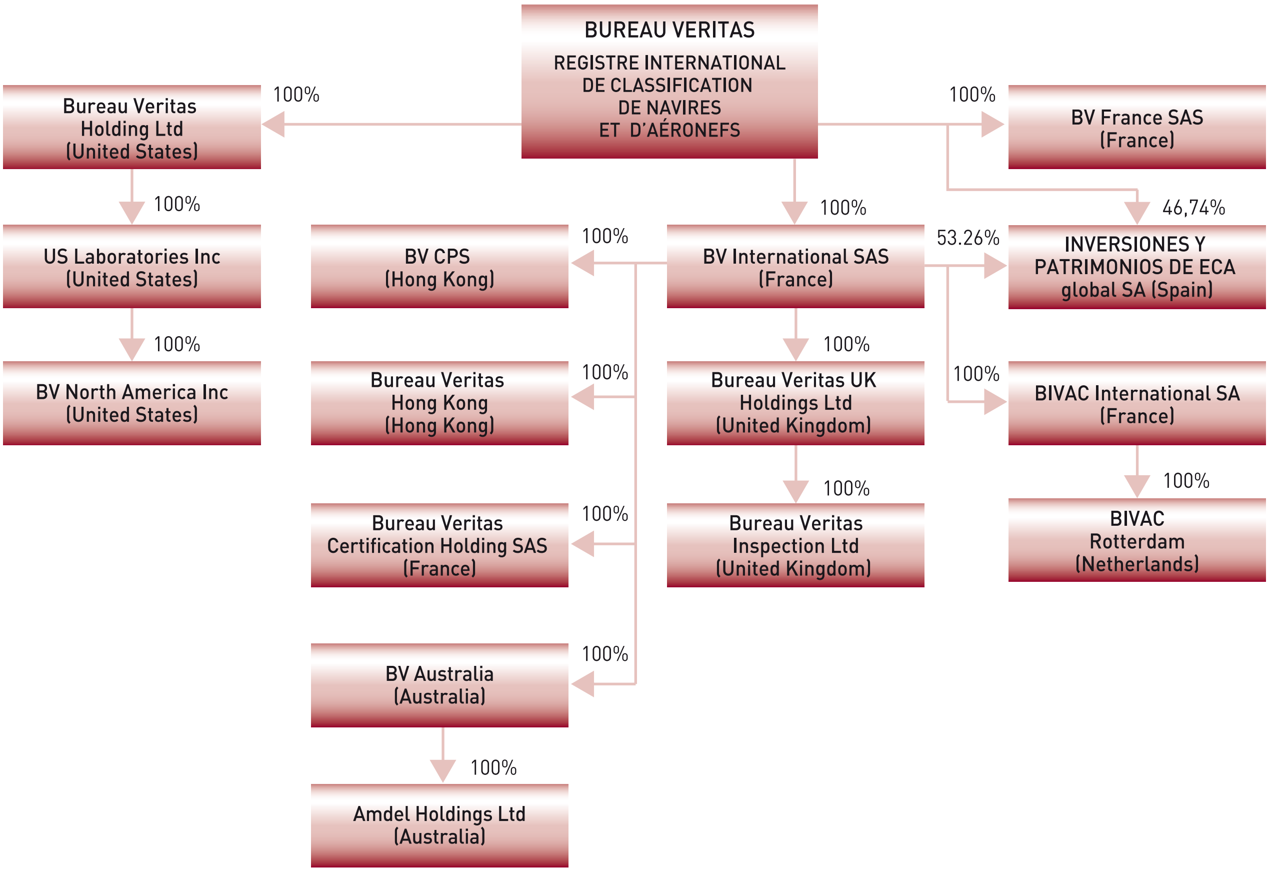
The Company is a public limited company under French law, with a Management Board and a Supervisory Board, and is subject to the provisions of Book II of the French Commercial Code applicable to commercial companies and to any other legal provisions applicable to commercial companies and its by-laws.

Accounting period

January 1 to December 31 each year.

6.2. Organizational structure

The Group structure as of December 31, 2008.



6.3. Subsidiaries and other equity participations

6.3.1. Principal subsidiaries

The Group is made up of Bureau Veritas SA and its branches and subsidiaries. At the head of the Group, Bureau Veritas SA owns holdings in the principal subsidiaries in France and elsewhere. Apart from its activity as a holding company, it also carries out its own economic activity consisting of the activities in France of all the Group's businesses (with the exception of the Consumer Products business) represented by branches in France and elsewhere.

Bureau Veritas SA recorded revenue of €830.5 million in 2008 (this amount relates to the revenue recorded in the corporate accounts of Bureau Veritas SA).

The main cash flows between Bureau Veritas and its consolidated subsidiaries are related to the brand royalties and technical royalties, centralized cash management and invoicing of relevant amounts for insurance coverage. The main cash flows between Bureau Veritas and its subsidiaries are also presented in the special reports of the Statutory Auditors in relation to related-party agreements, which are set out in the "Related-party transactions" section of this chapter.

A description of the Group's fifteen principal direct and indirect subsidiaries is provided below. Most of these are holding companies grouping together the Group's businesses in each country. A description of the business activities of the operational subsidiaries is also provided. A list of the Group's subsidiaries is included in the "Scope of consolidation" note to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

The principal subsidiaries have been selected according to the following criteria:

- net book value of shares of at least €50 million;
- the subsidiary represents at least 5% of the share capital, the revenue, the total assets or the net profit at consolidated Group level.

BUREAU VERITAS INTERNATIONAL SAS (FRANCE)

Bureau Veritas International SAS is a French simplified limited liability company (*société par actions simplifiée*), headquartered in France at 67/71, Boulevard du Château, 92571 Neuilly-sur-Seine. The company was formed in March 1977 under the name "LCT", "*le Contrôle Technique*" ("Technical Control"), and is a holding company that holds certain foreign subsidiaries. It is a fully owned subsidiary of Bureau Veritas SA.

BUREAU VERITAS FRANCE SAS (FRANCE)

Bureau Veritas France SAS is a French simplified limited liability company (*société par actions simplifiée*), headquartered in France at 67/71, Boulevard du Château, 92571 Neuilly-sur-Seine. The company was formed in May 1981 under the name "PKB Scania France". Bureau Veritas France SAS is a fully owned subsidiary of Bureau Veritas SA and is a holding company that holds the principal subsidiaries in France.

BUREAU VERITAS CERTIFICATION HOLDING SAS (FRANCE)

Bureau Veritas Certification Holding SAS is a French simplified limited liability company (*société par actions simplifiée*), headquartered in France at 67/71, Boulevard du Château, 92571 Neuilly-sur-Seine. The company was formed in March 1994. Bureau Veritas Certification Holding SAS is a fully owned subsidiary of Bureau Veritas International SAS and holds most of the subsidiaries of the Certification business.

BUREAU VERITAS HONG KONG LTD. (HONG KONG)

Bureau Veritas Hong Kong Ltd. is a company formed under Chinese law in October 2004 headquartered at 1/F Pacific Trade Centre – 2 Kai Hing Road, Kowloon Bay – Hong Kong. Bureau Veritas Hong Kong Ltd. is a fully owned subsidiary of Bureau Veritas International SAS and holds certain subsidiaries in Asia. Apart from its activity as a holding company, Bureau Veritas Hong Kong Ltd. carries out operational activities which produced an external revenue of 2,080 million Hong Kong dollars (€181.6 million) in 2008.

BUREAU VERITAS UK HOLDINGS LTD. (UNITED KINGDOM)

Bureau Veritas UK Holdings Ltd. is a holding company formed under British law in November 2005 headquartered at Tower Bridge Court, 224-226 Tower Bridge Road, London, SE1 2TX, United Kingdom. Bureau Veritas UK Holdings Ltd., formerly called "Bureau Veritas UK Ltd.", is a fully owned subsidiary of Bureau Veritas International SAS and holds the Group's operational interests in the United Kingdom.

BUREAU VERITAS INSPECTION LTD. (BRITAIN)

Bureau Veritas Inspection Ltd. is a company formed under British law in October 1983 headquartered at Tower Bridge Court, 224-226 Tower Bridge Road, London, SE1 2TX, United Kingdom. Bureau Veritas Inspection Ltd., formerly called "Plant Safety Ltd.", is a fully owned subsidiary of Bureau Veritas UK Holdings Ltd. Its principal business is inspection and in-service verification and it recorded external revenue of £64.9 million (€81.5 million) in 2008.

BUREAU VERITAS HOLDING INC. (UNITED STATES)

Bureau Veritas Holding Inc. is a company formed under American law in June 1988 headquartered at 666 Fifth Avenue, #2139, New York, NY 10103, United States. Bureau Veritas Holding Inc. is a fully owned holding company of Bureau Veritas SA, the principal object of which is to hold interests in subsidiaries in North America.

US LABORATORIES INC. (UNITED STATES)

US Laboratories Inc. is a holding company formed under American law in October 1993 headquartered at 11860 W. State Road 84, Suite 1, Fort Lauderdale, FL 33325, United States. US Laboratories is a fully owned subsidiary of Bureau Veritas Holding Inc. Its principal activity is to hold the Group's interests in North America in the fields of Construction and Health, Safety & Environment ("HSE").

BUREAU VERITAS NORTH AMERICA INC. (UNITED STATES)

Bureau Veritas North America Inc. is a company formed under American law headquartered in Florida at 11860 W. State Road 84, Suite 1, Fort Lauderdale, FL 33325, United States. It is a fully owned subsidiary of US Laboratories Inc. Its principal activities are, on the one hand, in the field of health, safety and the environment and, on the other, in the field of construction. It recorded external revenue of 169.7 million US dollars (€115.4 million) in 2008.

BIVAC INTERNATIONAL SA (FRANCE)

BIVAC International SA is a French public limited company (*société anonyme*) headquartered at 67/71, Boulevard du Château, 92571 Neuilly-sur-Seine, France. BIVAC International was formed in March 1991 as a holding company and headquarters for the GSIT business. BIVAC International is a wholly owned subsidiary of Bureau Veritas International SAS.

BIVAC ROTTERDAM B.V. (NETHERLANDS)

BIVAC Rotterdam B.V. is a simplified limited liability company formed under Dutch law in September 1984 headquartered at De Witte Keizer, 3e verdieping Vissersdijk 223-241, 3011 GW Rotterdam, Netherlands. BIVAC Rotterdam B.V. is a fully owned subsidiary of BIVAC International SA. Its principal business is the administrative management of the government services activities of the GSIT business and it recorded external revenue of €62.7 million in 2008.

