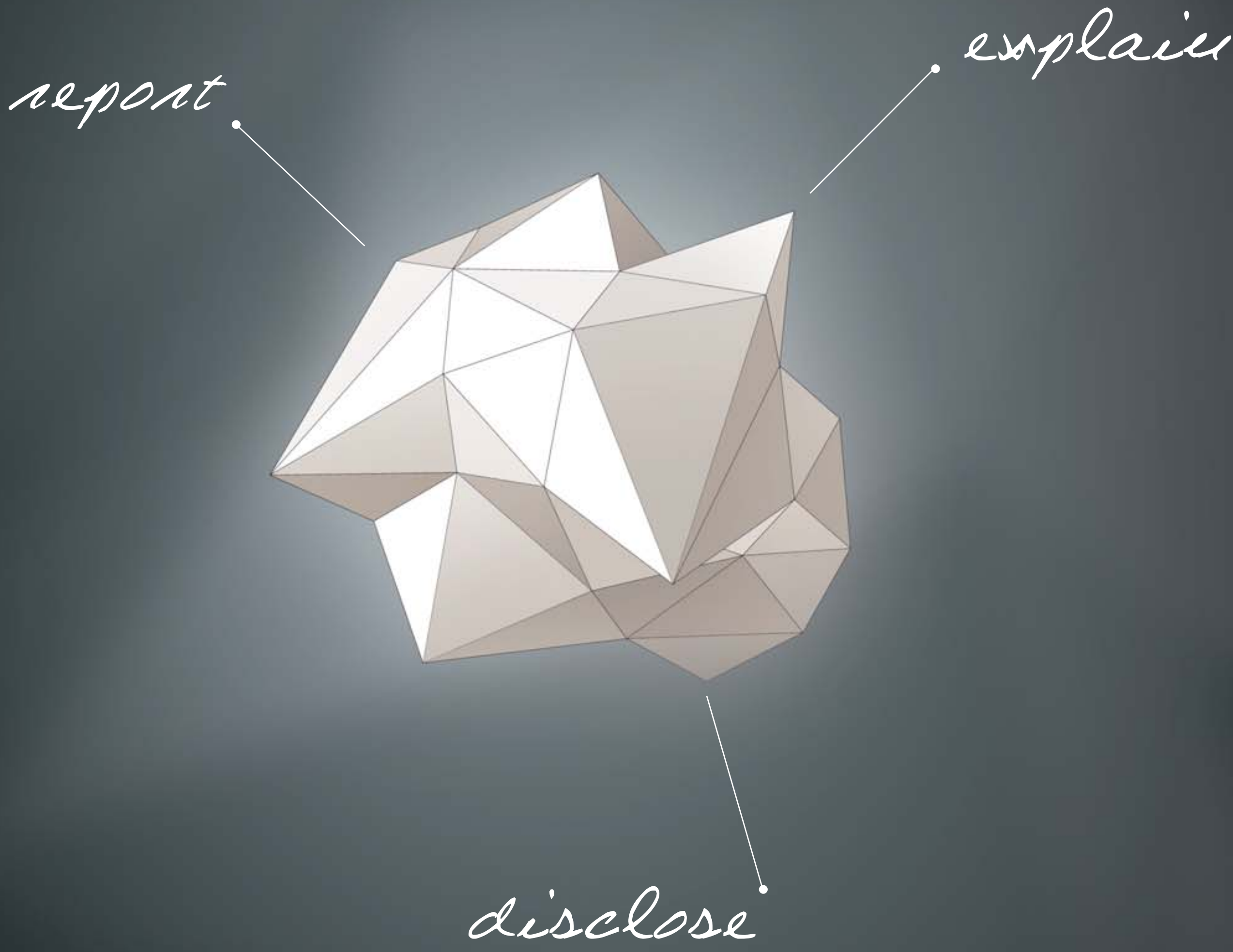
2012

REGISTRATION DOCUMENT

INCLUDING THE ANNUAL FINANCIAL REPORT



altran

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2012 Registration Document

2012 Registration Document including the Annual Financial Report
filed with the AMF on Monday, 8 April 2013

This document is a free translation of the original French text. In case of discrepancies, the French version shall prevail.

"This 2012 Registration Document was filed with the French financial markets authority (AMF) on Monday, 8 April 2013 in accordance with Article 212-13 of the AMF General Regulations. This document may be used to support a financial transaction if accompanied by a prospectus approved by the AMF. This document was prepared by the issuer and engages the responsibility of its signatories".

The present Registration Document is available on the AMF website *(www.amf-france.org)* and on the issuer's website *(www.altran.com).*

01

Persons Responsible

Statement by the person responsible for the 2012 Registration Document

I declare that, after taking all reasonable measures for this purpose, the information contained in the present Registration Document is, to the best of my knowledge, in accordance with the facts and makes no omission likely to give a false representation.

I declare that, to the best of my knowledge, the financial statements were prepared according to generally accepted accounting principles and give a true and fair view of the assets and liabilities, the financial situation and the results of the company and all entities in its scope of consolidation, and that the management report (section 9) presents a faithful summary of the businesses, results and financial situation, as well as a description of the main risks and uncertainties of the company and all entities in its scope of consolidation.

I have obtained a completion letter from the Statutory Auditors stating that they have audited the information relating to the financial position and the financial statements presented in this Registration Document and in the document as a whole. This completion letter contains no observations.

The Statutory Auditors' Report on the consolidated financial statements for the fiscal year ended 31 December 2012 is given in appendix 3 of this Registration Document. This is an unqualified opinion and contains no observations. The Statutory Auditors' Report on the company financial statements for the same fiscal year is given in appendix 3 of this Registration Document and contains no qualifications or observations.

The Statutory Auditors have issued reports on the historical financial information referred to in this document. The Statutory Auditors' Reports on the consolidated and company financial statements for fiscal years ended 31 December 2010 and 31 December 2011 are given in appendix 3 of the 2010 and 2011 Registration Documents filed respectively with the AMF on 20 April 2011 and 23 April 2012 under numbers D.11-0343 and D.12-0388. These Statutory Auditors' Reports contain no qualifications or observations, with the exception of the report on the consolidated financial statements for the fiscal year ended 31 December 2011 which contains an observation on the accounting treatment and presentation of the disposal of Arthur D. Little.

Philippe SALLE
Chairman and Chief Executive

Person responsible for financial information

Mr Olivier ALDRIN

Executive Vice-President and CFO

Tel: +33 (0)1 46 41 72 16

Email: comfi@altran.com

02

Statutory Auditors

Statutory Auditors

The permanent Statutory Auditors are members of the Versailles regional Statutory Auditors' Commission (*Compagnie Régionale de Versailles*).

Mazars

Represented by Mr Jérôme de Pastors

Tour Exaltis – 61, rue Henri-Regnault

92075 La Défense Cedex

First appointed: 29 June 2005

Mandate expires: at the 2014 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2013.

Deloitte & Associés

Represented by Mr Philippe Battisti

185, avenue Charles-De-Gaulle

92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: at the 2016 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2015.

Substitute Statutory Auditors

The substitute Auditors are members of Versailles regional Statutory Auditors' Commission (*Compagnie Régionale de Versailles*).

Mr Jean-Louis Lebrun

Tour Exaltis – 61, rue Henri-Regnault

92075 La Défense Cedex

First appointed: 29 June 2005

Due to resign: at the 2013 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2012.

BEAS

7-9, Villa Houssay

92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: at the 2016 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2015.

03

Selected financial information

Record results and strategic reinforcement in Germany thanks to acquisition of IndustrieHansa

In accordance with IFRS standards, the results of Arthur D. Little (divested in December 2011) are no longer included in Altran's consolidated revenues. The Group's 2011 sales have been restated to take this factor into account.

- **Operating income on ordinary operations of €125m, equivalent to 8.6% of sales (+10% vs. 2011)**
- **Net income of €65m and earnings per share of €0.45**
- **Gearing less than 1 for the first time since the adoption of IFRS standards in 2005**

Commenting on Altran's 2012 results, Philippe Salle, Group Chairman and Chief Executive, stated, *"Altran's 2012 results confirm the recovery initiated by the Group at the beginning of 2011. This good performance bears out the strategic choices made by management 18 months ago and underscores our confidence in the Group's ability to achieve the financial objectives set out in the 2012-2015 strategic plan. Despite the harsh economic environment, the Group has proved its resilience and its ability to seize growth opportunities thanks to its R&D and innovation positioning together with international stamp. Stronger-than-expected cash generation in 2012 is indeed reassuring and makes us confident with regard to further external growth operations after the finalisation of the IndustrieHansa acquisition in Germany in February 2013".*

(in millions of euros)	2011	H1 2012	H2 2012	2012
Revenues	**1,419.5**	**732.6**	**723.3**	**1,455.9**
Gross margin	406.7	200.2	213.9	414.1
As a % of sales	*28.7%*	*27.3%*	*29.6%*	*28.4%*
Indirect costs	(293.6)	(144.8)	(144.7)	(289.5)
Operating income on ordinary activities	**113.1**	**55.4**	**69.2**	**124.6**
As a % of sales	*8.0%*	*7.6%*	*9.6%*	*8.6%*
Other non-recurring operating income and expenses	(47.3)	(2.4)	(7.7)	(10.1)
Goodwill impairment & assimilated	(15.0)		(3.5)	(3.5)
Operating income	**50.8**	**53.0**	**58.0**	**111.0**
Financial expenses	(27.8)	(8.1)	(12.5)	(20.6)
Tax income/charges	(17.6)	(12.3)	(11.0)	(23.3)
Net income before discontinued operations	**5.3**	**32.6**	**34.5**	**67.1**
Net income/loss on discontinued operations	(50.5)	(2.4)	(0.1)	(2.5)
Minority interests	(0.3)			
Net profit/(loss)	**(45.5)**	**30.2**	**34.4**	**64.6**
EPS *(in euros)*	**(0.32)**	**0.21**	**0.24**	**0.45**

2012 results

Altran's accounts for the fiscal year ended 31 December 2012 were approved by the Board of Directors on 13 March 2013 and the Statutory Auditor certification reports issued on 18 March 2013. These reports contain no qualifications or observations.

Consolidated 2012 revenues came out at €1,456m, vs. €1,420m in 2011, implying organic growth(1) of 4.3% and economic growth(2) of 3.6%. All geographic zones contributed to growth. Business was particularly brisk in Northern Europe (+6.3%) and the RoW zone (+46%), where growth was underpinned by Altran's activities in the US nuclear sector. French operations also reported growth (+2.7%) and revenues in Southern Europe (Spain, Italy and Portugal) edged up 1.5%. Performances by operating segment are available on the Group's website.

Operating income on ordinary activities came out at €125m, equivalent to 8.6% of sales vs. €113m (8.0%) in 2011. Profitability was enhanced by brisker sales (reflecting the success of the strategy announced at end-2011), coupled with tight management of indirect costs which narrowed steadily throughout the year. As such, overheads accounted for less than 20.0% of sales (19.9%) at end-2012, vs. 20.7% in 2011 and 21.8% in 2010.

Financial expenditure also improved significantly, narrowing €7m over the period to €(21)m due to a reduction in net debt and the expiry at the beginning of 2012 of interest-rate hedging instruments contracted in 2008.

Factoring in the above elements, net income before discontinued operations came out at €67m, an improvement of €62m vs. 2011.

Net income attributable to the Group came out at €65m compared with a loss of €46m in 2011 due to a capital loss incurred on the disposal of Arthur D. Little in 2011.

Net debt and Gearing

In 2012, the Group pursued its strategy of paying down debt and strengthening its financial structure, and generated Free Cash Flow(3) of €50m, equivalent to 3.4% of sales.

As such, in line with the priorities set out in the strategic plan, cash generated in 2012 enabled the Group to reduce its net financial debt from €170m in 2011 to €140m in 2012, implying an improvement of nearly €30m.

Enhanced profitability and the reduction in financial net debt therefore made for a further improvement in gearing(4) which narrowed from 1.24 at end-2011 to 0.99, the best performance since the adoption of IFRS.

Total net debt (after employee profit-sharing, interest and convertible-bond amortisation) now stands at €169m, vs. €195m at end-2011.

Outlook

Altran's financial performance in 2012 was in line with the guidelines presented in the 2012-2015 strategic plan. Similarly, despite the current weak economy, Altran should be able to pursue profitable growth in 2013.

(1) Organic growth calculated on a like-for-like basis.

(2) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

(3) Free Cash Flow = (Ebit + depreciation & amortisation) – non-recurring costs – taxes – Capex +/- change in WCR.

(4) Gearing = Net financial debt / (Ebit + depreciation & amortisation).

04

Risks

The Group has reviewed the main downside risks that could impair its activity, financial position and results. These risks are outlined below.

4.1 Risks specific to Altran's activity

Risks linked to the Technology and R&D and the Organisation and Information Services Consulting markets

Altran's clients are mainly large European private and public accounts. The Group does not disclose the identity of its clients since this is considered strategic information.

Comparative trends in revenue contributions (as a percentage of consolidated sales) of the Group's main clients since 2009 are given in the table below:

	2009	2010	2011	2012
Top three clients	14.9%	15.9%	18.1%	17.2%
Top five clients	19.7%	20.4%	22.4%	21.3%
Top ten clients	28.1%	29.1%	30.7%	30.6%
Top fifty clients	53.4%	55.9%	61.0%	62.2%

The Group considers that its broad client-base and segmented offering (both in terms of region and sector) serve to limit the impact of a decline in business in any given country, market or with regard to any given client.

The consulting markets, notably for Technology and R&D, as well as for Organisation and Information Systems, are nevertheless subject to rapid change, due mainly to technological innovation, changing trends in customer demand, the increasing globalisation of major players, changes in invoicing methods and contractual commitments. As a result, the Group's performance depends on its ability to adapt to constant changes in the sector, master technological tools and provide services tailored to meet its clients' needs.

In addition, Technology and R&D Consulting, the Group's main market, is sensitive to economic trends. While growth rates in most markets are pegged to GDP levels in a given geographical zone, the engineering market is, above all, exposed to production trends in industrial sectors where declines during periods of severe economic slowdown can be sharper than for GDP.

The consulting markets for Technology and R&D as well as for Information Systems have seen a significant change in the kinds of contracts signed over the last five years with major clients, notably those implementing rigorous procurement policies to reduce the number of partners and service providers. This shift in strategy has given rise to opportunities for companies capable of developing a global offering at the international level. As such, in 2012, Altran succeeded in strengthening its positions with numerous clients. Conversely, however, the impact of losing a contract offering approved-supplier status with a major customer could be more damaging and longer-lasting than for the types of contracts used in the past.

Moreover, in the still-fragmented Technology and R&D Consulting segment, there is a move towards consolidation. Rivals with greater financial, commercial, technical and human resources than the Group could forge long-term strategic or contractual relationships with Altran's existing or potential clients on markets where the Group operates or is looking to expand. Keener competition or a sharp deterioration in the outlook for Altran's markets, therefore, could have an impact on the Group's market share and growth prospects.

Risk of bad and doubtful debt

Since the risk of bad and doubtful debt has always been limited for Altran, the level of provisions booked by the Group is not significant. Bills are generally prepared once the client has agreed to the terms of the contract. At the Group level, a uniform system has been set up to monitor client payments and chase up all bills that are not paid on time. The risk of bad and doubtful debt is limited by two factors: firstly, the profile of Altran's clientele which is made up of major reputed groups, and secondly, the size of the client-base, which enables the Group to spread risk.

However, one cannot rule out the possibility that the current recession could weaken the financial position of some of the Group's clients, which would, therefore, heighten the risk of non-payment.

Risks linked to responsibility *vis-à-vis* clients and contract termination

Relationships with clients, primarily in the case of Time and Material (T&M) Services, may be materialised by orders issued for a limited time period. As is often the case for Time and Material Services, these orders do not necessarily stipulate renewal conditions, and may permit termination at short notice. For the Group, therefore, this can be an element of uncertainty which could affect its revenues, financial situation and growth prospects.

Furthermore, the vast majority of services provided by Altran's subsidiaries are billed on a time-spent, flat-rate basis. The Group's companies are, therefore, only contractually bound by a best-endeavour obligation.

For fixed-rate contracts containing a "performance" clause, revenue-recognition accounting principles require a risk-upon-completion assessment. Margin recognition is only carried out once it has been established that there is no risk of margins being jeopardised.

Since end-2010, offers and contracts involving a certain degree of risk, both at the quantitative level (in terms of revenues) and the qualitative level (in terms of commitments or specific constraints) are reviewed weekly by the Project Appraisal Committee (PAC). The Committee, which is made up of representatives of the financial, legal and Programs & Innovation divisions, as well as the executive Directors concerned by the dossiers presented, acts on behalf of the Executive Committee.

Further details concerning fixed-price contracts are given in note 5.2 "Revenues" of section 20.3.1 "Consolidated financial statements" in the present Registration Document.

Risks linked to staff management

In the Innovation, Technology and Information Services Consulting sectors, the workforce is made up almost exclusively of highly qualified engineers, who are much sought after on the job market in their specialist fields. Altran's growth potential depends largely on its ability to attract, motivate and retain highly qualified consultants with the requisite skills and experience, and to adapt its resources to meet client demand.

Altran is, therefore, particularly exposed to the risk of losing its employees to competitors or to clients once a consultant mission has been completed.

The Group is, thus, especially attentive to recruitment and training, as well as the development of its collaborators' careers. To this end, the company has integrated an IT programme for recruitment management which is designed to provide access to a central database and to harmonise Group procedures. In 2011, the Altran group implemented measures to redefine key skills and career-paths, which, at end-2012, resulted in the roll-out of new reference tools throughout most of the Group's operating regions geared to optimise consultant allocation and enhance career prospects within the Group.

The consultant turnover rate contracted to 17.4% in 2012 from 20.8% in 2011 (like-for-like and based on the new accounting method presented in section 9). This rate is sensitive to changes in the economic environment. However, there is no guarantee concerning future trends in this respect, or the Group's ability to retain the qualified consultants needed to ensure future growth.

In addition, there is always a risk that the Group would not be able to pass on (either immediately or further out) any wage increases it may have to grant, notably resulting from major changes in the labour law or from tighter employment-market conditions in its main sectors or regional markets.

Risks linked to overhead reduction objectives

Within the context of Altran's strategic plan and the objectives fixed by the Group, management is particularly set on reducing indirect costs.

Overhead costs as a percentage of sales narrowed to 20% in 2012 from 20.7% in 2011. Although management intends to pursue the reduction of indirect costs percentage on the sales, it cannot guarantee the success of this strategy given the uncertain economic environment.

Risks associated with insurance cover of Group activities

Altran has taken out an insurance cover against those major risks (detailed below) run by its businesses that can be covered, subject to the exclusion clauses, guarantee limits and deductibles usually imposed by the insurance companies operating on this market.

Subject to standard market exclusions, the Group believes that its current insurance cover is reasonable, because the level of deductibles is consistent with the incidence of claims. Altran cannot, however, guarantee that all third party claims made or losses incurred are, or will be, covered by its insurance, nor that its current insurance policies will always be sufficient to cover the cost and damages arising from third party claims. In the case of claims or losses that are not covered by the insurance policies or significantly exceed the insurance cover limit, or in the event of a major reimbursement by the insurer, any resulting costs and damages could affect the Group's financial position.

Altran Technologies' insurance policies are underwritten by top ranking companies, consistent with the Group's businesses and in line with market conditions. The Group does not disclose the overall cost of the risk insurance management strategy since this information is confidential.

Civil liability

1. Professional liability, public indemnity, product liability and general third party liability insurance: the master policy, negotiated by Altran Technologies for all Group subsidiaries, provides the insured entities public general liability and professional indemnity coverage against bodily injury, property damage and financial loss caused to third parties in the course of their business.
2. Aviation/aerospace insurance: this programme covers Altran Technologies and its subsidiaries operating in the aeronautics and aerospace sectors having specifically requested insurance cover. This policy covers against financial loss resulting from 1/ civil liability as regards products and intellectual services in all engineering sciences related to the Group's aeronautic and aerospace activities, and 2/ flight grounding in the case of the Group's aeronautics activities.
3. In addition, specific insurance policies can be underwritten to cover certain fixed-time contracts, such as decennial liability policies.

Car fleet insurance

The use of motor vehicles by employees for business purposes is covered by the company's local policies which provide standard market cover.

Office insurance

The Group's multi-risk office insurance policies cover losses arising from damage to goods, furniture and fixtures, and the insured parties against fire, theft, water damage, machinery breakdown, etc.

Welfare, complementary health and personal assistance insurance

Altran Technologies' employees benefit from standard market cover including welfare insurance and complementary health insurance, as well as personal assistance insurance when travelling abroad on business, in line with market standards.

In addition, specific insurance policies can be underwritten to cover certain fixed-time contracts.

4.2 Liquidity risk and management of convertible bond-related debt

Medium-term credit

At end-2012, Altran's net financial debt stood at €168.5m, down €26.3m on end-2011 levels.

On 29 January 2013, Altran signed another amendment to the refinancing agreement with its bankers, determining a new set of financial ratio thresholds, applicable as of 2012. Margin levels are revised every six months in relation to consolidated debt leverage (net financial debt/EBITDA).

The financial ratios at 31 December 2012 pertaining to the Group's medium-term credit lines are given in the table below:

	December 2012	December 2011
Net financial debt/equity as defined in the credit agreement	n/a	0.42
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	0.99	1.24

Note that (i) the EBITDA used to calculate these covenants is the 12-month moving average after employee profit-sharing (€142.1m) and that (ii) net financial debt corresponds to net debt excluding employee profit-sharing and interest paid on the 2015 OCEANE convertible bond loans, including vendor loans and earn-out clauses relative to external growth operations (€140.9m).

The revised covenants pertaining to the Group's medium-term credit lines, as determined by the agreement signed on 29 January 2013, with the Group's bankers, are as follows:

	Net debt / EBITDA
31/12/2012	Ratio <2.75
30/06/2013	Ratio <2.75
31/12/2013	Ratio <2.75

The margins applicable to the medium-term credit lines are as follows:

	Applicable margin
Ratio ≥ 3.5	2.25% per year
3.5 > Ratio > 3	1.40% per year
3 > Ratio > 2.5	1.25% per year
2.5 > Ratio > 2	1.10% per year
Ratio < 2	0.90% per year

The amortisation schedule for the Group's medium-term credit lines is given in the table below:

(€m)	Dec. 2008	June 2009	Dec. 2009	June 2010	Dec. 2010	June 2011	Dec. 2011	June 2012	Dec. 2012	June 2013	Dec. 2013
Part A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0.0	0.0
Part B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Subtotal	**150.0**	**134.7**	**119.4**	**104.1**	**88.8**	**73.6**	**58.3**	**43.0**	**27.7**	**12.4**	**0.0**
Renegotiated credit line with CADIF	5.0	5.0	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	**155.0**	**139.7**	**123.8**	**107.9**	**92.0**	**76.2**	**60.3**	**44.4**	**28.5**	**12.6**	**0.0**

This credit agreement contains several clauses pertaining to:

- financial ratio thresholds;
- consolidated net cash levels: to be maintained at €50m until the redemption or conversion of the 2015 OCEANE bonds;
- investments: consolidated tangible and intangible investments capped at €35m per annum;
- early redemption as soon as net income from the disposal of assets or holdings in subsidiaries exceeds €20m and this up to 100% in excess of this threshold, as well as the securing of a bank loan, or the issue of a bond to refinance the 2015 OCEANE.

At end-December 2012, Altran had respected all of its banking covenant obligations. Nevertheless, given continued uncertainties in the economic environment, it is possible that the Group may not be able to respect all of these ratios. If the company failed to honour any one of these ratios, it would have to renegotiate the conditions, terms and borrowing costs with its banks. The Group is unable to assess the possible impact of such an eventuality.

Information relative to the repayment schedule of gross financial debt is given in note 4.11 of the appendix to the consolidated financial statements (section 20.3.1 of the present document).

Management has carried out a specific review of the liquidity risk and believes that the company will be able to respect its debt repayments at maturity.

Factoring lines

In addition, the Group has factoring lines of credit amounting to €315.6m (of which €175.1m drawn down) which are free of any long-term commitment and are automatically renewed.

Convertible bond (OCEANE)

On 18 November 2009, the Group issued an OCEANE (convertible) bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow the Group to meet its overall financing requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, boost equity in the event of bond conversion.

Cash management

Altran has set up a centralised cash-management system to reduce liquidity risk.

This mechanism regulates the use of cash flows at subsidiary and HQ levels and is essentially based on two main principles, namely:

- All subsidiary cash surpluses are invested exclusively in Altran's centralised cash-management subsidiary GMTS (Global Management Treasury Services), a company incorporated in France;
- GMTS invests these cash surpluses in money market instruments with sensitivity and volatility rates of less than 1% per annum.

According to management, the Group has the financial resources to guarantee its development.

Liquidity risk management is ensured at the Group level by Altran's financial management team.

4.3 Interest rate risk

At end-2012, the bulk of Altran's net debt €168.5m comprised the €132m convertible bond at a fixed rate of 6.72% and redeemable on 1 January 2015. The impact of interest rate swings is therefore not significant, with the exception of the hedging positions detailed below:

The repayment schedule of the Group's bank debt and financial liabilities is given in the table below:

(€m)	< 1 year	1 - 5 years	> 5 years
Financial liabilities	(217)	(120)	—
Financial assets	178	—	—
Net position before hedging	(49)	(120)	—
Interest rate hedge	210	50	—

At 31 December 2012, the main characteristics of the Group's hedging contracts were as follows:

	Start date	Maturity date	Type	Fixed rate	Nominal	Initial rate	Currency
SG	02/01/2012	02/01/2014	TUNNEL CAP	1.50%	25,000,000	Euribor3M	EUR
SG	02/01/2012	02/01/2014	TUNNEL FLOOR	0.50%	25,000,000	Euribor3M	EUR
BNP	02/01/2012	02/01/2013	CAP	2.00%	25,000,000	Euribor3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL CAP	1.25%	40,000,000	Euribor3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL FLOOR	0.65%	40,000,000	Euribor3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL CAP	1.22%	10,000,000	Euribor3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	10,000,000	Euribor3M	EUR
Natixis	02/04/2012	02/01/2013	TUNNEL CAP	1.25%	20,000,000	Euribor3M	EUR
Natixis	02/04/2012	02/01/2013	TUNNEL FLOOR	0.65%	20,000,000	Euribor3M	EUR
Natixis	02/04/2012	02/01/2014	TUNNEL CAP	1.25%	20,000,000	Euribor3M	EUR
Natixis	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	20,000,000	Euribor3M	EUR
Natixis	01/08/2012	01/02/2013	Swap	0.00%	50,000,000	Euribor6M + 11bps	EUR
Natixis	01/02/2013	01/02/2017	Swap can be cancelled by bank at beginning of every quarter	0.50%	50,000,000	Euribor3M	EUR
CA	02/04/2012	02/01/2014	TUNNEL CAP	1.18%	20,000,000	Euribor3M	EUR
CA	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	20,000,000	Euribor3M	EUR

Interest-rate risk management is ensured by the Group's financial management team.

4.4 Exchange rate risk

Most of the Group's assets denominated in foreign currencies involve investments in countries outside the euro zone (mainly the US, the UK, Sweden and Switzerland).

At end-2012, the Group had contracted no financial debt in foreign currencies.

Commitments denominated in foreign currencies whose degree of sensitivity is calculated in the table below concern intra-group loans.

Commitments denominated in foreign currencies at 31 December 2012

(€m) Currency	Assets	Liabilities	Net currency position	Exchange rate at 31/12/2012	Net position in euros	Sensitivity[(a)]
USD	26.0	0.0	26.0	0.7579	19.7	0.2
GBP	31.3	(18.7)	12.6	1.2253	15.4	0.2
CHF	1.2	0.0	1.2	0.8284	1.0	0.0
SEK	0.0	(32.3)	(32.3)	0.1165	(3.8)	0.0
SGD	29.8	0.0	29.8	0.6207	18.5	0.2
NOK	7.7	0.0	7.7	0.1361	1.0	0.0

(a) Sensitivity of the net position to a 1% change in exchange rates.

In 2012, the Group generated revenues of €208.4m outside the euro zone. Altran Technologies has no systematic foreign-exchange, hedging policy since the income generated and the expenses incurred on the intellectual services it provides are denominated in the same currency.

4.5 Intangible asset risk

Goodwill is not amortised but is subject to an impairment test on 31 December of every year and on 30 June if there are any indications of loss in value.

The impairment test methodology is detailed in note 1.8 "Goodwill" of section 20.3.1 "Consolidated financial statements" in the present Registration Document.

No impairment losses were booked in the income statement at 31 December 2012.

Goodwill impairment tests carried out at 31 December 2012 were based on a discount rate after tax (WACC) of 9.23% (vs. 9.41% at end-2011) and growth in revenues to infinity of 2%.

This rate factors in:

- a weighted average cost of capital of 11.23%;
- a weighted average cost of debt of 2.10%.

The results of sensitivity tests carried out in terms of additional goodwill depreciation are summarised in the table below:

WACC		8.23%	9.23%	10.23%
	2.00%	0	0	0
Growth rate to infinity	1.00%	0	0	0

In addition, an analysis of the sensitivity to a likely variation in EBIT rates in business plans shows that, for CGU in Italy exclusively, a 3% decline in EBIT would make for goodwill impairment of €4.0m.

4.6 Environment risk

Since Altran provides intellectual services, direct environmental risks are limited.

4.7 Legal and fiscal risks

Altran booked provisions against litigation risk of €12.6m at 31 December 2012.

Legal risk

In the course of its business, the Group may face legal action, concerning employment issues or other types of claims.

When a risk is identified, the Group may book a provision on the advice of counsel. Altran organises a circularisation of its outside counsel at the close of each half-year period.

The Group is currently involved in criminal proceedings for fraud and disseminating false information susceptible to influence the share price (detailed in section 20.8 "Legal and arbitration proceedings" of the present Registration Document). Although Altran has no information concerning any other legal action taken out against the Group to date, the possibility of further legal proceedings, complaints or claims cannot be ruled out.

To the best of the Group's knowledge, no pending or threatening state, legal or arbitration proceedings (including all disputes that the company is aware of) had a major impact (or are likely to do so in the future) on the financial situation or profitability of the company and/or the Group over the last 12 months other than those described in section 20.8, "Legal and arbitration proceedings" of the present Registration Document.

Fiscal risk

Altran operates in many countries throughout the world with different tax regimes. Fiscal risk is therefore associated to changes in legislation (which can be applied retroactively), the interpretation of tax legislation and regulations, as well as trends in jurisprudence governing the application of fiscal legislation.

Poor fiscal risk management could result in additional tax charges, including interest on late payment and penalties.

In an effort to comply with the local tax legislation and regulations in force, the Group relies on a network of tax experts to ensure that all tax obligations are respected, thus limiting fiscal risk in a reasonable and regular manner.

4.8 Investment risk

Most of the Group's cash reserves are invested in:

- SICAV money-market funds;
- Tradeable debt securities;
- Investment growth bonds.

All investments yield returns based on day-to-day monetary rates or variable rates and the LIBOR benchmark rate in the case of foreign currency investments. The sensitivity of these investments, based on a 10% fluctuation in the benchmark index (EONIA or LIBOR), is 0.01%.

The market value of the Group's marketable securities totalled €144.6m at 31 December 2012.

05

Company information

5.1 Company history and development

5.1.1 Company name

Altran Technologies

5.1.2 Place of registration and registration number

Company registration number: Paris Trade and Companies Register No. 702 012 956

Company registration number (Siren): 702 012 956

Company headquarters registration number (Siret): 702 012 956 00042

Business activity code: 7112 B

5.1.3 Date of incorporation and lifetime

Altran Technologies S.A. was created on 14 February 1970 and will last until 14 February 2045, unless the company is dissolved before this date or its life is extended beyond this date by law and the company's Articles of association.

5.1.4 Domicile, legal form and governing law

Head office: 54-56, avenue Hoche – 75008 Paris

Administrative headquarters: 96, avenue Charles de Gaulle – 92200 Neuilly-sur-Seine

Legal form: Public Limited Company governed by a Board of Directors

Governing legislation: French law including the French Commercial Code and subsequent legislation governing commercial businesses

5.2 Main investments

Companies acquired over the past five fiscal years

2008		2009		2010		2011		2012	
Company	Country	Company	Country	Company	Country	Company	Country	Company	Country
SC² by Altran	France	Interfour	The Netherlands	Xype	UK			Lean	Spain
NSI	France	NSI	France	IGEAM	Italy				

The amounts paid (initial payments plus earn-outs) for these acquisitions over the last four years are listed in the table below:

(€m)	2009	2010	2011	2012
	5.2	10.7	1.4	0.1

In addition, on 30 March 2012, Altran sold its Italian subsidiary, Hilson Moran Italia.

06

Information about the Group's businesses

6.1 Core activities

As global leader in Innovation and Advanced Engineering Consulting, Altran accompanies its clients in the creation and development of their new products and services.

The Group has been providing services for thirty years to key players in the Aerospace, Defence, Automotive, Energy, Nuclear, Railways, Finance, Healthcare and Telecoms sectors. Covering every stage of project development from strategic planning through to manufacturing, Altran's offers capitalise on the Group's technological know-how in four key areas: Product Lifecycle Management, Mechanical Engineering, Intelligent Systems and Information Systems.

Thanks to Altran's innovation skills and the unique expertise of its consultants (all graduates from the most prestigious schools and universities worldwide), Altran has been able to consolidate its positions of excellence by offering modes of engagement tailored to meet its clients' requirements. We provide consulting services and expertise in a variety of service formats ranging from high value-added technical support to fixed-price projects and end-to-end customised solutions.

As an international player, Altran is present in more than twenty countries spanning Europe, Asia and North America. In its role as a strategic partner, the Group offers global support for client projects, while ensuring a consistently high level of service. Altran also intends to maintain a local presence in order to provide client-specific support in dedicated local markets.

In addition, the Group has built up an in-house research structure, Altran Research, to strengthen its understanding of the technological challenges in terms of innovation. Altran Research is working on the development of research solutions adapted to the consulting business in order to supplement the research carried out by its clients. This multidisciplinary and cross-sector research approach focuses on complex issues in three key areas: sustainable development (pre-normative research), advanced products and solutions (product research) as well as management and performance (organisational research).

6.2 Main markets

In line with the 2012-2015 strategic plan, Altran is refocusing on its core activities and consolidating its leadership position in the still highly fragmented market for Innovation and Engineering Consulting.

Altran's repositioning strategy notably led to the disposal of the subsidiaries Arthur D. Little and Hilson Moran Partnership at the end of 2011.

Altran now operates on two core markets: Technology and R&D Consulting as well as Organisation and Information Systems Consulting.

The Group has also opted to:

- focus investments on six European countries: Belgium, France, Germany, Italy, Spain and the UK, while optimising its presence in the other European countries;
- ensure the global management of activities in four industrial divisions: Automotive and Transportation; Aerospace, Defence and Railways; Energy and Healthcare; Telecommunications;
- step up the global development of two Altran solutions: Lifecycle Experience (LE) and Intelligent Systems.

With this in mind, in December 2012, Altran announced the acquisition of IndustrieHansa, a major player in the German consulting and engineering sector. Finalised in early 2013, this strategic takeover has hoisted Altran amongst the Top 5 players in Germany and will enable the Group to strengthen three of its industrial divisions (Automotive, Aeronautics and Energy), as well as its Lifecycle Experience solution.

Growth will also be underpinned by the development of the Group in the emerging countries which are the most advanced in terms of technological innovation. In this respect, the key priorities are now China where the Group plans to step up services to locally-based companies, and India, where Altran will be expanding its existing off-shore platform.

Technology and R&D Consulting

As global leader in Innovation and Advanced Engineering Consulting, Altran mainly operates in the Automotive, Aeronautics, Space, Defence, Railways, Telecoms, Energy and Healthcare sectors. Technology and R&D Consulting, the Group's core activity, covers the entire range of engineering disciplines and provides support throughout the design, development and manufacturing phases for the products and services of major innovative companies with a vision of the future.

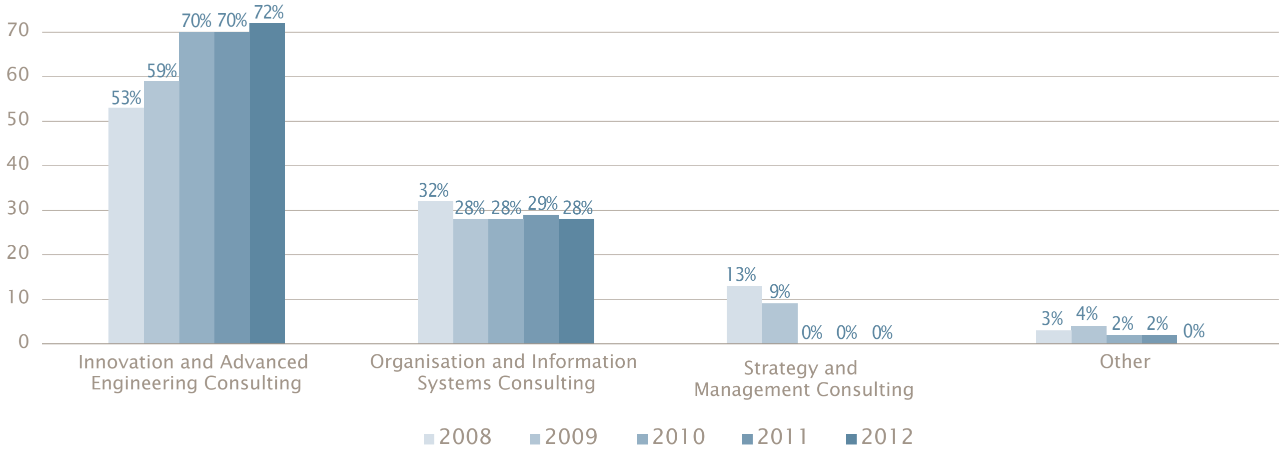
Organisation and Information Systems Consulting

In the field of Information Systems, Altran mainly provides IT Services, consulting and integration solutions. By virtue of the skills of our IT consultants, specialised in IT management tools, and our organisational consultants, we are able to provide companies with internal intelligence systems that can speed up decision-making, foster organisational flexibility and monitor in-house transformation.

Overall, Organisation and Information Systems Consulting accounts for slightly less than one third of Group revenues. This activity is particularly developed in the Telecoms and Industrial sectors, particularly with respect to the roll-out of new, intelligent, communication and embedded systems.

Breakdown of Group revenue by activity

"Progressive refocusing on our core activities"



In compliance with IFRS 5, and following the disposal of Arthur D. Little in 2011, revenues in the Strategy and Management Consulting activity were restated and do not figure in Altran's accounts as of 2010.