BUREAU VERITAS CPS HONG KONG LTD. (HONG KONG)

Bureau Veritas CPS Hong Kong Ltd. is a company formed under Chinese law in November 1985 headquartered at Vanta Industrial Centre, 21-23 Tai Lin Pai Road, Kwai Chung New Territories, Hong Kong. Bureau Veritas Hong Kong Ltd. is a fully owned subsidiary of Bureau Veritas International SAS. Its principal business is to provide services through its Consumer Products business and it recorded external revenue of 82.9 million Hong Kong dollars (€7.2 million) in 2008.

BUREAU VERITAS AUSTRALIA LTD. (AUSTRALIA)

Bureau Veritas Australia is a company formed under Australian law in 1999 headquartered at Unit 3, 435 Williamstown Road, Port Melbourne, VIC3207, Australia. It is a holding company for all activities of the Bureau Veritas Group in Australia, including the recent acquisition of the Amdel Group. It is fully owned by Bureau Veritas International SAS.

AMDEL HOLDINGS LTD. (AUSTRALIA)

Amdel Holdings Ltd. is a company formed under Australian law in 1960 headquartered at Level 2, 255 Blackburn Road, Mount Waverley, Victoria 3149, Australia. The company that is the holding company of the Amdel Group was fully acquired by Bureau Veritas Australia Ltd. in May 2008. It carries out no operational activity of its own.

INVERSIONES Y PATRIMONIOS DE ECA GLOBAL SA (SPAIN)

Inversiones y Patrimonios de ECA Global SA ("ECA Global") is the parent company of the ECA Group acquired by Bureau Veritas in October 2007. Formed in 1979, its registered office is at c/Terre, 11-19, 08017 Barcelona, Spain. ECA Global is jointly owned, 53% held by Bureau Veritas International SAS and 47% held by Bureau Veritas SA.

6.3.2. Recent acquisitions and divestitures

ACQUISITIONS

Only acquisitions completed in 2008 whose acquisition price was at least €10 million are described in detail. The acquisition prices set forth in this section include *earn-outs* and acquisition costs and fees. Acquisitions falling below this threshold are summarized in a table.

Amdel (May 2008)

On May 6, 2008, the Group acquired 100% of the Amdel Group by buying its holding company Amdel Holdings Ltd. for a cash payment of AU$462.6 million (€282 million). Founded in 1960 and headquartered in Melbourne, Amdel is the market leader in analytical minerals testing.

Amdel has over 1,200 employees and 23 laboratories in Australia and New Zealand. Amdel is one of the largest companies involved in analyzing raw materials in the laboratory in these two countries. Through a number of recent acquisitions of local companies, Amdel is now able to offer a full range of mineral testing services and a large portfolio of major clients in the mining industry.

The Amdel Group recorded revenue of €95.4 million in 2008. Amdel's Minerals business represents around 80% of its revenue:

	Business
Mining:	Analytical testing and tests carried out during transformation into metals, for a whole series of raw materials including gold and nickel
Environment:	Analysis and measurement of the ground, water and sediments
Food:	Food testing, including milk and dairy products
Industry:	Oil, gas and equipment testing

Following the acquisition of Amdel, Bureau Veritas now has a global platform for minerals testing and inspections, with a presence in Asia-Pacific, in Africa and in Latin America.

This platform consists of the Amdel Group and the following further acquisitions made in 2007 and 2008: CCI (leader in tests on coal in Australia) in June 2007, Cesmec (leader in analytical minerals testing in Chile and Peru) in March 2008 and Geoanalitica (analytical minerals testing in Chile) in December 2008.

Cesmec (April 2008)

On April 1, 2008, Bureau Veritas acquired all of the capital of the Chilean company Centro de Estudios, Méditions y Certification de Calidad Cesmec Limitada ("Cesmec") for a cash sum of 14.0 million Chilean pesos (€19.6 million).

Formed in 1968, the Cesmec Group, headquartered in Santiago, Chile, comprises a number of companies based in Chile, Peru and Argentina (a total of 11 sites in these three countries), with an overall staff of around 950 people.

Cesmec provides an enormous range of compliance assessment services, including:

- laboratory inspections and tests for the mining, food and chemical industries;
- certification of management systems (ISO 9000, ISO 14000, OHSAS, HACCP) and various products (electrical equipment, fuel, safety equipment);
- services relating to the control of the quality of the air, water, ground and noise ("HSE"); and
- technical control and analysis of materials and soil for construction.

In 2008, the Cesmec Group recorded external revenue of €24.6 million.

This acquisition strengthens the presence of the Bureau Veritas Group in South America, where it now has 3,700 employees and a leading position in the testing and inspection market in Chile.

Other acquisitions

Apart from these two major acquisitions, the Group has made acquisitions in line with its external growth strategy (cf. Note 10 to the consolidated financial statements in Chapter IV– 2008 consolidated financial statements).

TRANSFERS

No significant transfers were made in 2008.

6.4. Intra-group contracts

6.4.1. Intra-group contracts

Because the Group's financial policy is to centralize cash surplus, subsidiaries must place surplus with the Company. If needed, they can take out loans from the Company. Unless agreed with the Company, subsidiaries must not place cash with or borrow from any other entity.

Intra-group loans are governed by cash management agreements between the Company and each French and non-French subsidiary.

6.4.2. Industrial franchise, brand royalty and know-how licensing contracts

Since 2007, for the Marine, Industry & Facilities, International Trade and Consumer Products activities carried out by the subsidiaries of Bureau Veritas SA, there has been a single contract:

- industrial franchise contract: this contract is to provide remuneration for using Bureau Veritas industrial property and know-how; invoicing is done on the basis, firstly, of 3% of the third-party revenue of each subsidiary for access to the industrial property rights and, secondly, on the basis of a percentage of third-party revenue, which varies depending on the activity for the portion relating to payment for the services provided by head office.

For the other subsidiaries, namely Bureau Veritas CPS and Bureau Veritas Certification, two types of contract continue to exist:

- brand royalty contract: this contract is to provide remuneration for using the Bureau Veritas name: invoicing is based on 3% of the third-party revenue of each subsidiary, unless exempted; and
- know-how licensing contract: this contract is to provide remuneration for using Bureau Veritas know-how. Invoicing is based on a percentage of third-party revenue which varies depending on the activity.

6.5. Share capital and voting rights

6.5.1. Share capital

CHANGE IN SHARE CAPITAL DURING THE FISCAL YEAR ENDED DECEMBER 31, 2008

At December 31, 2007 the Company's share capital amounted to €13,939,173, represented by 116,159,775 shares, each with a nominal value of €0.12 (as a result of the 10-to-1 split in the nominal value that took place on October 23, 2007, pursuant to the decision of the Mixed Shareholders' Meeting of June 18, 2007).

The Company's share capital changed over the course of the 2008 fiscal year as a result of:

- the cancellation of 8,000,000 treasury shares at the Management Board meeting of July 18, 2008; and
- the creation of 440,980 shares following the exercising of share subscription options.

As of December 31, 2008, the capital was €13,032,090.60 divided into 108,600,755 shares with a par value of €0.12 each. The increase in capital following the exercising of share subscription options carried out in 2008 was noted by the Management Board at its meeting of January 9, 2009.

At December 31, 2008, the total number of theoretical voting rights amounted to 109,053,487 and exercisable ones to 108,096,039.

TABLE SUMMARIZING DELEGATIONS OF AUTHORITY BY THE SHAREHOLDERS' MEETING TO THE MANAGEMENT BOARD (ARTICLE L. 225-100, PARAGRAPH 7 OF THE FRENCH COMMERCIAL CODE)

Nature of the authorization given to the Management Board	Date of the Ordinary General Meeting ("OGM") or Extraordinary General Meeting ("EGM")	Duration of the authorization and expiry	Limit	Uses
Authorization given to the Management Board to buy back shares	OGM of June 2, 2008 (10th resolution)	18 months, in other words until December 1, 2009	Maximum purchase price of €75 Limit of 10% of share capital	Use of a liquidity agreement in February 2008
Authority given to the Management Board to issue ordinary shares and/or securities giving access immediately and/or over time to the Company's capital or to debt instruments, maintaining the preferential subscription right [a] [b]	EGM of June 18, 2007 (14th resolution)	26 months, in other words until August 17, 2009	Maximum nominal amount of capital increases: €2 million	Not used
Authority given to the Management Board to issue, by public offering, ordinary shares and/or securities giving access immediately and/or over time to the Company's capital or to debt instruments, cancelling the preferential subscription right [a] [b]	EGM of June 18, 2007 (15th resolution)	26 months, in other words until August 17, 2009	Maximum nominal amount of capital increases: €1 million	Not used
Delegation of authority to the Management Board to increase the amount of the initial issue, with or without shareholder preferential subscription rights [a] [b]	EGM of June 18, 2007 (16th resolution)	26 months, in other words until August 17, 2009	Limit of 15% of the initial issue	Not used
Authorization given to the Management Board to increase share capital via the issue of equity securities or securities giving access to the Company's capital, without preferential subscription rights, for members of a corporate savings plan [a] [b]	EGM of June 18, 2007 (17th resolution)	26 months, in other words until August 17, 2009	The maximum amount of the capital increase that may be made under this resolution, combined with the 18th and 19th resolutions of the Shareholders' meeting of June 18, 2007 may not exceed 1.2% of the share capital.	Authorization used in respect of 1,100,826 shares as part of the employee offering.
Authorization given to the Management Board to grant free shares to employees and/or company officers of non-French Group subsidiaries as part of an offering reserved for members of a corporate savings plan [a] [b]	EGM of June 18, 2007 (18th resolution)	38 months, in other words until August 17, 2010	Limit of 0.05% of share capital The maximum amount of the capital increase that may be made under this resolution, combined with the 17th and 19th resolutions of the Shareholders' meeting of June 18, 2007 may not exceed 1.2% of the share capital.	Delegated authority partially used in December 2007, allotment of 55,165 shares.
Capital increase, without shareholder preferential subscription rights, reserved for categories of beneficiaries [a] [b]	EGM of June 18, 2007 (19th resolution)	18 months, in other words until December 17, 2008	The maximum amount of the capital increase that may be made under this resolution, combined with the 17th and 18th resolutions of the Shareholders' meeting of June 18, 2007 may not exceed 1.2% of the share capital.	This authority was used in December 2007 with the creation of 43,079 shares.

Nature of the authorization given to the Management Board	Date of the Ordinary General Meeting ("OGM") or Extraordinary General Meeting ("EGM")	Duration of the authorization and expiry	Limit	Uses
Delegation of authority to the Management Board to decide whether to increase share capital by incorporation of bonuses, reserves, benefits and any other sum for which capitalization would be allowed [b]	EGM of June 18, 2007 (20th resolution)	26 months, in other words until August 17, 2009	Limit of €1.5 million	Not used
Delegation of authority to the Management Board to decide whether to issue ordinary shares and securities giving access to the Company's capital in exchange for contributions in kind to the Company [a] [b]	EGM of June 18, 2007 (21st resolution)	26 months, in other words until August 17, 2009	Limit of 10% of the capital on the day of the decision	Not used
Delegation of authority to the Management Board to increase the share capital of the Company by issuing ordinary shares or securities giving access to the capital of the Company's capital in exchange for contributions made under a public exchange offer initiated by the Company [a] [b]	EGM of June 18, 2007 (22nd resolution)	26 months, in other words until August 17, 2009	Maximum nominal amount of capital increases: €1 million	Not used
Authorization given to the Management Board to reduce the share capital by cancelling all or some of the treasury stock	EGM of June 2, 2008 (12th resolution)	18 months, in other words until December 1, 2009	Limit of 10% of capital	Cancellation of 8,000,000 shares in July 2008
Authorization given to the Management Board to reduce the share capital by cancelling all or some of the Company's shares acquired under any share buyback program	EGM of June 2, 2008 (13th resolution)	18 months, in other words until December 1, 2009	Limit of 10% of capital	Not used
Authorization given to the Management Board to grant Company share purchase or subscription options	EGM of June 18, 2007 (24th resolution)	38 months, in other words until August 17, 2010	Limit of 2% of the share capital, combined with the 25th resolution of the Shareholders' meeting of June 18, 2007	Delegated authority partially used in June 2008 with the allotment of 137,400 shares. Common limit used of 802,175 shares.
Authorization given to the Management Board to grant free shares to a certain category of employees and company officers at the Company and its subsidiaries	EGM of June 18, 2007 (25th resolution)	38 months, in other words until August 17, 2010	Limit of 2% of the share capital, combined with the 24th resolution of the Shareholders' meeting of June 18, 2007	Delegated authority partially used in December 2007 and June and September 2008 with the allotment of 664,775 shares. Common limit used of 802,175 shares.

(a) The overall nominal amount of capital increases that may be made under the 14th, 15th, 16th, 17th, 18th, 19th, 21st and 22nd resolutions may not exceed €2 million. The common limit was used of 1,199,070 shares under the 17th, 18th and 19th resolutions.

(b) The overall nominal amount of capital increases that may be made under the 14th, 15th, 16th, 17th, 18th, 19th, 20th, 21st and 22nd resolutions may not exceed €3.5 million. The common limit was used of 1,199,070 shares under the 17th, 18th and 19th resolutions.

6.5.2. Securities not representing corporate capital

At December 31, 2008, the Company had not issued any securities that do not represent share capital.

6.5.3. Acquisition by the Company of its own shares

The following paragraphs contain details of the information to be provided in accordance with Article L.225-211 of the French Commercial Code and describe, in accordance with the provisions of Article 241-3 III of the general regulations of the Autorité des marchés financiers (AMF), the share buyback program subject to approval by the Annual Shareholders' Meeting to be held on June 3, 2009.

BUYBACK PROGRAM APPROVED IN 2007 AND 2008

On February 8, 2008, the Company signed a liquidity agreement with Exane BNP Paribas. Upon its implementation, 100,000 shares and €1.5 million were allocated to this liquidity agreement.

Apart from this liquidity agreement, the Company did not buy back any shares during the 2008 fiscal year.

At December 31, 2008, 106,468 shares and €1,561,377 appeared in said liquidity agreement.

At December 31, 2008, the Company held a total of 957,468 shares (including the 106,468 shares appearing in the liquidity agreement), representing around 0.9% of its share capital, with a book value of €35,070,608.66 and a par value of €114,896.16.

NEW SHARE BUYBACK PROGRAM SUBJECT TO APPROVAL

A new share buyback program will be subject to Shareholder approval at Annual Shareholders' meeting of the Company to be held on June 3, 2009.

In accordance with the provisions of European Regulation No. 2273/2003 dated December 22, 2003 implementing Directive 2003/6/EC, and in accordance with the general regulations, instructions and communications of the AMF, the finer details of this program would be, subject to the approval of the Annual General Meeting of Shareholders to be held on June 3, 2009, as follows:

- to ensure the liquidity and drive the market in the shares via a financial services provider acting independently under a liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- to implement any Company stock option plans under the provisions of Articles L.225-177 et seq. of the French Commercial Code, any share grants or transfers under any company or Group savings plan in accordance with the provisions of Articles L.3332-1 of the French Labor Code, any free share grants under the provisions of Articles L.225-197-1 et seq. of the French Commercial Code and any share grants under profit-sharing arrangements and to carry out any transaction necessary to cover these transactions, in the manner mandated by the market authorities and at times when the Board of Directors (or the Management Board) or the person having authority delegated acts;
- to retain and subsequently swap or use as consideration in acquisitions, up to 5% of the Company's share capital;
- to hand over shares in the event of the exercise of rights stemming from securities giving rights to shares in the Company by any means, whether immediately or in the future; and
- to cancel all or some of the securities thus bought back.

This program would also be intended to enable the Company to operate in relation to any other object already authorized or that becomes authorized by the law or the regulations in force. In this case, the law requires that its shareholders be informed by *communiqué*.

Purchases of Company shares may relate to a number of shares, such as:

- the number of shares that the Company bought back during the buyback program would not exceed 10% of the shares constituting the capital of the Company, this percentage applying to a capital adjusted as a function of later transactions at the Annual General Meeting to be held on June 3, 2009, that is to say, by way of indication, a number of shares not exceeding 10,860,077;
- the number of shares that the company holds at any given time would not exceed 10% of the shares constituting the capital of the Company.

The maximum purchase price of the shares under this share buyback program shall be €75, subject to adjustments as part of changes to the capital.

The maximum amount allocated to implement the share buyback program is €814,505,775.

This new authorization would be granted for a period of eighteen months from the decision of the General Meeting convened on June 3, 2009, in other words until December 3, 2010, and would replace the authorization granted by the Meeting of June 2, 2008.

Holding by the Company of its own shares and objectives allocated as at March 31, 2009

Percentage of direct or indirect treasury shares	0.88%
Number of directly or indirectly held treasury shares	957,699
Number of shares cancelled over the last 24 months [a]	8,000,000
Book value of the portfolio *(in euros)*	32,822,839.96
Market value of the portfolio [b] *(in euros)*	27,294,421.50

(a) This refers to the 24 months preceding March 31, 2009.

(b) Based on a stock market price of €28.50 per share on March 31, 2009.

On these 957,699 shares held by the Company on March 31, 2009 106,699 have been allocated to the liquidity contract and the last 851,000 shares have been allocated to the option program objective or other allotment of shares.

Table of transactions carried out by the Company in relation to its own shares

The following table describes the transactions carried out by the Company in relation to its own shares (excluding the liquidity contract) between June 2, 2008 and March 31, 2009.

	Total gross cash flows		**Positions available on March 31, 2009**			
	Purchases	**Sales/ Transfers**	**Positions available for purchase**		**Positions available for sale**	
Number of shares	**-**	**-**	**Purchase options bought**	**Forward purchases**	**Purchase options sold**	**Forward sales**
Average maximum maturity	-	-	-	-	-	-
Average price of the transaction *(in euros)*	-			-	-	-
Average exercise price	-	-	-	-	-	-
Amounts *(in euros)*	-	-	-	-	-	-

6.5.4. Other securities giving access to corporate capital

The Company issued stock options, the main terms and conditions of which are set out in the section on Interests of members of the Management Board, of the Supervisory Board and of certain employees in Chapter III – Management Board's management report.

The Company also made free share grants, the main terms and conditions of which are set out in the section on Interests of members of the Management Board, of the Supervisory Board and of certain employees in Chapter III – Management Board's management report as well as in note 21 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

6.5.5. Conditions governing all acquisition rights or any obligations attached to corporate capital subscribed but not fully paid up

None.

6.5.6. Pledging

At February 28, 2009 and to the knowledge of the Company, 392,396 shares of the Company (approximately 0.36% of the number of shares representing the Company's corporate capital), held by physical persons, were subject to security interests.

Moreover, the Company has pledged, for the benefit of Axa, Soprefira securities in an amount of €3.2 million.

6.5.7. Changes in the share capital

The table below sets forth changes in the Company's share capital since 2005.

	2005	2006	2007	2008
Capital at the beginning of the year	**13,819,684**	**13,973,446**	**13,010,228**	**13,939,173**
Number of shares cancelled during the year	**-**	**881,300**	**8,818,780** [b]	**8,000,000**
Number of shares issued during the year	**128,135**	**78,619**	**16,559,985** [b]	**440,980**
Via the exercise of stock options	128,135	78,619	1,348,350 [b]	440,980
Via the exercise of share warrants	-	-	8,951,000 [b]	-
Via the issue of new shares in respect of contributions in kind	-	-	5,116,730 [b]	-
Via the issue of new shares in respect of share capital increases reserved for Company employees	-	-	1,143,905 [b]	-
Capital at the end of the year [a]				
In euros	**13,973,446**	**13,010,228**	**13,939,173** [a]	**13,032,090** [c]
In shares	**11,644,538**	**10,841,857**	**116,159,775**	**108,600,755**

(a) Share capital as recorded by the Management Board at its meeting on January 25, 2008 (excluding the options that were exercised after January 1, 2008).

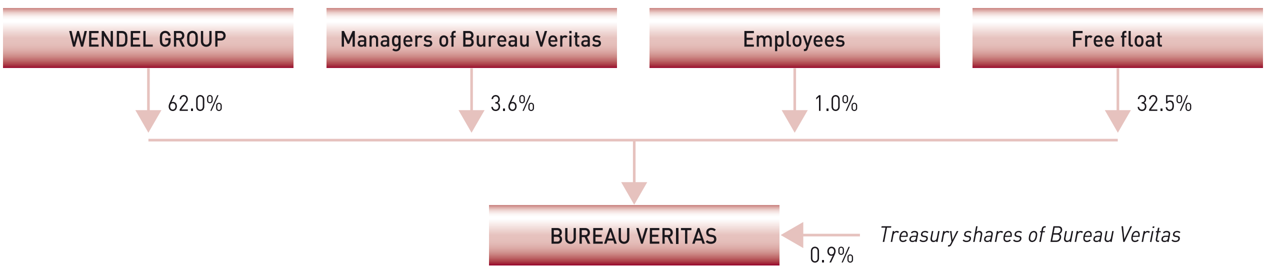
(b) It should be noted that the information above was restated to take account of the 10-to-1 split in the nominal value of the Company's shares approved by the Combined Shareholders' Meeting on June 18, 2007, reducing it from €1.20 to €0.12.

(c) Share capital as recorded by the Management Board at its meeting on January 9, 2009 (excluding the options that were exercised after January 1, 2009).