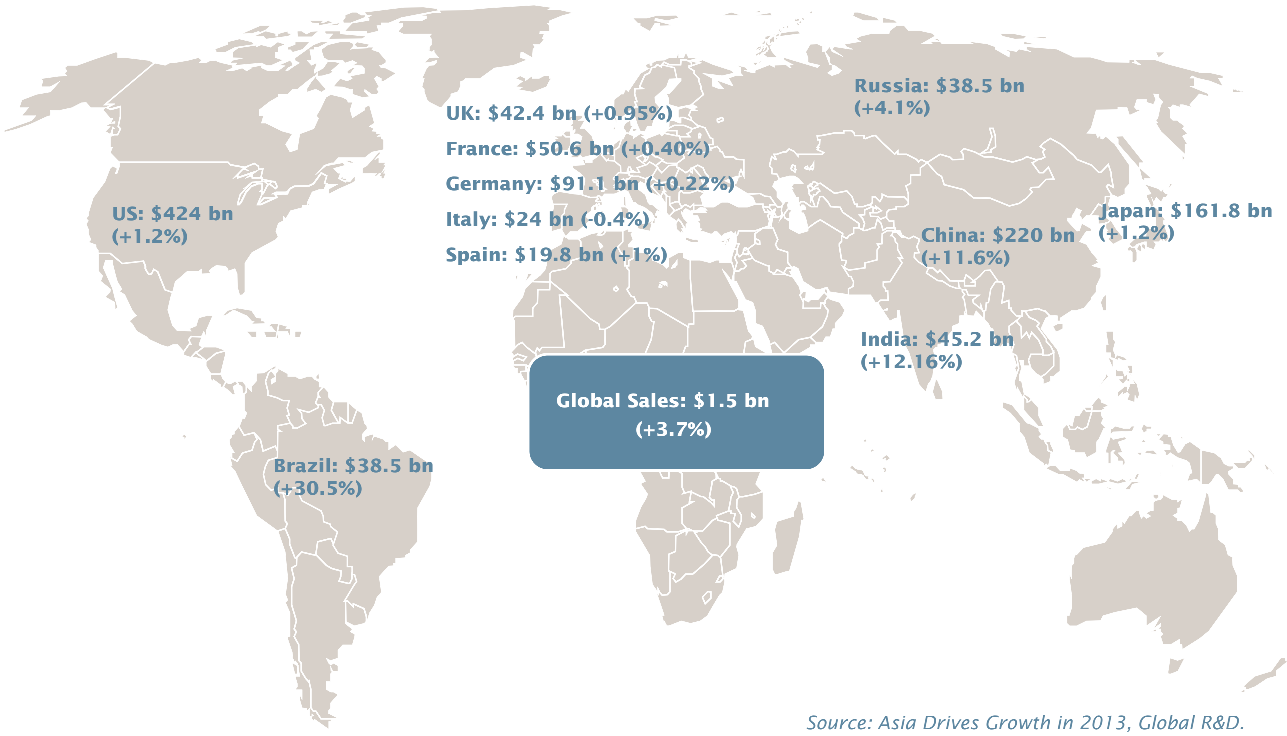
6.2.1 The Technology and R&D Consulting market

Despite the uncertain macroeconomic backdrop, global R&D budgets should continue to increase by around 3.7% in 2013. The US, the EU and Asia are still the biggest spenders in terms of Research and Development and together account for 89% of global R&D expenditure.

The US still accounts for the bulk of R&D volumes, followed by China and Japan. The European trio, comprising Germany, France and the UK (with respective rankings of fourth, sixth and eighth), are now being rivalled by the upcoming Asian powers, such as South Korea and India which currently rank fifth and seventh, respectively, in the global R&D spending league.

With estimated growth of 11.6% in R&D spending in 2013, China could well outpace the US by 2025. Similarly, R&D investment in India is expected to rise (+12.1% expected in 2013), with the objective of reaching the 2% GDP-benchmark by 2017. Brazil is also gaining headway and is expected to surpass all the other global markets in terms of R&D expenditure growth in 2013 (+30.5% expected).

Estimated Gross Domestic R&D Expenditure in 2013 (GERD)



Source: Asia Drives Growth in 2013, Global R&D.

Sources: Battelle R&D Magazine/EU Industrial R&D Investment Scoreboard.

By sector, R&D spending should increase by 1.6% in the Energy industry, compared with 0.6% for Chemicals and Advanced Materials.

Persistent uncertainty in the ICT (Information and Communication Technologies) market is liable to curb R&D spending in the Telecoms sector. While investment is expected to increase 2.7% in 2013, this growth will certainly be to the detriment of the smaller sector players who are not equipped to cope with current economic instability.

In the Pharmaceuticals industry, R&D expenditure growth in the US and Europe should remain positive, albeit slow, in 2013 (between +1% and +1.5%, respectively). At the global level, however, R&D spending will notably be boosted by Asia where investment is expected to rise 4.2% this year.

A reduction in government defence budgets is likely to dampen R&D spending in the Aerospace and Defence industries (+0.9%).

Investments in R&D and Innovation are becoming an increasingly important issue for major companies given that:

- R&D projects, being central to corporate business plans, represent an unprecedented competitive edge;
- the build-up of new products and technologies has triggered new problems at the strategic, organisational and operational levels;
- developing countries are significantly increasing their global contribution to R&D spending and now appear as offensive, direct rivals;
- the shortage of qualified staff has again been confirmed, with the number of engineers still insufficient to meet market demand.

Outsourced R&D accounts for around 20% of European R&D spending. While this percentage is expected to increase, it is unlikely to reach levels in the IT Services sector.

The above factors should lend support to the Technology and R&D Consulting market, thus ensuring Altran a solid base for sustained growth in the coming years.

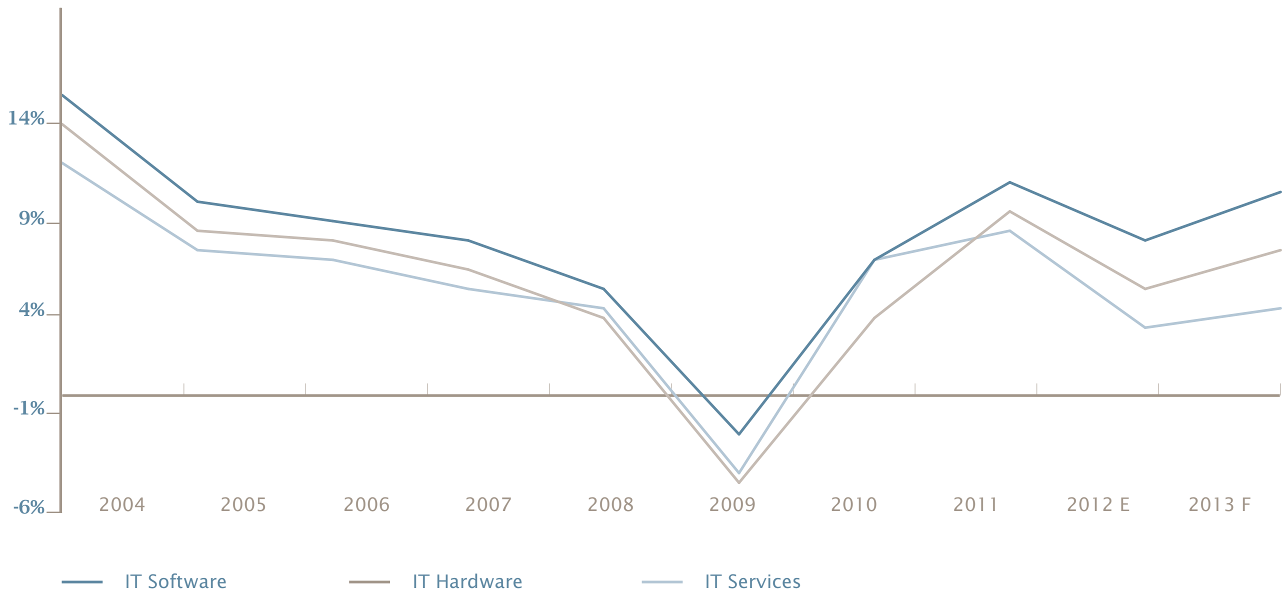
6.2.2 The Organisation and Information Systems Consulting market

In 2012, the European IT Market grew by 4%. Although this reflects a gradual return to growth after the crisis, it is still short of levels attained in 2008.

This trend is confirmed in the IT Services segment (23% of the European IT market) which reported an increase of 3% in 2012 and where growth is expected to reach the 4% mark in 2013.

Business in IT Services is taking longer to recover from the 2009 crisis than in other IT segments.

Investment growth in IT Services is slower than in other segments of the IT market

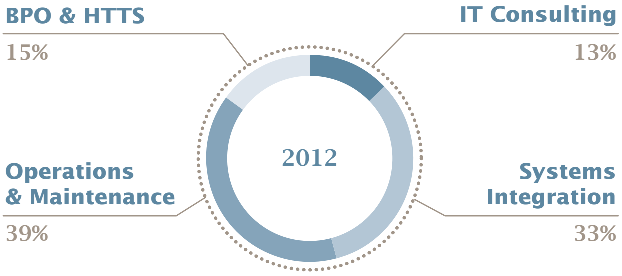


Source: Xerfi Global, "IT Services in Europe".

Industry and Transportation account for the bulk of Altran's IT-services revenues (35% and more than 20% respectively), followed by Banking and Insurance for 20%, the Public Sector for 15% and Telecoms & Media for 6%.

In Europe, the UK and Ireland together account for the largest chunk of the market (31%), followed by Germany and France, with respective market shares of 16% and 12%.

IT Services: breakdown of expenditure by business segment in 2012



Source: Xerfi Global, "IT Services in Europe".

Despite occasional difficulties in this market, Altran would be able to exploit obvious growth opportunities arising in 2013 given:

- buoyant demand regarding support applications for embedded systems in the Automotive, Aerospace, Defence, Railways and the Telecoms & Media sectors;
- soaring demand for solutions, notably LE (Lifecycle Experience) and SCM (Supply Chain Management) designed to optimise time-to-market, as well as cost management of company products and services;
- consolidation of the IT Infrastructures of major groups;
- expansion of the Information-Management and IT security markets;
- development of new technologies (cloud computing, green IT, etc.);
- outsourcing of support functions;
- regulatory compliance requirements, notably in the financial and healthcare sectors.

Sources: Gartner/McKinsey/Syntec Informatique/Xerfi.

6.3 Altran on these markets

While continued uncertainty in the macroeconomic environment in 2013 has prompted caution, this does not imply any real risk for Altran's business.

Overall, the Aerospace and Defence markets, as well as the Railways, Energy and Healthcare sectors, are expected to enjoy strong growth in the coming years.

In the Automotive industry, the French market is being penalised by an increasing number of constraints in this highly competitive sector. However, the German market in particular, and the international markets in general continue to enjoy brisk business and have thus become key revenue sources for our Group in this industry.

In the Finance and Telecoms sectors, a high degree of uncertainty persists, and pricing pressure on players operating in Altran's markets could dampen our ambitions in these areas.

The IT Management market is expected to slow, with virtually zero growth anticipated in the French sector. However, investment will remain robust with respect to solutions for the development of corporate products and services. This is particularly advantageous for Altran which has been clearly identified as one of the leading European players in this segment.

In general, market concentration is expected to continue to the benefit of the major players given pressure from clients seeking industrial partnerships. Trends over the last five years, therefore, show that customers are standardising their procurement processes and reducing the number of suppliers. In addition, client globalisation is stimulating customer preference for the sector players, like Altran, with extensive market reach.

Moreover, the surge in customer demand for projects with varying modes of engagement implies the need to offer clients sustained support and optimise the technical content of our solutions, a factor which is pushing out small specialist players providing only technical support.

Prompted by client demand, Altran is focusing on increasingly complex projects which include outsourcing and extensive cutting-edge support solutions at the global level. The Group aims to forge long-term partnerships by providing proactive support solutions for major innovative companies with a vision of the future. Altran thus offers state-of-the-art expertise, as well as the ability to anticipate and react rapidly in order to help clients address their problems and meet their strategic challenges.

6.4 Competition

Altran is global leader in the Innovation and Advanced Engineering Consulting market. The Group's rivals in this market vary depending on the type of project and the geographical zone in which they operate.

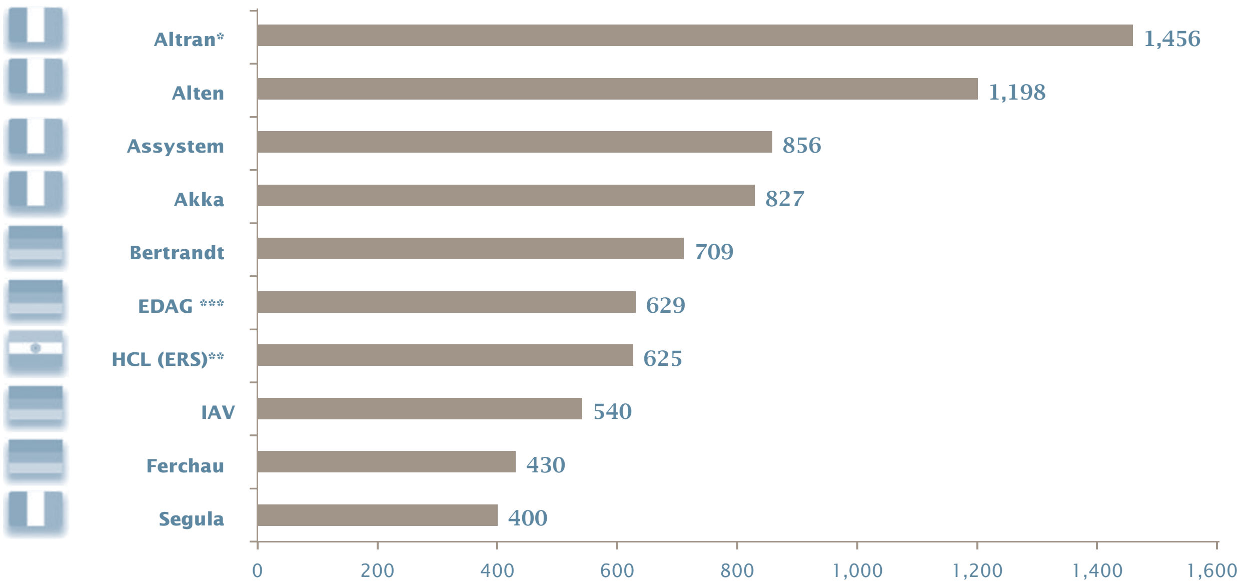
Altran's competitors may thus include:

- French and international innovation and technological consulting agencies;
- large IT firms offering traditional consulting and integration services;
- Research departments and engineering firms specialised in one particular technological field (environmental, mechanical, acoustical engineering, etc.);
- listed and unlisted companies offering similar services as Altran.

Note, however, that none of Altran's rivals benefit from the Group's extensive geographic reach, nor its wide range of sectors, skills or technologies. Altran's ability to leverage its international network and to provide solutions by setting up working consortiums to pool its expert skills in several countries is a key differentiating factor and one that can help the Group address its clients' problems, which are becoming increasingly global in nature.

Altran: leader on a market dominated by European players

2012 revenues of top ten sector players (€m)



* Excluding IndustrieHansa.
** Estimate.
*** 2010 Turnover.

Sources: Companies' financial communication / Altran data / BCG interviews & estimates.

07

Organisational chart

The companies making up Altran's scope of consolidation are listed in note 2 of the appendix to the consolidated financial statements - "Scope of Consolidation" (section 20.3.1 of the present Registration Document).

All information regarding changes in the Group's scope of consolidation is given in section 5.2 "Main investments" of the present Registration Document.

The main cash flows between the parent company and its subsidiaries are described below.

Management fees, administration subcontracting and trademark royalties

Altran Technologies, the parent company, bears the costs of various support functions (communication, human resources, accounting, legal and tax services, etc.). The company then bills some of the costs of these services to its subsidiaries in the form of services fees.

Billing is calculated on a "cost plus" basis and divided between the subsidiaries according to their operating revenues and use of resources.

The Altran Technologies corporate holding billed its subsidiaries a total of €32.8m for support functions in fiscal year 2012. Recurring costs related to support functions borne by the parent company and not billed to its subsidiaries amounted to €9.2m over the full year.

The parent company also charges a royalty fee for the use of Altran's trademark, the amount of which is calculated as a percentage of sales.

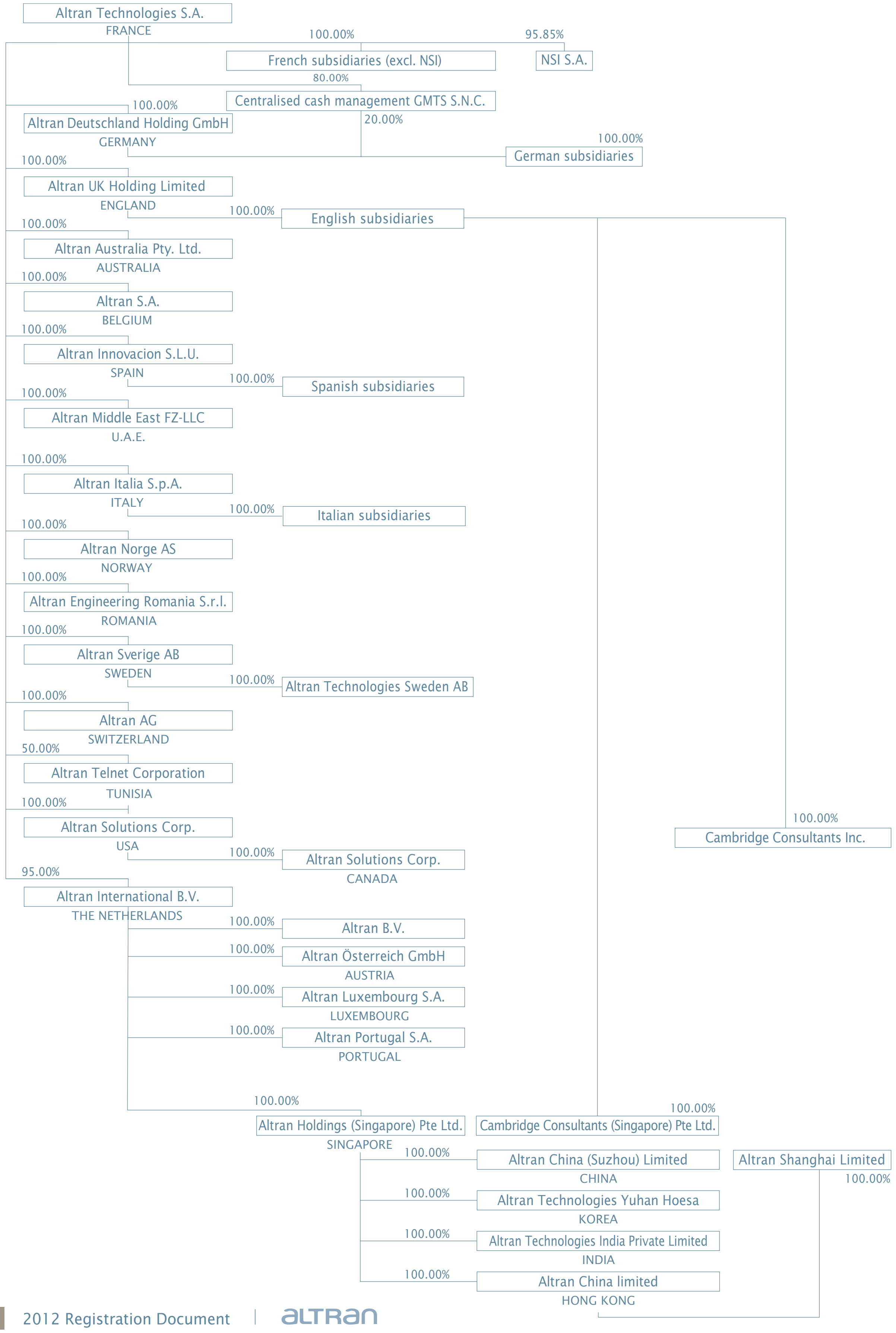
Centralised cash management

The parent company, like the Group's other entities, uses GMTS, its centralised cash management subsidiary, for the day-to-day coverage of overdrafts or payment of interest on cash surpluses of the subsidiaries.

Dividends

As the parent company, Altran Technologies receives dividends from its direct subsidiaries.

Simplified organisational chart



08

Property, plant & equipment

8.1 Major property, plant and equipment

Although Altran's policy is to rent its business premises, the Group owns property in France, Italy and the UK worth a total net value of €10.1m.

No property that is owned, either directly or indirectly by Altran managers, is leased to the company or the Group.

8.2 Environmental issues

Not significant.

8.3 Trademarks and patents

Altran has one subsidiary that carries out development work and files patents exclusively for the Group. Altran's clients are the sole owners of all new products and technology developed by the Group's consultants.

Almost the entire portfolio of trademarks managed by Altran is owned by the Group.

09

Financial statements – Management report

9.1 Key events

The Altran group turns thirty

In 2012, Altran celebrated its 30th anniversary. To mark the occasion, the Group published a book, "30 Years of Innovation for a Brighter Future", tracing Altran's success story as well as the history of innovation over the past thirty years. The book not only celebrates the success of the global leader in Innovation and High-Tech Engineering Consulting, but also the innovative and revolutionary breakthroughs achieved worldwide over the past three decades.

Innovation, the DNA of the Group since its inception, was the essential component in the creation of the Technology Consulting business, the forerunner of Innovation & High-Tech Engineering Consulting.

One of Altran's main objectives has always been to show how innovation serves to transform ideas into actions. Altran innovation is a real phenomenon in that it fuels the pioneering spirits of those putting forward innovative ideas. The Group's innovation solutions are unique, original, imaginative and particularly suited to our clients' projects.

Governance

At Altran's Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, Group shareholders appointed four new Directors - Mrs Florence Parly, Mrs Nathalie Rachou, Mr Christian Bret and Mr Hans-Georg Härter – to replace Messrs Roger Alibaut, Dominique de Calan, Yves de Chaisemartin and Michel Sénamaud whose mandates expired on the same date.

Altran's Special Committees now comprise the following members:

The Audit Committee

- Jacques-Étienne de T'Serclaes (Chairman)
- Jean-Pierre Alix
- Nathalie Rachou
- Thomas de Villeneuve (Censor)

The Appointment and Remuneration Committee

- Florence Parly (Chairman)
- Gilles Rigal
- Jacques-Étienne de T'Serclaes

The Investment and Acquisitions Committee

- Philippe Salle (Chairman)
- Christian Bret
- Monique Cohen
- Hans-Georg Härter
- Gilles Rigal

Creation of a Programs & Innovation division

A Programs & Innovation division has been set up to steer the Group's transformation with a view to enhancing the efficiency of its fixed-price contracts, developing global skills and promoting innovation.

The main objectives include:

- the implementation and running of a global group-wide organisation to manage projects from pre-sales through to delivery;
- off-shore centre management and development;
- support for the implementation of growth platforms, by developing new approaches using services that capitalise on the Group's savoir-faire;
- the development and implementation of a KM (Knowledge Management) system to manage our knowledge and skills.

Announcement of IndustrieHansa future acquisition

On 21 December 2012, the Group announced the acquisition of the German IndustrieHansa Group, which closing intervened early 2013.

9.2 Group performances

(€m)	2012	2011
Revenues	1,455.9	1,419.5
Other income from operations	36.9	26.8
Revenue from ordinary activities	**1,492.8**	**1,446.3**
Operating income on ordinary activities	**124.6**	**113.1**
Other non-recurring operating income and expenses	(13.6)	(47.3)
Goodwill impairment	0	(15.0)
Operating income	**111.0**	**50.8**
Cost of net financial debt	(16.9)	(24.2)
Other financial income	2.8	4.2
Other financial expenses	(6.4)	(7.9)
Tax expenses	(23.3)	(17.6)
Equity share in net income of associates	0	0
Net income before discontinued operations	**67.1**	**5.4**
Net income/loss on discontinued operations	(2.5)	(50.5)
Net profit	**64.6**	**(45.2)**
Minority interests	(0.0)	(0.3)
NET INCOME ATTRIBUTABLE TO GROUP	**64.6**	**(45.5)**
Earnings per share	0.45	(0.32)
Diluted earnings per share	0.45	(0.32)

* Data related to the disposal of Arthur D. Little booked under "Net income on discontinued operations".

Altran reported further profitable growth in 2012, with full-year revenues up at €1,455.9m over the period, vs. €1,419.5m in 2011, implying an organic increase of 4.3%. Restated for a favourable exchange-rate impact, economic growth came out at 3.6%.

Organic growth was particularly robust outside France (+6.1%).

The Group also continued to step up its R&D activities, which represented 72.1% of consolidated revenues in 2012, up 6.1% on 2011 levels.

The invoicing rate (excluding Cambridge Consultants) narrowed by 90 basis points, year on year, to 84.5%. Note, however, that levels in Q4 2012 were up on Q3 2012 (84.4%, vs. 84.1%).

Stronger revenue growth over the period made for an improvement in margins. As such, operating income on ordinary activities rose to €124.6m in 2012, equivalent to 8.6% of full-year sales (vs. 8.0% in 2011 and 5.5% in 2010).

With respect to other non-recurring operating income and expenses liable to impair the understanding of the Group's operating performance, Altran booked exceptional expenses of €13.6m at end-December 2012, including net restructuring costs of €9.4m.

Consolidated operating income came out at €111.0m in 2012, vs. €50.8m in 2011.

Net financing costs narrowed from €24.2m at end-2011 to €16.9m at end-2012 due mainly to the expiry of interest-rate swap contracts in early 2012.

Tax expenses over the period totalled €23.3m. This includes €14.9m of secondary corporation taxes, as well as €12.0m in current primary tax charges in the financial year, due to less favourable tax loss carry-forward regulations in Europe.

Factoring in a net accounting charge of €2.5m on the disposal of Arthur D. Little, net income attributable to the Group came out at €64.6m in 2012 vs. a net loss of €45.5m in 2011.

Revenues

The Group generated revenues of €1,455.9m in 2012, implying organic growth of 4.3% on year-earlier levels. Economic growth (i.e. on a like-for-like basis, excluding the exchange-rate impact and the change in the number of working days) came out at 3.6%.

Trends by region show that all zones contributed to growth (excluding scope-of-consolidation changes) with revenues up 2.7% in France, up 6.3% in the Northern zone, up 1.5% in the Southern zone and up 46.1% in the RoW zone.

This strong revenue performance was driven mainly by performances in the Group's Aerospace, Defence and Railways (ASDR), Energy, Industry and Life-sciences (EILiS) and, to a lesser extent, Telecoms & Media (TEM) industrial divisions. Brisk business was notably underscored by the increase in the number of billable employees (+1,040 consultants on 2011 levels), resulting from the Group's dynamic recruitment strategy.

Altran's annual invoicing rate (excluding Cambrige Consultants) stood at 84.5% in 2012.

Gross margin and operating income on ordinary activities

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011
Revenues	1,455.9	723.3	732.6	1,419.5	706.6	712.9
Gross margin*	414.1	213.9	200.2	406.8	209.3	197.5
As a % of sales	*28.4%*	*29.6%*	*27.3%*	*28.7%*	*29.6%*	*27.7%*
Overheads*	(289.5)	(144.8)	(144.8)	(293.7)	(144.6)	(149.1)
As a % of sales	*-19.9%*	*-20.0%*	*-19.8%*	*-20.7%*	*-20.5%*	*-20.9%*
OPERATING INCOME ON ORDINARY ACTIVITIES	**124.6**	**69.2**	**55.4**	**113.1**	**64.7**	**48.4**
As a % of sales	*8.6%*	*9.6%*	*7.6%*	*8.0%*	*9.2%*	*6.8%*

* Management KPI.

The consolidated gross margin came out at €414.1m, equivalent to 28.4% of sales.

Altran reported a further increase in operating income on ordinary activities to €124.6m (equivalent to 8.6% of sales), compared with €113.1m (8.0% of sales) in 2011.

This improvement stemmed not only from the increase in gross margin, but also from tight management of overheads which have been contracting as a percentage of sales (19.9% in 2012) over the past few years.

Trends in staff levels

	30/06/2011	31/12/2011	30/06/2012	31/12/2012
Total headcount at end of period	16,888	17,261	17,537	18,130

	H1 2011	H2 2011	H1 2012	H2 2012
Average headcount	16,547	17,129	17,150	17,871

At 31 December 2012, the total headcount stood at 18,130 employees, up 5.0% (+869 employees) on end-2011 levels.

Altran recruited 4,463 employees over the period, 10% fewer than in 2011 (4,957).

The 12-month moving average of the staff turnover rate narrowed 340 basis points, like-for-like, over the period to 17.4%. The decline was particularly apparent in Spain, Germany and Sweden, despite robust performances in these countries.

Note

In 2012, the Group modified its formula for calculating the staff turnover rate. Henceforth, only information relative to voluntary staff departures (resignation) and staff members employed on a permanent basis is included in the calculation formula.

The 2011 rate went from 25.8% to 20.8% according to the new formula.

Operating costs on ordinary activities

(€m)	2012	2011	2012 vs. 2011
Revenues	1,455.9	1,419.5	2.6%
Personnel Costs	1,047.1	1,007.2	4.0%
As a % of sales	71.9%	71.0%	1.0pt

(€m)	2012	2011	2012 vs. 2011
Total external charges	282.5	287.0	-1.6%
As a % of sales	19.4%	20.2%	-0.8pt
Outsourcing	103.1	106.2	-3.0%
As a % of sales	7.1%	7.5%	-0.4pt
Rental-Leasing charges	3.3	3.2	2.6%
As a % of sales	0.2%	0.2%	0.0pt
Simple rentals and external expenses	45.9	47.7	-3.8%
As a % of sales	3.2%	3.4%	-0.2pt
Training	8.2	8.9	-7.8%
As a % of sales	0.6%	0.6%	-0.1pt
Professional fees and external services	23.0	24.8	-7.1%
As a % of sales	1.6%	1.7%	-0.2pt
Transport and travel expenses	58.6	57.7	1.5%
As a % of sales	4.0%	4.1%	0.0pt
Other purchases and external costs	40.5	38.5	5.2%
As a % of sales	2.8%	2.7%	0.1pt

Growth in business was underpinned by an increase in personnel costs which rose 4% on 2011 levels, notably in France (+4.7%), Germany (+12.6%), Spain (+7.6%), the US (+31.9%) and the UK (+11.4%, excluding scope of consolidation changes).

Personnel costs were also boosted by Altran's strategy aimed at bringing projects back in house with a view to reducing outsourcing costs (-3%), notably in Germany and the US.

The other main operating-expense reduction concerned "Office leases and related expenses" which narrowed 3.8% over the period due to the rationalisation of the Group's office space in France (-2.4%) and Italy (-9.2%). Efforts were also made to reign in professional fees (-7.1%).

Cost of net financial debt

The cost of net financial debt (at €16.9m) includes:

- financial income of €2.5m generated on investments in cash and cash equivalents; less
- financial expenses of €19.4m, corresponding to interest paid on 1/ the convertible bond loan, redeemable on 1 January 2015 (for €8.8m), 2/ borrowings (€0.7m), 3/ credit lines drawn down by the Group (€0.8m), 4/ interest rate swap contracts (€0.3m) and 5/ the factoring of trade receivables (€2.5m) and to the amortisation of the fraction of the convertible bond booked in net equity (€6.3m).

Taxes on earnings

Net tax expenses of €23.3m in 2012 included:

- income tax expenses of €26.9m, of which €14.9m in secondary taxes (comprising mainly the French CVAE accounting for €10.5m and the Italian IRAP business tax for €2.7m); and
- a deferred tax-credit of €3.6m.

Statement of Cash flows

The Group's cash flows at end-2012 and end-2011 are given in the following table:

(€m)	2012	2011
Net financial debt at opening (1 January)	**(169.8)**	**(180.4)**
Cash flow before net interest expenses and taxes	127.6	115.1
Change in working capital requirement	(29.8)	(16.1)
Net interest paid	(13.3)	(20.4)
Taxes paid	(26.9)	(27.7)
Impact on cash flow operations of discontinued operations	0.0	(9.0)
Net cash flow from operations	**57.6**	**41.7**
Net cash flow from investments	**(25.5)**	**(37.0)**
Net cash flow before investments	**32.1**	**4.8**
Impact of changes in exchange rates and other	(2.1)	4.8
Impact of capital increase	(0.6)	1.0
NET FINANCIAL DEBT AT CLOSING	**(140.4)**	**(169.8)**

Net cash flow generated by operations including interest payments

Net cash flow from operations increased to €57.6m over the period, vs. €41.7m reported at end-2011. This improvement was achieved on the back of:

- an increase in cash flow generation to €127.6m at end-2012 (vs. €115.1m at end-2011), stemming from a further improvement in the Group's operating performances;
- a €29.8m deterioration in working capital requirement, consequence of the activity growth;
- a reduction in net interest (€13.3m) stemming from the expiry of interest-rate swap contracts at the beginning of the year and stability in the amount of taxes paid (€26.9m).

Net cash flow invested

The Group invested net cash of €25.5m in 2012 vs. €37.0m at end-2011.

Excluding impact of changes in perimeter and discontinued activites (decrease by €18.4m), the €6.2m increase stemmed essentially from tangible and intangible asset acquisitions required to carry out the preparations necessary for the transfer of the advanced engineering and innovation activities in the Paris region to the new facilities in Vélizy-Villacoublay.

Group net debt

Net financial debt is the difference between total financial liabilities and cash and cash equivalents.

(€m)	Dec. 2012	Dec. 2011	Variation
Convertible bonds	99.8	99.8	
Medium-term credit line	0.9	29.3	(28.4)
Short-term credit line	217.7	227.7	(10.0)
o/w factoring	175.1	187.9	(12.8)
TOTAL FINANCIAL DEBT	**318.4**	**356.9**	**(38.5)**
Cash and cash equivalent	178.0	187.1	(9.1)
NET FINANCIAL DEBT	**140.4**	**169.8**	**(29.4)**

(€m)	Dec. 2012	Dec. 2011
NET FINANCIAL DEBT	**140.4**	**169.8**
Employee profit-share	2.1	3.3
Accrued interest	26.1	21.7
NET DEBT	**168.6**	**194.9**

Available factoring lines totalled €315.6m.

9.3 Segment reporting

In accordance with IFRS 8, Altran presents its segment financial information by aggregations of operating segments.

Altran's operating segments at end-2012 include:

- France;
- Northern zone: Austria, the Benelux countries, Denmark, Germany, Ireland, Norway, Romania, Sweden, Switzerland and the UK;
- Southern zone: Italy, Portugal and Spain;
- Rest of the World (RoW) zone: Asia, the Middle East, North America and Tunisia.

Revenues by operating segment (after inter-segment eliminations)

At 31 December 2012, consolidated revenues came out at €1,455.9m, up 2.6% on 2011. The breakdown of Group revenues by operating segment is given in the table below:

	2012				2011		
(€m)	Total Segments	Inter-segment elimination*	Revenues	As a % of sales	Revenues	As a % of sales	% change
France	782.7	(40.2)	742.6	51.0%	723.5	51.0%	2.6%
Northern zone	382.6	(16.2)	366.4	25.2%	364.9	25.7%	0.4%
Southern zone	310.3	(6.2)	304.2	20.9%	299.7	21.1%	1.5%
Rest of the World	43.4	(0.6)	42.7	2.9%	31.4	2.2%	36.2%
TOTAL	**1,519.1**	**(63.2)**	**1,455.9**	**100.0%**	**1,419.5**	**100.0%**	**2.6%**

* Including commercial reallocations (France: €6.2m / Northern region: €2.9m / Southern region: €-4.3m / RoW: €-4.9m in 2012).

Economic growth (i.e. on a like-for-like basis, excluding the exchange-rate impact and the change in the number of working days) came out at 3.6%.

Trends by region show that all zones contributed to growth at constant exchange-rates and on a like-for-like basis.

- Group operations in France reported further growth with revenues up 2.7% on 2011;
- in the Southern zone, Altran's revenues rose 1.5% despite sluggish trading conditions in markets such as Spain and Portugal;
- the Northern zone recorded robust growth with revenues up 4.9% on a constant exchange-rate and like-for-like basis;
- the RoW zone reported further growth with revenues up 28.1% on a constant exchange-rate and like-for-like basis, vs.+24.4% in 2011.

The breakdown of 2012 revenues by country (after inter-segment eliminations) is as follows:

(€m)	2012	As a % of sales	H2 2012	As a % of sales	H1 2012	As a % of sales	2011	As a % of sales	H2 2011	As a % of sales	H1 2011	As a % of sales	2012 vs. 2011
France	742.6	51.0%	364.2	50.4%	378.4	51.6%	723.5	51.0%	359.8	50.9%	363.8	51.0%	2.6%
Germany	104.1	7.2%	54.2	7.5%	49.9	6.8%	100.3	7.1%	51.5	7.3%	48.8	6.8%	3.8%
Austria	2.6	0.2%	1.5	0.2%	1.1	0.1%	2.1	0.1%	1.0	0.1%	1.0	0.1%	24.2%
UK / Ireland	92.4	6.3%	47.8	6.6%	44.7	6.1%	105.9	7.5%	53.2	7.5%	52.7	7.4%	-12.7%
Benelux Countries	91.6	6.3%	43.7	6.0%	47.9	6.5%	93.1	6.6%	45.6	6.4%	47.5	6.7%	-1.6%
Switzerland	26.1	1.8%	12.7	1.8%	13.4	1.8%	24.2	1.7%	12.6	1.8%	11.6	1.6%	7.8%
Scandinavia	49.6	3.4%	25.3	3.5%	24.3	3.3%	39.4	2.8%	19.5	2.8%	19.9	2.8%	25.8%
Italy	158.3	10.9%	78.2	10.8%	80.2	10.9%	160.5	11.3%	78.6	11.1%	81.9	11.5%	-1.4%
Spain	130.6	9.0%	64.9	9.0%	65.8	9.0%	122.8	8.7%	60.7	8.6%	62.1	8.7%	6.4%
Portugal	15.2	1.0%	7.3	1.0%	7.8	1.1%	16.4	1.2%	8.0	1.1%	8.4	1.2%	-7.3%
Tunisia	0.5	0.0%	0.2	0.0%	0.3	0.0%	0.6	0.0%	0.3	0.0%	0.3	0.0%	-22.3%
UAE							0.0	0.0%	0.0	0.0%	0.0	0.0%	n/a
Asia	10.7	0.7%	6.2	0.9%	4.5	0.6%	8.1	0.6%	4.3	0.6%	3.8	0.5%	32.7%
USA	31.6	2.2%	17.2	2.4%	14.4	2.0%	22.7	1.6%	11.5	1.6%	11.2	1.6%	38.9%
TOTAL	**1,455.9**	**100.0%**	**723.3**	**100.0%**	**732.6**	**100.0%**	**1,419.5**	**100.0%**	**706.6**	**100.0%**	**712.9**	**100.0%**	**2.6%**

Revenues by business segment

The breakdown of 2012 revenues by business segment is given in the table below:

(€m)	Innovation and advanced engineering	Organisation and IT Services consulting	Total
Revenues	1,049.0	406.9	1,455.9
As a % of sales	72.1%	27.9%	100.0%

Advanced engineering & Innovation consulting, the Group's core business, accounted for 72.1% of 2012 revenues vs. 69.6% in 2011. As global leader in this sector, Altran operates mainly in the Automotive, Aeronautics, Space, Defence, Telecoms and Energy markets. This activity ensures client support throughout design, development, processing and manufacturing.

Organisation & IT Services consulting focuses on IS consulting and the integration of IT Services. This activity is particularly developed in the financial and telecoms sectors, as well as in industrial sectors, notably with respect to the implementation of new communication and embedded systems.

Revenues and operating income on ordinary activities by operating segment (before inter-segment eliminations)

For the record, 2012 and 2011 margins are not fully comparable given the change in recharging system adopted for holding company costs in 2012.

France including the Group's corporate holding

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011	2012 vs. 2011
Revenues France Zone	782.7	384.1	398.6	760.3	381.1	379.2	3.0%
Total operating income	810.3	402.4	407.8	781.5	397.5	384.0	3.7%
Total operating charges	(750.8)	(371.0)	(379.8)	(722.7)	(360.6)	(362.0)	3.9%
Operating income on ordinary activities	59.5	31.4	28.1	58.8	36.8	22.0	1.1%
Operating income on ordinary activities (%)	7.6%	8.2%	7.0%	7.7%	9.7%	5.8%	-0.1 pt

France segment includes French operations as well as corporate holding activities. For a better understanding, French operations have been isolated below.