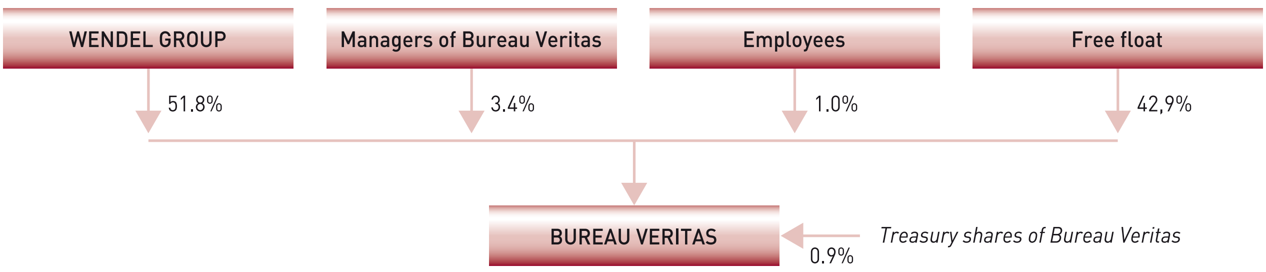
6.6. Major shareholders

6.6.1. Group structure

SIMPLIFIED STRUCTURE AS OF DECEMBER 31, 2008



SIMPLIFIED STRUCTURE AS OF MARCH 31, 2009



PRINCIPAL DIRECT AND INDIRECT SHAREHOLDERS

Wendel is the largest investment company listed in France, and one of the largest in Europe. Led by SLPS, a reference shareholder with nearly 35% of the capital that forms a family holding, its strategy consists of making long-term investments as the majority or leading shareholder in industrial and service companies to accelerate their development and create market leaders. Wendel relies on highly involved management teams, participates in the establishment and pursuit of corporate strategy and arranges the financing needed. Since its creation in 2002, Wendel has made more than €3.8 billion of acquisitions in companies which are all leaders in their markets: it invested in Legrand in 2002, and acquired Editis and took control of Bureau Veritas in 2004. In 2006, Wendel acquired Materis and entered a new stage by extending its investment strategy at the international level with the acquisition of Deutsch in the United States and Stahl and AVR in the Netherlands. In the second half of 2007, Wendel acquired 21.3% of the capital of Compagnie de Saint-Gobain, thereby becoming the company's principal shareholder.

Wendel is listed on Euronext Paris.

Wendel's annual report is available on the website of the Autorité des marchés financiers (www.amf-france.org) and can be downloaded from Wendel's website (www.wendelgroup.com).

On March 5, 2009, the Wendel Group announced that it had sold 11 million Bureau Veritas' shares at a price of €25 a share, in other words nearly 30% of the float before the transaction.

Following the transaction, the Wendel Group remains the majority shareholder of Bureau Veritas, owning 51.8%.

DISTRIBUTION OF THE SHARE CAPITAL AND VOTING RIGHTS

	At March 31, 2009				At December 31, 2008 [a]			
Shareholders	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights
Wendel Group	56,293,340	51.83%	56,293,340	52.07%	67,293,340	61.96%	67,293,340	62.25%
Minority shareholders [b]	-	-	-	-	-	-	-	-
Free float [c] [d]	46,604,821	42.91%	47,028,552	43.50%	35,349,633	32.55%	35,759,865	33.08%
Employees under Group savings plan	1,061,204	0.98%	1,061,204	0.98%	1,075,618	0.99%	1,075,618	1.00%
■ o/w FCP BV Next	883,593	-	-	-	889,983	-	-	-
Managers	3,698,503	3.41%	3,731,003	3.45%	3,924,716	3.61%	3,967,216	3.67%
Treasury shares	949,038	0.87%	-	-	957,448	0.88%	-	-
TOTAL	**108,606,906**	**100%**	**108,114,099**	**100%**	**108,600,755**	**100%**	**108,096,039**	**100%**

(a) Information provided in accordance with Article L.233-13 of the French Commercial Code.
(b) The company was listed on the stock market on October 23, 2007.
(c) Calculated by difference.
(d) These sums include the shareholdings of the two institutional investors mentioned below.

Since December 31, 2008, Frank Piedelièvre sold 80,782 Company shares between February 18 and 25, 2009; François Tardan sold 17,000 Company shares on February 17, 2009.

Exceeding of thresholds

By letter of November 26, 2008, Lone Pine Capital LLC (2 Greenwich Plaza, Greenwich, CT 06830, United States), acting on behalf of funds it manages, declared that it had exceeded, on November 21, 2008, following an acquisition of shares in Bureau Veritas *Registre International de classification de navires et d'aéronefs* (Bureau Veritas), the 5% thresholds for capital and voting rights in Bureau Veritas, and that it held, on behalf of the said funds, 6,036,159 Bureau Veritas shares representings as many voting rights, that is to say 5.57% of the capital and the 5.55% of the voting rights in this Company.*

Another institutional investor informed the Company on December 9, 2008 that it had exceeded the statutory threshold of 2% of the capital.

Shareholder voting rights

Pursuant to the Company's by-laws amended by the General Shareholders' Meeting of June 18, 2007 and which came into force on October 23, 2007, double voting rights are granted to all fully paid-up shares that are registered in the name of the same shareholder for a period of at least two years.

This double voting right is deemed terminated for any share converted to bearer form or where title to it is transferred.

Nevertheless, the double-voting right will not be lost, and the holding period will be deemed to have continued, in the event of transfer from registered to bearer form as a result of inheritance, sharing of assets held in common between spouses or in vivo donations from a spouse or from immediate family members.

At December 31, 2008, 452,732 shares enjoyed double voting rights out of the 108,600,755 shares in the share capital.

* *Based on a share capital of 108,393,755 shares representing 108,802,900 voting rights pursuant to the second paragraph of Article 223-11 of the General regulation (Règlement général).*

At December 31, 2007				At December 31, 2006			
Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights
67,293,340	57.93%	67,293,340	62.60%	10,735,679	99.02%	10,735,679	99.02%
-	-	-	-	106,178	0.98%	106,178	0.98%
34,121,760	29.38%	34,403,425	32.01%	-	-	-	-
1,143,405	0.98%	1,143,405	1.06%	-	-	-	-
952,863	-	-	-	-	-	-	-
4,650,270	4.00%	4,650,270	4.33%	-	-	-	-
8,951,000	7.71%	-	-	-	-	-	-
116,159,775	**100%**	**107,490,440**	**100%**	**10,841,857**	**100%**	**10,841,857**	**100%**

Control of the Company

At December 31, 2008, the Company was controlled directly and indirectly by Wendel, which held 61.96% of the capital and 62.25% of the voting rights.

At the end of the financial transaction carried out by the Wendel Group on March 5, 2009, the Company is still directly or indirectly controlled by Wendel in relation to 51.83% of the capital and 52.07% of the voting rights.

The Group has implemented measures in order to avoid abusive control of the Company.

The Supervisory Board thus ensures that at least one third of its members are independent. Independent members are selected from persons who are independent and without connection to the Company within the meaning of the Company's internal regulations. At the date of registration of this reference document, Messrs. Patrick Buffet, Jérôme Charruau, Philippe Louis-Dreyfus and Bernard Renard are the independent members of the Supervisory Board. Information regarding the independent members of the Supervisory Board is set forth in the Management Board and Supervisory Board section of Chapter II – Corporate governance.

In addition, the Company ensures that there are independent members of the Supervisory Board on the Supervisory Board's specialized committees (see the Functioning of the Management Board and the Supervisory Board section in Chapter II – Corporate governance). The Audit Committee thus has two of the four independent members of the Board, one of whom is the Chairman of the Committee.

6.6.2. Agreements for a change in control

None.

6.7. Dividend policy

The Group has set itself the objective of paying an annual dividend representing approximately one third of its adjusted profit for the year.

This objective does not, however, represent any commitment on the Group's part, as future dividends will depend on its business results and financial position.

The amount of the dividend that will be proposed to the Annual Ordinary General Shareholders' Meeting is set out in the section providing additional information on the Company with a view to approving the 2008 financial statements in Chapter III – Management Board's management report.

6.8. Related-party transactions

6.8.1. Principal related-party transactions

None.

A detailed description of the Intra-group contracts and other related-party transactions is set forth in the Intra-group contracts section of this chapter and in note 31 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

6.8.2. Statutory Auditors' special report on related party agreements and commitments

(Year ended December 31, 2008)

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments issued in French and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Bureau Veritas SA, we hereby report to you on related party agreements and commitments.

I. Agreements and commitments authorized during 2008

In accordance with Article L.225-88 of the French Commercial Code (*Code de commerce*), we were informed of the following agreements and commitments authorized by your Supervisory Board during 2008.

Our responsibility does not include identifying any undisclosed agreements or commitments. We are required to report to shareholders, based on the information provided, about the main terms and conditions of agreements and commitments that have been disclosed to us, without commenting on their relevance or substance. Under the provisions of Article R.225-58 of the French Commercial Code, it is the responsibility of shareholders to determine whether the agreements and commitments are appropriate and should be approved.

We performed our procedures in accordance with professional standards applicable in France. These standards require us to perform procedures to verify that the information given to us agrees with the underlying documents.

Comfort letter issued to Morton Insurance Company Ltd

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on February 5, 2008

In connection with the annual renewal of its professional civil liability insurance covering the Marine business, Bureau Veritas SA issued a comfort letter to its primary insurer, Morton Insurance Company Ltd, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The comfort letter is for a maximum amount of €5,000,000 per annum in the event of default by Soprefira.

Management Board member François Tardan is also a director of Soprefira.

Guarantee issued to AXA

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on February 5, 2008

In connection with the annual renewal of its professional civil liability insurance under the Terre 2008 policy, Bureau Veritas SA issued a comfort letter to its primary insurer, AXA, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The comfort letter is for a maximum amount of €4,000,000 per annum in the event of default by Soprefira.

Management Board member François Tardan is also a director of Soprefira.

Amendment to the employment contract of Philippe Donche-Gay

Director concerned: Philippe Donche-Gay

Agreement authorized by the Supervisory Board on August 27, 2008

The Supervisory Board authorized modifications to the employment contract of Philippe Donche-Gay, relating in particular to compensation and benefits payable in the event of the termination of his employment contract, and authorized the Chairman of the Management Board to sign the related amendment.

In application of the provisions of French Law no. 2007-1223 of August 21, 2007 to stimulate employment and boost purchasing power (the "TEPA" law), on August 27, 2008 the Supervisory Board authorized the new undertaking made by your Company in favor of Philippe Donche-Gay.

Under the terms of his employment contract, as Chief Operations Officer, Philippe Donche-Gay will receive compensation in the event that his employment contract is terminated by the Company, except in the case of gross negligence, serious professional misconduct or *force majeure*.

The amount of the termination benefits is subject to a performance condition, defined as follows: *"Philippe Donche-Gay's contribution to Group results, as evidenced by an increase in Adjusted Net Attributable Profit of 10% to 15% between the penultimate and last financial year before termination of the Employment Contract":*

- *increase of less than 10%: no Termination Benefit will be payable;*
- *increase of more than 15%: the full Termination Benefit will be payable, provided that the other vesting conditions set out in the Employment Contract are met;*
- *increase of between 10% and 15%: the amount of the Termination Benefit payable, provided that the other vesting conditions set out in the Employment Contract are met, will be calculated on a pro rata basis. For example, in the event of a 12.25% increase in Adjusted Net Attributable Profit, the amount of the Termination Benefit would be equal to [full Termination Benefit/5 x 2.25].*

Philippe Donche-Gay is a member of the Management Board.

Bureau Veritas International SAS capital increase

Companies concerned: Bureau Veritas SA and Bureau Veritas International SAS

Agreement authorized by the Supervisory Board on December 16, 2008

The Supervisory Board authorized the capitalization of debt consisting of advances provided to Bureau Veritas International SAS by Bureau Veritas SA. Bureau Veritas International's capital increase was for an amount of €321,487,600.

Management Board Chairman Frank Piedelièvre is also the chairman of Bureau Veritas International SAS.

II. Agreements and commitments authorized in prior years and that remained in force during the year

In accordance with the French Commercial Code, we were informed that the following agreements and commitments authorized in prior years remained in force during the year.

Parent company guarantee issued to Morton Insurance Company Ltd

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on January 18, 2007 and which remained in force until the Supervisory Board meeting of February 5, 2008.

In connection with the annual renewal of its professional civil liability insurance covering the Marine business, Bureau Veritas SA issued a parent company guarantee to its primary insurer, Morton Insurance Company Ltd, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The guarantee is for a maximum amount of €5,000,000 per annum in the event of default by Soprefira.

Management Board member François Tardan is also a director of Soprefira.

Parent company guarantee issued to AXA

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on March 12, 2007 and which remained in force until the Supervisory Board meeting of February 5, 2008.

Bureau Veritas SA issued a comfort letter to AXA in respect of Soprefira's reinsurance commitments under the *Terre 2007* policy.

Management Board member François Tardan is also a director of Soprefira.

Amendment to the cash pooling agreement with the Royal Bank of Scotland

Companies concerned: Bureau Veritas SA and Bureau Veritas International SAS

Agreement authorized by the Supervisory Board on May 31, 2007 and which remained in force until the Supervisory Board meeting of November 3, 2008.

The Supervisory Board meeting of May 31, 2007 authorized Bureau Veritas International SAS to become party to the refinancing agreement with Royal Bank of Scotland and other banks.

Management Board Chairman Frank Piedelièvre is also the chairman of Bureau Veritas International SAS.

Guarantee issued to Bureau Veritas North America (BVNA)

Companies concerned: Bureau Veritas SA and BVNA

Agreement authorized by the Supervisory Board on August 28, 2007

Bureau Veritas SA issued a parent company guarantee to BaharMar Joint Venture Ltd, in which its US subsidiary BVNA has an equity interest, relating to the indemnification of BaharMar Joint Venture Ltd in the event of default by BVNA. The amount of the guarantee is capped at USD 2 million.

Management Board member François Tardan is also a member of the Board of directors of BVNA.

Amendment to the refinancing agreement with Royal Bank of Scotland

Companies concerned: Bureau Veritas SA, Bureau Veritas Holding Inc and Bureau Veritas Hong Kong Ltd

Agreement authorized by the Supervisory Board on October 5, 2007

The Supervisory Board meeting of October 5, 2007 authorized the amendment of Article 22.10 – Indebtedness, of the refinancing agreement. The amendment raised the debt that can be assumed by the Bureau Veritas Group under financing agreements other than the refinancing agreement with Royal Bank of Scotland from €100 million to €250 million. The debt that can be assumed by Bureau Veritas Group subsidiaries is capped at €100 million.

Frank Piedelièvre and François Tardan, Chairman and member of the Management Board, respectively, are also members of the boards of directors of the Group companies concerned by the amendment.

Guarantee issued to Sabah Shell Petroleum Company Limited

Companies concerned: Bureau Veritas SA and Bureau Veritas Malaysia

Agreement authorized by the Supervisory Board on October 5, 2007

Bureau Veritas SA issued a parent company guarantee for an unlimited amount to Sabah Shell Petroleum Company Limited, a client of its Bureau Veritas Malaysia subsidiary. The guarantee relates to the commitments made by Bureau Veritas Malaysia as part of its tender bid for inspection and quality control services in the oil and gas field for an amount of USD 10 million.

Management Board member François Tardan is also a member of the Board of directors of Bureau Veritas Malaysia.

Approval of an underwriting agreement between Wendel Investissement and financial institutions as part of the stock market listing of Bureau Veritas

Companies concerned: Bureau Veritas SA and Wendel Investissement

Agreement authorized by the Supervisory Board on October 23, 2007

The Supervisory Board meeting of October 23, 2007 authorized the signing of an underwriting agreement between Wendel Investissement, Winvest 9 and certain managing shareholders of Bureau Veritas, and the joint lead arrangers and bookrunners. The agreement contained certain commitments (in particular not to sell or issue Bureau Veritas shares for 180 days), statements and guarantees in favor of the joint lead arrangers and bookrunners.

Former Supervisory Board member Jean-Bernard Lafonta was chairman of the Management Board of Wendel Investissement.

Supervisory Board member Ernest-Antoine Seillière is chairman of the supervisory board of Wendel Investissement.

Wendel Investissement is also the main shareholder of Bureau Veritas SA.

Cash pooling agreement with Royal Bank of Scotland

Companies concerned: Bureau Veritas SA, Bureau Veritas Inspection Ltd and Bureau Veritas UK Holding Ltd

Agreement authorized by the Supervisory Board on July 12, 2006

As part of the "Unlimited Inter Company Composite Guarantee with Accession", Bureau Veritas (like the other parties to the cash pooling agreement) became guarantor for all sums due by the other parties to the agreement, and no longer only for the credit balance of its RBS account, as was previously the case.

The participating companies are:

- Bureau Veritas Certification Holding (formerly BVQI Holding – France);
- Bureau Veritas Certification UK Ltd (formerly BVQI Ltd);
- Bureau Veritas UK Holding Ltd;
- Bureau Veritas Consulting Ltd (formerly Weeks Consulting Ltd);
- Bureau Veritas Inspection Ltd (formerly Plant Safety Ltd);
- Weeks Technical Services Ltd;
- Bureau Veritas Laboratories Ltd (formerly Weeks Laboratories Ltd);
- LJ Church Ltd;
- Casella Consulting Ltd, its subsidiaries and sub-subsidiaries;
- Casella Analytic Ltd, Casella Science & Environment Ltd;
- Winton Environmental Management Ltd;
- Bureau Veritas HS&E (formerly Stanger Ltd);
- Bureau Veritas B&I Ltd (formerly Stanger Environmental Analysis Ltd);
- Winton Holdings Ltd;
- Bureau Veritas UK Ltd.

Management Board member François Tardan is also a member of the Board of directors of Bureau Veritas Inspection Ltd (formerly Plant Safety Ltd) and Bureau Veritas UK Holding Ltd.

Neuilly-sur-Seine and Paris, April 21, 2009

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

6.9. By-laws

This paragraph contains a summary of the main provisions of the by-laws. A copy of the by-laws is available from the registrar of the Nanterre Trade and Companies Register.

Corporate purpose (Article 3 of the by-laws)

The Company has the following corporate purpose, which it may pursue in any country:

- classification, inspection, expertise and monitoring of the construction or repair of ships and aircraft of all categories and nationalities;
- inspection, control, assessment, diagnostics, expertise, measures and analyses of the function, conformity, quality, health, safety, environmental protection, production, performance and value of all materials, products, assets, material, constructions, equipment, factories or facilities;
- any service, study, method, program, technical assistance and consulting in the fields of industry, sea, land or air transport and national or international trade; and
- inspection of real property constructions and civil engineering projects.

Unless prohibited by applicable law, the Company may carry out any study and research and accept any mandates for expertise or arbitration in the fields related to its business.

The Company may publish any document, and particularly marine and aeronautical regulations and registers, and perform all training actions related to these activities.

More generally, the Company may perform any action which, directly or indirectly, in whole or in part, is attached to its corporate purpose and supports its achievement: in particular, any industrial, commercial, financial, securities or real property transactions, the creation of subsidiaries, making financial, technical or other investments in companies, associations or organizations whose purpose is related, in whole or in part, to that of the Company.

Finally, the Company may perform all transactions permitting the use, direct or indirect, of the property and rights of which it is owner, and particularly the placement of corporate funds.

Management and supervisory bodies (Articles 14 to 26 of the by-laws)

A description of the functioning of the Company's Management Board and Supervisory Board is provided in Chapter II – Corporate governance of this reference document.

Shareholders' rights and duties (Articles 8, 9, 11, 12 and 13 of the by-laws)

PAYING-UP OF SHARES

Shares subscribed for in cash are issued and fully paid-up under the conditions set by law.

FORM OF SHARES

The Company's shares are in registered or bearer form, as decided by the shareholder, unless legal or regulatory provisions require, in certain cases, registered form. Ownership of the Company's shares gives rise to an inscription in a securities account under the conditions and terms set by law.

SALE AND TRANSMISSION OF SHARES

The shares are fully transferable, unless legal or regulatory provisions provide otherwise. They can be transferred from one account to another under the conditions and terms set by law.

RIGHTS AND OBLIGATIONS PERTAINING TO SHARES

Each share gives a right to ownership in the Company's assets and to sharing in its profits in an amount proportional to the portion of the Company's corporate capital it represents.

In addition, each share gives the right to vote and to be represented in Shareholders' Meetings according to law and the Company's by-laws.

Shareholders are not liable for the Company's liabilities except to the extent of their contribution to the Company.

Rights and obligations are attached to the share, regardless of its holder.

Ownership of a share means by law acceptance of the Company's by-laws and decisions taken by Shareholders' Meetings.

Each time that it may be necessary to hold several shares to exercise a given right, in the event of an exchange, reverse split or share grant, or if there is a capital increase or reduction, merger or other corporate transaction, owners of single shares, or of a number of shares less than the number required, may exercise their rights only if they acquire the necessary number of shares on their own and purchase or sell, as the case may be, the needed shares.

INDIVISIBILITY OF SHARES – BARE OWNERSHIP - USUFRUCT

Shares may not be divided with respect to the Company.

Co-owners of indivisible shares must be represented to the Company by a single one of the co-owners or by a single authorized representative. In the absence of agreement among them on the choice of an authorized representative, the authorized representative will be named by the President of the Court of Commerce at the request of the first of the co-owners to take action.