Against a difficult backdrop, revenues in the French zone rose 3% on 2011 levels to €782.7m. This performance was underpinned solely by an increase in staff numbers (+438), reflecting the company's dynamic recruitment strategy throughout 2012.

The invoicing rate (-160 basis points) was directly impacted by the slump in the Automotive and Financial sectors.

France (operations + corporate holding) showed a €59.5m operating income in line with 2011. Overall costs were kept under control thanks to the optimisation of expenses such as rentals (-2.4%) and professional fees (-15.3%). The operating expenses that did increase were those directly related to the Group's activity such as operating outsourcing costs (+12.2%) and other external purchases and services (+1.5%).

French operations

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011	2012 vs. 2011
Revenues France Zone	757.0	372.3	384.7	734.7	365.2	369.5	3.0%
Total operating income	784.0	390.3	393.7	754.9	380.8	374.2	3.9%
Total operating charges	(715.4)	(351.3)	(364.0)	(682.8)	(342.2)	(340.6)	4.8%
Operating income on ordinary activities	68.6	39.0	29.7	72.1	38.5	33.6	-4.8%
Operating income on ordinary activities (%)	9.1%	10.5%	7.7%	9.8%	10.6%	9.1%	-0.8pt

The increase in revenues was fuelled exclusively by performances in the Advanced Engineering & Innovation Consulting division given a decline in revenues on Organisation and IT Services consulting which was penalised by problems in the financial sector.

Growth was mainly driven by the AeroSpace, Defence & Rail (ASDR) sector and, to a lesser extent, by Energy, Industry & Life Sciences (EILiS):

- business was sustained by a sharp increase in certain ASDR accounts, coupled with upstream and downstream diversification into activities such as testing and manufacturing at EADS, contracts that enabled Altran to offset pressure in the aeronautics market, stemming from delays in the A350 roll-out, as well as the limited visibility on future growth prospects;
- despite poor performances in the healthcare segment, the EILiS division posted growth, mainly in the Nuclear sector, thanks to contracts win related to projects requiring specialised skills (neutronic calculation, probabilistic and deterministic safety analysis), and in the medical equipment segment, notably for embedded systems.

However, the slump in the Automotive and Financial sectors took its toll on French operations which reported slower growth in 2012 than in previous years:

- in the Automotive sector, difficulties experienced by manufacturers and automobile parts suppliers prompted the Group to shift to their suppliers' Tier one subcontractors who had diversified after the 2009 financial crisis;
- in the Financial sector, particularly sluggish business in H1 2012 led to drastic cuts in the budgets of our main clients, as well as early project terminations. The rebound towards the end of the year and several back-office contracts win helped limit the full-year decline in divisional revenues;
- the Telecoms & Media (TEM) sector was seriously penalised by the arrival of a new market player and the subsequent pressure on prices.

Operating margin by French operations, excluding corporate holding costs not recharged to subsidiaries (€9.2m in 2012 vs. €13.3m in 2011), came out at 9.1%.

Northern zone

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011	2012 vs. 2011
Revenues Northern zone	382.6	194.1	188.5	376.7	189.7	187.0	1.6%
Total operating income	388.1	197.3	190.8	381.7	192.2	189.4	1.7%
Total operating charges	(355.1)	(179.1)	(176.0)	(350.2)	(175.8)	(174.4)	1.4%
Operating income on ordinary activities	33.0	18.3	14.7	31.5	16.4	15.1	4.8%
Operating income on ordinary activities (%)	8.6%	9.4%	7.8%	8.4%	8.6%	8.1%	0.3pt

In the Northern zone, revenues (before inter-segment eliminations) came out at €382.6m in 2012, up on the 2011 figure.

On a constant exchange-rate and like-for-like basis (excluding the disposal of Hilson Moran), revenues rose 6.3% on 2011 levels.

Barring the Benelux countries, where revenues slowed, business in the Northern zone was brisk, with revenue growth underpinned by an increase in human resources (+189). The invoicing rate, however, dipped slightly (-20 basis points) and the average day rate was penalised by particularly heavy pricing pressure in the Benelux region and the ASDR activity in Germany.

- Germany: trends observed at the Group's German subsidiary in 2011 continued into 2012, with revenues up 6.7%, boosted by the German automotive industry which plays a leading role in the global car market.
- Scandinavia: Altran's Scandinavian operations performed well (revenues up 19.1% on a constant exchange-rate basis), with growth in practically all divisions. Business was particularly brisk in the Telecoms & Media division which is now the subsidiary's main market (26% of sales) ahead of the automotive sector. Key indicators in this regional market are solid; underscoring an improvement both in the dayly sales rate and the invoicing rate (+140 basis points), as well as an increase in staff numbers (+48).
- The UK: Altran's UK operations posted revenue growth of 8.4% (on a constant exchange-rate and like-for-like basis) on the back of strong performances reported by Cambridge Consultants Limited in the EILiS segment. In addition, new contracts win in the automotive sector should allow for promising diversification.
- Switzerland: Altran's Swiss revenues rose 4.6%, on a constant exchange-rate basis, buoyed by a 170 basis-point improvement in the invoicing rate. Revenue growth, which was particularly robust in the industrial and medical equipment sectors, also stemmed from new account start-ups, which more than offset pricing pressure and budget cutbacks in the TEM sector.
- Belgium: the Group's Belgian operations were hampered by rigorous selection criteria implemented by Group clients eager to reduce the number of suppliers, as well as by pricing pressure. Within this context, Altran's subsidiary secured several contracts offering approved supplier status. The invoicing rate remained stable (+90 basis points) thanks to solid performances in the Telecoms and Automotive divisions which offset problems in the Financial Services segment.
- The Netherlands: Dutch operations posted a further decline in revenues (-3.6%) in 2012 due to heavy pressure on prices, coupled with difficulties in the subsidiary's main market, Financial Services & Government (FSG).

Moreover, profitability of the Northern zone was negatively impacted by recognition of losses-on-completion on two projects.

Southern zone

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011	2012 vs. 2011
Revenues Southern zone	310.3	154.0	156.3	304.2	149.6	154.6	2.0%
Total operating income	314.5	157.2	157.3	305.0	150.3	154.6	3.1%
Total operating charges	(282.5)	(138.6)	(144.0)	(281.3)	(138.5)	(142.8)	0.5%
Operating income on ordinary activities	31.9	18.6	13.3	23.7	11.9	11.8	34.6%
Operating income on ordinary activities (%)	10.3%	12.1%	8.5%	7.8%	7.9%	7.7%	2.5pts

The Southern zone reported strong revenue and profitability performances.

Revenues (before inter-segment eliminations) continued to rise in 2012 coming in at €310.3m (+2% on 2011 levels). Growth in the Southern zone was underpinned by solid performances in Spain (+7.4%), as well as an increase in human resources which offset the decline in the dayly sales rate and the stagnation in the invoicing rate.

- Spain: Altran's Spanish subsidiaries reported strong growth despite the bleak economic backdrop and particularly lacklustre market. This solid performance was essentially underpinned by the build-up and diversification of Altran Spain's portfolio of clients in the Aeronautics industry (+21.4%), which represents around 25% of regional sales. The TEM and EILiS segments also posted double-digit growth, underscoring Altran's ability to accompany its clients through their transformation process, to operate as a global partner and to focus on more buoyant markets, such as pharmaceuticals.

- Italy: Altran's Italian revenues dipped slightly (-1.6%) but performances varied by sector of activity: the slowdown in the ASDR segment (-15.4%) was partially offset by robust growth in automotive revenues (+13.8%). Likewise, solid performances in the Financial Services segment offset project delays in the Telecoms sector.
- Portugal: despite a grim economic backdrop, the Portuguese subsidiary managed to limit the rate of decline in 2012 (-1.5% on 2011 levels) thanks mainly to the ramp-up of outsourcing within the Group. Furthermore, in a bid to refocus on its core activities, the subsidiary sold its training business. This positive factor was accompanied by an improvement in margins (thanks to tight inter-contract management which boosted the invoicing rate by 40 basis points vs. 2011), and the consultant turnover rate, as well as the optimisation of the cost structure.

Operating income on ordinary activities in the Southern zone came out at €31.9m, equivalent to 10.3% of 2012 sales, vs. 7.8% in 2011. This 250 basis-point margin improvement stemmed mainly from:

- a particularly strong competitive position;
- tight management of personnel costs and overheads;
- a permanent capacity to adapt thanks to high quality management teams.

Rest of the World (Asia, the US, the Middle East and Tunisia)

(€m)	2012	H2 2012	H1 2012	2011	H2 2011	H1 2011	2012 vs. 2011
Revenues RoW Zone	43.4	23.9	19.5	32.3	16.5	15.8	34.3%
Total operating income	43.3	23.9	19.4	32.3	16.5	15.8	34.1%
Total operating charges	(43.2)	(23.1)	(20.0)	(31.9)	(16.4)	(15.5)	35.2%
Operating income on ordinary activities	0.2	0.8	(0.6)	0.4	0.2	0.2	-53.1%
Operating income on ordinary activities (%)	0.4%	3.3%	-3.1%	1.2%	1.0%	1.4%	-0.8pt

In the Rest of the World (RoW) zone, revenues (before inter-segment eliminations) surged 34.3% in 2012, to €43.4m, compared with €32.3m in 2011. Growth was mainly driven by an increase in staff numbers (+111 FTEs - full time equivalents) and an improvement in dayly sales rates. The currency impact accounted for around 25% of RoW revenue growth. Excluding the exchange-rate impact, growth would have been 26.2%.

Growth in the RoW zone was mainly underpinned by Altran's US operations (+26.9% on a constant exchange-rate basis). New contracts to upgrade electric power distribution networks and US nuclear plant transmission structures have allowed for diversification at the regional and sector levels.

Group operations in Asia also reported strong growth in revenues (+32% on a constant exchange-rate basis) both in China and India.

- China: Altran's Chinese subsidiary successfully implemented its diversification strategy resulting in a reduction in the contribution from Telecoms & Media (TEM) activities, which was achieved by strengthening the Automotive, Infrastructure & Transport (AIT) activity and, to a lesser extent, the ramp-up of its EILiS business (Energy Industry & Life Sciences).
- India: Altran India continued to build up business at its off-shore platform and develop local support solutions for major European groups.

9.4 Social, environmental and society-related information

Altran first adapted a Corporate Social Responsibility (CSR) strategy in 2008 and joined the United Nations Global Compact in 2009. As a socially responsible company, Altran has since developed this strategy and after analysing the impacts of innovation consulting, and examining the Group's responsibility *vis-à-vis* the consequences of its activity on society, has identified three areas of CSR commitment, namely:

- to be a partner of excellence;
- to be a responsible employer;
- to be a committed player.

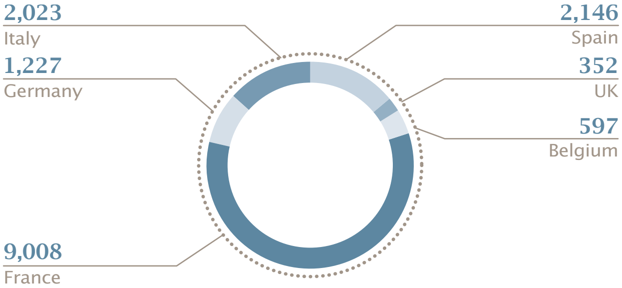
The countries included in the scope of social, environmental and society-related information are as follows: Belgium, France, Germany, Italy, Spain and the UK (excluding Cambridge Consultants).

9.4.1 Employees

9.4.1.1 Breakdown of workforce by gender and by geographic zone

The number of employees within Altran's social, environmental and society-related scopes of information totalled(1) 15,353 at 31 December 2012.

The Group's workforce comprises all staff members employed in six of the countries within Altran's scope of consolidation. This breaks down as follows:



Women account for 26% of the workforce (4,034 employees) and men for 74% (11,319).

9.4.1.2 Staff turnover rate by country

At end-December 2012, the staff turnover rates (as defined on page 32 of the present Registration Document) came out at 24.2% in the Belgium/Luxembourg region, 18.2% in France, 19.9% in the German/Austrian region, 14.8% in Italy, 11.2% in Spain, and 14.3% in the UK.

9.4.1.3 Executive-Director recruitment policy at the national level

Regarding foreign subsidiary development, the Group recruits its Executive-Directors and operational and functional managers locally, while maintaining an international mobility.

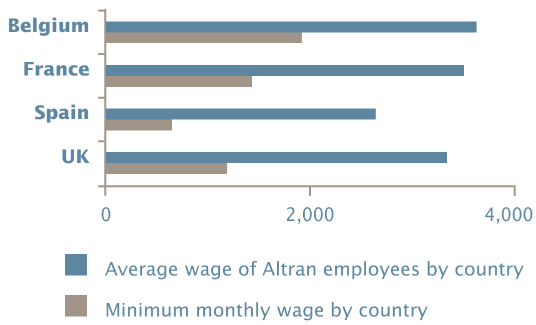
9.4.2 Compensation and salary trends

Concerning employee remuneration, Altran has adopted a personalised compensation strategy. Career Management Committees have been set up across the Group and tools implemented to control staff costs.

Personnel costs totalled €1,047,108k at end-December 2012, up 4% on year-earlier levels (€1,007,186k).

The pension plan structure set up for Altran employees in six of the countries within the Group's regional scope of consolidation is based on a defined contribution pension scheme.

Comparison between the average wage of Altran employees by country and the minimum monthly wage by country(2):



In the context of its 2012-2015 strategic plan, Altran is developing a programme designed to harmonise and standardise the compensation and benefits paid to directors and sales teams.

The Human Resources department has implemented a system to provide specific career management and remuneration monitoring to all of Altran's Directors (around 120 people with responsibilities at the highest level in Group subsidiaries and at corporate level).

The policies defining the variable component of director compensation are fully harmonised across the Group. These are redefined every year to take into account the strategic objectives of the company, and validated by the Executive Committee.

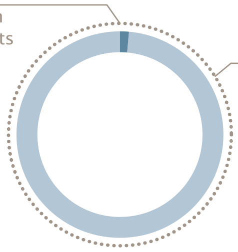
Quantitative criteria accounts for at least 60% of the variable compensation component related to operational performances. These cover the standard financial indicators specific to each function (EBIT, margins, revenues, DSO, etc). Qualitative criteria also relates to achieving a set of pre-defined performance-related objectives allocated to each Director within his/her specific scope of intervention.

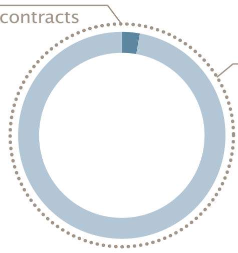
(1) See methodology section.

(2) The minimum wage in Belgium, as fixed by the *convention collective* (collective agreement) on 28 September, is equivalent to a class D salary plus one year working experience for employers and employees under the remit of the CPNAE.

9.4.3 Organisation of working time

The standard working week is 35 hours in France, 37.5 hours in the UK, 38 hours in Belgium and 40 hours in Germany, Italy and Spain.





9.4.4 Organisation of social dialogue and collective bargaining agreements

Collective bargaining agreements by country:

	Belgium	France	Germany	Italy	Spain	UK
% of employees covered by the collective agreement	100%	100%	31.70%	100%	100%	0
Number of collective agreements signed	0	≈15	5	3	1	0

9.4.5 Health and safety at work

Altran is committed to preserving the health and safety of its employees in compliance with EU directives, and national legislation and regulatory requirements in the countries where it operates. Health and safety strategies as well as its professional-risk prevention plans are defined at the national level. As such, these policies are integrated into Altran France's quality management system, Altran Excellence. Every year, Altran France defines its HSE strategy for the year ahead. In 2012, the strategic objectives were three-fold:

- pursue a continuous reduction in the number of accidents and incidents by eliminating their causes and controlling risks at the health, safety and environmental levels;
- guarantee that all dangerous operations undertaken by Altran at client sites are covered by risk-prevention plans;
- implement, check and improve the efficiency of health and safety practices of the Group and propose solutions to optimise the practices of its clients.

	Belgium	France	Germany	Italy	Spain	UK
Number of employees on health and safety committees	15	≈ 60	5	10	18	4
% of staff participating in these committees	2.51%	0.67%	0.41%	0.49%	0.84%	1.14%
Number of occupational injuries	5	45	n/a	4	26	0
Number of cases of occupational illness	0	0	n/a	0	0	0
Absentee rate(1)	3.85	4.40	4.50	4.56	2.68	2.42

(1) Days of absence include lost days for ordinary sick leave, occupational injury, transport-related accidents, occupational illness, maternity and paternity leave, unjustified absence and unpaid leave.

Occupational Health and Safety Committees are compulsory in France, Belgium, Germany and Italy.

Formal agreements have been signed with staff representatives in Belgium, Italy, Spain and the UK(1), concerning the following occupational health and safety issues:

- personal protective equipment;
- joint management-worker occupational Health and Safety Committees;
- participation of staff representatives at health and safety inspections, audits and accident investigations;
- training and education;
- complaint mechanisms;
- the right to refuse unsafe work;
- periodic inspection.

9.4.6 Training

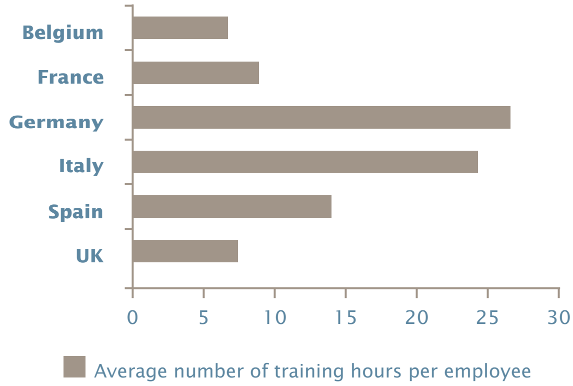
In 2012, Altran created a Training and Development Committee to coordinate the training programs offered with the strategic objectives and the specific requirements related to the Group's activity.

The Committee monitors the development of Altran's group-wide training programme and works with the Human Resources and operational departments to offer a development plan designed for staff members.

This development plan offers Altran employees the possibility of developing their skills in-house either at the corporate level via the International Management Academy (IMA), at the Group's national training academies, or via Altran Education Services.

- Launched more than ten years ago, the IMA is the Group's professional development centre focused on the strategic skills required in the fields of management and leadership, project management and business development. The IMA designs and implements group-wide sales and managerial training programs (both classroom-based and via e-learning). Its role is to provide staff with support in assuming responsibility, and career development.
- The purpose of the Group's national training academies is to meet the specific needs of Altran's employees in terms of acquiring technical and language skills, and at the personal-development level.
- Altran Education Services (AES) provides a framework for the entire range of training programs offered to Group clients.

Group employees received a total of 198,729 hours of training in 2012.



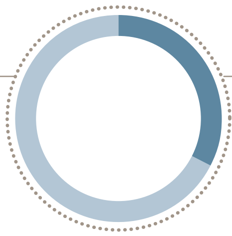
9.4.7 Diversity

9.4.7.1 Gender equality in the workplace

In a bid to challenge the stereotypes that continue to hamper the careers of women engineers, Altran, in conjunction with Areva, Chicago Booth, EADS, Safran and SNCF, chaired a series of panel discussions at the "Women in Engineering Corner" during the 2012 Women's Forum. Themes discussed included the wide range of professional skills and training programs, as well as different nationalities and cultural profiles required to ensure innovation in companies, and namely the importance of promoting women alongside men in the field of engineering in order to enhance corporate performance. At the 2012 forum, Altran helped raise awareness to the subject of diversity and the vital role it plays in cutting-edge technologies.

Percentage of female employees relative to total workforce

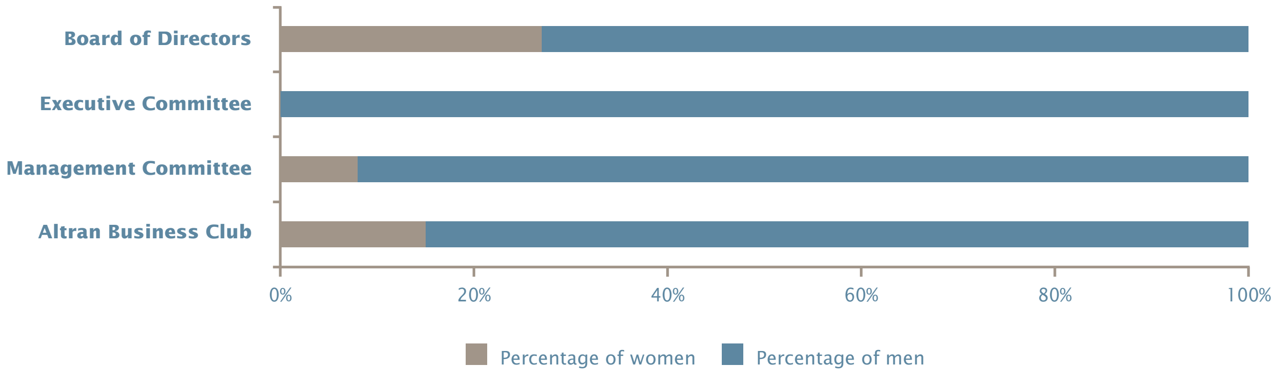
74%
Percentage of men



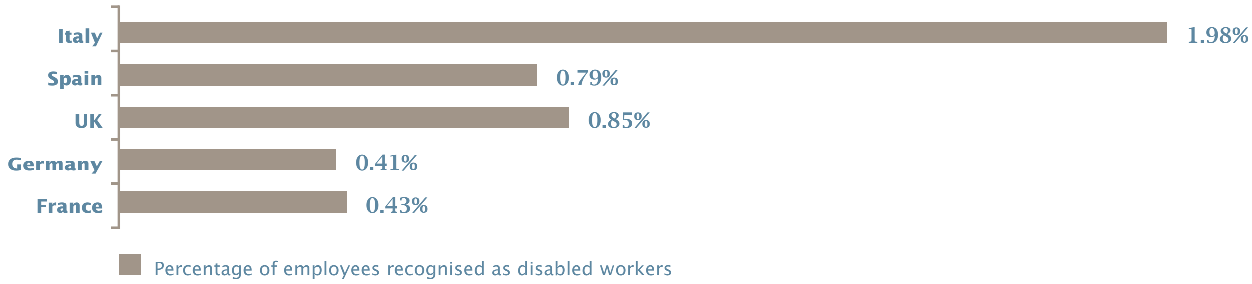
26%
Percentage of women

(1) No formal agreement has been signed in the UK concerning personal protective equipment.

Percentage of male and female executive officers serving on the Group's administrative and management bodies



9.4.7.2 Employment and integration of people with disabilities



9.4.7.3 Anti-discrimination policy

Altran's anti-discrimination policies are implemented at the national level in compliance with the corresponding laws and regulatory requirements in the countries where the Group operates. Altran is a signatory of the Diversity Charter in France, Italy and Spain.

9.4.8 Corporate organisation designed to address environmental issues

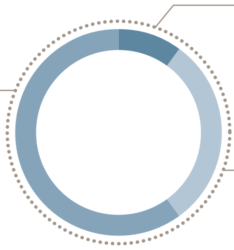
Regarding environment certification, Altran's sites in Italy, Spain and Belgium have obtained environmental certification (ISO14001 and/or the "Ecodynamic Enterprise" label)[1].

Elsewhere, Altran is progressively implementing procedures to measure and reduce the environmental impact of its activity. In Germany, environmental impact is measured by collecting data from the purchasing department and the mobility manager who ensures that initiatives are implemented to reduce pollution caused by Group transport and measures their efficiency on a continuous improvement basis.

An Environmental Management System (EMS) is currently being set up in France, and will be rolled out in 2013 with a view to obtaining ISO14001 standard certification in 2014. Pending deployment, environmental impact is measured by collecting data from financial services, purchasing departments, car-fleet managers, general services departments, buildings managers, and the Group's services providers. This organisation promotes the development of initiatives to reduce the environmental impact caused by Group transport and purchased goods. The manager of Environment France is in charge of coordinating actions and implementing the EMS.

(1) Developed by the Brussels Institute of Environmental Management, the Ecodynamic Enterprise label is the equivalent certification for the European Eco-Management and Audit Scheme (EMAS) standard.

In the UK, the managers of the health, security, environmental and CSR divisions organise data collection for the purposes of measuring the main environmental impacts of the Group's activity.



9.4.9 Employee access to environmental training and information

Altran's subsidiaries in Belgium, Germany and Spain raise the awareness of new employees to environmental issues during general integration seminars. On arrival, new employees in Spain receive orientation and best practices guides containing information on the environment. Posters reminding employees of best practices for reducing paper, electricity and water consumption are on display at Group subsidiaries in Belgium, France, Spain and Italy. Awareness campaigns are carried out on a regular basis via email and Intranet. In 2012, Altran France participated in Sustainable Development Week and Mobility Week. In Spain, employee awareness to more eco-friendly technologies was raised through events and conferences organised by the excellence centre devoted to new automotive technologies in Barcelona, the presentation of the Quimera project and the arrival of Solar Impulse in Madrid.

Altran Belgium, Altran Germany and Altran Spain opted to promote innovative environmental projects within the context of the 2012 Altran Foundation for Innovation competition.

The training catalogues in Belgium, Italy and Spain include courses on the environment.

9.4.10 Paper and Water

Paper consumption in 2012 at the sites in the Group's regional reporting scope(1) totalled 18,794kg(2).

Given the nature of Altran's activities, water consumption is limited to domestic use (toilets, showers, wash-hand basins, kitchen sinks, dish washing machines, coffee machines, and water fountains, etc.). All water consumed by the company is drawn from urban water reserves.

9.4.11 Energy

Energy consumption(3) at Altran sites:

(in kilowatt hours)	Total	Belgium	France	Germany	Italy	Spain	UK(1)
Energy consumption	23,484,428	988,279	13,026,373	1,704,033	3,416,814	2,671,839	1,677,090
o/w electricity consumption	20,275,250	638,526	11,075,789	1,704,033	2,771,525	2,408,286	1,677,090
Average energy consumption per m²	291(2)	282	284	388	219	307	n/a

(1) Excluding energy used to heat the London site.
(2) Excluding London.

(1) Excluding Altran France sites.
(2) Only A3/A4 paper used for printers and bought for use in sites within the scope of consolidation (excluding paper consumption by employees working at client sites).
(3) Primary energy consumption. 2011 data for Altran sites in France, Germany and Italy.

9.4.12 Travel

2,368,553 litres of fuel were consumed by company cars owned by Group employees (11% of total workforce).

28,102 business flights were made in 2012 covering a total of 18,823,161km implying an average flight distance of 670km.

Geographical breakdown of business flights[(1)]:

	Belgium	France	Germany	Italy	Spain	UK
Number of business flights	253	12,215	4,189	5,564	5,280	601
Number of business flight km	176,122	8,701,188	2,541,175	3,013,002	3,682,735	708,939
Average number of business flight km per plane	696	712	607	542	697	1,180

9.4.13 Measures being taken to reduce the environmental impact of the Group's activity

Altran is improving its technical installations and developing organisational measures to reduce the environmental impact of Group transport and paper consumption, to improve waste management and energy efficiency.

To reduce paper consumption, tools have been implemented to monitor printing, and automatically configure printers to print in black and white and recto/verso. The Group also organised a "paper-free week", replaced its individual printers with collective models, and implemented paperless solutions for electronic administrative and human-resources management, as well billing, etc.

Measures implemented to reduce energy consumption include: 1/ energy-saving lighting and air-conditioning systems ensuring that power is automatically shut down outside office hours, 2/ smart lighting systems that use sensors to measure the movement and degree of natural light, 3/ HEQ (High Environmental Quality) buildings, 4/ smaller office-space areas, and 5/ security-officer surveillance to ensure that lights are switched off and windows are closed, etc.

To reduce pollution caused by Group transport, vehicles in Altran's car fleet are low CO_2 emission models. In addition, all sites are equipped with video and audio conference systems, and car-pooling platforms and free shuttle services are available to employees. Public transport fares are reimbursed in full, and a mobility programme promoting the most eco-friendly means of transport has been introduced (public transport, train, car-sharing, bicycles, etc).

The number of sites with waste sorting and recycling facilities is increasing and the quality of these services is improving (see paragraph 9.4.15).

Altran promotes efforts to reduce the level of water consumption and has installed dual-flush toilets and soap dispensers mounted on wash hand basin taps at its sites.

9.4.14 Greenhouse gas emissions and the climate change issue

Altran's commitment to the protection of the environment prompted the Group to develop several projects focused on measuring and reducing CO_2 emissions and developing more environment-friendly innovative solutions. The Altran group mobilised a number of its specialists and, in 2009, created an international network of skilled professionals to develop sustainable solutions in the fields of energy, the sustainable city (mobility and buildings), eco-technologies and eco-design. An internal research programme has been in place since 2009, for the purposes of developing skills and tools geared to enhance the sustainable value of solutions, products and services.

Because of its sector of activity, Altran does not expect risks of a regulatory nature or those related to material changes caused by climate change to have a significant impact on the Group's financial situation.

Greenhouse gas emissions:

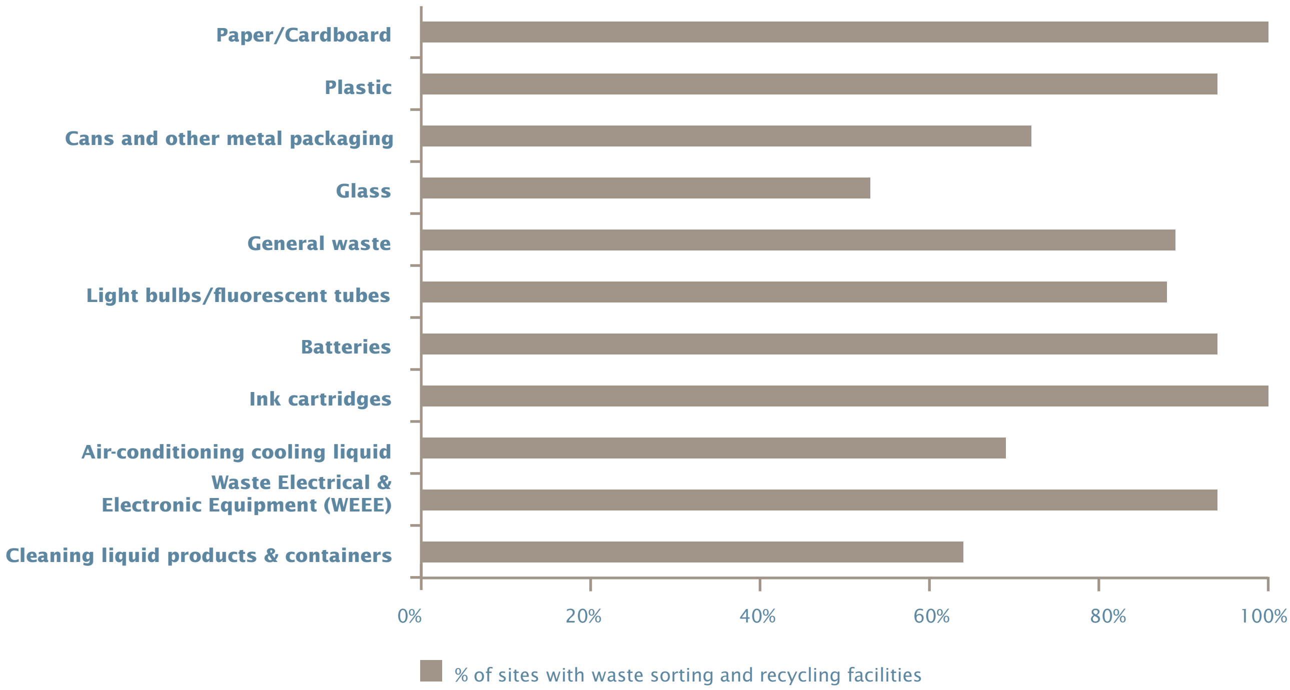
CO_2 emission sources	Associated CO_2 emission coefficients (tonnes)
Paper consumption	25
Group sites (energy consumed)	2,367
Transport	10,747
o/w company cars	*6,192*
o/w business flights	*4,555*

(1) American Express Business Travel data only; excluding Datacep and Xype.

9.4.15 Measures being taken to prevent, recycle and eliminate waste

Altran is gradually equipping all of its sites with facilities to sort and recycle waste generated by its activity.

Percentage of sites equipped with selective waste sorting and recycling facilities(1):



9.4.16 Responsible purchasing strategy

Altran Spain has drawn up a specific purchasing policy outlining the reciprocal sustainable commitments of the company and its suppliers. In 2012, an internal ethical charter governing purchasing conditions and requirements was dispatched to all Group employees in Germany. National ethical charters and CSR policies developed in Belgium, Italy, Spain and the UK include responsible purchasing management and supplier relationship commitments.

For certain purchases, Altran's supplier-selection process integrates a set of environmental impact assessment (EIA) criteria. Depending on the country, these criteria may include the suppliers' choice of paper, electronic equipment, company car fleet, office supplies, gifts and treats. In France and Spain, Altran promotes the employment of people with a recognised disability by outsourcing to companies in the protected sector.

Altran Spain distributes a "supplier's pack" to all new suppliers. This pack comprises Altran's ethical policies in terms of purchasing and the environment, the Global-Compact membership protocol and an auto-evaluation questionnaire to be completed by the supplier. Altran Italy also requires its suppliers to complete an auto-evaluation questionnaire. The tendering process in France includes corporate social responsibility criteria. Clauses ensuring compliance with regulations governing the environment and working conditions are specified in the general purchasing conditions.

9.4.17 The Altran Foundation for Innovation

The Altran Foundation for Innovation was founded in 1996 for the purposes of promoting technological innovation for the common good. To carry out this mission, the Foundation organises several national scientific competitions every year, and awards a national prize to the technological innovations which best serve the common good. The national prize winners qualify to participate in the annual international competition.

Each participating country chooses a national theme that deals with a topical social issue.

(1) Data not available for all waste types at the Paris (CapEtoile) and Illkirch sites, for glass waste at the Vélizy-Villacoublay site, for light-bulb and light-tube waste at the Rennes and Lyon sites, for all cooling liquid waste at all sites in France, except Blagnac, and for all cleaning product waste at Levallois, Vélizy-Villacoublay, Rennes and Lyon.

In 2012, France and Italy chose healthcare as the theme for their national competitions, while Spain and Belgium opted for mobility and the UK and Germany focused on the responsible use of technologies.

The Altran Foundation of Innovation offers skill-based sponsorship to the laureates of each participating country. Each prize winner receives six months of support from Altran engineers with a view to speeding up and ensuring the development of their projects.

9.4.18 Promote and respect the core conventions laid down by the International Labour Organisation (ILO)

Altran is a signatory of the United Nations Global Compact and of the Diversity Charter in France, Italy and Spain. Commitments towards eliminating discrimination at the professional level and notably in the workplace are integrated in the national ethical charters and codes of conduct. Altran respects legislation specific to human rights and working conditions in the countries where it operates.

9.4.19 Close ties with further educational institutions

Via Altran's close ties with prestigious schools and universities, their heads, professors and student bodies, the Group lends support to the most talented students throughout the course of their studies The Altran group shares the knowledge and expertise of its consultants with students by offering courses, job interview simulations, training courses and conferences.

Altran participates in numerous recruitment fairs and workshops to meet with students and young graduates and to discuss the different career paths open to them within the Group.

9.4.20 Fair trade practices

Altran has been a signatory of the United Nations Global Compact against corruption since 2009 and complies with legal regulations with respect to the fight against corruption.

Altran ensures compliance with laws and regulations governing the collection, treatment, retention, conservation and use of personal data. At each of the Group's companies, the person in charge of personal-data protection is responsible for making the necessary declarations to the competent authorities.

9.4.21 Cross-reference table

Cross-reference table of the requirements specified in Article 225 of the Grenelle 2 law and Global Reporting Initiative (GRI) guidelines

Requirements specified in Article 225 of the French Grenelle 2 law	GRI	Not relevant	Chapter	Additional information
Social indicators				
a) Employment				
Total number of employees and breakdown of workforce by gender, age and geographic zone	LA1		9.4.1.1	Breakdown of workforce by age is integrated in the Group's progress report.
Recruitments and dismissals			9.4.1.2	Concerning recruitment and dismissals, additional information related to regional staff turnover rates is integrated in the Group's progress report.
Compensation and salary trends	4.5 EC3		9.4.2	
b) Organisation of work				
Organisation of working time	LA1		9.4.3	
Absenteeism	LA7		9.4.5	

Requirements specified in Article 225 of the French Grenelle 2 law	GRI	Not relevant	Chapter	Additional information
c) Social relations				
Organisation of social dialogue, notably regarding employee information and consultation procedures, as well as related staff negotiations	LA4		9.4.4	Concerning organisation of social dialogue, additional information related to percentage of employees covered by collective agreement per country is integrated in the Group's progress report.
Collective bargaining agreements			9.4.4	
d) Health and safety				
Health and safety conditions in the workplace	LA6		9.4.5	
Overview of agreements signed with trade unions and staff representatives regarding health and safety at work	LA9		9.4.5	
Work-related accidents, notably by rate of frequency and degree of gravity and occupational illnesses	LA7		9.4.5	Rate of frequency and degree of gravity of work-related accidents are integrated in the Group's progress report.
e) Training				
Training schemes implemented	LA11		9.4.6	
Total number of training hours	LA10		9.4.6	
f) Equal opportunity and treatment				
Measures implemented to promote equality between women and men			9.4.7.1	
Measures implemented to promote the employment and integration of people with disabilities			9.4.7.2	
Anti-discrimination policy			9.4.7.3	
g) Promote and respect the specifications set forth in the fundamental conventions of the International Labour Organisation relative to				
▮ The freedom of association and the right to collective bargaining		HR5	9.4.18	
▮ Eliminating discrimination relative to employment and the profession				
▮ Eliminating all forms of forced and compulsory labour		HR7		
▮ The effective abolition of child labour		HR6		
Environmental indicators				
a) Global environmental policy				
Organisation of the company's structure to take into account environmental issues, and if necessary, the steps taken to ensure environmental evaluation or certification			9.4.8	
Measures carried out to ensure employee access to environmental training and information			9.4.9	
Means employed to prevent environmental risks and pollution		EN30		Information that is not relevant to Group activity is excluded from the reporting scope.
The amount of provisions and guarantees for environmental risks, provided that such information is unlikely to cause any serious damage to the company in an ongoing litigation				Information that is not relevant to Group activity is excluded from the reporting scope.
b) Pollution and waste management				
Measures taken to prevent, reduce or repair waste-releases into the atmosphere, water and soil causing serious environmental damage		EN20 EN21 EN23 EN24 EN25	9.4.15	Emissions of ozone-depleting substances are integrated in the Group's progress report.
Measures being taken to prevent, recycle and eliminate waste	EN22			
Management of noise pollution and of any other kind of pollution specific to the Group's activity				Information that is not relevant to Group activity is excluded from the reporting scope.