The voting right attached to a share belongs to the holder of the right at Ordinary Shareholders' Meetings and to the owner of the share at Extraordinary Shareholders' Meetings.

Changes in Shareholder rights

Changes in the rights attached to shares are submitted to the requirements of law, unless the by-laws provide specific provisions.

Shareholders' meetings (Articles 28 to 35 of the by-laws)

Collective decisions of the shareholders are taken at Shareholders' Meetings, which may be ordinary, extraordinary or special according to the nature of the decisions to be taken.

Every Shareholders' Meeting properly constituted represents all shareholders.

Decisions taken at Shareholders' Meetings are binding on all shareholders, even if absent, dissenting or disqualified from voting.

NOTICE OF SHAREHOLDERS' MEETINGS (ARTICLE 29 OF THE BY-LAWS)

Notice of Shareholders' Meetings is given by the Management Board under conditions and according to the timing set by law. Meetings can also be called by the Supervisory Board, or by any person authorized by law.

Shareholders' Meetings are held at the Company's headquarters or at such other location as indicated in the notice.

AGENDA (ARTICLE 30 OF THE BY-LAWS)

The agenda for Shareholders' Meetings is prepared by the person calling the meeting.

The meeting cannot discuss an issue which is not on the agenda; the agenda may not be revised for an adjourned meeting. However, any Shareholders' Meeting may under any circumstances remove one or more members of the Supervisory Board and elect replacements.

ATTENDANCE AT SHAREHOLDERS' MEETINGS (ARTICLE 31 OF THE BY-LAWS)

In order to attend Shareholders' Meetings, the shareholder must:

- if holding registered shares, record his name in the Company's share register at least three (3) business days before the Shareholders' Meeting; and
- if holding bearer shares, deposit the shares in a share account as provided for by law, and present a shareholder certificate from the authorized intermediary at least three (3) business days before the Shareholders' Meeting.

Any shareholder can only be represented by his or her spouse or by another shareholder. In such circumstances, the authorized shareholder must provide evidence of his or her authority.

Any shareholder can vote by mail using a prepared form addressed to the Company under conditions set by law.

The form may be the same document as the proxy; in this case, the single document must include the information and instructions required by regulation. The form must be received by the Company at least three (3) days before the Shareholders' Meeting, or it will not be taken into consideration. The electronic signature may be provided under conditions defined in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

Any shareholder may also, if the Management Board so determines at the time notice of the Shareholders' Meeting is given, participate and vote at the Shareholders' Meeting by electronic means of telecommunications or transmission which permit the identification of the shareholder under conditions set by law.

Shareholders participating by video-conference or electronic communications or transmission which permits their identification under conditions set by law will be deemed present for purposes of determining quorum and majority.

RECORD OF ATTENDANCE, MINUTES OF MEETINGS (ARTICLE 32 OF THE BY-LAWS)

At each Shareholders' Meeting, a record of attendance is maintained including the information required by law.

The record of attendance, duly initialed by the shareholders present and the authorized representatives and to which are attached the powers given to each authorized representative, and, as the case may be, forms for voting by mail, is certified as correct by the secretariat to the meeting.

Meetings are presided over by the Chairman of the Supervisory Board or, in his absence, by the Vice-Chairman of the Supervisory Board or by a member of the Supervisory Board with specifically delegated authority for this purpose.

If the meeting is called by the independent Statutory Auditors, by a representative of the court or by liquidators, the meeting is presided over by such person.

In the event there is no authorized person or no one designated to preside over the meeting, the meeting shall elect a Chairman.

The role of vote counting is performed by the two shareholders, present and willing, that represent on their own, or as authorized representatives, the largest number of shares.

The secretariat thus created appoints a secretary, who may not be a shareholder.

The members of the secretariat are responsible for verifying, certifying and signing the record of attendance, overseeing the proper conduct of discussions, managing matters which may arise during the meeting, controlling voting and compliance with voting rules, and ensuring preparation of the minutes and signing them.

Minutes are formalized and copies or extracts of the discussions are provided and certified in accordance with the law.

QUORUM, VOTING, NUMBER OF VOTES (ARTICLE 33 OF THE BY-LAWS)

In Ordinary and Extraordinary Shareholders' Meetings, quorum is calculated on the basis of all votes included in the share capital, less shares without voting rights in accordance with the law.

For votes by mail, only forms received by the Company before the meeting, under conditions and in the periods of time set by law, are considered for determining quorum.

In Ordinary and Extraordinary Shareholders' Meetings, each shareholder has the number of votes corresponding to the number of shares held or represented, without limitation.

However, a double voting right, in view of the proportion of the capital that the shares represent, is given to each fully paid-up share which has been registered in the name of the same shareholder for at least two years. The double-voting right is lost for any share converted into bearer form or for which ownership is transferred. Nevertheless, the double-voting right will not be lost, and the holding period will be deemed to have continued, in the event of transfer from registered to bearer form as a result of inheritance, sharing of assets held in common between spouses or in vivo donations from a spouse or from immediate family members.

Voting takes place and votes are given, as may be decided by the secretariat for the meeting, by show of hands, electronic means or any means of telecommunications permitting the identification of shareholders under the regulations in effect.

ORDINARY SHAREHOLDERS' MEETINGS (ARTICLE 34 OF THE BY-LAWS)

The Ordinary Shareholders' Meeting is called for all decisions which do not affect the by-laws.

The Ordinary Shareholders' Meeting is held at least once each year, according to the timing set by law and regulations in effect, to approve the Company's financial statements and, as the case may be, the consolidated financial statements of the preceding year.

Ordinary Shareholders' Meetings, acting in accordance with the conditions for quorum and majority set by applicable provisions, exercise the authority granted by law.

EXTRAORDINARY SHAREHOLDERS' MEETINGS (ARTICLE 35 OF THE BY-LAWS)

Only Extraordinary Shareholders' Meetings are authorized to change any aspect of the by-laws. However, Extraordinary Shareholders' Meetings may not increase shareholder obligations, except in the case of transactions resulting from an exchange of shares or reverse share split properly decided and carried out.

Extraordinary Shareholders' Meetings, acting in accordance with the conditions for quorum and majority set by applicable provisions, exercise the authority granted by law.

Shareholders right to information (Article 36 of the by-laws)

Each shareholder has the right to obtain all documents needed to enable him to form an opinion and make an informed decision regarding the management and conduct of the Company.

The nature of the documents and the conditions for providing them or making them available are set by law.

Provisions of the by-laws which may have an impact on a change in control

No provision in the by-laws could, to the knowledge of the Company, have the effect of delaying, postponing or preventing a change in control of the Company.

Thresholds of share ownership and identification of the shareholders (Articles 10 and 11 of the by-laws)

SHAREHOLDERS' IDENTIFICATION (ARTICLE 10 OF THE BY-LAWS)

The Company seeks to keep informed regarding the make-up of its shareholder base under the conditions set by law.

For this purpose, the Company may use any provision provided under law to identify the holders of shares with the right, immediately or over time, to vote at Shareholders' Meetings.

The Company may thus request at any time, pursuant to legal and regulatory conditions in effect, that the central depositary that maintains the register of issued shares provide, for payment, information as to the holders of securities with the right, immediately or over time, to vote at Shareholders' Meetings, as well as the number of securities held by each of them and, as the case may be, the restrictions which may be applicable to such securities.

After having followed the procedure described in the preceding paragraph and on the basis of the list transmitted by the central depositary, the Company may also request, either through the central depositary or directly of the persons included on the list and who the Company considers may be registered on behalf of third parties, information concerning the owners of the securities as set forth in the preceding paragraph. These persons are required, when acting as intermediaries, to reveal the identity of the owners of the securities.

As regards shares in registered form, the intermediary registered under conditions set by law is required to reveal the identity of the owners of the securities and the number of securities held by each of them upon the simple demand of the Company or its authorized representative. The demand can be made at any time.

As long as the Company considers that certain holders whose identity has been communicated to it are holding for the account of third parties, the Company may request that the holders reveal the identity of the owners of the securities, and the number of securities held by each of them.

Following the identification procedures, and without limiting the obligations to declare significant shareholdings established by law, the Company may request of any legal person owning shares in excess of 2.5% of the Company's corporate capital or voting rights to identify the persons holding directly or indirectly more than one third of the capital or voting rights of this legal person.

In case of violations of the obligations set forth above, the shares or securities giving access immediately or over time to share capital, and held in a share account under the name of the violating persons, will lose the right to vote in any Shareholders' Meeting which may be held until the date proper identification is provided, and the payment of the corresponding dividends will be deferred until such date.

In addition, if the person registered knowingly fails to comply with these obligations, the court of the jurisdiction of the Company's registered office may, upon request of the Company or of one or more shareholders holding at least 5% of the Company's capital, decide upon the suspension for a period not exceeding five years of all or part of the voting rights attached to the shares subject to the request for information by the Company and, for up to the same period, all corresponding dividend payment rights.

SHAREHOLDINGS EXCEEDING CERTAIN THRESHOLDS (ARTICLE 11 OF THE BY-LAWS)

In addition to the legal requirement to inform the Company of shareholdings which exceed thresholds set by law, each physical or legal person who, acting alone or with others, holds directly or indirectly, within the meaning of the law (and particularly Article L.233-9 of the French Commercial Code), a number of shares representing a portion of the Company's share capital or voting rights equal to or more than 2%, must inform the Company of the total number of shares and voting rights held within five business days of the date on which the threshold was crossed, regardless of the date of registration in the share register, by registered, return receipt requested letter addressed to the Company's registered office, or by any equivalent means for shareholders or holders of securities resident outside France, indicating the number of securities held giving access over time to the Company's share capital and the number of the attached voting rights. The declaration of crossing the shareholding threshold should also indicate whether or not the shares or corresponding voting rights are held for the account of or together with other physical or legal persons and should indicate, in addition, the date on which the shareholding threshold was crossed. The declaration must be repeated each time an additional threshold of 1% of capital or voting rights is crossed, including above 5%.

If the shareholding thresholds are not properly declared in the conditions described above, the shares exceeding the fraction which should have been declared are deprived of voting rights in Shareholders' Meetings if one or more shareholders holding at least 5% of the Company's share capital or voting rights so requests, with recording in the minutes of the Shareholders' Meeting. The loss of voting rights applies for each Shareholders' Meeting held until two years have passed following the date that the declaration is properly made.

Each shareholder whose holding of capital and/or voting rights in the Company decreases below one of the thresholds described above is also required to so inform the Company in the same period of time and using the same means, whatever the reason.