Requirements specified in Article 225 of the French Grenelle 2 law	GRI	Not relevant	Chapter	Additional information
c) Sustainable use of resources				
Water consumption and supply in relation to local constraints	EN8	EN9 EN10	9.4.10 9.4.13	
Raw material consumption and measures taken to optimise their efficiency	EN1 EN26	EN27	9.4.10 9.4.13	
Energy consumption, measures adopted to improve energy efficiency and recourse to renewable energies	EN4 EN6	EN3	9.4.11 9.4.13	
Land use				Information that is not relevant to Group activity is excluded from the reporting scope.
d) Climate change				
Greenhouse gas emissions	EN29 EN16 EN18		9.4.14	
Adaptation to the consequences of climate change	EC2		9.4.14	
e) Protection of biodiversity				
Measures taken to preserve and/or develop biodiversity		EN12 EN13 EN14 EN15		Measures taken to develop biodiversity are integrated in the Group's progress report.
Society-related indicators				
a) Territorial, economic and social impact of the company's activity in terms of				
Employment and regional development	EC7 EC5		9.4.1.3 9.4.2	
The impact on local or neighbouring populations		SO1 SO9 SO10		Information that is not relevant to Group activity is excluded from the reporting scope.
b) Relations with individuals and organisations interested in the Group's activity, notably social integration and educational institutions, environmental protection groups, consumer associations and local communities				
Conditions encouraging dialogue with these stakeholders			9.4.19	
Partnership and corporate-sponsorship actions	EC8		9.4.17	
c) Outsourcing and suppliers				
Measures taken by the Group to integrate social and environmental issues into its purchasing policy			9.4.16	
The extent of outsourcing and the social and environmental responsibility of Group suppliers and subcontractors			9.4.16	
d) Fair trade practices				
Actions taken to prevent corruption			9.4.20	
Measures taken to ensure consumer health and safety		PR1 PR2		Information that is not relevant to Group activity is excluded from the reporting scope.
Other measures taken within this category to promote human rights		HR3 HR8 HR9 HR10 HR11	9.4.20	

9.4.22 Methodology

9.4.22.1 Scope of social and society-related indicators

All subsidiaries included in the Group's scope of social and society-related indicators are fully controlled by Altran Technologies at 1 January and at 31 December of the year in question and employ at least one member of staff. Only the subsidiaries in which Altran exercises complete control, either directly or indirectly, are integrated into its scope of social and society-related indicators. Subsidiaries that are not fully owned by Altran, but over which the Group exercises exclusive control, either directly or indirectly, are fully consolidated. Social and society-related indicators are consolidated at the national level.

Within the context of Altran's continuous improvement process, the Group has limited its regional scope to six countries for its first reporting year. This scope will be widened to include more countries in the coming years with a view to meeting the requirements set forth in Article 225 of the Grenelle 2 law.

The subsidiaries in Altran's scope of social and society-related indicators for 2012 include:

- Belgium: Altran;
- France: Altran Technologies, Altran CIS, Altran Praxis, Datacep, Diorem, Excellia and NSI;
- Germany: Altran Deutschland (Holding), Altran, Altran-Xype and CHS Data Systems;
- Italy: Altran Italia and IGEAM Développement Durable;
- Spain: Altran Innovación and Agencia de Certificación Innovación Española[1];
- UK: Altran UK Holding, Altran Technologies UK, Altran UK (formerly Altran Praxis) and Xype.

This scope represented 84% of consolidated revenues in 2012 and 85% of the Group's workforce.

9.4.22.2 Scope of environmental indicators

The same criteria applying to the subsidiaries in Altran's scope of social and society-related indicators apply to those in the Group's scope of environmental indicators.

Altran's scope of environmental indicators includes sites that are owned or rented by the Group. The activity profile of the sites concerned is purely administrative. Client premises where our consultants work on-site are not included. Environmental indicators cover Altran's main sites in the countries where the Group operates. These sites are selected according to the workforce that is administratively attached to them. The environmental indicators correspond to the activity of the subsidiaries at their main sites which are consolidated at national level.

Within the context of Altran's continuous improvement process, the Group has limited its regional scope to six countries for its first reporting year. This scope will be widened to include more countries in the coming years with a view to meeting the requirements set forth in Article 225 of the Grenelle 2 law.

The scope of these indicators for 2012 includes the following sites:

- Belgium: Brussels;
- France: Blagnac, Illkirch, Levallois-Perret, Lyon, Neuilly-sur-Seine, Paris (CapEtoile), Rennes and Vélizy-Villacoublay;
- Germany: Frankfurt am Main, Hamburg, Munich and Stuttgart;
- Italy: Milan, Rome, Turin;
- Spain: Barcelona and Madrid;
- UK: Bath and London.

Staff members employed at the sites included in Altran's environmental reporting scope represent 70% of the Group's total workforce.

9.4.22.3 Reporting period

The reporting period for the above-mentioned indicators runs from 1 January to 31 December. Depending on the indicator, the data may be collected throughout the period or at 31 December. To facilitate data collection, certain elements may be collected as of 30 November. In this case, December data is estimated on the basis of assumptions outlined in the description of the indicator. According to this reporting framework, data from the previous year, which offer a basis of comparison for the current reporting period, are integrated as of the second reporting year.

9.4.22.4 Indicator-selection criteria and Altran's progress plan

An analysis of the social, environmental and society-related impacts related to the Group's activities has enabled us to define the pertinent performance indicators (in accordance with requirements specified in Article 225 of the Grenelle 2 law) and identify information which, because of the nature of Altran's activities, is not considered to be relevant. Information that is not relevant to Group activity has been excluded from the reporting scope. In accordance with the Group's reporting framework, information related to certain indicators is not considered relevant given that Altran specialises in intellectual services. These indicators include: "the means employed to prevent environmental risks and pollution", "the amount of provisions and guarantees for environmental risks", "the management of noise pollution and of any other kind of pollution specific to the Group's activity", "land use", "the impact on local or neighbouring populations", and "measures taken to ensure consumer health and safety". Information relative to the above indicators has been excluded from the reporting scope.

(1) 2012 data not available for Agencia de Certification Innovación.

Altran has adopted the methodology of the MEDEF (available on the website, www.medef.com) to interpret the requirements specified in Article 225 of the Grenelle 2 law and express these as indicators in accordance with the main guidelines of the Global Reporting Initiative (GRI). The principles and indicators have been defined in accordance with the GRI Sustainability Reporting Guidelines, version 3.1 (GRI 3.1). These guidelines are available on the GRI website: *www.globalreporting.org*.

Depending on the relevance of the GRI indicator and the related information available in 2012, Altran has respected all of the GRI indicator requirements, adapted the GRI indicator or defined its own ad hoc indicator.

Altran implemented a continuous improvement plan with a view to publishing relevant information available in 2012, as well as proof that the indicators absent from this report are not relevant to Altran's activity. The aim is to gradually widen the reporting scope to include all the indicators relevant to the Group's activity.

9.4.22.5 Reporting framework

A social, environmental and society-related data-reporting framework has been drawn up and deployed. This reporting tool will be updated every year to take into account consolidation and data verification carried out, as well as contributor and Statutory Auditor comments and the progress plan. This framework provides details of the methods used to obtain indicator feedback relative to scope, frequency, definitions, main methodologies, calculation formulas and standard factors. The methodologies implemented for certain indicators may be limited and could therefore be a source of uncertainty given the use of estimates in the case of missing data, calculation errors and omissions, and simplifying assumptions.

9.4.22.6 Responsibilities and controls

Reporting is coordinated by Altran's communications department which draws up, in conjunction with the heads of the departments concerned and an environmental consultant, the list of performance indicators and defines their specific reporting framework.

Certain data can be obtained directly from the departments concerned or from information previously collected. Data collection at Altran's subsidiaries is supervised by a department head or the environmental consultant and Altran's Group CSR manager. A dedicated person is identified in each of the Group's regional markets for this purpose.

Altran's Communication Department consolidates the data collected in conjunction with the department heads concerned and an environmental consultant.

To optimise the reliability of the information published, consistency controls are carried out with respect to previous-year data, as well as data collected by region. These controls also cover the homogeneity, comprehensiveness and application of the reporting framework.

9.5 Outlook

Altran's financial performance in 2012 was in line with the guidelines presented in the 2012-2015 strategic plan. Similarly, despite the current weak economy, Altran should be able to pursue profitable growth in 2013.

9.6 Post-closure events

The major events between 31 December 2012 and 13 March 2013, when the Group's 2012 financial statements were approved by the Board of Directors, are as follows:

- the finalisation of the acquisition of IndustrieHansa, a major engineering and consulting group based in Germany. This operation, which places Altran among the top five players in the German market, is in line with the Group's two-fold strategy to boost market share in one of its two key European markets (Germany and the UK), and build up its Lifecycle Experience (LE) solution;
- credit-facility agreement concluded with Altran's pool of bankers (BNP Paribas, CADIF, Natixis, Société Générale), giving the Group access to a maximum credit line of €150m for the purposes of financing, either fully or partially, external growth operations;
- initiation of the process to rationalise the company's legal structure in France, with a view to merging eleven subsidiaries into the parent company, Altran Technologies S.A.

9.7 Altran Technologies' financial statements and proposed allocation of net income

In addition to its own operational activities, Altran Technologies S.A. also carries out the management functions for the Group as defined in section 7, "Organisational Chart", of the present Registration Document.

Altran Technologies reported revenues of €646.0m in 2012, vs. €615.3m in 2011. Brisk business in the ASDR and EILiS divisions (notably the nuclear segment) helped offset the decline in AIT revenues (due to difficulties experienced by manufacturers and automobile parts suppliers), as well as pricing pressure in the TEM division (with the arrival of a fourth player).

Operating income narrowed to €26.1m (equivalent 4.04% of sales) from €30.9m (5.02% of sales) in 2011.

Financial expenses narrowed to -€13.0m in 2012 from -€21.5m in 2011 on the back of expiry of interest-rate swaps contracts early 2012, debt downpayment, an increase in the amount of dividends received and a reduction in financial asset write-downs.

The company posted an exceptional loss of -€8.4m in 2012 vs. -€144.6m in 2011 (due notably to the capital loss incurred on the Arthur D. Little disposal).

Factoring in net tax income of €16.8m (stemming from tax consolidation and the recognition of tax credits), Altran booked a net accounting profit of €21,567,729.03 at 31 December 2012. Management proposes that this profit be allocated to retained earnings, which would be negative to the tune of €92,490,372.25.

It should be noted that:

- non-deductible expenses totalled €17,467,877;
- this global sum includes total non-deductible expenses of €529,887, pursuant to Article 39.4 of the French Tax Code.

As required by law, we inform you that no dividends have been paid out over the past three fiscal years.

The breakdown of trade payables (Group and Non Group) at end-2012 and end-2011 is given in the tables below:

December 2012 *(€m)*	Debts expired				Debts outstanding				Total trade payables
	Total debts expired	Since			Total debts out-standing	Maturity			
		0-30 days	31-60 days	> 61 days		0-30 days	31-60 days	> 61 days	
Suppliers	8.5	5.8	2.2	0.5	20.5	15.4	3.5	1.6	29.0
Accounts payable to fixed asset suppliers	1.1	1.0	0.1	0.0	1.5	1.0	0.2	0.3	2.6
I - TOTAL OUTSTANDING	**9.6**	**6.8**	**2.3**	**0.5**	**22.0**	**16.4**	**3.7**	**1.9**	**31.6**
Suppliers – Accruals					9.8	9.8			9.8
II - TOTAL TRADE PAYABLES	**9.6**	**6.8**	**2.3**	**0.5**	**31.8**	**26.2**	**3.7**	**1.9**	**41.4**

December 2011 *(€m)*	Debts expired				Debts outstanding				Total trade payables
	Total debts expired	Since			Total debts out-standing	Maturity			
		0-30 days	31-60 days	> 61 days		0-30 days	31-60 days	> 61 days	
I - TOTAL OUTSTANDING	**4.8**	**2.4**	**1.2**	**1.2**	**20.0**	**15.9**	**4.0**	**0.1**	**24.8**
II - TOTAL TRADE PAYABLES	**4.8**	**2.4**	**1.2**	**1.2**	**30.6**	**26.5**	**4.0**	**0.1**	**35.4**

9.8 Subsidiaries and equity holdings

On 30 March 2012, Altran sold its Italian subsidiary, Hilson Moran Italia.

9.9 Other information

Information relative to R&D costs is presented in section 11 of the present Registration Document.

A description of the main risks and uncertainties to which the Group is exposed is given in section 4 "Risks" of the present Registration Document.

Information relative to Group executives (mandates, functions, stock options and corporate-officer compensation) is presented in sections 14, 15 and 17 of the present Registration Document.

Details concerning Altran Technologies' shareholders, treasury stock and statutory threshold crossing declarations are presented in section 18 of the present Registration Document.

10

Cash and capital resources

10.1 Information on the borrower's capital

Information on Altran's capital is presented in section 18 "Major Shareholders" of the present Registration Document.

10.2 Borrowing requirements

Information on the Group's borrowing conditions is presented in section 4.2 "Liquidity risk and management of convertible bond-related debt" of the present Registration Document.

10.3 Restrictions on the use of capital resources

The main restrictions attached to the use of lines of credit are given in the section 4.2 "Liquidity risk and management of convertible bond-related debt" of the present Registration Document.

10.4 Financing of operations

Information on the financing of Group operations is presented in sections 4.2 "Liquidity risk and management of convertible bond-related debt", and 21.1 "Share Capital – Potential share capital" of the present Registration Document.

11 Research and Development

At Group level, development costs were capitalised up to €0.4m in 2012. The gross value of R&D costs totalled €4.4m at 31 December, 2012.

No R&D expenses were capitalised by Altran Technologies.

12 Trends

12.1 Main trends

Altran's financial performance in 2012 was perfectly in line with the guidelines presented in the 2012-2015 strategic plan. Similarly, despite the current weak economy, Altran should be able to pursue profitable growth in 2013.

2012-2015 Strategic Plan

For the record, the 2012-2015 strategic plan targets a return to profitable growth and ambitious objectives in terms of growth and margins:

- revenue growth: Revenues of more than €2bn in 2015;
- margin enhancement: EBITA margin of 11-12% (at peak of cycle);
- cash generation: Free cash flow of between 2% and 4% of sales, rising to 6% at peak of cycle.

12.2 Post-closure events

The major events between 31 December 2012 and 13 March 2013, when the Group's 2012 financial statements were approved by the Board of Directors, are as follows:

- the finalisation of the acquisition of IndustrieHansa, a major engineering and consulting group based in Germany. This operation, which places Altran among the top five players in the German market, is in line with the Group's two-fold strategy to boost market share in one of its two key European markets (Germany and the UK), and build up its Lifecycle Experience (LE) solution;
- a credit-facility agreement concluded with Altran's pool of bankers (BNP Paribas, CADIF, Natixis, Société Générale), giving the Group access to a maximum credit line of €150m for the purposes of financing, either fully or partially, external growth operations;
- the launch of the process to rationalise the company's legal structure in France, with a view to merging eleven subsidiaries into the parent company, Altran Technologies S.A.

In the press release published on 4 April 2013, the contents of which are included in section 20.9 of the present Registration Document, the company gave notice of early redemption of its January 2015 OCEANE bond. This notice gave bondholders until 24 April 2013 inclusive the possibility to exercise their option to receive one new Altran Technologies share for each convertible bond. In the event that all bondholders exercise their bond-conversion rights, the convertible/exchangeable bond call would result in the creation of 29,504,376 new shares, implying dilution of 20.30%. More detailed information concerning the 2015 OCEANE is given in section 21.1 "Share capital" of the present Registration Document.

13

Forecasts

Despite the uncertain macroeconomic backdrop, global R&D budgets should continue to grow. Indeed, investment in R&D and innovation is becoming an increasingly important issue for major companies.

Outsourced Research and Development as a percentage of total R&D expenditure in Europe is expected to rise.

Growth in the European IT market is also set to continue, albeit at a rate that will be insufficient to permit a rapid return to levels attained in 2008.

Altran confirms that it puts forth no financial guidance with respect to fiscal year 2013.

However, in accordance with Altran's 2015 strategic plan, the company reiterates its objective of profitable growth for the current year and its ambition to be in line with the market consensus regarding EBIT (around 9% in 2013, versus 8.6% in 2012).

14 Officers, management and supervisory bodies

14.1 Members of the governing bodies

14.1.1 Members of the Board

Altran Technologies is a French Public Limited Company governed by a Board of Directors. The members of the Board are appointed at General Shareholders' Meetings for a period of four years.

At Altran's Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, some Director mandates were renewed and four new Directors appointed - Mr Christian Bret, Mr Hans-Georg Härter, Mrs Florence Parly and Mrs Nathalie Rachou. The Board is now composed of ten Directors with varying degrees of seniority. A gradual integration of existing and new Directors has enabled the smooth renewal of the Board, with new Directors appointed in 2011, others appointed in 2012 and some Directors whose mandates were renewed in 2012.

Since 1 July 2008, the Board has been assisted by a Censor, Mr Thomas de Villeneuve, whose mandate was renewed on 1 June 2012.

On 30 January 2013, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) confirmed the Independent-Director status of four of its members: Mr Hans-Georg Härter, Mrs Florence Parly, Mrs Nathalie Rachou and Mr Jacques-Etienne de T'Serclaes, in accordance with the criteria laid down in the AFEP-MEDEF Code.

Members of the Board of Directors until 1 June 2012

Name	First appointed / Mandate renewed	End of Mandate	Main function in the company
Mr Philippe Salle born 17 May 1965	10 June 2011 AGM and Board Meeting	AGM to approve the 2014 financial statements	Director, Chairman of the Board and Chief Executive
Mr Roger Alibault born 20 February 1944	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jean-Pierre Alix born 2 February 1950	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Apax Partners SA, represented by Mr Maurice Tchenio born 19 January 1943	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director

Name	First appointed / Mandate renewed	End of Mandate	Main function in the company
Mr Dominique de Calan born 5 May 1947	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Yves de Chaisemartin born 26 August 1948	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mrs Monique Cohen born 28 January 1956	10 June 2011 AGM	AGM to approve the 2014 financial statements	Director
Mr Gilles Rigal born 26 May 1958	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Michel Senamaud born 16 July 1943	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jacques-Etienne de T'Serclaes born 4 June 1947	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Thomas de Villeneuve* born 19 May 1972	1 June 2012 AGM	AGM to approve the 2015 financial statements	Censor

* Mr Thomas de Villeneuve (40 years old) graduated from HEC (one of the top business schools in France) in 1994. He currently serves as Censor on Altran's Board of Directors, and is Deputy Manager of Apax MidMarket SAS. Before joining Apax Partners in 2001, he worked with the Boston Consulting group in Paris and New York.

Specialised in Telecoms, Media and Technology (TMT), Mr de Villeneuve is a member of the InfoPro Communications' Supervisory Board, and serves on the Boards of Directors of Clarisse SA, Altice Portugal SA, Apax Partners MidMarket SAS and Financière MidMarket SAS. He is also manager of Codilink Sarl and Coditel Management Sarl, and associate manager of SC Hermine.

Members of the Board of Directors as of 1 June 2012

Name	First appointed / Mandate renewed	End of Mandate	Main function in the company
Mr Philippe Salle born 17 May 1965	10 June 2011 AGM and Board Meeting	AGM to approve the 2014 financial statements	Chairman of the Board and Chief Executive
Mr Jean-Pierre Alix born 2 February 1950	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Apax Partners SA, represented by Mr Maurice Tchenio born 19 January 1943	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Christian Bret born 8 September 1940	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mrs Monique Cohen born 28 January 1956	10 June 2011 AGM	AGM to approve the 2014 financial statements	Director
Mr Hans-Georg Härter born 2 May 1945	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mrs Florence Parly born 8 May 1963	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mrs Nathalie Rachou born 7 April 1957	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Gilles Rigal born 26 May 1958	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Jacques-Etienne de T'Serclaes born 4 June 1947	1 June 2012 AGM	AGM to approve the 2015 financial statements	Director
Mr Thomas de Villeneuve born 19 May 1972	1 June 2012 AGM	AGM to approve the 2015 financial statements	Censor

Functions of the Board of Directors

All information pertaining to the organisation and functioning of the Board of Directors and the special Committees is given in the Chairman's Report on Corporate Governance, in appendix 1 of the present Registration Document.

14.1.2 General Management

On 10 June 2011, the Board of Directors relieved Mr Yves de Chaisemartin of his functions as Chairman and CEO and appointed Mr Philippe Salle as Chairman and Chief Executive until the Annual General Meeting called to approve the company's 2014 financial statements. The Board of Directors thus decided to maintain its decision not to separate the functions of Chairman from those of Managing Director.

In accordance with the recommendations of the AFEP-MEDEF Code, Mr Philippe Salle is not bound by an employment contract to the company, nor to any of its subsidiaries. Nor does he hold a mandate in any other listed company, in France or abroad.

In addition, on 28 October 2011, the Board of Directors appointed Mr Cyril Roger, who was then an employee of the company, as Senior Executive Vice-President. He is in charge of Southern Europe (France, Spain, Italy, and Portugal) and the Middle East.

14.1.3 Mandates and functions exercised by corporate officers in Altran and other companies

MR PHILIPPE SALLE, CHAIRMAN AND CHIEF EXECUTIVE

47 years old, Chairman and Chief Executive of Altran Technologies.

Mr Philippe Salle began his career with Total in Indonesia before working for Accenture as an IT consultant. He then joined McKinsey (strategy consulting) where he was appointed Project Manager. In 1999, he moved to Vedior (now Randstad) where he was appointed Chairman and Managing Director of Vedior France in 2002, then President for Southern Europe in 2006. In 2007, Mr Philippe Salle joined Geoservices (technologies specialist in the oil-services sector) where he first served as Deputy General Manager and then as Chairman and Chief Executive until March 2011.

A graduate of the Engineering school, "Écoles des Mines" (Paris), Mr Philippe Salle holds an MBA from Kellogg Graduate School of Management, Northwestern University, Chicago (US).

He had 147,657 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Chairman and Chief Executive; Chairman of the Investment and Acquisitions Committee: Altran Technologies
- Chairman: Altran Foundation for Innovation
- Altran Technologies representative as Associate Manager: GMTS SNC

Outside the Altran group

- Director: Banque Transatlantique
- Chairman: Finelas SAS (personal investment holding company)

Abroad

Within the Altran group

- Director: Cambridge Consultants Ltd (UK)
- Director: Altran UK Holding Ltd (UK)
- Director: Altran SA (Belgium)
- Director: Altran Technologies India Private Ltd (India)
- Director: Altran International BV (the Netherlands)
- Director: Altran Italia SpA (Italy)
- Director: Altran Shanghai Limited (China)
- Director: Altran Sverige AB (Sweden)
- Director: Altran Technologies Sweden AB (Sweden)
- Director: Altran Norge AS (Norway)
- Altran Technologies representative on the Board of Directors: Altran Luxembourg SA (Luxembourg)
- Altran Technologies representative on the Board of Directors: Altran Engineering Romania SRL (Romania)

Mandates and functions held in the past five years but no longer exercised

End of mandate	In France
	Within the Altran group
2011	Chairman: Arthur D. Little Services
	Outside the Altran group
2008	Director and Deputy General Manager: Géoservices
2011	Director, Chairman and Chief Executive: Géoservices
	Abroad
	Within the Altran group
2012	Chairman of the Supervisory Board: Altran Deutschland Holding GmbH (Germany)

MR YVES DE CHAISEMARTIN, DIRECTOR UNTIL 1 JUNE 2012

64 years old, attorney at law (Paris bar).

After practising law between 1971 and 1986, Mr Yves de Chaisemartin joined Socpresse where he was appointed Chairman of the Management Board in 1996. He also served as Chairman and Chief Executive of the French daily newspaper, Le Figaro, and was President of the National Daily Press Union. In July 2005, he joined Altran as Chairman of the Supervisory Board, was appointed Chairman of the Management Board in September 2006 and then Chairman and CEO of the Group in July 2008 until June 2011.

Mr Yves de Chaisemartin is currently practising as a lawyer with the law firm Bersay & Associés.

He had 158,500 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

None

Outside the Altran group

- Chairman of the Management Board: Musée Rodin
- Chairman of the Supervisory Board: Groupe Moniteur Holding
- Director: Marianne SA

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Within the Altran group
2008	Altran Technologies representative on the Board of Directors: Axiem SA
2011	Chairman: Altran CIS SAS
2011	Chairman and CEO: Altran Technologies
2011	Chairman: Altran Foundation for Innovation
2012	Director: Altran Technologies

Outside the Altran group

2009	Managing Director: Marianne
2012	Director: L'Est Républicain
2012	Chairman: SystemX Technological Research Institute

Abroad

Within the Altran group

2010	Altran Technologies representative, Limited Partner: Altran GmbH & Co KG (Germany)
2011	Chairman of the Board: Altran Telnet Corporation (Tunisia)
2011	Chairman of the Supervisory Board: Altran GmbH & Co KG (Germany)
2011	Director: Cambridge Consultants Ltd (UK)
2011	Director: Altran Technologies India Private Ltd (India)
2011	Director: Altran Italia SpA (Italy)
2011	Director: Altran Engineering Romania Srl (Romania)
2011	Altran Technologies representative on the Board of Directors: Altran SA (Belgium)
2011	Altran Technologies representative on the Board of Directors: Altran Luxembourg SA (Luxembourg)

Outside the Altran group

2010	Director: Rossel group

MR ROGER ALIBAULT, DIRECTOR UNTIL 1 JUNE 2012

69 years old, Chairman and CEO of Apex chartered accountant companies.

Mr Roger Alibault (Chartered Account) started his career as Administrative and Financial Director at Denis Frères and Rivoire & Carret-Lustucru where he stayed for fifteen years. Since 1984, Mr Roger Alibault has served as a Chartered Accountant and Auditor. He is currently Chairman of the Board and Managing Director of Apex-Gaec SA and Manager of Apex Provence and Apex Fidus Hyères.

He had 6,895 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

None

Outside the Altran group

- Chairman and CEO: Apex Gaec SA
- Manager: Apex Provence
- Manager: Apex Fidus Hyères

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Within the Altran group
2012	Director and member of the Audit Committee: Altran Technologies
2011	Member of the Appointment and Compensation Committee: Altran Technologies

MR JEAN-PIERRE ALIX, DIRECTOR

63 years old, chartered accountant.

After exercising a number of local council mandates (Deputy Mayor, General Councillor and District Council President), Mr Jean-Pierre Alix held various trade union and ordinal advisory positions, including National President of the French Institute of Chartered Accountants (IFEC), as well as Chairman of the French Association of Chartered Accountants.

He had 10 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and member of the Audit Committee: Altran Technologies

Outside the Altran group

- Manager: SARL Alix Conseil
- Manager: SCI GAP
- Manager: SCI Les Deux Rochers
- Manager: SCI Saint Laurent Investissement
- Manager: SCM Saint Laurent Gestion
- Director: Sacicap Forez Velay

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Within the Altran group
2012	Member of the Appointment and Compensation Committee, and of the Investment and Acquisitions Committee: Altran Technologies

Abroad

	Outside the Altran group
2009	Chairman: National Association of Chartered Accountants
2012	Manager: SARL Alix et Associés

APAX PARTNERS, DIRECTOR

Apax Partners SA had 1 Altran Technologies share at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director: Altran Technologies

Outside the Altran group

- Director: Royer
- Manager: Société Civile Capri
- Manager: Société Civile Carmel
- Manager: Société Civile Firoki
- Manager: Société Civile Info Invest
- Member of the Executive Committee: Financière Season

Abroad

Outside the Altran group

- Director: Buy Way Personal Finance Belgium SA (Belgium)
- Director: Buy Way Tech SA (Belgium)
- Director: European Jewellers I SA (Luxembourg)
- Director: European Jewellers II SARL (Luxembourg)
- Director: Wallet SA (Belgium)
- Director: Wallet Investissement 1 SA (Belgium)
- Director: Wallet Investissement 2 SA (Belgium)

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Outside the Altran group
2008	Director: ASK
2008	Director: DBV Technologies SA
2008	Director: Hybrigenics SA
2008	Director: Neurotech SA
2008	Director: Arkadin
2009	Director: Morgan International Participations
2010	Director: Cegid, whose securities are admitted for trading on a regulated market
2010	Director: Odyssey group
2010	Member of the Supervisory Committee: Financière des Docks
2010	Director: group Mondial Tissus SA
2010	Director: Camelia Participations SAS
2011	Director: Finalliance
2011	Director: Rue du Commerce SA, whose securities are admitted for trading on a regulated market
2011	Manager: Société Civile Equa
2012	Director: Cognitis group
2012	Director: Heytens Centrale SA
2012	Director: Itefin Participations SAS
2012	Member of the Supervisory Board: Arkadin Holding

Abroad

	Outside the Altran group
2011	Class A Manager: Mobsat Group Holding SARL (Luxembourg)
2012	Director: NWL Investissements (Luxembourg)

MRS MONIQUE COHEN, DIRECTOR

57 years old, Partner of Apax Partners MidMarket SAS.

Mrs Monique Cohen joined Apax in 2000 where she was appointed to carry out investments in the services to enterprises and the financial services sectors and to head up the business development activity.

Before joining Apax, Mrs Monique Cohen worked at BNP Paribas where she was Global Head of Equities, in charge of equity syndication and brokerage activities until June 2000. Prior to this, she was a Senior Banker in charge of global marketing monitoring for a small number of major French accounts.

Mrs Monique Cohen is a graduate of Ecole Polytechnique (class of 1976), holds masters degrees in mathematics and business law. She is a member of the College de l'Autorité des Marchés Financiers (the French Financial Market Authority) since June 2011.

She had 100 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and member of the Investment and Acquisitions Committee: Altran Technologies

Outside the Altran group

- Chairman: Trocadéro Participations II SAS
- Chairman of the Supervisory Board: Texavenir II SAS
- Deputy General Manager: Altamir Amboise Gérance SA
- Director: Apax Partners MidMarket SAS
- Director: Financière MidMarket SAS
- Director: B*Capital SA
- Director: SEP Altitude (Société en Participations)
- Member of the Supervisory Board: JC Decaux SA
- Member of the Supervisory Committee: Trocadero Participations SAS
- Member of the Supervisory Committee: Texavenir II SAS
- Member of the Supervisory Board: Global Project SAS
- Associate Manager: Société Civile Fabadari

Abroad

Outside the Altran group

- Director and Chairman of the Board: Wallet SA (Belgium)
- Director and Chairman of the Board: Wallet Investissement 1 SA (Belgium)
- Director and Chairman of the Board: Wallet Investissement 2 SA (Belgium)
- Director: Buy Way Personal Finance Belgium SA (Belgium)
- Director: Buy Way Tech SA (Belgium)
- Director and Chairman of the Board: Proxima Investissement (Luxembourg)

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Outside the Altran group
2008	Member of the Supervisory Board: Faceo SA
2008	Member of the Supervisory Board: Unilog
2008	Chairman of the Supervisory Board: Financière Famax SAS
2008	Chairman: Faceomanagement SAS
2008	Chairman: Faceoteam SAS
2009	Director: Global Project SAS
2010	Member of the Supervisory Board: Financière Famax SAS
2011	Director: Equalliance SA
2011	Director: Finalliance SAS
2011	Manager: Société Civile Equa
2012	Chairman: Trocadéro Participations SAS

Abroad

	Outside the Altran group
2012	Manager (Class C): Santemedia Group Holding SARL (Luxembourg)

MR DOMINIQUE DE CALAN, DIRECTOR UNTIL 1 JUNE 2012

65 years old, Head of a French employer's organisation (UIMM); expert in social relations and negotiations and Associate Professor at the Sorbonne University.

Former Chairman of Joint Organisations and member of several Boards, Mr Dominique de la Lande de Calan is a well renowned expert in several fields, notably higher education (member of CNESSER and CNE), retirement (former Chairman of AGIRC), executive employment (Vice-Chairman of APEC), collective bargaining, trade union relations and remuneration.

He had 4,393 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

None

Outside the Altran group

- Chairman: AREAT
- Vice-chairman: ISFFEL
- Director: ADEPT
- Consultant: Lysios
- Treasurer: Support association for the "Cité Nationale de l'Histoire et de l'Immigration"

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Within the Altran group
2012	Director and Chairman of the Appointment and Compensation Committee: Altran Technologies

Abroad

	Outside the Altran group
2008	Chairman: OPCAIM
2008	Vice-Chairman: AGIRC
2008	Vice-Chairman: APEC
2008	Vice-Chairman: APFA
2008	Vice-Chairman: GIE AGIRC-ARRCO
2008	Vice-Chairman: UNPMI (CGPME)
2008	Vice-Chairman: ETHIC
2008	Director: CTIP
2008	Director: Malakoff group
2008	Alternate Director: FUP
2008	Deputy General Manager: UIMM
2010	Director: NEXTER (ex-Giat Industries)

MR GILLES RIGAL, DIRECTOR

54 years old, Partner of Apax Partners MidMarket SAS.

Mr Gilles Rigal joined Apax Partners Technologies & Telecoms team in 2001.

He began his career as an entrepreneur with the creation of IGL (specialised in software tools and IT Services), which he then sold to Thales five years later. Mr Gilles Rigal went on to serve as Divisional Manager at McDonnell Douglas Information Systems, then moved to Systar where he was successively appointed General Manager of French, European and International operations. In 1995, he joined BMC Software (5th global software publisher) as General Manager of French operations and Vice-Chairman of marketing and indirect sales for Europe, the Middle East and Africa.

Gilles Rigal holds an engineering degree from ENSEEIHT (Toulouse) and a graduate degree (DEA) in Robotics from the University of Toulouse.

He had 1 share in Altran Technologies at 31 December 2012.

Gilles Rigal is Chairman of Altrafin Participations SAS which had 27,501,079 Altran Technologies shares at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and member of the Appointment and Compensation and the Investment and Acquisitions Committees: Altran Technologies

Outside the Altran group

- Chairman: Altrafin Participations SAS
- Chairman: Itefin Participations SAS
- Chairman of the Board: Willink SAS
- Member of the Management Committee: Itefin Participations
- Director: Apax Partners MidMarket SAS
- Director: Financière MidMarket SAS
- Director: Vocalcom SA
- Altrafin Participations representative as manager: SEP Altitude
- Itefin Participations representative: GFI Informatique SA
- Managing partner: Société Civile Sofaprig

Abroad

Outside the Altran group

- Director and Chairman of the Board: Magequam (Luxembourg)

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Outside the Altran group
2008	Apax Partners SA representative: ASK
2011	Chairman: Willink SAS
2012	Director: Cognitis Group SA

Abroad

	Outside the Altran group
2010	Apax Partners SA representative: Odyssey Group SA (Luxembourg)
2012	Director: Odyfinance SA (Luxembourg)

MR MICHEL SÉNAMAUD, DIRECTOR UNTIL 1 JUNE 2012

69 years old, retired.

Mr Michel Senamaud (Doctor of Law) served as Legal Director then a member of the Executive Committee of the Fnac group (1976-1984), and General Secretary of Canal Plus (1984-1985) then La Cinq (1987-1992). Between 1994 and 2005, he was Administrative Manager then Managing Director of the French daily newspaper, Le Figaro, and subsequently became a member of the Socpresse Management Board. Mr Michel Senamaud was also an Associate Professor at the University of Versailles-Saint Quentin from 1994 to 2000.

He had 7,265 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

None

Outside the Altran group

- Chairman: SAS Promire

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Within the Altran group
2012	Director, member of the Audit Committee and the Appointment and Compensation Committees: Altran Technologies

MR MAURICE TCHENIO: REPRESENTATIVE OF APAX PARTNERS SA, DIRECTOR

70 years old, Co-founder of Apax Partners, Chairman of the executive management of Altamir Amboise and Chairman of the AlphaOmega Foundation.

Mr Maurice Tchenio began his career as an Assistant Professor of Finance at the Paris business school, HEC, before being appointed Project Manager at the Institut de Développement Industriel (IDI), a Paris-based private-equity company. In 1972, Mr Maurice Tchenio, in conjunction with Mr Ronald Cohen and Mr Alan Patricof, founded Apax Partners, which is now one of the world leaders in Private Equity. Between 1972 and 2010, he served as Chairman and CEO of Apax Partners SA, the company's French division. In 1995, Mr Maurice Tchenio founded Altamir Amboise, a French listed private equity company and, in 2010, created the public utilities venture philanthropy foundation, AlphaOmega.

He is also co-founder of AFIC, the French private equity investors association, and a former Director of EVCA (European Venture Capital Association).

Maurice Tchenio is a graduate of the HEC business school in Paris, and the Harvard Business School, where he obtained the Baker Scholar award of high distinction.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Apax Partners SA representative on the Board of Directors: Altran Technologies

Outside the Altran group

- Chairman and CEO: Apax Partners SA
- Chairman and CEO: Altamir Amboise Gérance SA
- Director: Tourpagel Groupe SA, whose securities are admitted for trading on a regulated market
- Director: Sechilienne Sidec SA, whose securities are admitted for trading on a regulated market
- Director: Financière de l'Echiquier SA
- Chairman of the Board: AlphaOmega Foundation
- Joint manager: Société Civile Immobilière Mauryland
- General Partner: AlphaOmega SC
- Manager: Apax Partners SNC
- Manager: Société Civile Cimarosa
- Manager: Société Civile Cimarosa II
- Manager: Société Civile Cimarosa Media
- Manager: Société Civile Cimarosa Tubes
- Manager: Société Civile Copernic Partenaires
- Manager: Société Civile Etoile II
- Manager: Société Civile Galilée Partenaires
- Manager: Société Civile Galilée Partenaires II
- Manager: Société Civile Longchamp
- Manager: Société Civile Moussecarrie
- Manager: Société Civile SE Wagram
- Member of the Supervisory Board: Thom Europe SAS
- Apax Partners SA representative as Manager: Soiété Civile Carmel
- Apax Partners SA representative as Manager: Société Civile Capri
- Apax Partners SA representative as Manager Société Civile Firoki
- Censor: Lion / Seneca France 1 SAS

Mandates and functions held in the past five years but no longer exercised

In France

End of mandate	Outside the Altran group
2008	Chairman: MMG
2009	Chairman: Morgap
2009	Manager: Société Civile SE Bizet
2009	Apax Partners SA representative on the Board of Directors: Morgan International Participations
2009	Morgan International Participations representative: Morgan SA
2010	Apax Partners SA representative on the Board of Directors: Financière des Docks SAS (ex-U10 Partenaires)
2011	Apax Partners SA representative on the Board of Directors: Rue du Commerce, whose securities are admitted for trading on a regulated market
2011	Apax Partners SA representative as Manager: Société Civile Equa
2012	Director: F2L SAS
2012	Director: 3AB Optique Développement SAS
2012	Director: 3AB Optique Expansion SAS
2012	Chairman: 3AC Finance SAS

Abroad

	Outside the Altran group
2009	Non-executive Director: Apax Partners Holdings Ltd (UK)
2009	Non-executive Director: Apax Partners Strategic Investors Ltd (UK)
2009	Director: Apax Venture Capital Holdings III Ltd (UK)

MR JACQUES-ETIENNE DE T'SERCLAES, DIRECTOR

65 years old, Founder-chairman of the in-kind donation charity association, "l'Agence du Don en Nature".

Mr Jacques-Etienne de T'Serclaes, a graduate of Harvard Business School (OPM programme) and the French business school, ESSCA, is a Chartered Accountant and former member of the French audit regulator, Compagnie des Commissaires aux Comptes. Mr Jacques-Etienne de T'Serclaes worked for seven years with Euromarché (Carrefour), where he was appointed Managing Director of the group. He then became a Senior Partner at PricewaterhouseCoopers where, between 1990 and 2005, he headed the global retail and consumer division and was Chairman of the PwC Audit Supervisory Board.

He had 3,024 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director, Chairman of the Audit Committee and member of the Appointment and Compensation Committee: Altran Technologies

Outside the Altran group

- Founding Chairman: Agence du Don en Nature - Eurogiki
- Director: Rémy-Cointreau

Abroad

Outside the Altran group

- Operating Partner: Advent International
- Director: Banimmo (Belgium)

Mandates and functions held in the past five years but no longer exercised

End of mandate	
	In France
	Within the Altran group
2012	Member of the Investment and Acquisitions Committee: Altran Technologies
	Abroad
	Within the Altran group
2012	Director: Altran Technologies India Private Ltd (India)
	Outside the Altran group
2011	Director: Gift in Kind International (US)

MR CHRISTIAN BRET, DIRECTOR SINCE 1 JUNE 2012

Mr Christian Bret (72 years old) has spent his entire career in IT and Communications.