For purposes of calculating the thresholds set forth above, the total number of shares making up the Company's share capital and having a voting right, even if the voting right has been suspended, as published by the Company in accordance with the law, should be included in the denominator (the Company is required to specify in its publications the total number of shares with voting rights and the portion thereof with suspended voting rights).

Changes to the share capital (Article 7 of the by-laws)

The Company's share capital may be increased or decreased by any means or in any manner authorized by law. The Extraordinary Shareholders' Meeting may also decide on a split in the nominal value of the shares, or on a reverse split.

7 Additional information

7.1. Bureau Veritas and its shareholders

The Bureau Veritas share

Listing market	Euronext Paris, compartment A, eligible for the SRD
Initial public offering (IPO)	October 23, 2007 at €37.75 per share
Inclusion in the indices	SBF 80, SBF 120, SBF 250 CAC Mid 100, CAC Mid & Small DJ STOXX 600, DJ STOXX 600 Industrial Goods and Services Index
Codes	ISIN: FR 0006174348 Ticker: BVI Reuters: BVI.PA Bloomberg: BVI-FR
Number of shares in circulation at March 31, 2009	108,606,906
Number of voting rights exercisable at March 31, 2009	108,114,099
Stock market capitalization at March 31, 2009	€3,095 million

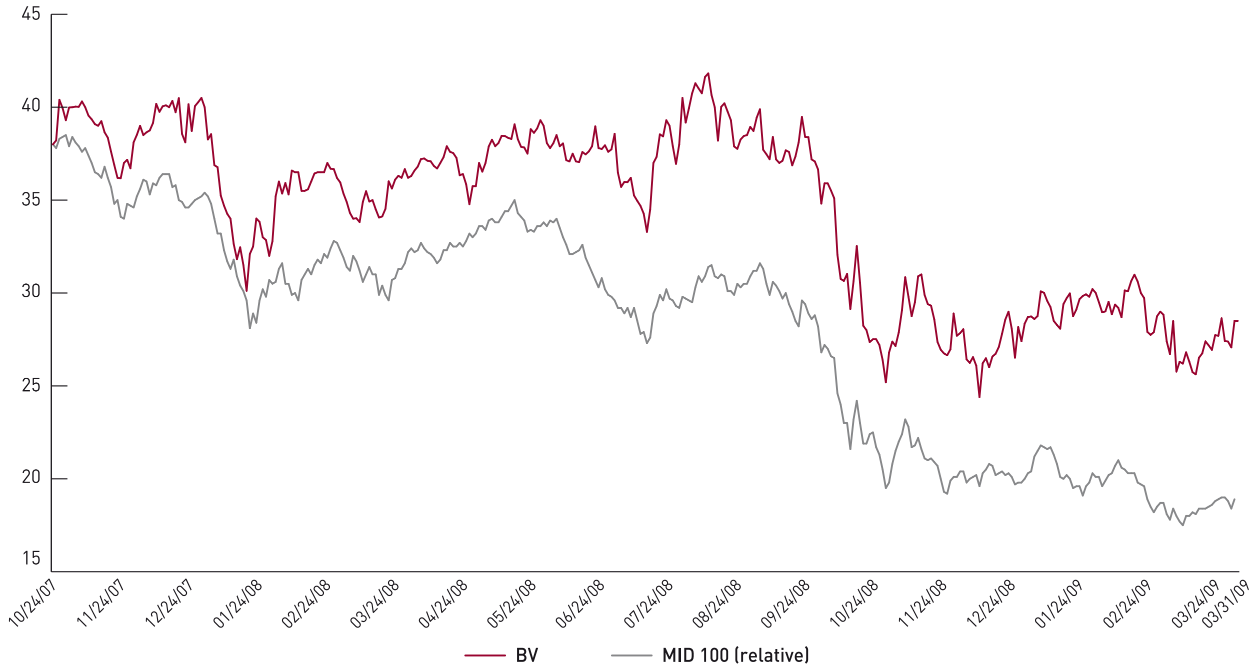
Dividend

A dividend of 72 cents per share will be proposed to the Annual General Meeting of June 3, 2009, a third of its adjusted earning per share.

Share price performance since the IPO

In the present financial crisis, the Bureau Veritas share has suffered from the general fall in the markets since September 2008. The stock market price had hence fallen 25% by March 31, 2009 compared to its introduction price. However, the Bureau Veritas share outperformed the market as a whole, which fell more than 50% over the same period (SBF 120: -51%, MID 100: -50%).

An average of about 230,000 shares were exchanged each day in 2008, that is to say about €8 million.



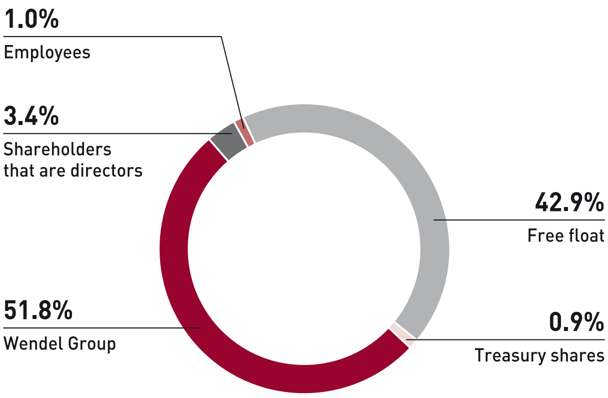
TRANSACTIONS SINCE THE INITIAL PUBLIC OFFERING

Period	Number of shares traded	Capital *(in millions of euros)*	Adjusted highs and lows *(in euros)*	
			Low	High
October 2007	22,364,315	855.83	37.65	41.23
November 2007	5,255,509	202.48	35.71	40.99
December 2007	2,808,229	110.95	37.01	41.00
January 2008	5,922,828	198.79	27.20	40.50
February 2008	2,552,113	92.01	33.29	37.01
March 2008	2,614,714	91.57	33.50	37.00
April 2008	3,320,478	120.86	34.60	38.20
May 2008	5,863,724	225.17	36.20	39.64
June 2008	6,850,794	257.47	36.08	39.39
July 2008	5,279,557	195.80	32.81	41.73
August 2008	3,103,290	123.10	37.10	41.97
September 2008	4,757,710	179.00	33.66	40.55
October 2008	5,510,392	164.14	24.85	36.38
November 2008	3,091,838	88.86	26.35	31.25
December 2008	2,703,745	73.00	24.40	29.28
January 2009	2,646,507	78.13	27.75	31.15
February 2009	3,696,856	108.07	27.11	31.50
March 2009	9,306,876	247,85	25.25	28.70

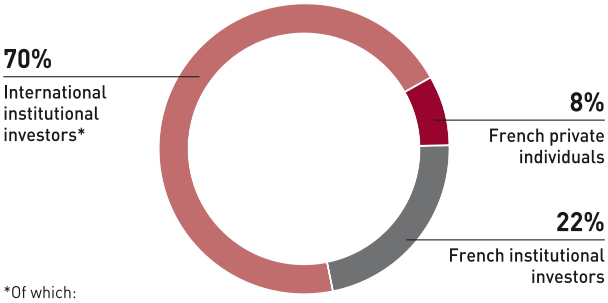
Source: NYSE Euronext

Shareholder base

Shareholders base as of March 31, 2009



Breakdown of float as of March 31, 2009



*Of which:
United States 33%
United Kingdom 25%
Continental Europe (excluding France) 12%

Shareholder information

Bureau Veritas undertook to communicate on a regular basis with regard to its business activities, strategy and outlook with its individual or institutional shareholders and, more broadly, with the financial community.

All Group publications (press releases, annual reports, annual and interim presentations, etc.) and regulated information are available upon request or from its website www.bureauveritas.com/investors. This site offers the option of signing up for email alerts to receive news and download all of the Group's publications since its IPO, the list of analysts who watch the Bureau Veritas share as well as real-time share quotes.

Over the course of the 2008 fiscal year, the management of Bureau Veritas met with over 300 investors during roadshows in France, the United Kingdom, the United States, Switzerland and Germany.

Les Trophées 2008 Relations Investisseurs & Communication Financière

In January 2008, the Investor Relations teams of Bureau Veritas were awarded the Trophy for the Best Investor Relations for an IPO. Trophies were awarded on the basis of the results of a study carried out by OpinionWay which spoke to 1500 French managers and analysts who were members of the SFAF (*Société Française des Analystes Financiers*) and a panel of managers from other countries.

2009 Financial calendar

- **May 5, 2009**
1st Quarter 2009 information
- **June 3, 2009**
Annual General Shareholders' Meeting
- **July 28, 2009**
1st Half 2009 revenue
- **August 27, 2009**
1st Half 2009 results
- **November 4, 2009**
3rd Quarter 2009 information

Contact details

- **Analyst / investor information**

Claire Plais – Domitille Vielle
financeinvestors@bureauveritas.com

Bureau Veritas
67-71, boulevard du Château
92571 Neuilly-sur-Seine Cedex
Tel : +33 (0)1 55 24 70 00

7.2. Documents available to the public

Copies of the reference document are available without charge from the Company and on its website (www.bureauveritas.com).

Legal documents relating to the Company and required to be made available to shareholders under applicable regulations, and the Group's historical financial information, may be consulted at the Company's headquarters.

7.3. Significant contracts

In light of the nature of its business, the Company has not entered into, at the date of this reference document, significant contracts other than those entered into in the ordinary course of business, with the exception of the 2006 Syndicated Loan described in the Sources of Financing section in Chapter III – Management Board's management report.

7.4. Legal, administrative, government and arbitration proceedings and investigations

In the ordinary course of business, the Group is involved in respect to some of its businesses in a significant number of legal proceedings seeking in particular to establish the Group's professional civil liability in connection with services provided. Although the Group pays careful attention to managing risk and the quality of the services provided, some services can give rise to claims and result in adverse financial judgments.

Expenses which may result from litigation are subject to provisioning. The amount recorded as a reserve is the best estimate of the expenses needed to meet the Group's obligations, reviewed and updated at each period closing date. Costs which the Group may be required to incur may exceed the amounts reserved for litigations due to numerous factors, and in particular the uncertain nature of the outcome of litigation.

At the date of this reference document, the Group is involved in the following principal procedures:

TERMINAL 2E AT THE PARIS-ROISSY CDG AIRPORT

On May 23, 2004, a part of the roof of the departure hall of Terminal 2E at the Roissy CDG Airport collapsed, causing the death of four persons, injuries to six persons and the closing of the terminal.

A criminal investigation, for which the expert investigation phase has been completed, was opened after the accident and led to the questioning of the builders and the Company. Investigations are continuing. At the same time, two expert investigations were initiated at the request of the main parties involved in the construction, Aéroports de Paris (the party responsible for the construction project, architect and general contractor) and companies of the Vinci group (that participated in the construction of the outer structure of the hall). The Company is a party to the expert investigations still underway. During the expert investigation, a deal was made regarding the "ten-year" physical damage, borne, in so far as the Company was liable, by its insurers.

At the date of this reference document, no judicial proceedings have been begun, including with respect to the Company.

As for the non-material damages, on the basis of the assessment already carried out by the Company and its advisers regarding the amount thereof and the percentage liability likely to be incurred by the Company as technical controller (in light of the initial advice given by the legal experts), and on the basis of available insurance warranties and reserves taken by the Group, the Company believes, at the date of this reference document and given the information currently known to the Company, that this event should not have a significant adverse effect on the consolidated financial statements of the Group.

GABON EXPRESS AIRPLANE CRASH

Following the crash of an airplane of Gabon Express at Libreville on June 8, 2004, which caused the death of 19 passengers and crew members and injuries to eleven persons, the general director of Bureau Veritas Gabon SAU ("BV Gabon"), a subsidiary of the Company, was charged with involuntary homicide and injury. The company BV Gabon, whose employees performed the agreement delegating authority for technical control and monitoring of civil aircraft in Gabon, has been charged with civil liability in Gabon. At the date of this reference document, no quantified claim has been made in a court of law and the assignment of liability is not yet known.

EUROPEAN COMMISSION INSPECTION

The Company was the subject, on January 29 and 30, 2008, at its registered office, like all other European ship classification companies who were members of the IACS, of an inspection by the European Commission. This inspection related to any anti-competitive agreements, decisions and/or practices by the Company in breach of Articles 81/82 of the EC Treaty and of Articles 53 and/or 54 of the EEA agreement in the ship classification services sector.

The Company and other members of the IACS continue to work, with their respective counsels, on a whole series of commitments submitted to the European Commission. If commitments are accepted by the latter, this should lead to the end of the procedure begun by the Commission. However, the Company cannot rule out the possibility that these discussions do not lead to an agreement and that the Commission will decide to send a list of grievances to the IACS and its members, which could lead to a sentencing.

There are no other government, administrative, legal, or arbitration proceedings or investigations (including any proceeding of which the Company is aware, pending, or of which the Group is threatened), which are likely to have or have had within the last twelve months a material impact on the financial position or profitability of the Group.

7.5. Significant changes in financial or commercial conditions

On July 18, 2008, the Management Board canceled 8 million treasury shares in accordance with the resolution passed by the Combined General Shareholders' Meeting of June 2, 2008. This cancellation did not affect the Group's cash or its consolidated share capital because, according to IFRS standards, treasury shares are always deducted from equity capital.

Including the shares created following the "stock options" programs in the 2008 fiscal year, the share capital of Bureau Veritas at December 31, 2008 was €13,032,091, divided into 108,600,755 shares:

	Number of shares	Share capital
Balance at 12/31/07	**116,159,775**	**13,939,173**
Stock Options	440,980	52,918
Reduction in capital	(8,000,000)	(960,000)
Increase in capital	-	-
Balance at 12/31/08	**108,600,755**	**13,032,091**

In addition, following a decision by the Combined General Shareholders' Meeting of June 2, 2008, the Group distributed, on June 17, 2008, a dividend of €64.3 million from net profit for the year ended December 31, 2007.

On May 6, 2008, the Group acquired 100% of the Australian Amdel group by buying its holding company Amdel Holdings Ltd. for an equivalent cash payment of AU$462.6 million (€280.0 million). Amdel is the leader in analytical minerals testing in the Australian market.

On July 16, 2008, Bureau Veritas refinanced debts amounting to an equivalent of €248.4 million through private investment in the United States ("US Private Placement"). The Group has therefore extended the term of its debt and diversified its sources of financing among long-term investors.

This issue was carried out in the form of four "senior notes" repayable upon maturity, made out in US dollars and pounds sterling, and represents, after hedging operations:

- €127.6 million at an average fixed rate of 6.6% at maturity in July 2018; and
- €120.8 million at an average fixed rate of 6.7% at maturity in July 2020.

The income from this issue has made it possible to repay in full the €255.2 million loan maturing in 2009 taken out for the acquisition of Amdel.

To the knowledge of the Company, and except for the transactions described above, there has been no significant change since the end of the year ended December 31, 2008 and until the date of this reference document.

7.6. Information from third parties, expert certificates and interested parties

None.

7.7. Principal property, plant and equipment

At December 31, 2008, the value of tangible property, plant and equipment was €456.7 million. The principal property, plant and equipment were as follows:

	In millions of euros	Content
■ Buildings and facilities	90.1	This property includes principally laboratories, facilities and offices at all Group sites.
■ Operationnal equipment	204.3	This property includes principally operational equipment for the laboratory testing business, as well as vehicles.
■ Computer equipment & office furniture	144.7	This property is made up of the traditional computer equipment and infrastructure needed to process the Group's information and office furniture.
■ Other property, plant and equipment	17.6	Other miscellaneous property, plant and equipment (*e.g.* property, plant and equipment under production).

As a general rule, the Group rents its work locations (including the Company's headquarters). However, in some cases, for example laboratories, the Group owns the property.

The Group's rental expenses for the 2008 fiscal year represented €92.8 million compared to €78.7 million in 2007. A detailed description of future payments under real estate rental agreements is set forth under note 29 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements.

The Group also holds rented or leased assets (including its IT equipment and its vehicle fleet). Lastly, the Group owns scanners used in its GSIT business, as well as the equipment used in its laboratories.

7.8. Research and development, patents and licenses

Owing to the nature of its activities, the Group does not carry out any specific activity in terms of basic research and development. However, the group carries out research projects relating to experimental development as part of its everyday operations.

The Group benefits in this respect, in France, from the Research Tax Credit system. This Tax Credit is like a subsidy in that it is refundable even if there is a surplus on the amount of tax payable. It is therefore included in the current operating result.

A subsidy was entered in the accounts in the 2008 fiscal year (cf. note 6 to the consolidated financial statements in Chapter IV – 2008 Consolidated financial statements).

7.9. Date of the most recent financial information

The latest audited financial information of Bureau Veritas included in this document concerns the year ended December 31, 2008.

7.10. Interim and other financial information

None.

7.11. Persons responsible

Person responsible for the reference document

Mr. Frank Piedelièvre, Chairman of the Management Board of Bureau Veritas.

Certification of the person responsible for the reference document

"I certify, after taking all reasonable measures for such purpose, that the information contained in the French language reference document is, to my knowledge, consistent with reality and does not include any omission which could change its meaning.

I certify that, to the best of my knowledge, the financial statements are drawn up pursuant to the applicable accounting standards and give a fair picture of the assets and liabilities, financial position and profits and losses of the Company and of the companies within its scope of consolidation, and the management report (Chapter III – Management Board's management report) presents a fair overview of the business developments, profits and losses and financial position of the Company and the companies within its scope of consolidation as well as a description of the main risks and uncertainties they face.

I have received from the Statutory Auditors a letter stating that their work has been completed, in which they indicate that they have verified the information concerning the financial condition and the financial statements presented in this document, and have read the entire document."

Frank Piedelièvre

Chairman of the Management Board of Bureau Veritas

Person responsible for the financial information

Mr. François Tardan
Chief Financial Officer of the Group

Address: 67-71, boulevard du Château – 92571 Neuilly-sur-Seine Cedex, France
Telephone: +33 (0)1 55 24 76 11
Fax: +33 (0)1 55 24 70 32

7.12. Statutory Auditors

7.12.1. Statutory Auditors

PRICEWATERHOUSECOOPERS AUDIT

Represented by Mr. Jean-François Châtel
63, rue de Villiers
92208 Neuilly-sur-Seine Cedex - France

PricewaterhouseCoopers Audit's mandate as Statutory Auditors was renewed at the Ordinary General Shareholders' Meeting on June 30, 2004, for a period of six financial years.

PricewaterhouseCoopers Audit is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles.*

BELLOT MULLENBACH & ASSOCIÉS

Represented by Mr. Pascal de Rocquigny
11, rue de Laborde
75008 Paris - France

Bellot Mullenbach & Associés was appointed Statutory Auditors at the Ordinary General Shareholders' Meeting on June 30, 2004 for a period of six financial years.

Bellot Mullenbach & Associés is a member of the *Compagnie Régionale des Commissaires aux Comptes de Paris.*

7.12.2. Alternate Auditors

Mr. Pierre Coll
63, rue de Villiers
92208 Neuilly-sur-Seine Cedex - France

Mr. Pierre Coll's mandate as Alternate Auditor was renewed at the Ordinary General Shareholders' Meeting on June 30, 2004 for a period of six financial years.

Mr. Jean-Louis Brun d'Arre
11, rue de Laborde
75008 Paris - France

Mr. Jean-Louis Brun d'Arre was appointed Alternate Auditor at the Ordinary General Shareholders' Meeting on June 30, 2004 for a period of six financial years.

7.12.3. Statutory Auditors' fees

(in thousands of euros) **Amounts excluding tax**	**PricewaterhouseCoopers Audit**				**Bellot, Mullenbach & Associés**			
Audit	**2008**	**%**	**2007**	**%**	**2008**	**%**	**2007**	**%**
Statutory Auditors' duties, certification, review of corporate and consolidated accounts								
Issuer	532		344		346		320	
Globally consolidated subsidiaries	2,174		1,653		207		191	
Other duties and services directly linked to the duties of Statutory Auditor								
Issuer	69		832		64		315	
O/w initial public offering	-		*731*		*64*		*305*	
Globally consolidated subsidiaries	-		1,240		-			
Subtotal	**2,775**	**84%**	**4,068**	**96%**	**617**	**100%**	**826**	**100%**
Other services provided by the networks to the globally consolidated subsidiaries								
Legal, tax, labor	466		134		-		-	
Other services provided by the networks to the globally consolidated subsidiaries	54		15		-		-	
Subtotal	**520**	**16%**	**149**	**4%**	**-**		**-**	**-**
TOTAL	**3,295**	**100%**	**4,217**	**100%**	**617**	**100%**	**826**	**100%**

7.13. Cross-reference index

7.13.1. Cross reference index matching with the European directive "Prospectus" 2003/71/CE

Information required under Annex 1 of Regulation 809/2004.	Chapter	Page
21.2.7. Exceeding of thresholds	*VI - Information on the Company and the capital*	*265*
21.2.8. Provisions modifying the capital	*VI - Information on the Company and the capital*	*266*
22. Significant contracts	**VII - Additional information**	**272**
23. Information from third parties expert certificates and interested parties	**VII - Additional information**	**275**
24. Documents available to the public	**VII - Additional information**	**272**
25. Information on holdings	**IV - 2008 consolidated financial statements**	**177, 180**

7.13.2. Cross reference index of the Financial annual report

Annual financial report informations	Chapter	Page
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BUREAU VERITAS
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