After graduating from the French engineering school, ESCPE-Lyon in 1963, Mr Christian Bret began his career as an engineer at IBM France. In 1969, he went on to specialise in IT Services and headed up the IT subsidiary of Rothschild Bank for three years. He then joined Sligos where he worked for 18 years and served as Managing Director before becoming Head of the CEA subsidiary, CISI, in 1989. In 1996, Mr Christian Bret moved to France Telecom where he was appointed Vice President of the business-to-business division.

He has also held a number of important positions in professional organisations: Vice-President of the French employers' federations, Syntec and Syntec-Informatique, Chairman for the "convention informatique" (French IT sector agreement), Chairman of the Strategic Orientation Committee for Afnor (the French industrial standards authority) and a member of the French Telematics and Telecommunications advisory Boards, as well as Chairman of the Yvelines Scientific and Technical Institute.

In 2003, Mr Christian Bret set up the strategy consulting company Eulis and, in 2004, he created Cercle 01 Innovation - Technologies, an organisation comprising 40 Chairmen and Managing Directors from major French companies, which focuses on ICT-driven performance optimisation.

He had 10 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and member of the Investment and Acquisitions Committee: Altran Technologies

Outside the Altran group

- Director and member of the Compensation, Ethical and Governance Committees: Sopra Group

Abroad

Within the Altran group

None

Outside the Altran group

- Director, Chairman of the Compensation Committee and member of the Audit Committee: Econocom Group

Mandates and functions held in the past five years but no longer exercised

End of mandate	In France **Outside the Altran group**
2011	Director: Prosodie

MR HANS-GEORG HÄRTER, DIRECTOR SINCE 1 JUNE 2012

Up until April 2012, Mr Hans-Georg Härter (67 years old) was Chairman of the Board of ZF Friedrichshafen AG, one of the largest automobile parts suppliers in the automotive industry, an international company specialised in transmission and ground connection technologies.

Mr Hans-Georg Härter has spent his entire career with ZF group. After graduating in mechanical engineering from Meersburg Academy, he joined ZF Passau GmbH in 1973 as an Analysis and Methodology Engineer. He was appointed Vice-President of ZF Passau in 1991 and in 1994 became a member of the Executive Committee of the ZF group. In 2002, Mr Hans-Georg Härter was appointed Managing Director of ZF Sachs AG and took over the leadership of the ZF group in 2007. After serving 40 years with ZF group, he retired in May 2012.

He had 2,060 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and member of the Investment and Acquisitions Committee: Altran Technologies

Outside the Altran group

None

Abroad

Within the Altran group

None

Outside the Altran group

- Member of the Supervisory Board: Klingelnberg AG
- Director: Zeppelin Foundation Friedrichshafen University
- Director: Deutsche Wissenschaft e.V. association
- Member: Deutsche Wissenschaft Institute
- Member of the Advisory Council: Unterfränkische Überlandzentrale eG
- Director: Saurer GmbH
- Director: Faurecia
- Member of the Strategic Committee: Faurecia
- Member of the Supervisory Board: Kiekert AG
- Member of the Supervisory Board: Knorr-Bremse AG

Mandates and functions held in the past five years but no longer exercised

Abroad

End of mandate	Outside the Altran group
2012	Managing Director: ZF Friefrichshafen AG
2011	Member of the Supervisory Board: Getriebe GmbH Saarbrücken
2011	Member of the Supervisory Board: ZF Lemförder GmbH
2011	Member of the Supervisory Board: ZF Passau GmbH
2011	Member of the Supervisory Board: ZF Sachs AG
2011	Member of the Supervisory Board: Verband der Automobilindustrie (VDA)

MRS NATHALIE RACHOU, DIRECTOR SINCE 1 JUNE 2012	
Mrs Nathalie Rachou (55 years old) manages Topiary Finance Ltd, a London-based asset management company that she set up in 1999. Prior to that, Mrs Nathalie Rachou spent 22 years at Banque Indosuez (now Credit Agricole Indosuez) where she worked as Foreign Exchange Dealer between 1978 and 1982 and Head of asset/ liability management until 1986 when she set up the bank's brokerage subsidiary, Carr Futures International. From 1991 to 1996, she was Corporate Secretary of Banque Indosuez then became Head of Foreign Exchange and Currency Options until 1999 when she set up her own company. Mrs Nathalie Rachou graduated from the French business school HEC in 1978 and has spent half her professional career working in the UK. Since 2001, she has been a French Foreign Trade Advisor in the UK and is a member of the Franco-British think-tank, Cercle d'Outre Manche. She had 1,000 shares in Altran Technologies at 31 December 2012.	**Mandates and functions exercised at 31 December 2012** **In France** **Within the Altran group** ▮ Director and member of the Audit Committee: Altran Technologies **Outside the Altran group** ▮ Director and member of the Audit Committee: Veolia Environnement ▮ Director and member of the Audit, Risk and Internal-controls Committee: Société Générale ▮ Director and member of the Strategic Committee: Liautaud & Cie ▮ Director: ARIS (Association des Retraités et Anciens d'Indosuez) **Abroad** **Outside the Altran group** ▮ Manager: Topiary Finance Ltd

MRS FLORENCE PARLY, DIRECTOR SINCE 1 JUNE 2012

Mrs Florence Parly (49 years old) was appointed Executive Vice President of the Passenger Activity Paris-Orly and French Stations division of Air France in January 2013.

A graduate of Sciences-Po Paris (Institute of Political Studies) and ENA (the French National School of Administration) in 1987, Mrs Florence Parly began her career as a Civil Administrator with the budget department of the French Finance Ministry, before serving as a Budget Advisor in several ministerial cabinets between 1991 and 1993.

She was subsequently appointed head of the budget department, in charge in particular of financing.

Mrs Florence Parly was Budget Advisor to the French Prime Minister between 1997 and 1999 and nominated Secretary of State for the Budget in 2000.

Between 2003 and 2004, Mrs Parly served as Officer-in-Charge at Agence France Trésor (a department of the French Ministry for the Economy, Finance and Industry) and was later appointed Managing Director of the Regional Development Agency for the Paris region.

Florence Parly retired from politics in 2006 and joined Air France as Head of Investment Strategy. She was appointed Executive Vice-President of Air France Cargo in 2008, then Deputy General Manager in charge of the Passenger Activity Paris-Orly and French Stations in January 2013.

She had 15 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Director and Chairman of the Appointment and Compensation Committee: Altran Technologies

Outside the Altran group

- Executive Vice-President in charge of the Passenger Activity Paris-Orly and French Stations: Air France
- Air France representative on the Supervisory Board: FRAM
- Director: Servair
- Chairman of the Management Board: MCH (Mexico Cargo Handling)
- Chairman of the Management Board: Sodexi
- Director: Orchestre de Paris
- Member of the Strategic Committee: Ernst & Young
- Director: Air France, representative of Air France KLM
- Director: Ingenico

Abroad

None

Mandates and functions held in the past five years but no longer exercised

End of mandate	In France **Outside the Altran group**
2011	Chairman of the Board: Traxon

MR CYRIL ROGER, SENIOR EXECUTIVE VICE-PRESIDENT

48 years old, Senior Executive Vice-President of Altran Technologies in charge of Southern Europe (France, Spain, Italy and Portugal) and the Middle East.

A graduate of Centrale Lyon and ENST, Mr Cyril Roger began his career with France Télécom as a Business Engineer before joining Adecco as Regional Director, and then Olsten as Managing Director for the Paris region. From 1999 to 2006, he was Chairman of the Management Board of Segula Technologies, an international engineering and innovation consulting firm. Between 2006 and October 2011, he served on Altran's Executive Committee as Executive Vice-President of French operations and the Group's Automotive, Aerospace and Energy industries. On 28 October 2011, he was appointed Senior Executive Vice-President. He is currently in charge of Altran's Southern European operating zone (France, Spain, Italy and Portugal) and the Middle East.

He had 93,240 shares in Altran Technologies at 31 December 2012.

Mandates and functions exercised at 31 December 2012

In France

Within the Altran group

- Senior Executive Vice-President in charge of the Southern zone: Altran Technologies
- Chairman: Altran CIS SAS
- Chairman: DATACEP SAS
- Chairman: DIOREM SAS
- Chairman: EXCELLIA SAS
- Chairman of the Board: NSI SA (listed on a free market)
- Chairman: Altran Ingénierie Mécanique & Process SAS
- Chairman: Altran Praxis SAS

Outside the Altran group

None

Abroad

Within the Altran group

- Director: Altran Italia SpA (Italy)
- Altran Technologies representative and Sole Director: Altran Innovacion SLU (Spain)
- Director: Altran Middle East (UAE)

Outside the Altran group

None

Mandates and functions held in the past five years but no longer exercised

End of mandate	Abroad **Whithin the Altran group**
2011	Director: Altran Innovacion SLU (Spain)
2012	Director: Hilson Moran Italia SpA (Italy)

14.2 Convictions for fraud, liquidation proceedings and penalties involving Altran's corporate officers

To the best of Altran Technologies' knowledge, in the past five years, none of the members of the Board of Directors have been:

- convicted for fraud;
- involved in bankruptcy, receivership or liquidation proceedings;
- incriminated or subject to sanctions by an official public statutory or regulatory authority (including specially designated professional bodies);
- prevented by court order from acting in his or her capacity as a member of an administrative, management or supervisory body of an issuer or from taking part in the management of an issuer's business.

Within the context of legal proceedings linked to the sale, in 1989, of a building owned by the French newspaper, France-Soir, Mr Yves de Chaisemartin, who was serving as a Director of Société Presse Alliance (Groupe Socpresse) at the time, was found guilty by the Paris Court of Grande Instance on 30 April 2009 of the misappropriation of corporate funds. Mr Chaisemartin, who received a two-year suspended prison sentence and a €150,000 fine, has filed an appeal which is scheduled to be heard in spring 2013.

14.3 Conflicts of interest concerning members of the Board

To the best of Altran Technologies' knowledge there are no:

- conflicts of interest between its Board members' duties to Altran Technologies and their private interests and/or other obligations;
- family ties between Altran's Board members.

14.4 Financial injunctions for anti-competitive practices imposed by the Competition Authority

No injunctions were recorded at the date these financial statements were prepared.

15

Compensation and benefits

15.1 Corporate officers' compensation

Total gross compensation and other benefits of all kinds paid to corporate officers by the company and its subsidiaries in 2012 totalled €1,532,127, of which:

- corporate officer compensation: €1,211,578;
- attendance fees: €320,549;
- benefits in kind: None.

Compensation allocated to the Chairman and Chief Executive

Mr Philippe Salle – Chairman and Chief Executive since 10 June 2011

2012 compensation

- **Compensation allocated to Mr Philippe Salle**

	For 2012			
	Target Amount	Amount due	Amount paid in 2012	Amount to be paid after 2012
Fixed compensation	€500,000	€500,000	€500,000	None
Variable compensation	€600,000	€570,083	None	€570,083
TOTAL	**€1,100,000***	**€1,070,083***	**€500,000**	**€570,083***

* This amount does not factor in compensation that could be paid within the context of the Long-term Incentive (LTI) plan detailed below ("Additional compensation programme reserved for the Chairman and Chief Executive and the Senior Executive Vice-President").

	For 2011*			
	Target Amount	Amount due	Amount paid in 2011	Amount paid in 2012
Fixed compensation	€278,411	€278,411	€278,411	None
Variable compensation	€278,411	€278,411	None	€278,411
TOTAL	**€556,822**	**€556,822**	**€278,411**	**€278,411**

* Mr Philippe Salle's compensation for fiscal year 2011 covers the period from 10 June 2011 to 31 December 2011, during which he was Group Chairman and Chief Executive.

On 31 January 2012, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) fixed the total compensation that Mr Philippe Salle could receive for fiscal year 2012 at €1,100,000. This included a fixed compensation of €500,000 plus a variable compensation of €600,000 (i.e. 120% of the fixed component) for fulfilling 100% of the 2012 performance-related objectives set by the Board. If the objectives based on quantitative criteria were surpassed, the variable component could be raised up to a maximum of 154% depending on the extent of over-performance of such criteria.

The variable component was based on achieving the following performance-related objectives in terms of:

- quantitative criteria, accounting for 60%, of which:
  - 48%: Group EBIT, and
  - 12%: Group DSO[1];
- qualitative criteria for 40%, of which:
  - 10%: Progress of the Group's transformation plan (Hercules Plan);
  - 10%: Quality and strengthening of management's skills;
  - 10%: External growth;
  - 10%: Group results compared to those of the other major sector players.

On 13 March 2013, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) allocated Mr Philippe Salle a variable compensation of €570,083 for having achieved 95% of the 2012 targets set by the Board. The level of achievement required relative to qualitative and quantitative criteria cannot be disclosed for confidentiality and trade-secret reasons

In addition, Mr Philippe Salle benefits from a Long-term Incentive (LTI) plan set up in 2012, the details of which are given in the paragraph entitled "Additional compensation programme reserved for the Chairman and Chief Executive and the Senior Executive Vice-President".

Mr Philippe Salle does not however have an employment contract with the company, nor does he benefit from I) a supplementary retirement scheme or from II) benefits due or arising from either the termination or change in his function, or from III) any compensation relative to a non-competition clause.

In fiscal year 2012, Mr Philippe Salle, in the context of his mandate, did not receive any other compensation, nor did he receive any benefits in kind, stock options, free or performance shares, or securities giving access to Altran's capital.

2013 compensation

On 30 January 2013, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) decided to maintain Mr Philippe Salle's total compensation for fiscal year 2013 at €1,100,000. This includes a fixed compensation of €500,000 and a variable compensation of €600,000 (i.e. 120% of the fixed component) for fulfilling 100% of the following performance-related objectives, in terms of:

- quantitative criteria accounting for 60%, of which:
  - 48%: Group EBIT, and
  - 12%: Consolidated Free Cash Flow[2];
- qualitative criteria, for 40%, of which:
  - 10%: Integration of the IndustrieHansa group;
  - 10%: Group operating results compared to those of a panel of competitors;
  - 10%: Roll-out of the "Programs & Innovation" plan;
  - 10%: The company's image as perceived by stakeholders, such as clients, suppliers, shareholders, employees and financial analysts.

The Board of Directors (upon recommendation of the Appointment and Compensation Committee) decided that the variable compensation allocated to Mr Philippe Salle for fiscal year 2013 could be increased without limit if the quantitative objectives are exceeded, depending on the extent of over-performance of such objectives.

(1) DSO (Days Sales Outstanding): the average number of sales days that it takes to collect revenue from client receivables.
(2) These criteria were precisely defined but have not been published for confidential reasons.

Compensation allocated to the Senior Executive Vice-President

Mr Cyril Roger – Senior Executive Vice-President since 28 October 2011, in charge of Southern Europe and the Middle East

2012 compensation

Compensation allocated to Mr Cyril Roger

	For 2012			
	Target Amount	Amount due	Amount paid in 2012	Amount to be paid after 2012
Fixed compensation	€375,000	€375,000	€375,000	None
Variable compensation	€300,000	€284,742	None	€284,742
Exceptional bonus	None	None	None	None
TOTAL	**€675,000***	**€659,742***	**€375,000**	**€284,742***

* This amount does not factor in compensation that could be paid within the context of the Long-term Incentive (LTI) plan detailed below.

	For 2011*			
	Target Amount	Amount due	Amount paid in 2011	Amount paid in 2012
Fixed compensation	€61,111	€61,111	€61,111	None
Variable compensation	€54,000	€54,000	None	€54,000
Exceptional bonus	€4,167	€4,167	None	€4,167
TOTAL	**€119,278**	**€119,278**	**€61,111**	**€58,167**

* Mr Cyril Roger's compensation for fiscal year 2011 covers the period from 28 October 2011 to 31 December 2011, during which he was Senior Executive Vice-President.

On 31 January 2012, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) fixed the total compensation that Mr Cyril Roger could receive for fiscal year 2012 at €675,000. This includes a fixed compensation of €375,000 plus a variable compensation of €300,000 (i.e. 80% of the fixed component) for fulfilling 100% of the performance-related objectives set by the Board. If the objectives based on quantitative criteria were surpassed, the variable compensation could be increased up to a maximum of 130% depending on the extent of over-performance of such criteria.

The variable component is based on achieving the following performance-related objectives in terms of:

- quantitative criteria accounting for 80%, of which:
  - 60%: divided between Group EBIT (20%) and Southern Europe EBIT (40%), and
  - 20%: DSO for Southern Europe;
- qualitative criteria for 20%, of which:
  - 6.67%: Completion of team reorganisation and strengthening of management teams in Italy;
  - 6.67%: Launch of the Care programme in France;
  - 6.67%: Finalisation of the new organisation in France.

On 13 March 2013, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) allocated Mr Cyril Roger a variable compensation of €284,742 for having achieved 94.9% of the 2012 targets set by the Board. The level of achievement required relative to qualitative and quantitative criteria cannot be disclosed for confidentiality and trade-secret reasons.

In addition, Mr Cyril Roger benefited from a Long-term Incentive (LTI) plan set up in 2012, the details of which are given in the paragraph entitled "Additional compensation programme reserved for the Chairman and Chief Executive and the Senior Executive Vice-President".

Mr Cyril Roger's employment contract with Altran was suspended as from the date of his appointment as Senior Executive Vice-President (28 October 2011) and will remain so until the end of his mandate at which time it will be reactivated. In the event of a breach of his employment contract initiated by the company, and except in the case of gross negligence or wilful misconduct on Mr Cyril Roger's part, he would benefit from:

- a contractual severance package, equivalent to the total compensation (for salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract;
- in addition, he would receive a fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the cause; this payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

In fiscal year 2012, Mr Cyril Roger, in the context of his mandate, did not receive any other compensation, nor did he receive any benefits in kind, stock options, free or performance shares, or securities giving access to Altran's capital.

On 31 December 2012, Mr Roger owned 50,522 stock options (equivalent to 0.03% of the capital at end-December 2012), which were granted without discount on 20 December 2007, prior to his appointment as Senior Executive Vice-President of the company. To the best of the company's knowledge, no hedging instruments have been set up.

2013 compensation

On 30 January 2013, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) fixed Mr Cyril Roger's total compensation for fiscal year 2013 at €700,000. This includes a fixed compensation of €400,000 and a variable compensation of €300,000 (i.e. 75% of the fixed component) for fulfilling 100% of the following performance-related objectives:

- quantitative criteria[1] accounting for 80%, of which:
  - 60%: divided between Group EBIT (20%) and Southern Europe EBIT (40%), and
  - 20%: DSO for Southern Europe;
- qualitative criteria (20%), as defined by the Board of Directors on 13 March 2013, of which:
  - 6.67%: Roll-out of the new organisation in France;
  - 6.67%: Finalisation and implementation of the Care programme;
  - 6.67%: Implementation of an homogeneous management team in France.

The Board of Directors (upon recommendation of the Appointment and Compensation Committee) decided that the variable compensation allocated to Mr Cyril Roger for fiscal year 2013 could be increased without limit if the quantitative objectives were exceeded.

Additional compensation programme reserved for the Chairman and Chief Executive and the Senior Executive Vice-President

On 29 August 2012, the Board of Directors (upon the recommendation of the Appointment and Compensation Committee) voted the launch of a Long-Term Incentive (LTI) plan. This plan provides for the possibility of awarding corporate officers, (Messrs Philippe Salle and Cyril Roger), an additional annual compensation, paid on a deferred basis, subject to the achievement of an objective based on the average annual EPS (Earning per Share) growth.

The implementation of the LTI plan, which is decided by the Board once a year, covers a period of four years. Additional compensation is paid in cash. The amount is calculated on the level of achievement of the objective and based on Altran's share price at the end of the four-year period, applied to the number of shares determined in advance by the Board of Directors.

The four-year period is divided into two sub-periods:

- a two-year vesting period: dating from the Board's decision (made when it meets to approve the financial statements for the previous fiscal year), to implement an additional compensation programme. The Board fixes the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the corporate officer in question for having achieved 100% of the objective. The vesting period runs until the Board meets two years later to approve the financial statements for the previous fiscal year;
- a two-year retention period: beginning at the end of the vesting period. At the start of the retention period, the Board fixes the definitive number of shares that will serve as a basis to calculate the corporate officer's additional compensation. Additional compensation is not distributed at this stage, but at the end of the retention period. The amount of compensation is calculated on the basis of the average Altran Technologies share price over the twenty trading-day period preceding this date, multiplied by the definitive number of shares which serves as a reference, as determined two years earlier.

The rights are acquired subject to the presence of the beneficiary within the Group during the vesting period.

The first Long-Term Incentive plan was implemented in 2012 (corresponding to fiscal year 2012), with effect as of 8 March 2012, when the Board of Directors met to approve the financial statements for fiscal year 2011. Upon the recommendation of the Appointment and Compensation Committee, the Board:

- determined the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the following corporate officers:
  - Mr Philippe Salle, Chairman and Chief Executive Officer: 253,580 shares,
  - Mr Cyril Roger, Senior Executive Vice-President: 144,903 shares;
- decided that corporate-officer rights to additional compensation would be determined by the level of performance objectives achievement;
- fixed precise performance objectives and the allocation criteria used for granting these rights. This information has not been disclosed for confidentiality reasons.

In 2012, the Group provisioned additional compensation payments of €736,250 for Mr Philippe Salle and €426,250 for Mr Cyril Roger.

(1) These criteria were precisely defined but have not been published for confidential reasons.

Attendance fees and other forms of compensation allocated to Non-Executive Directors

At the Annual General Meeting on 30 June 2008, the total amount of attendance fees allocated to Altran Directors was capped at €440,000 per annum, and the breakdown of the fees left to the discretion of the Board.

On 13 March 2009, the Board of Directors (upon recommendation of the Appointment and Compensation Committee) set the annual attendance fees at €40,000 for Directors and €80,000 for committee chairpersons. It was also decided that neither the Chairman of the Board, nor the representatives of Apax Partners would receive attendance fees.

Contrary to the recommendations of the AFEP-MEDEF, the Board of Directors did not find it necessary to introduce a variable component linked to assiduity for the calculation of attendance fees given the high level of participation (95%) at Board and Committee Meetings.

Details of the attendance fees allocated to Directors in 2012 (excluding any other exceptional compensation distributed over the period) are given in the table below:

Member of the Board of Directors	Function	Attendance fees paid in 2011	Attendance fees paid in 2012
Mr Roger Alibault	Director until 1 June 2012	€40,000	€36,813
Mr Jean-Pierre Alix	Director	€40,000	€40,000
Apax Partners, represented by Mr Maurice Tchenio	Director	None	None
Mr Christian Bret	Director since 1 June 2012	None	€3,297
Mr Dominique de Calan	Director and Chairman of the Appointment and Compensation Committee until 1 June 2012	€80,000	€73,626
Mr Yves de Chaisemartin	Director until 1 June 2012	None	€36,813
Mrs Monique Cohen	Director	None	None
Mr Hans-Georg Härter	Director since 1 June 2012	None	€3,297
Mrs Florence Parly	Director and Chairman of the Appointment and Compensation Committee since 1 June 2012	None	€6,593
Mrs Nathalie Rachou	Director	None	€3,297
Mr Gilles Rigal	Director	None	None
Mr Michel Sénamaud	Director until 1 June 2012	€40,000	€36,813
Mr Jacques-Etienne de T'Serclaes	Director and Chairman of the Audit Committee	€80,000	€80,000
TOTAL		**€280,000**	**€320,549***

* In 2012, the Board comprised one Director eligible to receive attendance fees more than in 2011.

In view of the changes made to the composition of the Board at the Annual General Meeting on 1 June 2012, it was decided that, for Directors who did not exercise their mandate throughout the full year in 2012, the allocation of attendance fees for 2012 would be calculated on a pro-rata basis, according to the number of calendar days served.

Attendance fees are paid on a half-yearly basis (with payment for the first six months made in July of the ongoing fiscal year and that for the second six months in January of the following year). Accordingly, the Directors who exercised their mandates in the second half of 2012 received their attendance fees for H2 2012 in January 2013, in accordance with the allocation regulations laid down by the Board of Directors on 13 March 2009.

In fiscal year 2012, the corporate officers did not receive any compensation from any company controlled by Altran, nor did they receive any benefits in kind, stock options, free or performance shares, or securities giving access to Altran Technologies' capital.

15.2 All commitments made by the company to its corporate officers

Under the terms of his employment contract with Altran Technologies, Mr Cyril Roger benefits from a contractual severance package and a non-competition indemnity. These benefits were suspended, as was his employment contract, as from the date of his appointment as Senior Executive Vice-President (28 October 2011) and will remain so throughout his mandate (see 15.1 above).

The Group made no other commitments to award the members of the Board of Directors any compensation, financial guarantees or benefits due or arising from either the termination of, or a change in their functions.

15.3 Summary of stock options granted to corporate officers

All information concerning the various stock-option plans granted to corporate officers and the stock option exercise process is given in section 17.2.1 “Stock options”, of the present Registration Document.

15.4 AFEP-MEDEF recommendations

The Board of Directors adopted the AFEP-MEDEF Corporate Governance Code as the company’s reference code. The table below gives an overview of the AFEP-MEDEF recommendations concerning corporate-officer compensation that the company has chosen not to apply and the reasons for doing so.

AFEP-MEDEF Recommendations	Reasons for not applying these recommendations
Information on the criteria used to determine the variable component and how these criteria are applied	For confidentiality and trade-secret reasons, Altran cannot divulge the precise definition of quantitative criteria used, or the extent of corporate-officer achievement with regard to fulfilling qualitative and qualitative criteria.
Black-out period during which stock options may not be exercised	The guidelines for the prevention of insider’s dealing, updated by the company in 2011, stipulates that corporate insiders must refrain from carrying out operations on company shares during given periods determined according to the financial communication calendar. This rule does not apply to shares subscribed or acquired through the exercise of stock options, providing the operation is not followed by the resale of the shares subscribed.
Level of attendance fees to be determined in relation to the attendance of Directors	The Board of Directors did not find it necessary to introduce a variable component linked to assiduity for the calculation of attendance fees, given the high level of participation at Board and Committee Meetings.

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Practices of the corporate bodies

All information relative to the functioning and organisation of the corporate bodies is given in the “Chairman’s Report”, in appendix 1 of the present Registration Document.

All information pertaining to related parties agreements is given in the Statutory Auditors’ Special Report on regulated agreements and commitments in appendix 3 of the present Registration Document.

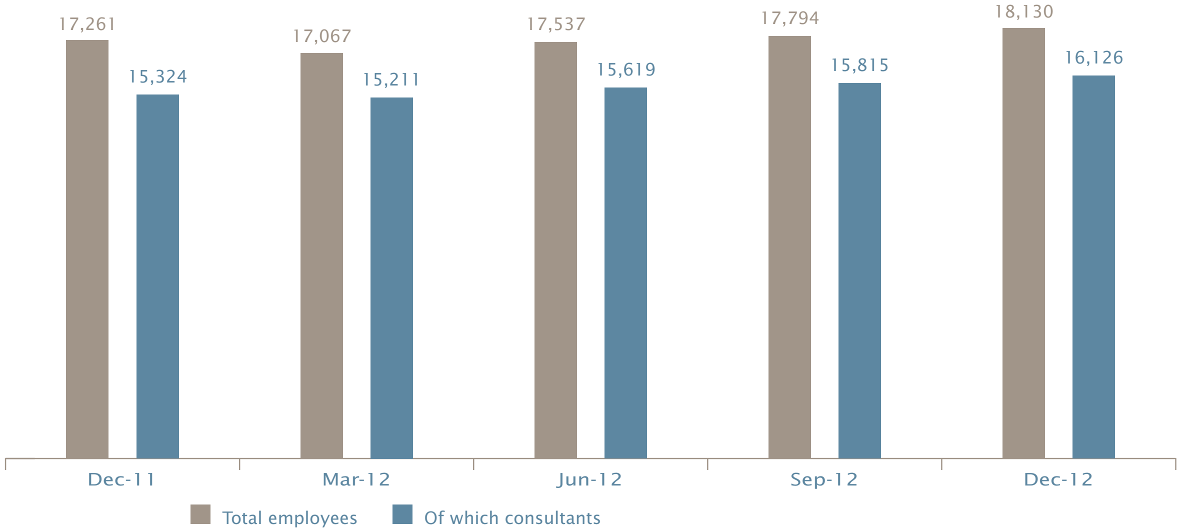
17

Employees

17.1 Employee data

17.1.1 Staff number trends

The total headcount, as detailed below, stood at 18,130 at end-December 2012, implying an increase of 869 employees on 2011.



17.1.2 Invoicing rate

The invoicing rate is calculated by dividing the number of billed FTEs (Full Time Equivalents) by the total number of potential FTEs, whereby 1/ the number of FTEs billed = the number of days billed / the total number of working days, and 2/ the total number of potential FTEs = (the number of employee days less paid leave) / the total number of working days.

In addition, the fact that there is no standard industry definition for the invoicing rate makes it difficult to draw comparisons between Altran and its competitors.

Altran's average invoicing rate came out at 84.5% in 2012. Trends in the invoicing rate (excluding Cambridge Consultants' activities) are as follows:

	Average 2010	Average 2011	Q1 2012 Average	Q2 2012 Average	H1 2012 Average	Q3 2012 Average	Q4 2012 Average	H2 2012 Average	Average 2012
Invoicing rate	84.4%	85.5%	84.8%	84.8%	84.8%	84.1%	84.4%	84.3%	84.5%

17.1.3 Staff turnover rate

Altran's staff turnover rate is defined as the ratio between the total number of employee departures and the total number of staff members employed on a permanent basis. In 2012, the 12-month moving average of staff turnover rates came out at 17.4%, on a like-for-like basis, compared with 20.8% in 2011.

17.2 Employee share-ownership and profit-sharing

17.2.1 Stock options and free shares

The Group did not issue any stock-option plans in 2012.

However, on 31 January 2012, the Board granted 622,500 free shares within the context of two free share plans reserved for 51 employees at Group companies in France and abroad. These plans represented 0.43% of the total capital of the company at the date of allocation and at 31 December 2012. This decision was made in accordance with resolution 19 adopted at the company's Combined Ordinary and Extraordinary Shareholders' Meeting on 10 June 2011 granting the Board of Directors the power to freely allocate to company employees and/or the corporate officers of Altran and its related holdings, in a 38-month timeframe, existing or to-be-issued shares within the context of a capital increase capped at 6% of the company's share capital. This 6% ceiling covers both the granting of free shares and the exercising of stock options.

No free shares were granted to the company's corporate officers in 2012.

The main characteristics of the Group's stock-option and free-share plans that matured during the period, as well as those which were outstanding at 31 December 2012 are outlined in the tables below:

	Stock options				2012 Free Share Plan	
	2004[(a)]	2005[(a)]	2005[(a)]	2007[(a)]	France	Outside France
Date of General Meeting	28/06/2004	28/06/2004	28/06/2004	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors' or Management Board Meeting	29/06/2004	15/06/2005	20/12/2005	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,762,000	340,000	2,630,000	2,589,830	390,000	232,500
o/w available to corporate officers	*80,000*	*200,000*	*210,000*	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*510,000*	*340,000*	*635,000*	*340,000*	*130,000*	*0*
Balance at 31 December 2012	*451,792*	*132,369*	*295,807*	*333,446*	*130,000*	*0*
Vesting date	30/06/2008	16/06/2009	21/12/2009	21/12/2011		
Deadline for granting free shares					Beginning of 2014[(b)]	31/01/2016
Maturity	29/06/2012	15/06/2013	20/12/2013	20/12/2015		
End of lock-in period for free shares					Beginning of 2016[(c)]	31/01/2016
Subscription price of options/reference share price *(€)*	€9.27	€7.17	€9.52	€4,25	€3.54	€3.54
Valuation method used	Black & Scholes	Black & Scholes	Black & Scholes	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2011	1,087,955	132,369	1,061,521	1,585,779	0	0
Rights created in 2012	0	0	0	0	390,000	232,500
Rights forfeited in 2012	1,087,955	0	116,207	130,157	35,000	0
Rights exercised in 2012	0	0	0	128,430	0	0
Number of shares available for subscription or allocation at 31/12/2012	0	132,369	945,314	1,327,192	355,000	232,500

(a) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.
(b) The definitive date for granting free shares to employees having an employment contract with one of the Group's companies registered in France will be the same as the date scheduled for the Board of Directors' Meeting to approve the 2013 financial statements.
(c) Beneficiaries are obliged to conserve these free shares for a period of two consecutive years from the date of free-share attribution.

No free shares were granted to the Group's corporate officers in 2012.

Altran Technologies stock options granted to Mr Yves de Chaisemartin – Chairman of the Management Board until 30 June 2008; Director, Chairman of the Board and CEO between 1 July 2008 and 10 June 2011, then Director until 10 June 2012

	20 December 2007 plan
Strike price[(a)]	€4.25
Vesting date	21/12/2011
Maturity	20/12/2015
Number of options granted	50,000
Number of options exercised over the period	–
Number of options outstanding at 31 December 2012[(a)]	50,522

(a) After adjustment for the price and the number of options linked to the July 2008 capital increase.

Stock options granted to Mr Cyril Roger[1], Senior Executive Vice-President since 28 October 2011 – in charge of France, Southern Europe and the Middle East

	20 December 2007 plan
Strike price[a]	€4.25
Vesting date	21/12/2011
Maturity	20/12/2015
Number of options granted	50,000
Number of options exercised over the period	–
Number of options outstanding at 31 December 2012[a]	50,522

(a) After adjustment for the price and the number of options linked to the July 2008 capital increase.

17.2.2 Employee profit-sharing and incentive schemes

The annual amounts of profit-sharing benefits paid by the Group to its employees and booked in the income statement since 2006 are listed in the table below:

Year	Amount *(in thousands of euros)*
2006	7,971
2007	2,590
2008	2,184
2009	634
2010	1,446
2011	2,047
2012	932

17.2.3 Number of treasury shares purchased or sold during the period in connection with employee profit-sharing

None.

17.2.4 Stock options and free shares granted to the ten highest-paid employees who are not corporate officers

The Group did not grant any stock options in 2012. However, on 31 January 2012, the Board launched two free share plans reserved for certain employees in France ("French Plan") and abroad ("Foreign Plan"). Within the context of these free-share plans, 180,000 free shares were granted to the ten highest-paid employees who are not corporate officers in the company.

(1) Within the context of his employment contract.

18

Major Shareholders

18.1 Shareholders and their voting rights

18.1.1 Persons or corporate bodies owning more than 5%, 10%, 15%, 20%, 25%, 30%, 33%, 50%, 66%, 90% or 95% of company shares or voting rights at General Meetings

	31 Dec. 2010				31 Dec. 2011				31 Dec. 2012			
	Number of shares	% of share capital	Number of voting rights	% voting rights	Number of shares	% of share capital	Number of voting rights	% voting rights	Number of shares	% of share capital	Number of voting rights	% voting rights
Altrafin Participations[(a)]	27,501,079	19.15%	27,501,079	18.37%	27,501,079	19.00%	27,501,079	18.24%	27,501,079	18.99%	27,501,079	21.67%
Alexis Kniazeff	6,976,357	4.86%	9,610,574[(b)]	6.42%[(b)]	6,976,357	4.82%	9,610,574[(b)]	6.38%[(b)]	6,976,357	4.82%	8,610,574[(b)]	5.57%[(b)]
Hubert Martigny	6,978,989	4.86%	9,615,838[(b)]	6.42%[(b)]	6,978,989	4.82%	9,615,838[(b)]	6.38%[(b)]	6,978,989	4.82%	8,615,838[(b)]	5.57%[(b)]
Concert[(c)]	*41,456,425*	*28.87%*	*46,727,491*	*31.21%*	*41,456,425*	*28.64%*	*46,727,491*	*31.00%*	*41,456,425*	*28.62%*	*50,727,491*	*32.81%*
Free float[(d)]	102,248,107	71.15%	102,887,026	68.79%	103,264,999	71.36%	104,023,436	69.00%	103,393,431	71.38%	103,879,109	67.19%
TOTAL	**143,704,532**	**100.00%**	**149,614,517**	**100.00%**	**144,721,424**	**100.00%**	**150,750,927**	**100,00%**	**144,849,856**	**100.00%**	**154,606,600**	**100.00%**
Total number of shares giving access to double voting rights	5,998,957				6,029,503				9,921,744			

(a) Of which 6,000,000 shares acquired from Messrs Kniazeff and Martigny; 18,902,079 shares subscribed within the context framework of the 29 July 2008 capital increase; and 2,599,000 shares acquired by Altrafin Participations via SRD orders finalised on 29 July 2008.

(b) Access to voting rights was attributed to Altrafin Participations.

(c) The concert comprises Altrafin Participations, Mr Alexis Kniazeff and his family, and Mr Hubert Martigny. In accordance with the Banking and Financial Regulation Law of 22 October 2010, the threshold triggering a mandatory tender offer was lowered from one-third to 30% of capital or voting rights on 1 February 2011. In view of the declaration of participation registered with the AMF and published on 15 April 2011 (ref: 211C0464), the concert benefits from the so-called "grandfather clause", and this without limit of duration, in as much as it owned 28.88% of the capital and 31.27% of the voting rights on I January 2010, and that its holdings remain between the thresholds of 30% and that of one-third of capital and of voting rights, in accordance with Article 234-11 of AMF General Regulations. In other words, if the concert crosses the threshold of one-third of share capital or voting rights, it will find itself under the obligation to launch a mandatory takeover bid.

(d) Including Financière de l'Echiquier which notified the company by letter on 19 December 2012 that it owned 8,493,116 shares in the company.

To the best of the company's knowledge, in light of the ruling handed down by the AMF Sanctions Committee on 28 January 2013 with regard to Gilaspi Investments and Mr Marc Eisenberg, Gilapsi Investments, having declared in letters dated 4 and 8 July 2008, ownership of 9,236,847 shares, had crossed below the 5% threshold on 20 January 2010.

18.1.2 Declarations of statutory threshold crossing (0.5% of capital, voting rights or shares giving future access to Altran's capital, or any multiple thereof) in 2012

Harris Associate L.P. declared:

- on 15 June 2012, that, following the acquisition of shares on 14 June 2012, the funds managed by Harris Associate L.P had broken through the 3% capital and voting rights thresholds and owned 4,945,486 Altran Technologies shares (equivalent to 3.42% of the capital and 3.29% of the voting rights);
- on 18 December 2012, that, following the disposal of shares on 11 December 2012, the funds it managed owned 4,788,900 shares (representing 3.31% of the capital and 3.10% of the voting rights);
- on 31 December 2012, that, following the disposal of shares on 24 December 2012, the funds it managed had crossed below the 3% voting rights threshold and owned 4,632,641 Altran Technologies shares (representing 2.99% of the voting rights).

The **Amundi** group, in a joint declaration representing three asset management companies: Amundi, Societe Generale Gestion and Etoile Gestion, and a fourth asset management company, CPR Asset Management, as of October 2012, declared:

- on 2 January 2012, that, following the acquisition of shares on 30 December 2011, the UCITS funds managed by these companies had broken through the statutory 1% voting rights threshold and owned 1,511,958 Altran Technologies shares (representing 1% of the voting rights);
- on 10 January 2012, that, following the disposal of shares on 9 January 2012, the UCITS funds managed by these companies had crossed below the statutory 1% voting rights threshold and owned 1,503,375 Altran Technologies shares (representing 0.99% of the voting rights);
- on 24 January 2012, that, following the disposal of shares on 23 January 2012, the UCITS funds managed by these companies had crossed below the statutory 1% capital threshold and owned 1,407,375 Altran Technologies shares (representing 0.97% of the capital);
- on 13 April 2012, that, following the disposal of shares on 12 April 2012, the UCITS funds managed by these companies had crossed below the statutory 0.5% capital and voting rights thresholds and owned 618,145 Altran Technologies shares (representing 0.42% of the capital and 0.39% of the voting rights);
- on 26 September 2012, that, following the acquisition of shares on 25 September 2012, the UCITS funds managed by these companies had broken through the statutory 0.5% capital and voting rights thresholds and owned 886,361 Altran Technologies shares (representing 0.61% of the capital and 0.57% of the voting rights);
- on 11 October 2012, that, following the acquisition of shares on 10 October 2012, the UCITS funds managed by these companies had broken through the statutory 1% capital and voting rights thresholds and owned 1,593,555 Altran Technologies shares (representing 1.1% of the capital and 1.03% of the voting rights);
- on 15 November 2012, that, following the acquisition of shares on 14 November 2012, the UCITS funds managed by these companies had broken through the statutory 1.5% capital threshold and owned 2,272,592 Altran Technologies shares (representing 1.56% of the capital);
- on 16 November 2012, that, following the acquisition of shares on 15 November 2012, the UCITS funds managed by these companies had broken through the statutory 1.5% voting rights threshold and owned 2,325,049 Altran Technologies shares (representing 1.5% of the voting rights);
- on 4 December 2012, that, following the acquisition of shares on 3 December 2012, the UCITS funds managed by these companies had broken through the statutory 2% capital rights threshold and owned 2,922,219 Altran Technologies shares (equivalent to 2.01% of the capital);
- on 6 December 2012, that, following the acquisition of shares on 5 December 2012, the UCITS funds managed by these companies had broken through the statutory 2% voting rights threshold and owned 3,149,315 Altran Technologies shares (representing 2.03% of the voting rights).

BNP Paribas Asset Management acting for and on behalf of itself, as well as on behalf of CamGestion, Fundquest France and entities of Fortis Investments integrated to BNP Parisbas Investment Partners for the purposes of closed-end funds (FCP), SICAV, Mandates and Corporate Mutual Funds (FCPE) with delegation of voting rights, informed the company:

- on 5 March 2012, that, as of 2 March 2012, it had:
  - (i) crossed below the 1% capital and voting rights thresholds and owned 1,329,310 shares (representing 0.92% of the capital and 0.85% of the voting rights), and
  - (ii) broken through the 1.5% capital threshold with OCEANE bonds giving access to 2,318,450 shares (representing 1.60% of the capital);
- on 11 May 2012, that, as of 10 May 2012, it had crossed below the global 2.5% capital threshold and owned 1,313,336 shares and OCEANE bonds giving access to 2,298,450 shares (representing a total of 2.495% of the capital);
- on 21 May 2012, that, as of 18 May 2012, it had broken through the global 2.5% capital threshold and owned 1,323,732 shares and OCEANE bonds giving access to 2,298,450 shares (representing a total of 2.50% of the capital);
- on 5 June 2012, that, as of 4 June 2012, it had crossed below the global 2.5% capital threshold and owned 1,312,738 shares and OCEANE bonds giving access to 2,298,450 shares (representing a total of 2.495% of the capital);

- on 11 June 2012, that, as of 8 June 2012, it had broken through the global 2.5% capital threshold and owned 1,342,738 shares and OCEANE bonds giving access to 2,298,450 shares (representing a total of 2.52% of the capital);
- on 18 June 2012, that, as of 15 June 2012, it had crossed below the global 2.5% capital threshold and owned 1,328,135 shares and OCEANE bonds giving access to 2,286,450 shares (representing a total of 2.497% of the capital);
- on 29 June 2012, that, as of 28 June 2012, it had broken through the global 2.5% capital threshold and owned 1,301,674 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 2.51% of the capital);
- on 9 July 2012, that, as of 6 July 2012, it had crossed below the global 2.5% capital threshold and owned 1,287,718 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 2.497% of the capital);
- on 11 July 2012, that, as of 10 July 2012, it had broken through the global 2.5% capital threshold with 1,297,248 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 2.50% of the capital);
- on 16 July 2012, that, as of 13 July 2012, it had crossed below the global 2.5% capital threshold with 1,093,284 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 2.36% of the capital);
- on 17 July 2012, that, as of 14 July 2012, it had crossed below the global 1% voting rights threshold with 1,004,428 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 0.99% of the voting rights);
- on 26 July 2012, that, as of 23 July 2012, it had broken through:
  - (i) the 1% voting rights threshold with OCEANE bonds giving access to 2,326,450 shares (representing 1.47% of the voting rights), and
  - (ii) the global 2% voting rights threshold with 1,000,069 shares and OCEANE bonds giving access to 2,326,450 shares (representing a total of 2.11% of the voting rights);
- on 28 July 2012, that, as of 27 July 2012, it had broken through:
  - (i) the 2% capital threshold with OCEANE bonds giving access to 2,979,450 shares (equivalent to 2.06% of the capital);
  - (ii) the global 2.5% capital threshold with 988,734 shares and OCEANE bonds giving access to 2,979,450 shares (representing a total of 2.74% of the capital);
  - (iii) the 1.5% voting rights threshold with OCEANE bonds giving access to 2,979,450 shares (equivalent to 1.89% of the voting rights), and
  - (iv) the global 2.5% voting rights threshold with 988,734 shares and OCEANE bonds giving access to 2,979,450 shares (representing a total of 2.52% of the voting rights);
- on 31 December 2012 that, as of 28 December 2012, it had crossed below the global 2.5% voting rights threshold with 988,734 shares and OCEANE bonds giving access to 2,979,450 shares (representing a total of 2.49% of the voting rights).

Crédit Suisse Group AG declared:

- on 16 March 2012, that it had broken through the statutory 1% capital threshold and owned 1,739,951 Altran Technologies shares (representing 1.20% of the capital);
- on 23 April 2012, that it had crossed below the statutory 1% capital threshold and owned 1,414,830 Altran Technologies shares (representing 0.98% of the capital);
- on 20 June 2012, that it had crossed below the statutory 0.5% capital threshold and owned 566,743 Altran Technologies shares (representing 0.39% of the capital);
- on 18 September 2012, that it had broken through the statutory 1% capital threshold and owned 1,485,601 Altran Technologies shares (representing 1.03% of the capital).

Financière de l'Echiquier informed the company:

- on 2 August 2012, that the UCITS funds managed by Financière de l'Echiquier had crossed below the statutory 7% capital threshold and the statutory 6.5% voting rights threshold and owned 9,971,958 Altran Technologies shares (representing 6.89% of the capital and 6.44% of the voting rights);
- on 6 December 2012, that the UCITS funds managed by this company had crossed below the statutory 6.5% capital threshold and the statutory 6% voting rights threshold and owned 9,272,200 Altran Technologies shares (representing 6.40% of the capital and 5.99% of the voting rights);
- on 19 December 2012, that the UCITS funds managed by this company had crossed below the statutory 6% capital threshold and the statutory 5.5% voting rights threshold and owned 8,493,116 Altran Technologies shares (representing 5.86% of the capital and 5.49% of the voting rights).

Dexia AM declared:

- on 23 January 2012, that, on 20 January 2012, Dexia Asset Management Luxembourg S.A, in its capacity as parent company of the Dexia Asset Management group had crossed below the statutory 0.5% capital and voting rights thresholds and owned only 0.49% capital and voting rights in the company.

Altrafin Participations informed the company:

- on 27 June 2012, that, following the acquisition of double voting rights, it had broken through the statutory 18.50% to 21.50% voting rights thresholds on 24 June 2012 and owned 33,501,079 voting rights (representing 21.65% of the voting rights of the company).

Norges Bank (the Central Bank of Norway) declared:

- on 15 August 2012, that, following the acquisition of shares on 14 August 2012, it had broken through the statutory 3% capital threshold and owned 4,412,375 Altran Technologies shares (representing 3.05% of the capital and 2.86% of the voting rights).

Dimensional Fund Advisors LP informed the company:

- on 8 November 2012, that, following the disposal of shares on 5 November 2012, the asset managers of the Dimensional asset fund had crossed below the statutory 1% capital and voting rights thresholds and owned 1,436,415 Altran Technologies shares (representing 0.99% of the capital) and 1,367,501 voting rights (representing 0.88% of the voting rights).

18.1.3 Companies controlled by the Group and their share of Altran Technologies' treasury stock

None.

18.1.4 Share ownership: employees

At 31 December 2012, Altran employees owned 813,550 Altran Technologies shares, representing 0.56% of the company's capital and 0.53% of its voting rights, through two corporate mutual funds.

Most of these shares were obtained within the context of the employee share-ownership plan introduced in the first half of 2006.

18.1.5 Share ownership: corporate officers

In accordance with Article 11 of the Articles of association, which stipulates that corporate officers must own at least one Altran Technologies share, the holdings of the corporate officers in Altran Technologies' capital at 31 December 2012 were as follows:

Mr Philippe Salle	147,657 shares
Mr Cyril Roger	93,240 shares
Mr Jean-Pierre Alix	10 shares
Apax Partners, through its subsidiary, Altrafin Participations, which owns	27,501,079 shares
Mr Christian Bret	10 shares
Mrs Monique Cohen	100 shares
Mr Hans-Georg Härter	2,060 shares
Mrs Florence Parly	15 shares
Mrs Nathalie Rachou	1,000 shares
Mr Gilles Rigal	1 share
Mr Jacques-Etienne de T'Serclaes	3,024 shares

18.2 Transactions carried out during the year subject to Article L.621-18-2 of the French Monetary and Financial Code

To the best of the company's knowledge, other than the Altran Technologies shares acquired by the new Directors, namely, 2,060 shares acquired by Mr Hans-Georg Härter on 19 March 2012, 1,000 shares by Mrs Nathalie Rachou on 19 March 2012, 15 shares by Mrs Florence Parly on 23 March 2012 and 10 shares by Mr Christian Bret on 26 April 2012, no other corporate officer carried out any transaction on the company's shares in 2012.

18.3 Share buybacks

The Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, in accordance with the quorum and majority conditions of the Ordinary General Meetings, resolved to:

- terminate, with immediate effect, the unused portion of the share buyback authorised by the Combined Ordinary and Extraordinary Shareholders' Meeting on 10 June 2011.

  Within the context of the above-mentioned authorisation, the company concluded a liquidity contract with Exane Paribas in July 2011 for the purposes of enhancing the liquidity of transactions, stabilising the price of Altran shares and preventing any swings in the share price that are not caused by market trends. A cash and marketable securities account was opened in 2011 for the purposes of this contract and €2m was credited to the account at the time of opening in July 2011.

  In 2012, 3,968,242 Altran Technologies shares were acquired at a unit price of €4.204 and 4,233,649 shares sold at a unit price of €4.226. At 31 December 2012, the cash and marketable securities account comprised 165,000 Altran Technologies shares and €1,734,692 in cash.

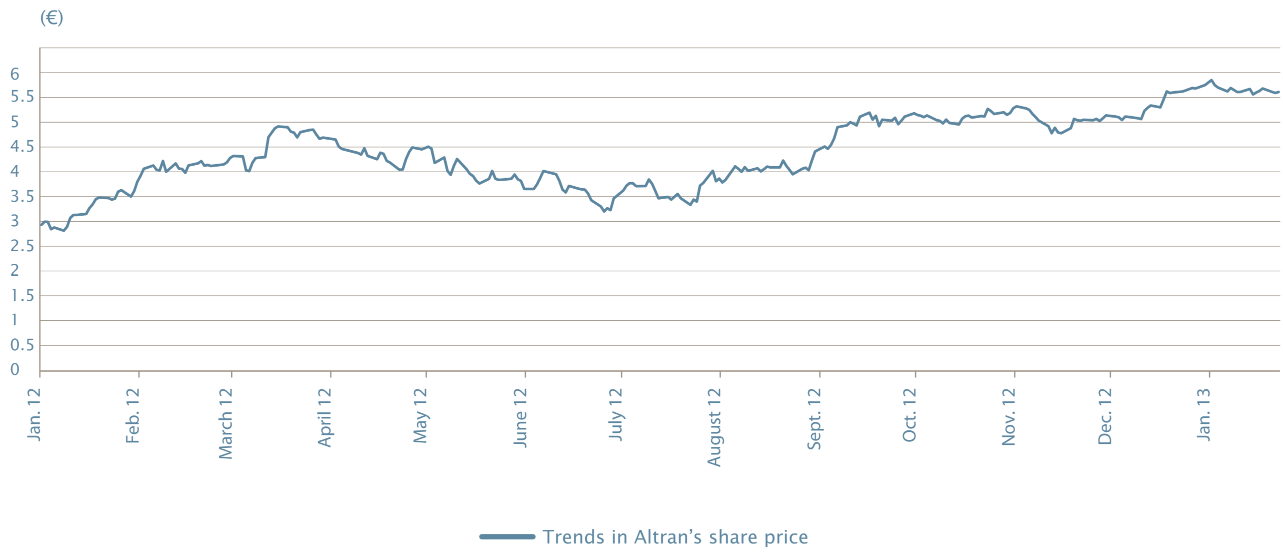
- authorise the company, in the 14th resolution, to buy back, sell or transfer Altran Technologies shares equivalent to up to 10% of the company's share capital at a maximum purchase price of €15 per share.

  This authorisation (validated for 18 months) was duly exercised. A liquidity contract was concluded with CA Chevreux for the acquisition of 500,000 Altran Technologies shares which remained outstanding at 31 December 2012.

18.4 Market for Altran Technologies securities

18.4.1 Trends in Altran Technologies' share price

	Average daily trading volumes	Average price (€)	Highest price (€)	Lowest price (€)	Capitalisation (€m)
January 2012	622,647	3.23	3.73	2.78	467
February 2012	678,217	4.09	4.26	3.62	592
March 2012	645,881	4.58	4.99	3.90	663
April 2012	520,910	4.36	4.79	3.98	631
May 2012	359,796	4.01	4.56	3.66	580
June 2012	394,594	3.62	4.15	3.18	524
July 2012	469,584	3.63	4.08	3.29	526
August 2012	330,353	4.06	4.45	3.75	587
September 2012	568,724	4.93	5.25	4.41	714
October 2012	411,208	5.11	5.34	4.91	740
November 2012	344,968	5.05	5.39	4.70	730
December 2012	419,637	5.36	5.79	4.99	775
January 2013	487,841	5.65	6.00	5.53	818

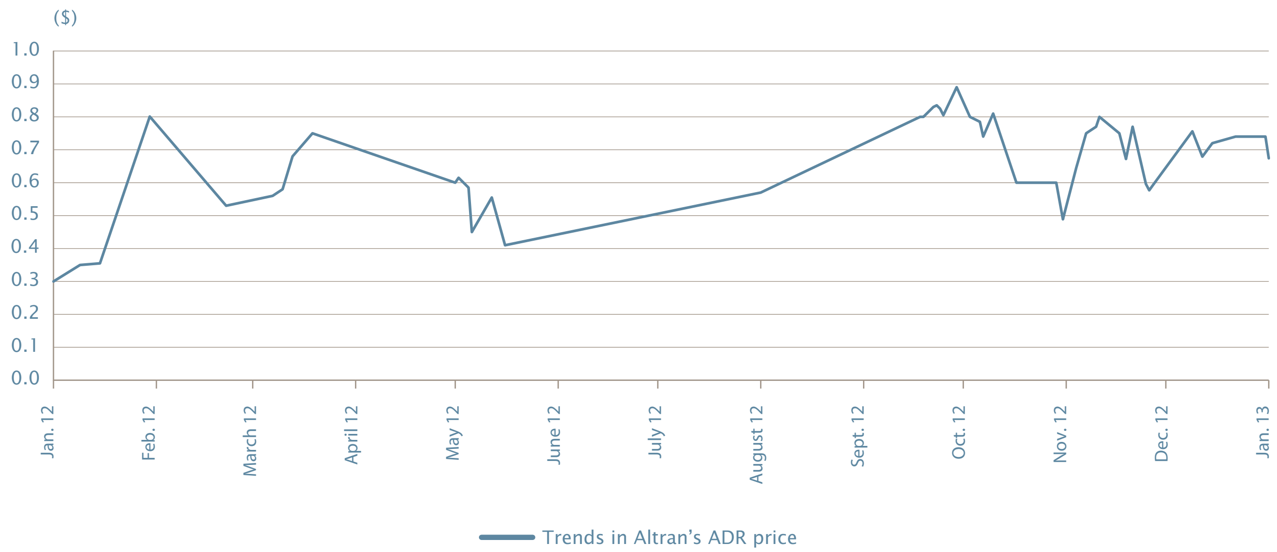


18.4.2 Trends in Altran Technologies' ADR price

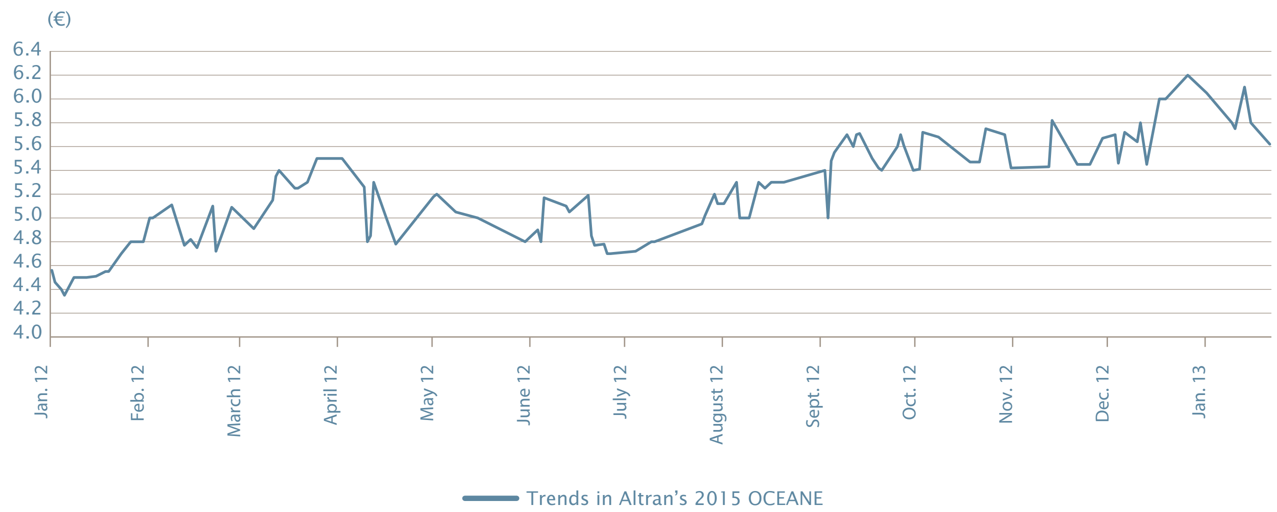
Altran Technologies is also listed in the USA in dollars through Level I American Depositary Receipts (ADRs) under code number 02209U108. Trading in these instruments is very limited and irregular.

The ADR transactions carried out since the beginning of 2012 are listed in the table below:

	Average daily trading volumes	Highest price ($)	Lowest price ($)	Last price ($)	Volumes traded ($)
10/01/2012	2,098	0.30	0.30	0.30	629
18/01/2012	1,931	0.35	0.35	0.35	676
24/01/2012	10,000	0.42	0.36	0.36	3,550
08/02/2012	9,014	0.80	0.80	0.80	7,220
02/03/2012	5,000	0.53	0.53	0.53	2,650
16/03/2012	6,936	0.56	0.56	0.56	3,884
19/03/2012	6,936	0.58	0.58	0.58	4,023
22/03/2012	862	0.68	0.68	0.68	586
28/03/2012	1,000	0.75	0.75	0.75	750
10/05/2012	2,136	0.60	0.60	0.60	1,282
11/05/2012	599	0.62	0.62	0.62	368
14/05/2012	599	0.59	0.59	0.59	350
15/05/2012	1,636	0.45	0.45	0.45	736
21/05/2012	500	0.56	0.56	0.56	278
25/05/2012	3,272	0.45	0.41	0.41	1,342
10/08/2012	36,311	0.57	0.56	0.57	20,697
27/09/2012	7,446	0.80	0.80	0.80	5,957
28/09/2012	6,250	0.80	0.79	0.80	5,000
01/10/2012	2,500	0.83	0.83	0.83	2,075
02/10/2012	2,500	0.84	0.84	0.84	2,088
03/10/2012	1,344	0.83	0.83	0.83	1,109
04/10/2012	1,158	0.81	0.81	0.81	932
08/10/2012	3,936	0.89	0.83	0.89	3,503
12/10/2012	1,202	0.80	0.80	0.80	962
15/10/2012	1,202	0.79	0.79	0.79	944
16/10/2012	2,558	0.74	0.74	0.74	1,893
19/10/2012	1,335	0.81	0.81	0.81	1,081
26/10/2012	5,487	0.60	0.60	0.60	3,292
07/11/2012	5,487	0.60	0.60	0.60	3,292
09/11/2012	8,279	0.80	0.49	0.49	4,047
13/11/2012	1,230	0.64	0.64	0.64	793
16/11/2012	1,050	0.75	0.65	0.75	788
19/11/2012	1,230	0.77	0.77	0.77	947
20/11/2012	2,395	0.80	0.80	0.80	1,916
26/11/2012	1,150	0.75	0.75	0.75	863
28/11/2012	1,395	0.67	0.67	0.67	937
30/11/2012	31,716	0.77	0.64	0.77	24,421
04/12/2012	7,853	0.60	0.60	0.60	4,680
05/12/2012	14,808	0.61	0.56	0.58	8,543
06/12/2012	8,853	0.59	0.59	0.59	5,232
18/12/2012	2,805	0.76	0.69	0.76	2,121
21/12/2012	4,560	0.68	0.68	0.68	3,097
24/12/2012	2,134	0.72	0.72	0.72	1,536
31/12/2012	2,352	0.74	0.74	0.74	1,740
09/01/2013	277	0.74	0.74	0.74	205
10/01/2013	1,848	0.74	0.67	0.67	1,246



18.4.3 Price trends in the convertible bond redeemable on 1 January 2015



18.5 Information on the calculation methods and effects of adjustments to the conversion basis for bonds and the conditions covering the subscription or purchase of securities convertible or exchangeable into shares

Details of the adjustments made to the Group's stock-option plans following the 29 July 2008 capital increase are given in the table below (rounded up to the nearest unit):

Stock-option plans	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
15 June 2005 plan	€7.24	€7.17	131,000	132,369	1.01043
20 December 2005 plan	€9.62	€9.52	1,767,500	1,786,061	1.01043
20 December 2007 plan	€4.29	€4.25	2,525,330	2,551,832	1.01043

18.6 Agreements entered into by the company which would be amended or terminated upon a change of ownership of the company

None.

18.7 Agreements between shareholders of which the company is aware and which could restrict the transfer of shares and/or the exercise of voting rights

To the best of the company's knowledge, the shareholder pact concluded on 24 June 2008 between Altrafin Participations, Mr Hubert Martigny, Mr Alexis Kniazeff, the company Altamir Amboise and the fund, Apax France VII - as indicated on the website of the AMF (*http://www.amf-france.org*, reference 208C1233) - could give rise to restrictions on share transfers and the exercise of voting rights.

18.8 Commitments to buy out minority interests

None.

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Related-party transactions

Corporate officers' compensation

Total compensation and benefits paid to corporate officers by Altran and the companies it controls totalled €1,532,127 in 2012:

Fixed compensation	Variable compensation	Bonus	Attendance fees	Benefits in kind	Total compensation	End-of-career commitments
875,000	332,411	4,167	320,549	None	1,532,127	None

More detailed information is given in section 15.1 "Corporate officers' compensation".

Commitments made by the company to its corporate officers

Mr Cyril Roger's employment contract with the company was suspended as from the date of his appointment as Senior Executive Vice-President (28 October 2011) and will remain so throughout his mandate, during which time his supplementary retirement entitlement is suspended. Mr Roger's employment contract will be reactivated upon termination of his mandate. However, in the event of a breach of contract initiated by the company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- a contractual severance package, equivalent to the total compensation (for salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract;
- a fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the motive. This payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the payment of the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

20 Financial information concerning the company's assets and liabilities, financial situation and financial statements

20.1 Historical financial information

All of the historical financial information concerning the Group's assets and liabilities, financial position and results can be found in the 2002-2011 Registration Documents listed below:

- 2002 Registration Document: R.03-224 approved by the COB *(Commission des Opérations en Bourse)* on 31 October 2003;
- 2003 Registration Document: R.04-106 approved by the AMF *(Autorité des Marchés Financiers)* on 7 June 2004;
- 2004 Registration Document: R.05-091 approved by the AMF on 14 June 2005;
- 2005 Registration Document: D.06-0488 filed with the AMF on 29 May 2006;
- 2006 Registration Document: D.07-0561 filed with the AMF on 7 June 2007;
- 2007 Registration Document: D.08-0278 filed with the AMF on 23 April 2008;
- 2008 Registration Document: D.09-0300 filed with the AMF on 23 April 2009;
- 2009 Registration Document: D.10-0245 filed with the AMF on 12 April 2010;
- 2010 Registration Document: D.11-0343 filed with the AMF on 20 April 2011;
- 2011 Registration Document: D.12.0388 filed with the AMF on 23 April 2012.

All of these documents are available on Altran's corporate website: *www.altran.com*.

20.2 Proforma financial information

None.

20.3 Financial statements at 31 December 2012

20.3.1 Consolidated financial statements at 31 December 2012

I – Consolidated balance sheet

(in thousands of euros)	Notes	Dec. 2012 Gross values	Amort. Prov.	Net values	Dec. 2011 Net values
Net goodwill	*4.1*	**530,190**	**(206,487)**	**323,703**	**316,596**
Intangible assets	*4.2*	**39,830**	**(28,122)**	**11,708**	**9,418**
Land & construction		15,814	(5,676)	10,138	6,930
Other intangible assets		94,314	(66,126)	28,188	21,802
Tangible assets	*4.3*	**110,128**	**(71,802)**	**38,326**	**28,732**
Equity-accounted investments					
Non-current financial assets	*4.4*	**26,594**	**(4,290)**	**22,304**	**17,987**
Deferred tax assets		**126,446**	**(21,514)**	**104,932**	**98,767**
Non-current tax assets		**264**		**264**	**310**
Other non-current assets	*4.5*	**52,534**	**(3,846)**	**48,688**	**32,443**
Total non-current assets		**885,986**	**(336,061)**	**549,925**	**480,059**
Inventory and work in progress	*4.6*	**860**	**(61)**	**799**	**1,211**
Prepayment to suppliers		644		644	459
Accounts receivable (client)	*4.7*	442,760	(5,549)	437,211	423,187
Other receivables	*4.8*	69,783	(3,200)	66,583	63,478
Client Accounts and other receivables		**513,187**	**(8,749)**	**504,438**	**511,317**
Current financial assets	*4.9*	**2,363**		**2,363**	**2,927**
Cash equivalents	*4.11*	**144,568**		**144,568**	**145,641**
Cash	*4.11*	**33,489**		**33,489**	**41,429**
Total current assets		**694,467**	**(8,810)**	**685,657**	**702,526**
TOTAL ASSETS		**1,580,453**	**(344,871)**	**1,235,582**	**1,182,585**

(in thousands of euros)	Notes	Dec. 2012	Dec. 2011
Capital	*4.10*	72,425	72,361
Share premium		338,864	339,159
Reserves attributable to parent company shareholders		13,066	56,545
Conversion-rate adjustments		(13,639)	(17,796)
Earnings for fiscal period		64,560	(45,499)
Minority interests		320	1,737
Shareholders' equity		**475,596**	**406,507**
Convertible bond loans (>1 year)		116,889	110,676
Credit establishment borrowings and debts (>1 year)		0	28,492
Other long-term financial liabilities		2,451	2,606
Non-current financial liabilities	*4.11*	**119,340**	**141,774**
Provisions for long-term liabilities and charges	*4.12*	14,065	12,091
Long-term employee benefits	*4.13*	33,272	28,765
Deferred tax liabilities		4,142	3,542
Debt on long-term securities	*4.17*	368	
Other long-term liabilities	*4.14*	280	210
Other non-current liabilities		**52,127**	**44,608**
Total non-current liabilities		**171,467**	**186,382**
Trade payables	*4.15*	71,978	63,621
Taxes payable		78,106	78,008
Current employee benefits	*4.13*	151,099	146,893
Debt on assets		2,683	1,334
Other current liabilities	*4.16*	41,439	39,762
Suppliers and other current payables		**345,305**	**329,618**
Provisions for short-term risks and charges	*4.12*	15,703	19,840
Debt on short-term securities	*4.17*	245	72
Other short-term financial liabilities	*4.11*	227,266	240,166
Other current financial liabilities		**243,214**	**260,078**
Total current liabilities		**588,519**	**589,696**
TOTAL LIABILITIES		**1,235,582**	**1,182,585**

II – Consolidated income statement

(in thousands of euros)	Notes	Dec. 2012	Dec. 2011
Revenues	*5.1 & 5.2*	1,455,859	1,419,501
Other income from operations		36,887	26,780
Revenue from ordinary operations		**1,492,746**	**1,446,281**
Raw materials		(16,695)	(11,379)
Change in work in progress		(395)	(47)
External expenses	*5.3*	(282,520)	(286,984)
Salaries & benefits	*5.4*	(1,046,454)	(1,006,892)
Salaries & benefits - share-based payments	*5.4*	(654)	(294)
Taxes and duties		(2,821)	(2,697)
Depreciation and net provisions	*5.5*	(15,193)	(20,627)
Other operating expenses		(3,445)	(4,266)
Operating income on ordinary activities		**124,569**	**113,096**
Other non-reccuring operating income		5,821	(4,293)
Other non-recurring operating expenses		(19,372)	(43,045)
Other non-recurring operating income and expenses	*5.6*	**(13,551)**	**(47,338)**
Goodwill impairment losses	*4.1*		(14,996)
Operating income		**111,018**	**50,761**
Gains on cash & cash equivalents		2,470	3,302
Cost of gross financial debt		(19,378)	(27,512)
Cost of net financial debt	*5.7*	**(16,908)**	**(24,210)**
Other financial income	*5.8*	2,752	4,221
Other financial expenses	*5.8*	(6,406)	(7,854)
Tax expenses/income	*5.9*	(23,323)	(17,553)
Equity share in net income of associates			
Net income before discontinued operations		**67,133**	**5,365**
Net profit / loss on discontinued operations	*5.10*	(2,537)	(50,541)
Net income		**64,596**	**(45,176)**
Minority interests		**(36)**	**(323)**
Net income attributable to Group		**64,560**	**(45,499)**
Earnings per share	*4.10*	**0.45**	**-0.32**
Diluted earnings per share	*4.10*	**0.45**	**-0.32**
Earnings per share on continuing activities	*4.10*	**0.46**	**0.04**
Diluted earnings per share on continuing activities	*4.10*	**0.46**	**0.04**
Earnings per share on discontinued operations	*4.10*	**-0.02**	**-0.35**
Diluted earnings per share on discontinued operations	*4.10*	**-0.02**	**-0.35**

In accordance with IFRS 5, net income on discontinued operations is reported separately on a dedicated line in the income statements of each fiscal period. The impact of the application of this standard on the Group's published results is presented in note 5.10.

III – Consolidated statement of comprehensive income

(in thousands of euros)	Dec. 2012	Dec. 2011
Consolidated net income	**64,596**	**(45,176)**
Financial instruments	(612)	4,182
Exchange rate differences	2,630	2,840
Other comprehensive income net of tax that may subsequently be reclassified to profit	*2,018*	*7,022*
Other comprehensive income net of tax over the period	**2,018**	**7,022**
Results for the period	**66,614**	**(38,154)**
o/w attributable to:		
▮ the Group's company	67,192	(38,302)
▮ minority interests	(578)	148

(in thousands of euros)	December 2012			December 2011		
	Pre-tax	Tax	Net	Pre-tax	Tax	Net
Financial instruments	(934)	322	(612)	6,378	(2,196)	4,182
Exchange rate differences	3,373	(743)	2,630	4,969	(2,129)	2,840
Other comprehensive income that may be reclassified subsequently to profit	*2,439*	*(421)*	*2,018*	*11,347*	*(4,325)*	*7,022*
Other comprehensive income over the period	**2,439**	**(421)**	**2,018**	**11,347**	**(4,325)**	**7,022**

IV – Change in consolidated share capital

(in thousands of euros)	Number of shares	Capital	Premium	Resources	Change in fair value & other	Exchange rate differences	Net profit	Total Group share	Minority interests	Total
31 December 2010	**143,704,532**	**71,853**	**338,298**	**47,054**	**33,528**	**(19,717)**	**(25,999)**	**445,016**	**1,636**	**446,652**
Results for the period				(2,130)	4,182	5,144	(45,499)	(38,303)	148	(38,155)
Capital increase	1,016,892	508	2,046	(91)				2,464		2,464
Share-based payments			294					294		294
Own-share transactions	(434,150)			(1,478)				(1,478)		(1,478)
Income appropriation				(25,999)			25,999	0		0
Other transactions						(3,223)		(3,223)	(47)	(3,269)
31 December 2011	**144,287,274**	**72,361**	**340,638**	**17,357**	**37,709**	**(17,796)**	**(45,499)**	**404,770**	**1,737**	**406,507**
Results for the period				(743)	(612)	3,987	64,560	67,192	(578)	66,614
Capital increase	128,432	64	482					546		546
Share-based payments			654					654		654
Own-share transactions	(230,850)			(1,430)				(1,430)		(1,430)
Income appropriation				(45,499)			45,499	0		0
Other transactions				3,374		170		3,544	(839)	2,705
31 December 2012	**144,184,856**	**72,425**	**341,774**	**(26,941)**	**37,097**	**(13,639)**	**64,560**	**475,276**	**320**	**475,596**

V – Statement of consolidated cash flows

The reconciliation of total cash on the balance sheet to total net cash flow in the table below is as follows:

(in thousands of euros)	Dec. 2012	Dec. 2011
Cash equivalents	144,568	145,641
Cash	33,489	41,429
Bank overdrafts		
Net cash balance	**178,057**	**187,070**

(in thousands of euros)	Dec. 2012	Dec. 2011
Operating income on continuing activities	**111,018**	**50,798**
Goodwill impairment	0	14,996
Operating income before goodwill impairment losses	**111,018**	**65,794**
Depreciation and net operating provisions	9,231	25,209
Income and charges from stock options	654	294
Capital gains or losses from disposals	7,731	24,025
Other gains and charges	(1,003)	(271)
Cash flow before net interest expenses and taxes	**127,631**	**115,051**
Change in inventory and work in progress	412	238
Change in client accounts and other receivables	(47,183)	(49,801)
Change in supplier accounts and other payables	17,022	33,443
Change in working capital requirement	**(29,749)**	**(16,120)**
Net operating cash flow	**97,882**	**98,931**
Interest paid	(14,986)	(23,967)
Interest received	2,177	3,006
Taxes paid	(26,927)	(27,734)
Cash impact of other financial income and expenses	(514)	519
Net operating cash flow from discontinued operations	0	(9,011)
Net cash flow from operations	**57,632**	**41,744**
Cash outflows for tangible and intangible asset acquisitions	(24,587)	(18,307)
Cash inflows from tangible and intangible asset disposals	35	431
Cash outflows for financial asset acquisitions (non consolidated holdings)	(1,707)	(1,037)
Cash inflows for financial asset disposals (non consolidated holdings)	3	3,949
Earn-out disbursements		(1,447)
Impact of changes in scope of consolildation	(1,142)	(6,952)
Dividends received (associates, non-consolidated holdings)	0	4
Change in loans and advances granted	(8,503)	(6,051)
Investment subsidies received	0	0
Other flows from investment transactions	6,767	914
Net cash from investments from discontinued operations	3,673	(8,893)
Net cash flow from investments	**(25,461)**	**(37,389)**
Amounts received from shareholders during the capital increase	20	19
Proceeds from the exercise of stock options	546	2,445
Own-share transactions (purchase/sales)	(1,135)	(1,478)
Cash outflows for employee profit share	0	0
Dividends paid during the period	(6)	0
Proceeds from new loans	2,059	1,695
Reimbursement of loans	(35,639)	(35,803)
Other flows from financing operations	(7,090)	5,108
Net financing cash flow from discontinued operations		(4,441)
Net cash flow linked to financing operations	**(41,245)**	**(32,455)**
Impact of variations in exchange rates	61	117
Impact of changes in accounting principles		0
Changes in net cash position	**(9,013)**	**(27,982)**
Opening cash balance	187,070	215,052
Closing cash balance	178,057	187,070
Changes in net cash position	**(9,013)**	**(27,982)**

In accordance with IFRS 5, net changes in cash flow of discontinued operations are reported separately on a dedicated line in the statement of cash flows for each fiscal period presented.

APPENDIX TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Rules and accounting methods

Altran Technologies is a public limited company (*Société Anonyme*) incorporated in France and subject to French laws and regulations governing commercial companies, and notably the provisions of the French Commercial Code.

1.1 Basis of preparation of financial statements

In application of European regulation 1606/2002 of 19 July 2002 relative to international standards, the consolidated accounts of Altran Technologies ("Altran") for the financial year ending 31 December 2012 have been prepared in accordance with IFRS international accounting standards, applicable at 31 December 2012 and adopted by the European Union. These include the accounting standards approved by the International Accounting Standards Board (IASB), namely IFRS standards, International Accounting Standards (IAS) and interpretations issued by the International Financial Reporting Interpretation Committee (IFRIC).

The Group has applied the following standards, whose application is mandatory for annual periods beginning on or after 1 January 2012. The application of these standards has not had a significant impact on Group accounts but has affected the form and the extent of the information presented in the financial statements.

- IFRS 7: Disclosure requirements for transactions involving the transfer of financial assets

This standard is effective for annual reporting periods beginning on or after 1 January 2012

- Amendment to IAS 1: Presentation of other comprehensive income items

This standard is effective for annual reporting periods beginning on or after 1 January 2012

Standards, amendments and interpretations whose application is optional in 2012

The following standards, amendments and interpretations will not be applied to the consolidated accounts on the mandatory date of application:

- Amendment to IAS 19: Long-term employee benefits - Defined benefit plans

Revised IAS 19, published in June 2011 by the IASB (*http://www.leblogdesfinanciers.fr/tag/iasb/)* and adopted by the European Union, is mandatory for annual periods beginning on or after 1 January 2013. The main changes resulting from the application of the revised standard are:

- full recognition of deficits (surpluses) of defined benefit plans on the balance sheet;
- suppression of the option to use the corridor method for the recognition of actuarial gains and losses related to defined benefit plans;
- immediate recognition of past service costs in other comprehensive income;
- change in financial-component calculation, whereby the expected return on plan assets used to calculate the financial component is no longer based on the interest rate of the hedge funds' asset allocation but rather on the discount rate;
- presentation of pension costs and the introduction of additional information in an appendix included for this purpose.

This interpretation is effective for annual reporting periods beginning on or after 1 January 2012. Its application would have reduced equity by €8.5m (other comprehensive income elements being non-recyclable) at 1 January 2013.

- Amendment to IAS 32: Offsetting financial instruments

This interpretation is effective for annual reporting periods beginning on, or after, 1 January 2012.

The Group is currently assessing the impact of these new standards and interpretations on the notes to the financial statements.

The annual consolidated financial statements for the fiscal year ended 31 December 2012, as well as the explanatory notes, were approved by the Board of Directors of Altran Technologies on 13 March 2013.

1.2 Terms of the initial application of IFRS

Altran has retrospectively applied to its opening balance sheet at 1 January 2004 the accounting principles in force at the closure of its first IFRS financial statements (at 31 December 2005), as if these standards had always been applied, with the exception of the options detailed below.

Options on the opening balance sheet at 1 January 2004

IFRS 1 sets out specific measures for the retrospective treatment of assets and liabilities, according to IFRS standards. The main options adopted by the Group for this purpose are:

- **business combinations:** Altran has chosen not to adjust the business combinations existing before 1 January 2004 according to the provisions of IFRS 3;
- **tangible and intangible assets:** the Group has chosen to continue using historical cost as the basis for valuing tangible and intangible assets rather than valuing them at their fair value at the date of transition;
- **retirement commitments:** existing actuarial differences at 1 January 2004 are booked as retirement provisions against any decline in the value of equity. Actuarial differences arising since 1 January 2004 are recognised prospectively;
- **translation adjustments relating to foreign entities:** Altran has reclassified in consolidated reserves all cumulative gains and losses arising from the translation of the financial statements of its foreign subsidiaries at 1 January 2004. This adjustment had no impact on opening shareholders' equity at 1 January 2004. These translation adjustments will not be recognised in the income statement at a later date when the foreign entities in question are deconsolidated;
- **share-based payments (stock options):** Altran has adopted IFRS 2 for stock-option plans granted after 7 November 2002 whose rights had not yet been vested at 1 January 2005. Stock-option plans prior to 7 November 2002 are not measured or recognised;
- **financial instruments:** Altran adopted IAS 32 and IAS 39 as of 1 January 2005. French GAAP applies to the recognition of financial instruments on the balance sheet as at 1 January 2004, 30 June 2004 and 31 December 2004.

1.3 Consolidation

Subsidiaries over which Altran exercises exclusive control, either directly or indirectly are fully consolidated.

Companies that are not controlled by Altran but over which the Group exercises significant influence (classified as "Associate Companies" under IAS 28) are accounted for using the equity method. No subsidiaries are currently accounted for under this method.

Jointly-held holdings ("Joint-ventures" under IAS 31) are consolidated on a proportional basis.

1.4 Impact of revised IFRS 3 on Altran's business combinations

As of 1 January 2010, the acquisition method of accounting is used for business combinations. The various components of an acquisition are recognised at their individual fair value with some exceptions.

The consideration transferred is measured at fair value. This includes eventual contingent consideration that is also measured at fair value at the date of acquisition and which takes into account probabilities of occurrence. Considerations transferred are classified as debt or equity depending on their nature. Obligations classified as debt are subsequently re-measured at fair value and any changes identified after the allocation period are booked to the income statement.

Costs directly attributable to the acquisition are expensed during the period in which they are incurred.

In the case of partial acquisitions, non-controlling interests (formerly referred to as "minority interests") are measured on the basis of the option determined for each business combination:

- on the basis of their proportionate share of fair value of the assets and liabilities acquired; or
- at fair value.

In the case of step acquisitions (achieved in several stages), the previously held ownership interest is re-measured at its fair value on the date of acquisition. The difference between the fair value and the net book value is recognised directly as income for the reporting period.

At the date of acquisition:

- identifiable assets, liabilities and contingent liabilities of the acquired entity meeting IFRS criteria are recognised at fair value;
- non-current assets classified as held-for-sale assets are measured at fair value less disposal costs.

Goodwill is the difference between:

- the consideration transferred plus the value of non-controlling interests, if any; and
- the net fair value of the identifiable net assets and liabilities acquired.

For each business combination, goodwill can be determined in one of two ways. It may represent:

- the portion acquired by the Group (partial goodwill); or

- the aggregate of the Group's portion and the non-controlling interest's portion of the fair value or proportionate share of fair value of the identifiable net assets acquired.

If expert analysis or measurement of identifiable net assets is still in progress at the date of acquisition, provisional fair value may be assigned. In this case, adjustments to value made within the 12-month period from the date of acquisition are booked as goodwill adjustments. Adjustments made beyond the 12-month allocation period are directly recognised as income or expenses unless they correspond to corrections of errors.

Percentage changes in the level of ownership interest in non-controlling entities are recognised directly as capital transactions in equity.

1.5 Use of estimates

The preparation of the Group's financial statements is based on estimates and assumptions which may have an impact on the book value of certain balance sheet and income statement items as well as the information in some notes in the appendix. Altran reviews these estimates and assessments on a regular basis to take into account its past experience and other factors considered relevant to the economic environment.

These estimates, assumptions and assessments are compiled on the basis of information available and the actual situation at the time when the financial statements were prepared and could turn out to differ from future reality.

These estimates mainly concern provisions (€29.8m), assumptions used in the preparation of business plans for carrying out impairment tests on the Group's intangible assets (€323.7m), the recognition of deferred tax assets (€104.9m) and long-term employee benefits (€33.2m).

1.6 Translation of financial statements of foreign subsidiaries

The Group's consolidated financial statements are presented in euros.

Translation of financial statements of foreign subsidiaries

The balance sheets of companies whose functional currency is not the euro are translated at the exchange rates prevailing on the closing date and their income statements and cash flow statements at the average exchange rate over the period. The resulting conversion differences are recognised in equity under "Exchange-rate adjustments".

Goodwill and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity. Accordingly, they are expressed in the entity's functional currency and translated at the rate prevailing on the closing date.

The Group transferred the exchange-rate differences arising from the translation of the financial statements of its foreign subsidiaries at 1 January 2004 to "Reserves attributable to parent company shareholders" after taking into account other IFRS adjustments at that date.

Transactions in foreign currencies

Transactions in foreign currencies are booked at the exchange rate at the date of the transaction. At the end of the period, assets and liabilities in foreign currencies are converted at the exchange rate prevailing at the closing date.

The corresponding exchange differences are booked to the income statement:

- under operating income for commercial transactions;
- under financial income/expenses for financial transactions.

Long-term financial advances in foreign currencies granted by the Group to its foreign subsidiaries with a holding activity are treated as equity when these amounts are used to finance the acquisition of equity securities, earn-out payments and capital increases. These advances are converted at the exchange rate prevailing at the closing date. The resulting conversion differences net of deferred taxes are recognised in equity under "Exchange-rate adjustments".

1.7 Presentation of financial statements

Consolidated balance sheet

IAS 1 "Presentation of financial statements" provides for a separate presentation of current and non-current items on the balance sheet. Assets and liabilities relating to the operating cycle that are due within less than twelve months are presented as current items. All other elements are booked as non-current items.

Deferred tax assets and liabilities are booked as non-current items.

Minority interests are recorded under equity on the consolidated balance sheet.

Consolidated statement of comprehensive income

Revised IAS 1 introduces the notion of comprehensive income and requires that:

- changes in equity resulting from transactions with owners in their capacity as owners are presented separately from transactions with non-owners;
- all income and expenses booked over the period are presented either in a single statement of comprehensive income or in two separate statements: 1/ an income statement and 2/ a statement of other comprehensive income;
- a subtotal is included indicating whether or not changes booked to equity could, upon finalisation, have an impact on the income statement;
- total comprehensive income is presented in the financial statements.

The Group has opted to present its comprehensive income in two statements – Consolidated Income Statement and Consolidated Statement of Comprehensive Income.

Consolidated income statement

The Group presents its income statement by nature.

The aggregate operating profit and operating income on ordinary activities are consistent with CNC recommendation no. 2009-R-03, as defined by the French National Accounting Board *(Commission des Normes Comptables)*.

Operating income includes all income and costs that do not arise from financial activities and tax.

Other non-recurring operating income and costs stem from operations that, by their nature, amount and/or frequency, cannot be considered as part of the Group's regular activities and results.

In particular, these concern net proceeds from liquidation of shares in consolidated subsidiaries, restructuring costs, charges or income relating to litigation, or any other non-recurring item affecting the comparability of the operating income on ordinary activities from one period to another.

Goodwill impairment is presented under non-recurring operating income.

1.8 Goodwill

Goodwill is the difference between:

- the consideration transferred plus the value of non-controlling interests, if any; and
- the net fair value of the identifiable net assets and liabilities acquired.

For each business combination, goodwill can be determined in one of two ways. It may represent:

- the portion acquired by the Group (partial goodwill); or
- the aggregate of the Group's portion and the non-controlling interest's portion of the fair value or proportionate share of fair value of the identifiable net assets acquired.

Goodwill is recognised at the initial cost at the date of combination.

Goodwill is not amortised but is subject to at least one impairment test on 31 December of every year and more frequently if there are any indications that goodwill might be impaired.

The impairment test assesses the recoverable value of each entity generating its own cash flow (cash generating units – CGU) and concerns the business value of each entity contributing to intangible and tangible assets.

The CGU is the smallest identifiable group of assets whose continuous use generates cash inflows which are largely independent of cash inflows generated by other assets or groups of assets.

CGUs identified within the Group are therefore legal entities or operational units, with the following exceptions:

- where, in any given country, a parent company owns an operational subsidiary, then both entities together constitute a CGU;
- when several legal entities are managed by the same team and have a unified business plan, these entities are grouped together in a single CGU.

A CGU must belong exclusively to one of Altran's operating segments, in accordance with IFRS 8.

The recoverable value is the greater between the fair value net of exit costs (when this can be defined), and the value in use.

Fair value less exit costs is the best estimate of net value of a competitive property transaction between well-informed, willing parties. This estimate is based on available market information taking into account the specific context.

The value in use applied by Altran is the value based on the discounted cash flows of the CGUs in question. These are determined on the basis of the following economic assumptions and operating forecast conditions:

- the cash flows derived from the business plans of the units in question and available on the valuation date, with an explicit spread of four years;
- thereafter, the terminal value is calculated by capitalising the final cash flow for the explicit period;
- the discount rate is the weighted average cost of capital after tax. This after-tax rate is applied to net cash flows. It is used to determine the identical recoverable value as that which would have been obtained by applying a pre-tax rate to cash flows having no tax impact.

Recoverable values, essentially based on the value in use, are then compared with the net book values to determine goodwill impairment.

1.9 Intangible assets

Intangible fixed assets include trademarks, licences, software and development costs. These are booked at acquisition or production cost.

Trademarks

Identifiable trademarks, recognised in the framework of business combinations and which benefit from legal protection, are recognised as intangible assets. As they have an indefinite useful life, they are not amortised and are subject to an impairment test on 31 December of each year and more frequently if there are indications that goodwill might be impaired. Trademarks are tested by all CGUs that use them.

Trademarks developed internally are not capitalised.

Software

Software is amortised on a straight-line basis over its life-span (5 years maximum).

Patents

Patents are amortised on a straight-line basis over their expected life-span.

Development costs

Expenses Meeting all of the development-cost criteria set out in IAS 38 are booked as intangible assets and amortised over the life of the project.

Other expenses are classified as research costs and booked as charges.

1.10 Tangible assets

Tangible assets are booked at acquisition cost. Borrowing costs are not included in the valuation of tangible assets. Depreciation is calculated on the rate of consumption of the economic benefits projected for the asset on the basis of its acquisition cost, less any residual value.

The straight-line method is applied over the following periods:

- fixtures and fittings: 10 years;
- IT and office equipment: 4 years;
- office furniture: 10 years.

Depreciation periods are reviewed annually and changed if expectations differ from previous forecasts.

Real estate assets are valued by component at the date of transition to IFRS and retrospectively. Amortisation is calculated by component depending on the useful life of each component as follows:

- structure: 20 - 50 years;
- fixtures and fittings: 10 - 30 years.

1.11 Inventories and work in progress for services provided

Inventories are stated at the lower of their acquisition cost and their net realisable value.

Work in progress for services provided is valued on the basis of the cost price at closing if all of the formal conditions required to recognise revenues relative to the stage of progress have not been entirely met.

1.12 Financial assets

Financial assets comprise long-term investments, long-term loans and receivables, trade receivables, various other receivables and short-term investments.

Long-term investments, long-term loans and receivables

Altran owns a certain number of stakes in companies without exercising significant influence or control. These investments are part of the Group's "incubator" strategy aimed at investing in companies seeking to develop innovative, high-tech products. The shares in these non-consolidated companies, which Management intends to retain in the long-term, are treated as available-for-sale and thus valued at their fair value at each closing date. Fair value corresponds to the last known share price for listed shareholdings and the estimated market value for non-listed shareholdings. Positive and negative changes in fair value are recorded in equity under "Reserves attributable to parent company shareholders". Where there is an objective indication of a durable or significant impairment of long-term investments, a provision for depreciation is booked under "Non-recurring charges".

Non-current financial assets also include equity holdings, construction-effort loans and deposits and guarantees. These can be subject to a provision for depreciation if there is an objective indication of impairment. Construction-effort loans do not bear interest and are measured at their fair value, determined using a market discount rate for a similar instrument.

Operating and other receivables

Trade and other receivables are recognised at nominal value. Receivables that are due within less than one year and/or less than an operating cycle are classed as "current assets". Provisions for depreciation are recognised when their book value, based on the probability of recovery, is lower than the value entered for them.

Short-term investments

Short-term investments and cash equivalents are measured at their fair value at each closing date. These mainly involve monetary bonds and certificates of deposit. Gains and losses in value, latent or realised, are recognised in the income statement under "Income from cash and cash equivalents".

1.13 Financial liabilities

Financial liabilities include a convertible bond loan, credit establishment borrowings, banking facilities and other current and non-current liabilities.

Bonds convertible into and/or exchangeable for new or existing shares (OCEANE)

This hybrid financial instrument contains both debt and equity components. In compliance with IAS 32 and IAS 39 - "Financial Instruments" - the equity component is the difference between the nominal value of the issue and the debt component. The latter is calculated as the fair value of a debt without the conversion option but otherwise with identical features. The equity component of the conversion option is not revalued during the term of the loan. The debt component is measured at its amortised cost over its estimated life.

The portion of the bond loan maturing in less than one year is booked under "Current bond loan".

Bank loans

Bank loans are initially measured at the fair value of the consideration received, less costs directly attributable to the transaction. Thereafter, they are measured at amortised cost using the effective interest rate method. All loan issue costs are booked in the income statement under "Cost of gross financial debt" over the term of the loan and based on the effective interest rate method.

Bank overdrafts

Bank overdrafts are booked at nominal value.

Other short and long-term financial liabilities

These items mainly include employee profit-sharing.

1.14 Derivative instruments

As the revenue and expenses from providing intellectual services are generally registered in the same country (and consequently denominated in the same currency) there is no currency hedging policy.

Altran uses interest rate swaps and currency futures contracts to manage its interest rate and exchange rate risks. These instruments are used in connection with the Group's financing operations and cash management.

Measurement and presentation

Derivatives are initially measured at fair value. Their fair value is reassessed at each closing date based on market conditions.

Recognition of hedging derivatives

When derivatives are classed as hedging instruments pursuant to IAS 39, their treatment varies depending on whether they are:

- fair value hedges of existing assets or liabilities;
- future cash flow hedges.

The Group designates the hedging instrument and the hedged item when the instrument is taken out. It formally documents the hedging relationship, in order to monitor its effectiveness over the given period.

The application of hedge accounting has the following consequences:

- for fair value hedges of existing assets or liabilities, changes in fair value of the derivative are booked in the income statement. The corresponding hedged item is revalued in the balance sheet and offset in the income statement. Any difference between these two re-evaluations indicates that the hedging relationship is inefficient;
- for future cash flow hedges, the efficient portion of any change in the fair value of the hedging instrument is booked directly as equity in a specific reserve account and the inefficient portion of the hedge is booked in the income statement. The amounts written to the reserve account are written back to the income statement as the hedged flows are booked.

Accounting of derivatives which do not qualify as hedges

Derivatives which are not designated as hedges are initially and subsequently measured at fair value. Changes in fair value are recognised under "Other financial income" or "Other financial charges" in the income statement.

1.15 Treasury stock

Treasury stock correspond to Altran Technologies' shares included in the liquidity contract entered into in 2011 with a view to enhancing the liquidity of transactions and stabilising the price of Altran shares on Eurolist Compartment B of the NYSE/Euronext Paris.

Treasury shares purchased are deducted from equity at acquisition cost until such time as they are sold. When treasury shares are sold, any after tax gains or losses are written to consolidated reserves. No gains or losses on treasury stock disposals are affected to net income for the period.

1.16 Provisions for risks and charges

Pursuant to IAS 37 "Provisions, contingent liabilities and contingent assets" provisions for risks and charges are booked when, at the close of the fiscal year, the Group has a commitment to a third party which will probably or certainly result in a cash outlay for the company to the third party.

A provision is written for the estimated amount of costs the Group will probably have to bear in order to meet its commitment. Provisions for outlays due in more than two years are discounted.

Altran's main provisions for liabilities and charges, other than retirement commitments, include:

- estimated costs for disputes, lawsuits and claims brought by third parties or former employees;
- estimated restructuring costs.

In the event of restructuring, provisions are made as soon as the company announces, draws up or starts implementing a detailed restructuring plan before the close of the fiscal year.

Non-current provisions are provisions that generally mature in more than one year. These include provisions for litigation. The portion of non-current provisions maturing in less than one year is booked as current provisions in the balance sheet.

Contingent liabilities include potential commitments resulting from past events that are contingent upon the occurrence of future events over which the Group has no control, and probable commitments where the cash outlay is uncertain. Contingent liabilities are not provisioned but are listed in note 4.12.

1.17 Employee benefits

Altran has commitments in several defined benefit pension schemes, and other forms of employee benefits (end-of-contract/end-of-career). The specific characteristics of these plans depend on the regulations in force in the countries concerned.

Termination and end-of-career benefits are generally lump sum payments based on the employee's number of years of service and annual salary on the date of termination/retirement.

Pursuant to IAS 19, the contributions paid into defined contributions plans are booked over the period and all staff benefits are valued annually using the projected unit credit method taking into account the specific economic conditions of each country, some of which are set out in note 4.13: mortality, staff turnover, salary increases, discount rates and expected rates of return on investments to pension plan guarantee funds.

These commitments are covered either by pension funds to which Altran contributes, or by provisions written to the balance sheet as and when employees acquire their corresponding rights.

The net commitment of hedging assets and ongoing asset depreciation are recorded in the balance sheet under "Other current and non-current end-of-career benefits".

The annual expense is booked under:

- personnel costs ("Long-term employee benefits") for the part relative to services costs and the amortisation of actuarial gains/losses; and
- financial income ("Long-term employee benefit provisions") for the amount pertaining to interest on discounting to present value and asset return.

Actuarial differences may result from the difference between projected commitments and the actuarial valuation (based on new projections and actuarial assumptions) and the difference between the expected and actual return on the invested plans. Commitment differences, arising from changes in assumptions are also an integral part of actuarial differences.

Altran has chosen to book differences in the income statement as of 1 January 2004 using the corridor method. This entails spreading actuarial gains and losses in excess of either 10% of commitments or of 10% of the fair value of the plans' assets, over the remaining working life for those employees still in service. When the Group sets up a new plan or modifies an existing one, the vested portion of the past service cost is booked immediately to the income statement and the unvested portion is amortised over the vesting period. Bonuses arising from long service awards were accounted for the first time on 1 January 2004.

1.18 Share-based payments

In compliance with IFRS 2 "Share-based payments", stock purchase and subscription options and employee share issues are measured at fair value on the date the options are granted. New shares are attributed when the plans are finalised.

Stock purchase and subscription options (stock options)

Altran has set up several stock-option plans for the benefit of certain members of staff.

Stock options are measured at fair value on the date the options are granted. Fair value is the value of the benefit awarded to the employee. This is booked under "Personnel costs" in the income statement, on a straight-line basis over the vesting period, and offset in equity.

The fair value of stock options is determined by the "Black & Scholes" or the "Hull & White" or "binomial" methods, which use parameters such as the strike price and maturity of the options, the share price on the granting date, the share price's implicit volatility, assumptions concerning the turnover of staff benefiting from the options and the risk-free interest rate.

The parameters used at the closing date are set out in note 5.4.

Employee share issue

During the first half of 2006, Altran Technologies launched a share issue reserved for staff in accordance with Articles L.225-138-1 of the French Commercial Code and L.443-5 of the French Labour Code.

This share issue was offered to all Group employees in Germany, Austria, Belgium, Spain, France, Ireland, Italy, Luxembourg, The Netherlands, Portugal, the UK and Sweden.

Altran gave its staff the opportunity to become shareholders of the company via a share issue reserved for employees. In those countries meeting the legal and tax requirements, the Group offered two types of investment: the traditional share ownership plan (purchasing shares at a 20% discount to the listed share price) and the leveraged plan (awarding share warrants for an equivalent amount).

Under the traditional share-ownership plan, benefits to employees are assessed at the fair value of the shares granted at that date, net of the cost of non-transferability of shares after their acquisition. This discount is estimated by valuing the cost of a hedging strategy matching the forward sale of non-transferable shares and the loan-financed cash purchase of an equivalent number of transferable shares using a valuation model based on market parameters. The cost to be booked is the difference between the discount and the lock-in cost, represented by the purchase of the securities sold forward.

Under the leveraged share-ownership plan, the Group values employee benefits using a model based on the following scenario:

- the employee borrows an amount equal to the discounted share price and pays the interest on the loan;
- the employee sells the call-options to a bank.

The cost to be booked is the difference between the strike price of the options and the cost of debt.

Since there is no vesting period, the difference between the strike price of the options and the cost of debt is booked immediately, under "Personnel costs", in the income statement and offset in "Equity".

The parameters used at the closing date are set out in note 5.4.

Free shares

In the first half of 2012, Altran implemented a free-share plan subject to achieving a set of pre-defined performance-related objectives (EBIT and DSO) reserved for the Group's corporate officers.

Altran uses the approach recommended by the CNC (Conseil National de la Comptabilité - French National Accounting Board) to measure employee benefit, whereby:

- the employee borrows an amount equal to the defined share price and pays the interest on the loan;
- the employee sells forward his/her call-options to a bank.

The cost to be booked is the difference between the strike price and the cost of debt.

This cost is booked in the income statement, under "Personnel costs", on a straight-line basis over the vesting period and offset in equity.

1.19 Tax

The tax charge (or income) on earnings comprises the tax payable for the financial year and the expenses (or income) related to deferred taxes. Tax is reported under income unless it is related to elements that are booked directly as equity. In this case, tax is reported under equity.

The tax charge is the estimated amount of tax payable on income over the period, measured at the tax rate adopted or expected to apply at closing, as well as any tax adjustments for prior periods.

Introduced in France in 2010, the Value Added Contribution (*Cotisation sur la Valeur Ajoutée des Entreprises* – CVAE) is assessed on the value added derived from the company accounts and recognised as a tax on earnings. Deferred taxes are calculated using the balance sheet liability method for all temporary differences between the carrying amount of assets and liabilities and their tax bases and tax loss carry forwards.

The following items do not qualify for deferred tax recognition: 1/ the initial recognition of goodwill, 2/ the initial recognition of assets and liabilities that are not part of a business combination and which affect neither the accounting profit nor the taxable profit and 3/ temporary timing differences associated with investments in subsidiaries insofar as they are not be reversed in the foreseeable future.

Altran offsets deferred tax assets and liabilities by fiscal entity. In compliance with IAS 12 deferred tax assets and liabilities are not discounted.

Deferred tax assets are only booked when they are likely to be recovered. In assessing its ability to recover these assets, Altran takes the following elements into account:

- earnings forecasts as determined in the business plans used for goodwill impairment tests;
- tax losses arising before and after tax consolidation.

1.20 Revenues

Revenues correspond to total income from services provided by all companies consolidated in the Group.

The accounting treatment of revenues and costs depends on the nature of the services.

Moreover, when the result of a transaction cannot be estimated reliably and recovery of costs incurred is unlikely, revenue is not recognised and the costs incurred are booked as expenses.

Time and Material Services

Revenues generated on Time and Material (T&M) services are identified as the project advances.

The majority of the Group's services are carried out on a T&M basis.

Fixed price contracts

Pursuant to IAS 18, revenues and earnings on fixed-price contracts with a performance obligation clause attached are booked according to the stage of progress of the contract in question in accordance with IAS 11. This is determined by the percentage of costs incurred on work carried out relative to the total estimated cost. When the total estimated costs of the contract are expected to exceed the total revenues generated by the contract itself, a provision is immediately written to cover the losses expected to be incurred when the contract is completed.

In compliance with IAS 18 "Revenue on ordinary activities", re-invoicing of non-margined consultant fees for commercial services is set against external charges.

1.21 Non-recurring earnings

Other non-recurring revenues and charges arise from activities that, by their nature, amount and/or frequency, cannot be considered part of the Group's regular activities and earnings since they naturally impair the understanding of its operating performance. They are, therefore, revenues and charges that are considered to be unusual, abnormal, infrequent and hefty.

These mainly comprise:

- capital gains or losses (net of costs) on the disposal or one-off depreciation of current or non-current, tangible or intangible assets;
- restructuring charges and provisions which impair the clarity of operating income on operating activities due to their size and unusual nature;
- other operating charges and revenue considered to be unusual, abnormal or infrequent.

1.22 Currency gains and losses

Realised and unrealised foreign exchange gains and losses from operations are booked under "Other revenues" or "Other operating income and expenses". Those resulting from financing operations, or from the hedging of investment and financial activities, are booked under "Cost of gross financial debt" and "Other financial income and expenses".

1.23 Grants and subsidies

Grants and subsidies covering costs incurred by the Group are systematically booked under operating income in the income statement over the period during which the costs were incurred. This mainly concerns research tax credits.

1.24 Earnings per share

The Group presents earnings per share on an undiluted and a diluted basis.

Undiluted earnings per share corresponds to net income attributable to the Group, divided by the weighted average number of shares outstanding over the year, net of treasury stock.

Diluted earnings correspond to net income attributable to Group shareholders, net of the financial cost of dilutive debt instruments and their impact on employee profit-sharing, net of corresponding tax. The number of shares retained for the calculation of diluted earnings factors in the conversion into ordinary shares of dilutive instruments outstanding at the end of the fiscal period (share-warrant options or convertible bonds) when they are likely to have a dilutive effect. This is notably the case for share-warrant options, when their strike price is lower than the market price (average price for Altran Technologies shares over the year).

Diluted and undiluted earnings per share are identical when undiluted earnings per share is negative. To ensure comparability of earnings per share, the weighted average number of shares outstanding during the year (and previous years) is adjusted to take into account any capital increases carried out at a share price lower than the market price. Treasury shares deducted from consolidated equity are not taken into account in calculating earnings per share.

1.25 Accounting treatment and presentation of discontinued operations

IFRS 5 defines the accounting treatment, presentation and disclosure requirements for assets or groups of assets held for sale and discontinued operations. A discontinued operation is defined as a major line of business or geographical area of operations for the Group that has either been sold or is classified as held for sale.

This standard requires that discontinued operations be reported on a separate line in the balance sheet as soon as it has been established that the asset's carrying amount will be recovered principally through a divestment transaction rather than through continuing use. The asset must be available for immediate sale in its present condition, subject only to terms that are usual and customary for disposals of such assets, the sale of which must be highly probable within 12 months following the close of the fiscal period.

When assets and activities are reclassified as discontinued operations, they cease to be amortised and are measured and recognised at the lower of their book value and market value less disposal costs.

Net income on discontinued operations, after elimination of intra-Group sales, is recorded on a separate line in the income statement. This includes net income on discontinued operations until the date of sale plus the net proceeds of the disposal for the fiscal year in question and the comparable periods presented.

Net cash flows of discontinued operations (including cash flow generated by these activities until the date of sale, as well as the pre-tax cash generated on their disposal) are also presented under specific lines in the statement of cash flows for the current fiscal year and the comparable periods presented.

Note 2. Scope of consolidation

The consolidated financial statements incorporate the accounts of Altran Technologies and its subsidiaries. The Group fully consolidates its subsidiaries, with the exception of the Altran Telnet Corporation (Tunisia) which is consolidated on a proportional basis.

			Closing				Opening				
			Method	Inte-gration rate	Control rate	Interest rate	Method	Inte-gration rate	Control rate	Interest rate	Change
Northern zone	**Germany**	ALTRAN DEUTSCHLAND HOLDING	IG	100%	100%	100%	IG	100%	100%	100%	
		CHS DATA SYSTEMS	IG	100%	100%	100%	IG	100%	100%	100%	
		SUTHERLAND CONSULTING (DEU)	NI	0%	0%	0%	IG	100%	100%	100%	Liqui-dated
		ALTRAN GMBH AND CO KG	IG	100%	100%	100%	IG	100%	100%	100%	
		XYPE GMBH	IG	100%	100%	100%	IG	100%	100%	100%	
	Australia	ALTRAN AUSTRALIA	IG	100%	100%	100%	IG	100%	100%	100%	
	Austria	ALTRAN OSTERREICH GMBH	IG	100%	100%	100%	IG	100%	100%	95%	
	Romania	ALTRAN ENGINEERING ROMANIA SRL	IG	100%	100%	100%	IG	100%	100%	100%	
	Belgium	ALTRAN SA BELGIQUE	IG	100%	100%	100%	IG	100%	100%	100%	
	Luxembourg	ALTRAN LUXEMBOURG	IG	100%	100%	100%	IG	100%	100%	95%	
	The Netherlands	ALTRAN INTERNATIONAL	IG	100%	100%	100%	IG	100%	95%	95%	
		ALTRAN BV	IG	100%	100%	100%	IG	100%	100%	95%	
	Norway	ALTRAN NORWAY AS	IG	100%	100%	100%	IG	100%	100%	100%	
	Sweden	ALTRAN TECHNOLOGIES SWEDEN AB	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN SVERIGE	IG	100%	100%	100%	IG	100%	100%	100%	
	Denmark	ALTRAN DENMARK	NI	0%	0%	0%	IG	100%	100%	100%	Liqui-dated
	Switzerland	ALTRAN AG (CHE)	IG	100%	100%	100%	IG	100%	100%	100%	
	UK	ALTRAN UK	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN TECHNOLOGIES UK	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN PRAXIS	IG	100%	100%	100%	IG	100%	100%	100%	
		CAMBRIDGE CONSULTANTS	IG	100%	100%	100%	IG	100%	100%	100%	
		SUTHERLAND CONSULTING (UK)	IG	100%	100%	100%	IG	100%	100%	100%	
		XYPE LTD	IG	100%	100%	100%	IG	100%	100%	100%	
	Ireland	ALTRAN IRELAND	NI	0%	0%	0%	IG	100%	100%	100%	Liqui-dated

			Closing				Opening				
			Method	Inte-gration rate	Control rate	Interest rate	Method	Inte-gration rate	Control rate	Interest rate	Change
Southern zone	Spain	ALTRAN INNOVACION SOCIEDAD LIMITADA	IG	100%	100%	100%	IG	100%	100%	100%	
		AGENCIA DE CERTIFICATION INNOVATION	IG	100%	100%	100%	IG	100%	100%	100%	
		LEAN SOLUTIONS 2012	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	Italy	ALTRAN ITALIA	IG	100%	100%	100%	IG	100%	100%	100%	
		TQM CONSULT	IG	100%	100%	100%	IG	100%	100%	100%	
		ATHENA (ex OTBA ITALIE)	IG	100%	100%	100%	IG	100%	100%	100%	
		HILSON MORAN ITALY	NI	0%	0%	0%	IG	100%	100%	100%	Sold
		IGEAM DEVELOPPEMENT DURABLE	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN INNOVATION ITALY	IG	100%	100%	100%	NI	0%	0%	0%	Created
	Portugal	ALTRAN PORTUGAL SGPS	IG	100%	100%	100%	IG	100%	100%	95%	
France		ALTRAN TECHNOLOGIES	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN CIS (FRANCE)	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN INVOICING	IG	100%	100%	100%	IG	100%	100%	100%	
		DATACEP	IG	100%	100%	100%	IG	100%	100%	100%	
		EXCELLIA	IG	100%	100%	100%	IG	100%	100%	100%	
		DIOREM	IG	100%	100%	100%	IG	100%	100%	100%	
		GMTS	IG	100%	100%	100%	IG	100%	100%	100%	
		LOGIQUAL SO	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN PROTOTYPES AUTOMOBILES	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN PRAXIS FRANCE	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN PARTICIPATIONS	IG	100%	100%	100%	IG	100%	100%	100%	
		NSI SA	IG	100%	95.85%	95.85%	IG	100%	73.70%	73.70%	
		ALTRAN INGÉNIERIE MÉCANIQUE ET PROCESS	IG	100%	100%	100%	NI	0%	0%	0%	Created
		AIMP - BRON	IG	100%	100%	100%	NI	0%	0%	0%	Created
		AIMP - BIEVRES	IG	100%	100%	100%	NI	0%	0%	0%	Created
		AIMP - CERGI	IG	100%	100%	100%	NI	0%	0%	0%	Created
		AIMP - CEDAO	IG	100%	100%	100%	NI	0%	0%	0%	Created

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	Change
RoW zone	UAE	ALTRAN MIDDLE EAST	IG	100%	100%	100%	IG	100%	100%	100%	
	Hong Kong	ALTRAN CHINA HONG KONG	IG	100%	100%	100%	IG	100%	100%	95%	
	India	ALTRAN TECHNOLOGIES INDIA	IG	100%	100%	100%	IG	100%	100%	95%	
	Korea	ALTRAN TECHNOLOGIES KOREA YUHAN	IG	100%	100%	100%	IG	100%	100%	95%	
	Singapore	ALTRAN HOLDINGS (SINGAPORE)	IG	100%	100%	100%	IG	100%	100%	95%	
	Tunisia	ALTRAN TELNET CORPORATION	IP	50%	50%	50%	IP	50%	50%	50%	
	Canada	ALTRAN CANADA	IG	100%	100%	100%	IG	100%	100%	95%	
	USA	ALTRAN SOLUTIONS CORP	IG	100%	100%	100%	IG	100%	100%	95%	
		ALTRAN USA HOLDINGS	NI	0%	0%	0%	IG	100%	100%	95%	Liquidated
		CAMBRIDGE CONSULTANTS, INC	IG	100%	100%	100%	IG	100%	100%	95%	
	China	ALTRAN SHANGHAI	IG	100%	100%	100%	IG	100%	100%	95%	
		ALTRAN SUZHOU Ltd (CHINA)	IG	100%	100%	100%	IG	100%	100%	95%	

Changes in scope of consolidation

During 2012, the Group completed several transactions that affected its scope of consolidation. The most important of these are listed below:

Disposals

On 30 March 2012, Altran sold Hilson Moran Italia. The disposal of this subsidiary boosted the Group's 2012 results by €0.5m.

Liquidations

Altran liquidated its US holding company, Altran USA Holding. This operation had a negative impact to the tune of €3.5m in H2 2012.

Acquisitions

Altran purchased several businesses in H1 2012 which were merged into newly-formed companies. This subgroup contributed €13.1m to consolidated full-year revenues.

Note 3. Key events

The Altran group turns thirty

In 2012, Altran celebrated its 30th anniversary. To mark the occasion, the Group published a book, "30 Years of Innovation for a Brighter Future", tracing Altran's success story as well as the history of innovation over the past thirty years. The book not only celebrates the success of the global leader in Innovation and High-Tech Engineering Consulting, but also the innovative and revolutionary breakthroughs achieved worldwide over the past three decades.

Innovation, the DNA of the Group since its inception, was the essential component in the creation of the Technology Consulting business, the forerunner of Innovation & High-Tech Engineering Consulting.

One of Altran's main objectives has always been to show how innovation serves to transform ideas into actions. "Altran innovation" is a real phenomenon in that it fuels the pioneering spirits of the creative minds behind innovative ideas. The Group's innovation solutions are unique, original, imaginative and particularly suited to our client's projects.

Management

At Altran's Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, Group shareholders appointed four new Directors - Mrs Florence Parly, Mrs Nathalie Rachou, Mr Christian Bret and Mr Hans-Georg Härter - to replace Messrs Roger Alibaut, Dominique de Calan, Yves de Chaisemartin and Michel Sénamaud whose mandates expired on the same date.

Altran's special Committees now comprise the following members:

The Audit Committee

Jacques-Étienne de T'Serclaes (Chairman)

Jean-Pierre Alix

Nathalie Rachou

Thomas de Villeneuve (Censor).

The Appointment and Compensation Committee

Florence Parly (Chairman)

Gilles Rigal

Jacques-Étienne de T'Serclaes.

The Investment and Acquisitions Committee

Philippe Salle (Chairman)

Christian Bret

Monique Cohen

Hans-Georg Härter

Gilles Rigal.

Creation of a Programs & Innovation division

A Programs & Innovation division has been set up to steer the Group's transformation with a view to enhancing the efficiency of its fixed-price contracts, developing global skills and promoting innovation.

The main objectives include:

- the implementation and running of a global group-wide organisation to manage projects from pre-sales through to delivery;
- off-shore centre management and development;
- support for the purposes of setting up growth platforms, by developing new approaches using services that capitalise on the Group's *savoir-faire*;
- the development and implementation of KM (knowledge management) system to manage our knowledge and skills.

The announcement of the IndustrieHansa acquisition

On 21 December 2012, the Group announced it was to acquire the German firm, IndustrieHansa. The acquisition of this company was finalised in early 2013.

Note 4. Notes relative to certain balance sheet items

4.1 Net goodwill

Movements in net goodwill are analysed in the table below:

Balance at 31 December 2011	**316,596**
Earn-outs	0
Loss in value	0
Scope-of-consolidation changes	5,638
Exchange rate differences	1,469
Other transactions	0
Balance at 31 December 2012	**323,703**

Changes in the scope of consolidation mainly comprise:

- €400k stemming from the acquisition of two businesses by Altran Solutions Corporation in the US; and
- €5,145k related to the acquisition of a business by Altran Ingenierie Mecanique et Process.

The main contributing CGUs in terms of net goodwill are listed below (in thousands of euros):

Main contributors	
France – Industrial Technologies	61,270
Italy	57,593
France – Information Systems	46,581
Spain	45,054
Germany / Austria	26,974
Cambridge UK	35,293
Others	50,938
TOTAL	**323,703**

No impairment losses were booked in 2012.

The tests used to measure goodwill impairment at 31 December 2012 showed no loss in value over the period. These tests were based on a discount rate after tax (WACC) of 9.23% (vs. 9.41% in 2011) and revenue growth to infinity of 2%.

All Cash Generating Units were subject to sensitivity tests. The results of sensitivity tests carried out in terms of additional goodwill depreciation are summarised in the table below (in thousands of euros):

WACC		8.23%	9.23%	10.23%
	2.00%	0	0	0
Growth rate to infinity	1.00%	0	0	0

In addition, an analysis of the sensitivity to a likely variation in EBIT rates in business plans shows that, for the CGU in Italy exclusively, a 3% decline in EBIT would make for goodwill impairment of €4.0m.

4.2 Intangible assets

(in thousands of euros)	Trademarks	Development costs	Software	Other	Total
At 31 December 2011					
Gross value at opening	2,098	4,200	27,323	643	34,264
Amortisations and depreciations	(1,799)	(3,062)	(19,660)	(325)	(24,846)
Net value at opening	299	1,139	7,663	317	9,418
Transactions during the period					
Acquisitions during the period	197	381	4,282	1,819	6,679
Disposals	(222)		(2)		(224)
Net amortisations and depreciations	(9)	(456)	(3,675)	(105)	(4,245)
Changes in scope of consolidation			73		73
Exchange rate differences	(5)	22	(40)	(1)	(24)
Other transactions		(130)	409	(248)	31
TOTAL TRANSACTIONS (NET VALUE):	**(39)**	**(183)**	**1,047**	**1,465**	**2,290**
At 31 December 2012					
Gross value at closing	2,045	4,374	31,063	2,348	39,830
Amortisations and depreciations	(1,785)	(3,418)	(22,353)	(566)	(28,122)
Net value at closing	260	956	8,710	1,782	11,708

In 2012, net provisions for intangible asset amortisation totalled €(4,245)k, of which €(4,241)k in net amortisation and provisions plus a non-recurring operating loss of €(4)k.

4.3 Tangible assets

	Land	Constructions	General facilities, fixtures and furnishings	Office & computer equipment & furniture	Other	Total
At 31 December 2011						
Gross value at opening	880	11,343	25,393	57,325	3,609	98,549
Amortisations and depreciations		(5,293)	(17,087)	(45,544)	(1,893)	(69,818)
Net value at opening	880	6,050	8,306	11,780	1,716	28,732
Transactions during the period						
Acquisitions during the period		3,398	7,232	8,243	488	19,361
Disposals			(1,307)	(556)	(13)	(1,876)
Net amortisations and depreciations		(288)	(1,343)	(5,407)	(945)	(7,983)
Changes in scope of consolidation			(23)	67		44
Exchange rate differences		98	10	41		149
Other transactions			248	(65)	(284)	(101)
TOTAL TRANSACTIONS (NET VALUE):	**0**	**3,208**	**4,817**	**2,323**	**(754)**	**9,594**
At 31 December 2012						
Gross value at closing	880	14,934	29,243	60,683	4,388	110,128
Amortisations and depreciations		(5,676)	(16,120)	(46,580)	(3,426)	(71,802)
Net value at closing	880	9,258	13,123	14,103	962	38,326

Altran owns property in France, Italy and the UK worth a total net value of €10,138k.

None of the Group's fully-amortised fixed assets still in use are worth a significant amount.

In 2012, net allowances for tangible asset depreciation totalled €(7,983)k, of which €(9,801)k in net depreciation and provisions plus non-recurring operating income of €1,818k.

4.4 Non-current financial assets

Non-current financial assets are broken down as follows:

(in thousands of euros)	Dec. 2012	Dec. 2011
Available for sale		
Cambridge Consultants Incubator	1,932	1,160
Loans and credits generated by the Group		
Construction-effort loans	8,995	7,718
Deposits and guarantees	8,819	9,109
	17,814	**16,827**
Other financial assets		
Other shares in non-consolidated subsidiaries	1,191	
Obligatory loans	1,367	
	2,558	**0**
TOTAL	**22,304**	**17,987**

4.4.1 "Available-for-sale" assets

In 2012, the €772k increase in "available-for-sale" assets was due notably to the purchase of Aveillant shares by Cambridge Consultants within the context of its business-incubator activity.

4.4.2 Loans and receivables

Construction-effort loans totalled €8,995k at 31 December 2012, vs. €7,718k at end-2011.

This €1,277k increase on 2011 levels stemmed notably from:

- the fair value impact of construction effort loans (€(239)k), booked in the income statement; and
- payments of €1,516k in 2012.

Other loans and receivables comprise deposits and guarantees.

4.4.3 Other non-current assets

In 2012, the Altran group acquired a minority stake in the Singapore-based company, Flight Focus. This acquisition involved an investment of €931k plus the contribution of two convertible bonds totalling €1,367k.

4.5 Other non-current assets

Other non-current assets mainly include:

- costs amounting to €3,850k related to the sale of equity securities with maturities of more than one year;
- subsidy receivables due in more than one year's time of €941k;
- social security and tax receivables due in more than one year's time of €43,227k.

4.6 Inventories

Inventories and work in progress are broken down as follows:

(in thousands of euros)	Dec. 2012	Dec. 2011
Raw materials	464	435
Work in progress	363	758
Finished goods	33	77
Provisions for inventory	(61)	(58)
TOTAL	**799**	**1,211**

4.7 Trade receivables net of provisions for depreciation

Trade receivables are due within a maximum of one year.

	Dec. 2012			Dec. 2011		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Net accounts receivable (clients)	437,211	57,636	379,575	423,187	58,251	364,936

Changes in provisions for trade receivables are broken down as follows:

31/12/2011	Provisions booked over the period	Write backs	Exchange rate differences	Scope of consolidation changes	Other changes	31/12/2012
(5,670)	(2,592)	2,401	(1)	218	95	(5,549)

Trade receivables, net of depreciation, which are overdue are listed in the following table:

(in thousands of euros)	Dec. 2012	Dec. 2011
Expiring in less than 1 month	35,105	32,860
Expiring in 1-3 months	14,311	15,399
Expiring in more than 3 months	8,220	9,992
TOTAL TRADE RECEIVABLES OVERDUE	**57,636**	**58,251**

With regard to factoring agreements, the Group is responsible for recovering trade receivables. These receivables are booked as assets and offset in "Current financial liabilities" (see note 4.11).

The impact of these elements on the financial statements is detailed in the table below (in thousands of euros):

Assets	December 2012	December 2011
Accounts receivables (client)	219,790	232,637
Cancellation of deposits	(44,672)	(44,678)
	175,118	**187,959**

Liabilities	December 2012	December 2011
Current financial liabilities	175,118	187,959
	175,118	**187,959**

4.8 Other receivables

This item includes tax receivables and other operating receivables.

4.9 Current financial assets

This item includes deposits and guarantees due within one year.

4.10 Shareholders' equity and earnings per share

The following calculations are based on an average annual price of €4.32 per Altran Technologies share in 2012.

At 31 December 2012, Altran's share capital totalled €72,424,928 for 144,849,856 ordinary shares. This 128,432 unit increase on end-2011 levels stemmed mainly from the end-2012 capital increase reserved for Group employees (related to the December 2007 stock-option plan). In 2012, the weighted average number of ordinary shares outstanding totalled 144,557,546 and the weighted average number of ordinary and dilutive shares totalled 144,655,365.

Breakdown of equity capital	Number	Nominal value
Number of shares comprising the equity capital at opening	144,721,424	€0.50
Capital increase - recognition of OCEANE bond conversion	2	€0.50
Capital increase - reserved for the employee shareholding plan	128,430	€0.50
Cancellation of treasury stock	(665,000)	€0.50
Number of shares comprising the equity capital at closing (excl. treasury stocks)	**144,184,856**	**€0.50**

In accordance with the 14th resolution adopted by the Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, the Board of Directors launched a programme to buy back Altran shares. This programme is managed by Cheuvreux-Crédit Agricole and has been implemented for the purposes of retaining the shares for subsequent payment or exchange purposes in the event of an external growth, merger, spin-off or capital contribution transaction.

The characteristics of the share buy-back programme are as follows:

- the maximum number of shares that can be acquired is capped at 10% of the company's share capital at any given time, on the Eurolist Compartment B of the NYSE/Euronext Paris. Note that this 10% threshold applies to the present liquidity contract as well as to the ongoing liquidity contract managed by Exane – BNP Paribas;
- the maximum purchase price per Altran Technologies share is capped at €15. In the event of transactions carried out on the share capital, notably by way of incorporation of reserves and allocation of free shares, and/or the division or consolidation of shares, this price shall be adjusted by applying a multiplying factor equal to the ratio between the number of shares comprising the share capital prior to the transaction, and the number after the transaction;
- this share buy-back programme was authorised for a period of eighteen months running from the date of the Combined Ordinary and Extraordinary Shareholders' Meeting (1 June 2012) until 30 November 2013 at the latest.

At 31 December 2012:

- 165,000 Altran Technologies treasury shares valued at €864.8k held for the Exane-BNP Paribas liquidity contract were booked under equity. Net capital gains on the Group's own shares (€578k in 2012) were booked under reserves attributable to shareholders;
- 500,000 Altran Technologies treasury shares valued at €2,404.6k held for the Cheuvreux-Crédit Agricole liquidity contract were booked under equity. Net expenses related to contract costs (€(10.7)k in 2012) were booked under reserves attributable to shareholders.

	Dec. 2012	Dec. 2011
Net income (Altran Technologies)	**64,560**	**(45,499)**
Impact of dilutive share-based payments	654	294
Ordinary shares (weighted average number)	144,557,546	143,718,136
Options granted with a dilutive impact	120,686	4,144
Earnings per share *(€)*	**0.45**	**-0.32**
Diltued earnings per share *(€)*	**0.45**	**-0.32**

	Dec. 2012	Dec. 2011
Net income (Altran Technologies) on continuing activities	67,097	5,042
Impact of dilutive share-based payments	654	294
Ordinary shares (weighted average number)	144,557,546	143,718,136
Options granted with a dilutive impact	120,686	4,144
Earnings per share *(€)*	**0.46**	**0.04**
Diltued earnings per share *(€)*	**0.46**	**0.04**

	Dec. 2012	Dec. 2011
Net income (Altran Technologies) on discontinued operations	(2,537)	(50,541)
Impact of dilutive share-based payments		
Ordinary shares (weighted average number)	144,557,546	143,718,136
Options granted with a dilutive impact	120,686	4,144
Earnings per share *(€)*	**-0.02**	**-0.35**
Diltued earnings per share *(€)*	**-0.02**	**-0.35**

With the exception of the 20 December 2007 stock-option plan and the 31 January 2012 free-share plan, the strike prices of all share-warrant options and free shares outstanding are generally higher than the average 2012 share price. Neither these plans nor the 2015 OCEANE bond issued on 18 November 2009 had a dilutive impact in 2012,

Options and free shares granted which are expected to have a dilutive impact concern the stock-option plans where the strike price is lower than the average share price in 2012. These include:

1. the 20 December 2007 stock-option plan involving a maximum of 1,327,192 stock options.

   Exercise of this plan would result in the issue of 28,868 new shares;

2. the 30 January 2012 free share plans involving a maximum of 355,000 free shares for French employees and 232,500 free shares for employees outside France.

   Exercise of these plans would result in the issue of 59,108 and 38,711new shares, respectively.

Although the stock-option plans with an exercise price higher than the average 2012 share price could dilute future EPS, they have not been included in the diluted EPS calculation in the table above. These plans include:

1. the June 2005 stock-option plan involving a maximum of 132,369 stock options;
2. the December 2005 stock-option plan involving a maximum of 945,314 stock options;
3. the 1 January 2015 OCEANE bond involving a maximum number of 30,129,435 convertible bonds.

The characteristics of the Group's stock-option plans are described in note 5.4.

4.11 Net financial debt

Net financial debt is the difference between total financial liabilities and cash and cash equivalents.

(in thousands of euros)	Dec. 2012	Dec. 2011
Cash and cash equivalent	178,057	187,070
Cash liabilities		
Net cash	**178,057**	**187,070**
Convertible bond loans (> 1 year)	116,889	110,676
Credit establishment borrowings and debt (> 1 year)		28,492
Other long-term financial liabilities	2,451	2,606
Current bond loans	8,868	8,868
Current borrowings	30,253	34,599
Bank overdrafts*	187,403	194,481
Other short-term financial liabilities	742	2,219
Gross financial debt	**346,606**	**381,940**
NET FINANCIAL DEBT	**(168,549)**	**(194,870)**

* including factoring of €175.1m (for total lines of €315.6m at end-2012 vs. €291.5m at end-2011).

Consolidated net financial debt narrowed €26,321k on 2011 levels to €168,549k at end-December 2012.

Cash equivalents

At 31 December 2012, the market value of cash equivalents totalled €144,568k and may be broken down as follows:

(in thousands of euros)	Dec. 2012	Dec. 2011
Certificates of deposit and other	89,984	90,126
SICAV and mutual funds	54,584	55,516
TOTAL	**144,568**	**145,642**

Debt repayment schedule

The table below gives the breakdown of the Group's financing costs by type of debt and by maturity, including accrued interest and after taking into account the effect of hedging instruments:

(in thousands of euros)	<1 year	1 - 2 years	2 - 3 years	3 - 4 years	4 - 5 years	> 5 years
Convertible bond loans (> 1 year)		116,889				
Credit establishment borrowings and debts (> 1 year)						
Other long-term financial liabilities		1,321	26	406	698	0
Non-current financial liabilities	**0**	**118,210**	**26**	**406**	**698**	**0**
Current bond loans	8,868					
Current borrowings	30,253					
Bank overdrafts	187,403					
Other short-term financial liabilities	742					
Current financial liabilities	**227,266**	**0**	**0**	**0**	**0**	**0**
TOTAL	**227,266**	**118,210**	**26**	**406**	**698**	**0**

In percentage terms, the maturity of the Group's financial liabilities at 31 December 2012 may be broken down as follows:

- less than 1 year 65.57%;
- 1 to 5 years 34.43%;
- more than 5 years 0.00%.

Convertible bond issues

On 18 November 2009, Altran issued 30,136,986 convertible bonds at a nominal value of €4.38, bearing an annual coupon of 6.72% and a maturity of 5 years and 44 days. The normal date of redemption is set for 1 January 2015.

Interest is payable in arrears on 1 January of each year.

- The company may decide to redeem bonds before their scheduled maturity date under the following conditions:
  - some or all of the bonds may be redeemed at any time by purchase on a securities market or over the counter or through a public offer,
  - all outstanding bonds may be redeemed at any time between 15 January 2013 and 1 January 2015:
    - at their face value plus all accrued interest since the last coupon date,
    - if the bond conversion ratio, multiplied by Altran Technologies average closing share price on Euronext SA's Paris Premier Marché over 20 consecutive trading days, is more than 130% higher than the face value of the bond (i.e. €5.69). Note that the 20 consecutive-day period used to calculate the average opening share price is selected by the company out of a period of 30 consecutive trading days, prior to the announcement of the early redemption,
  - all outstanding bonds may be redeemed at any time at the early redemption price on the condition that the number of outstanding bonds is less than 10% of the total amount issued.
- Bondholders can:
  - exchange or convert their bonds before their scheduled maturity date at any time between the settlement date (18 November 2009) and the seventh working day before the regular or early redemption date; request the conversion and/or exchange of bonds for shares at a conversion rate of one share for one bond. The company can decide whether or not to grant bondholders new and/or existing shares. The new shares issued following conversion will rank for dividend: on the first day of the financial year when the bonds are converted and will be immediately open for trading on the stock market,
  - at any moment in the event of a change in company control at an early redemption price equal to the par value plus the accrued interest due since the last coupon payment.

The application of IAS 32 to the 2015 OCEANE bond issue boosted equity by €32.1m. Group financial debt was reduced by the same amount.

The market rate applied and the breakdown of the debt and equity components are as follows:

- discount rate applied to the debt 12.83%;
- effective interest rate 13.63%;
- fair value of the debt at the date of issue €99,851k.

Financial expenses for 2012 totalled €15,081k.

Accrued interest of €8.868k at end-2012 was paid on 1 January 2013.

An additional expense of €6,213k booked in the income statement at 31 December 2012 stemmed from the difference between the nominal value of the OCEANE bearing a 6.72% coupon and the IFRS financial charge calculated on the basis of the effective interest rate method in compliance with IAS 32/39.

Main changes in credit lines

On 4 July 2008, Altran signed a refinancing agreement with its bankers (BNP Paribas, Crédit Agricole Ile de France, Natixis and Société Générale) giving the Group access to total credit lines amounting to €28.5m at 31 December 2012. The amortisation schedule for these credit lines is given in the table below.

This agreement gives Altran access to a five-year €150m credit line, including the rescheduling of €26m in existing credit lines that were initially redeemable in 2009. The main characteristics of this credit line include:

- five-year maturity dating from the first draw-down;
- half-yearly amortisation as of July 2009;
- a maximum Euribor coupon Euribor coupon +2.25%.

This €150 million credit line is divided into two tranches:

- tranche A for a maximum of €26m made available as of 28 July 2008;
- tranche B for the remaining €124m made available as of 1 January 2009.

(in millions of euros)	Dec. 2008	June 2009	Dec. 2009	June 2010	Dec. 2010	June 2011	Dec. 2011	June 2012	Dec. 2012	June 2013	Dec. 2013
Part A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0.0	0.0
Part B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Subtotal	**150.0**	**134.7**	**119.4**	**104.1**	**88.8**	**73.6**	**58.3**	**43.0**	**27.7**	**12.4**	**0.0**
Renegociated credit line with CADIF	5.0	5.0	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	**155.0**	**139.7**	**123.8**	**107.9**	**92.0**	**76.2**	**60.3**	**44.4**	**28.5**	**12.6**	**0.0**

On 29 January 2013, Altran signed another amendment to the refinancing agreement with its bankers, determining a new set of financial ratio thresholds, applicable as of 2012. Margin levels are revised every six months in relation to consolidated debt leverage (net financial debt/EBITDA).

	Applicable margin
Ratio ≥ 3.5	2.25%/year
3.5 > Ratio > 3	1.40%/year
3 > Ratio > 2.5	1.25%/year
2.5 > Ratio > 2	1.10%/year
Ratio < 2	0.90%/year

These credit lines are subject to the following covenants:

	Net debt/EDITDA
31/12/2012	Ratio < 2.75
30/06/2013	Ratio < 2.75
31/12/2013	Ratio < 2.75

These financial ratios are calculated as follows:

- the EBITDA used to calculate these covenants is the 12-month moving average after employee profit-sharing;
- net financial debt corresponds to net debt excluding employee profit-sharing and interest paid on the 2015 OCEAN convertible bond loan, including vendor loans and earn-out clauses relative to external growth operations.

  This credit agreement contains several clauses pertaining to:

  - financial ratio thresholds,
  - consolidated net cash levels: to be maintained at €50m until the redemption or conversion of the 2015 OCEANE bonds,
  - investments: consolidated tangible and intangible investments capped at €35m per annum,
  - early redemption: as soon as net income from the disposal of assets or holdings in subsidiaries exceeds €20m and this up to 100% in excess of this threshold, as well as the securing of a bank loan or the issue of a bond to refinance the 2015 OCEANE.

Trends in the Group's financial ratios in 2012 are given in the table below:

	Dec. 2012	Dec. 2011
Net debt/equity as defined in the credit agreement	n/a	0.42
Net debt/EDITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	0.99	1.24

While most of the Group's bank debt is contracted on a variable-rate basis which is mainly indexed to the EURIBOR or EONIA benchmark rates, a hedging strategy has been set up (see note 3, section 4 "Risks" of the present Registration Document).

Fair value of interest rate swaps reduced shareholders' equity by a net amount of €612k (corresponding to - €934k in gross value terms, plus €322k in deferred taxes).

4.12 Provisions for liabilities and charges

Movements in provisions for short and long-term liabilities and charges over the period are given in the table below:

(in thousands of euros)	Dec. 2011	Provisions booked over the period	Write-backs (used)	Write-backs (not used)	Exchange rate differences	Scope of consolidation changes	Other changes	Dec. 2012
Provisions for labour disputes	2,418	335	(105)	(226)			(190)	2,232
Provision for other disputes	1,513		(102)	(140)				1,271
Provisions for warranties	0						20	20
Provision for legal disputes and tax penalties	354	96						450
Provision for losses on completion	0							0
Provision for other risks	7,250	2,060		(101)			(20)	9,189
Provision for restructuring	1	368						369
Other provisions for charges	555	67	(88)					534
TOTAL PROVISIONS FOR LONG-TERM RISKS AND CHARGES	**12,091**	**2,926**	**(295)**	**(467)**	**0**	**0**	**(190)**	**14,065**
Provisions for labour disputes	4,147	1,587	(1,938)	(543)	2	3,146	190	6,591
Provision for other disputes	654	109	(112)	(200)				451
Provisions for warranties	-							-
Provision for legal disputes and tax penalties	207	580		(6)	4		827	1,612
Provision for losses on completion	314	182	(314)					182
Provision for other risks	4,359	223	(2,478)	(753)	2	150	(827)	676
Provision for restructuring	10,157	2,891	(6,792)		1		(71)	6,186
Provisions for other charges	2	5	(2)					5
TOTAL PROVISIONS FOR SHORT-TERM RISKS AND CHARGES	**19,840**	**5,577**	**(11,636)**	**(1,502)**	**9**	**3,296**	**119**	**15,703**

Other changes mainly include re-classifications between "non-current" and "current" items resulting from a change in forecast dates for the outlay of resources.

At 31 December 2012, net provision write-backs for liabilities and charges totalled €5,397k. The breakdown of these in terms of operating income on ordinary activities and non-recurring income is as follows:

- €992k booked under operating income on ordinary activities;
- €6,389k as non-recurring operating income.

The bulk of provisions were booked to cover social disputes and restructuring costs.

- In-depth investigations into the Group's 2001 full-year and 2002 interim accounts carried out by the former Board of Statutory Auditors resulted in adjustments being made to the 2002 interim accounts.

  In this respect, a preliminary inquiry was opened by the Paris Public Prosecutor's Office in December 2002. By January 2003, this had turned into a full-fledged investigation into the misuse of company assets, fraud and the dissemination of false information likely to influence the share price.

  The scope of the investigation was first extended in June 2004 to include misrepresentation of financial accounts failing to give a true picture of the company then a second time in September 2004 to cover insider trading. Within the context of this investigation, several former managers and one current manager of the company were indicted.

In February 2003, Altran Technologies became a civil plaintiff in this investigation and in April 2005 it was indicted for fraud, use of forged documents and disseminating misleading information likely to influence the share price. This indictment did not affect the company's civil claim for damages. Several former managers filed an action for annulment of the report drawn up by the two experts appointed by the investigating magistrate. This action was dismissed by the French Supreme Court. In the order for referral handed down on 29 November 2011, the indicted parties (several individuals and the corporate body, Altran Technologies) were summoned to appear before the Paris Criminal Court. The hearings are scheduled to be held in spring 2013.

Provisions for other long-term disputes include an AMF provision of €1m.

Within the context of this investigation, twenty-eight people or corporate bodies have filed a claim for criminal indemnification.

In addition, two complaints including a claim for criminal indemnification were filed in October 2004 by two former Statutory Auditors against some of the Group's Directors for hindrance in the performance of their duties. This action was dismissed on 29 November 2011 in favour of the Directors in question. This decision has since been rendered definitive.

All of the above-mentioned proceedings concern events that took place between 2001 and 2002.

- A former Director has brought legal action against Altran Technologies and the Altran Foundation for Innovation for unfair dismissal and wrongful termination of his corporate mandate. The dispute concerning the wrongful termination of the plaintiff's corporate mandate with the Altran Foundation for Innovation was definitively closed. With regards to the claim for unfair dismissal, the court has ruled a stay of proceedings.

A provision of €1.3m has been written.

Contingent liabilities

- In January 2011, a former employee brought legal action against Altran Technologies before the Commercial Court of Paris. Dismissed by Altran in 1999 for professional misconduct, the plaintiff filed a joint action with three associates in the company he had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings, taken by Altran against the former employee and for which he had since been acquitted.
- The Group is in dispute with several former employees who are contesting the reasons for their dismissal.
- A former manager of one of the Group's Brazilian subsidiaries, who had brought legal action against Altran Technologies in October 2011 to have his corporate mandate reclassified as a contract of employment, withdrew his complaint in August 2012. This withdrawal is without prejudice to the similar action taken in December 2010 against Altran's former Brazilian holding subsidiary (which has since been sold and removed from the Group's scope of consolidation).
- The disposal of Altran's Brazilian subsidiaries in 2011 was made without any representations and warranties to the buyer. As a result, any disputes to which Altran do Brasil and/or its local subsidiaries are party, must be handled by Altran do Brasil (and/or its local subsidiaries) and their consequences borne by them and them alone. Notwithstanding, the possibility of a third party bringing legal action against Altran Technologies, in its capacity as former shareholder of Altran do Brasil, cannot be ruled out.
- On 13 May 2011, Mr de Chaisemartin, at the time Group Chairman and CEO of Altran Technologies, summoned within a short time-limit, the company, Altrafin Participations, and Messrs Alexis Kniazeff and Hubert Martigny before the Commercial Court of Paris. The plaintiff was notably seeking (I) to have the voting rights attached to the shares of Messrs Kniazeff and Martigny invalidated, (II) to prohibit Altrafin Participations from exercising the double voting rights it obtained from the "right to use" the voting rights brought by Messrs Kniazeff and Martigny to SEP Altitude (a French Société en Participation partnership set up by the three parties), and (III) to have the SEP Altitude voting agreement deemed unlawful and, as such, unenforceable against the Altran Technologies and its shareholders.

  In his pleadings, regularised on 22 September 2011 (following the 10 June 2011 Shareholders' Meeting which elected a new Board of Directors), Mr de Chaisemartin completed his demands and asked the Commercial Court of Paris to cancel (I) the new-Director mandates voted at the 10 June 2011 Combined Annual General Meeting, on the grounds that the resolutions adopted by the General Meeting be considered invalid, and (II) the deliberations made by the Board of Directors as of 10 June 2011.

  In March 2012, Mr de Chaisemartin withdrew this procedure and the corresponding cause of action.
- Mr de Chaisemartin served Altran Technologies on March 2012 with a third-party notice within the context of legal proceedings that he had initiated on 25 May 2011 against the companies Altrafin Participations and Altamir Amboise regarding contractual obligations agreed upon when the company Apax Partners S.A. became a shareholder of Altran. Within the context of these proceedings, Mr de Chaisemartin is demanding the enforceability of the judgement against the company. Mr de Chaisemartin has not lodged any claim against the company.
- In March 2011, Altran concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran.

  Altran has every reason to believe that the conclusion of these contracts was carried out under conditions which were both suspect and disadvantageous for the Group.

  Accordingly, Altran suspended all contract payments which should have been made to the financing company, who then brought legal action for interim measures against Altran Technologies demanding the cancellation of Altran's printer rental contracts, the return of all materials (or otherwise face a penalty), as well as damages totalling €3.5m. These demands for interim measures were dismissed in an order handed down by the Paris Commercial Court on 6 February 2013 and proceedings on the merits are now underway.

  Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding a sum of about €2m in damages and interest, notably as compensation for the loss of profits.

  For its part, Altran contests the legitimacy of these claims. It is to be noted that Altran has filed a criminal complaint against the protagonists involved. The whole issue is now under legal investigation.
- In October 2012, arbitration proceedings were initiated against one of Altran Technologies' foreign subsidiaries by a client alleging unfair termination of a contract between the two parties. The plaintiff is claiming, principally, the reimbursement of payments already made, along with damages and interest as well as the right of access to the bank guarantee conceded at the time of signature. According to the client, but otherwise unsubstantiated by him at this point, the amount of damages involved could exceed €50m.

  Altran subsidiary, for its part, considers itself wholly within its rights and has, in turn, made a claim for damages and interest.

  The arbitration tribunal was constituted in January 2013 and the first hearings are likely to be held in spring 2013. This arbitral decision, once handed down, will be definitive and not subject to appeal.

  Altran is doing everything in its power to limit the impact these liabilities could have on the Group's financial statements.

Provisions for restructuring

Trends in the Group's restructuring provisions are set out in the table below:

(in thousands of euros) Albatros Plan	December 2011	Provisions	Write-backs	Exchange rate differences	Scope of consolidation changes	December 2012
Payroll charges	1,358		(45)			1,313
Property lease rationalisation						0
Other						0
TOTAL	**1,358**	**0**	**(45)**	**0**	**0**	**1,313**

(in thousands of euros) Operational efficiency Plan	December 2011	Provisions	Write-backs	Exchange rate differences	Scope of consolidation changes	December 2012
Payroll charges	848		(390)			458
Property lease rationalisation	65		(56)			9
Other						0
TOTAL	**913**	**0**	**(446)**	**0**	**0**	**467**

(in thousands of euros) 2009 crisis-impact Plan	December 2011	Provisions	Write-backs	Exchange rate differences	Scope of consolidation changes	December 2012
Payroll charges	1,792		(66)	1		1,727
Property lease rationalisation						0
Other	12					12
TOTAL	**1,804**	**0**	**(66)**	**1**	**0**	**1,739**

(in thousands of euros) Recovery Plan	December 2011	Provisions	Write-backs	Exchange rate differences	Scope of consolidation changes	December 2012
Payroll charges	3,492	2,079	(3,929)			1,642
Property lease rationalisation	2,586	1,300	(2,421)		(71)	1,394
Other	5		(5)			0
TOTAL	**6,083**	**3,379**	**(6,355)**	**0**	**(71)**	**3,036**

4.13 Employee benefits

Liabilities arising from current and non-current employee benefits are detailed in the table below:

(in thousands of euros)	Dec. 2012	Dec. 2011	Change
Personnel and social security charges	151,099	146,893	4,206
	151,099	**146,893**	**4,206**
Non-current employee benefits	33,272	28,765	4,507
	33,272	**28,765**	**4,507**
TOTAL	**184,371**	**175,658**	**8,713**

The Group's total commitments as regards retirement plans and post-employment benefits, booked as "non-current employee benefits", mainly concern France, Italy, Germany, The Netherlands and Switzerland break down as follows:

Reconciliation of provisions

	Retirement		End of contract		Other long-term benefits		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011	2012	2011
Provisions at opening	(21,904)	(26,232)	(6,862)	(7,550)	–	(2,529)	(28,766)	(36,311)
Acquired/transferred/discontinued plans*	(902)	7,607	226	235	–	2,529	(676)	10,371
Recognised charge (revenue)	(4,753)	(3,989)	(502)	(624)	–	–	(5,255)	(4,613)
Employer contributions	770	730	656	1,076	–	–	1,426	1,806
Exchange rate differences	(5)	(18)	3	0	–	–	(2)	(18)
PROVISIONS AT CLOSING	**(26,794)**	**(21,902)**	**(6,479)**	**(6,863)**	**–**	**–**	**(33,273)**	**(28,765)**

* Due essentially to the disposal of ADL.

Financial situation

	Retirement		End of contract		Other long-term benefits		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011	2012	2011
Commitments	(42,781)	(29,811)	(7,978)	(8,367)	–	–	(50,759)	(38,178)
Value of hedging costs	8,571	7,860	–	–	–	–	8,571	7,860
(Deficit) surplus	**(34,210)**	**(21,951)**	**(7,978)**	**(8,367)**	**–**	**–**	**(42,188)**	**(30,317)**
Unrecognised actuarial gains and losses	5,474	(2,109)	1,499	1,504	–	–	6,973	(605)
Unrecognised costs of past services - rights not acquired	2,135	2,349	–	–	–	–	2,135	2,349
Surplus cash reserve	(193)	(191)	–	–	–	–	(193)	(192)
PROVISION AT CLOSING	**(26,794)**	**(21,902)**	**(6,479)**	**(6,863)**	**–**	**–**	**(33,273)**	**(28,765)**

Assessment of commitments and provisions at 31 December 2012 and 31 December 2011

Reconciliation of commitments

	Retirement		End of contract		Other long-term benefits		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011	2012	2011
Commitments at opening	29,812	43,570	8,366	10,245	–	2,693	38,178	56,508
Costs of services carried out	3,480	3,082	16	55	–	–	3,496	3,138
Net interest	1,278	961	315	377	–	–	1,593	1,338
Employee contributions	496	479	–	–	–	–	496	479
Change in pension scheme - rights acquired	–	–	–	–	–	–	–	–
Change in pension scheme - rights not acquired	–	–	–	–	–	–	–	–
Error correction/new plan impact/ discontinued plans	–	(18,145)		(228)	–	(2,693)	–	(21,066)
Reduction/liquidation	–	(125)	–	–	–	–	–	(125)
Acquisitions (disposals)	902	–	(310)	–	–	–	592	–
Services paid	(670)	(174)	(656)	(1,076)	–	–	(1,326)	(1,251)
Actuarial (gains)/Losses	7,425	(59)	250	(1,006)	–	–	7,675	(1,065)
Exchange rate differences	58	222	(3)	–	–	–	55	222
PROVISIONS AT CLOSING	**42,781**	**29,811**	**7,978**	**8,367**	**–**	**–**	**50,759**	**38,178**

Reconciliation of financial assets

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2012	2011	2012	2011	2012	2011	2012	2011
Market value of assets at opening	7,860	22,104	–	–	–	164	7,860	22,268
Acquisition/disposals/transfer/discontinued plans	–	(14,990)	–	–	–	(164)	–	(15,154)
Return on hedging assets	65	(283)	–	–	–	–	65	(283)
Employer contributions	698	720	–	–	–	–	698	720
Employee contributions	496	479	–		–		496	479
Services paid	(598)	(163)	–	–	–	–	(598)	(163)
Liquidation	–	(190)	–	–	–	–	–	(190)
Exchange rate differences	50	183	–	–	–	–	50	183
MARKET VALUE OF ASSETS AT CLOSING	**8,571**	**7,860**	**–**	**–**	**–**	**–**	**8,571**	**7,860**

Balance sheet commitments

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2012	2011	2012	2011	2012	2011	2012	2011
Pension schemes: totally or partially financed	12,448	9,344	–	–	–	–	12,448	9,344
Pension schemes: not financed	30,333	20,468	7,978	8,366	–	–	38,311	28,834
TOTAL	**42,781**	**29,812**	**7,978**	**8,366**	**–**	**–**	**50,759**	**38,178**

Actuarial assumptions

	Euro zone		India		Switzerland	
	2012	2011	2012	2011	2012	2011
Discount rate	3.00%	4.30%	8.30%	n/a	1.85%	2.40%
Rate of return on assets	3.25%	3.25%	n/a	n/a	1.85%	1.50%
Wage inflation	3.00% - 3.26%	3.00% - 3.50%	10.00%	n/a	2.00%	2.00%

This assumption is necessary for externally financed schemes to establish long-term estimates of the average expected return on invested funds. This has no impact on how commitments are measured but generates a credit via annual retirement expenses (reduced accounting costs).

The expected long-term rate of return on pension fund assets must reflect the average expected long-term return on investment of funds used to finance service provisions. All financed pension schemes are outsourced in general insurance funds. In the case of Belgium, the projected rate of return for the full year 2012 is the minimum guaranteed at end-2011. Regarding Switzerland, while the minimum guarantee is 1.50%, the projected long-term rate of return is higher than this minimum rate, at 1.85%.

Altran's pension-plan asset allocation breaks down as follows:

	Switzerland	Belgium
Shares	–	–
Bonds	–	–
Cash	–	–
Property	–	–
Other (General assets of insurance company)	100%	100%
TOTAL	**100%**	**100%**

Sensitivity to discount rates

A. Sensitivity to a -0.25% change in discount rates

	Impact in thousands of euros on commitments at 31/12/2012	Impact as % of total commitments at 31/12/2012
Euro zone	1,837	4.80%
India	1	1.30%
Switzerland	532	4.40%
TOTAL	**2,370**	**4.70%**

B. Sensitivity to a +0.25% change in discount rates

	Impact in thousands of euros on commitments at 31/12/2012	Impact as % of total commitments at 31/12/2012
Euro zone	(1,726)	-4.51%
India	(1)	-1.28%
Switzerland	(483)	-4.00%
TOTAL	**(2,210)**	**-4.38%**

Allocation of financial assets

	Belgium		Switzerland		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011
Shares	–	–	–	–	–	–
Bonds	–	–	–	–	–	–
Property	–	–	–	–	–	–
Cash	–	–	–	–	–	–
Other	549	549	8,022	7,311	8,571	7,860
TOTAL	**549**	**549**	**8,022**	**7,311**	**8,571**	**7,860**

No financial hedging assets are invested in financial instruments, property assets or any other of the Group's assets.

	Belgium		Switzerland		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011
Shares	–	–	–	–	–	–
Bonds	–	–	–	–	–	–
Property	–	–	–	–	–	–
Cash	–	–	–	–	–	–
Other*	6.41%	6.99%	93.59%	93.01%	100%	100%
TOTAL	**6.41%**	**6.99%**	**93.59%**	**93.01%**	**100%**	**100%**

* Insurance company assets.

Experience gains & losses on financial assets

	Belgium		Switzerland		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011
Expected return	19	22	115	144	134	166
Actual return	(41)	10	106	605	65	615
Gains & (losses) on financial assets	(60)	(12)	(9)	461	(69)	449

Historical trends

Actuarial differences

(in thousands of euros)	2012	2011	2010
Discounted value of commitments	50,759	38,178	56,508
Fair value of hedges	8,571	7,861	22,269
(Deficit)/Surplus	**(42,188)**	**(30,317)**	**(34,239)**
Assumption differences	8,805	1,948	4,692
Experience differences on bonds	(1,130)	(3,013)	(2,498)
Experience differences on assets	(69)	(449)	471

Estimated employer contributions in 2013

(in thousands of euros)	Retirement	End of contract	Other long-term benefits
Unfunded plans	(93)	(1,581)	–
Externally funded plans: employer contributions	696	–	–

The impact on operating profit on ordinary activities and consolidated income is analysed as follows:

	Retirement		End of contract		Other long-term benefits		Total	
(in thousands of euros)	2012	2011	2012	2011	2012	2011	2012	2011
Costs of services carried out	3,480	3,082	16	55	–	–	3,496	3,137
Net interest	1,278	961	315	377	–	–	1,593	1,338
Expected return on hedging assets	(134)	(166)	–	–	–	–	(134)	(166)
Depreciation, of cost of past services - rights acquired	–	–	–	–	–	–	–	–
Depreciation, of cost of past services - rights not acquired	214	214	11	–	–	–	225	214
Amortisation of actuarial losses/(gains)	(85)	(22)	160	192	–	–	75	170
Error correction/new plan impact	–	–	–	–	–	–	–	–
Reduction/Liquidation	–	68	–	–	–	–	–	68
Changes in surplus management reserve	–	(149)	–	–	–	–	–	(149)
RECOGNISED CHARGE (REVENUE)	**4,753**	**3,989**	**502**	**624**	**–**	**–**	**5,255**	**4,614**

4.14 Other long-term liabilities

Other long-term liabilities are those which are due in over 12 months.

4.15 Trade payables

Trade payables totalled €71,978k at 31 December 2012, vs. €63,621k at end-2011.

	December 2012			December 2011		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Accounts payable	71,978	12,144	59,834	63,621	16,962	46,659

Trade and other payables which are overdue are listed in the following table:

(in thousands of euros)	December 2012	December 2011
Expiring in less than 1 month	6,798	3,483
Expiring in 1-3 months	3,355	11,325
Trade payables in more than 3 months	1,991	2,154
TOTAL MATURED	**12,144**	**16,962**

4.16 Other current liabilities

This item mainly comprises advance billing for products and services contributing to revenue.

4.17 Debt on securities

Short-term securities debt in 2012 mainly comprised earn-out commitments and debt for a total of €613k (vs. €72k in 2011), the bulk of which related to earn-out commitments.

Note 5. Notes to the income statement

5.1 Segment reporting at 31 December 2012

In accordance with IFRS 8 "Operating segments", Altran is required to present its financial segment reporting on the basis of internal reports that are regularly reviewed by the Group's chief operating manager in order to assess the performance of each operating segment and allocate resources.

The extent of Altran's major-client revenue exposure is detailed in section 4 of the present Registration Document.

The Group's primary reporting segment is divided into four zones:

- France;
- Northern zone: Germany, Austria, the Benelux countries, Denmark, Ireland, Norway, Romania, the UK, Sweden and Switzerland;
- Southern zone: Brazil, Spain, Italy, Portugal;
- Rest of the World (RoW) zone: North America, Asia, the Middle East and Tunisia.

Segment reporting by geographical region (€m)

At 31/12/2012 *(In millions of euros)*	France	Northern zone	Southern zone	RoW zone	Inter-segment eliminations	Total
Revenues						
External	749	369	300	38		1,456
Inter-segment eliminations	34	14	10	5	(63)	–
Total Revenues	**783**	**383**	**310**	**43**	**(63)**	**1,456**
Total operating revenues	810	388	315	43	(63)	1,493
Total operating expenses	(750)	(355)	(283)	(43)	63	(1,368)
Operating income on ordinary activities	60	33	32	–	–	125
Operating income on ordinary activities (%)	**7.6%**	**8.6%**	**10.3%**	**0.4%**		**8.6%**
Assets by region	1,045	294	141	15	(260)	1,235
Non-allocated assets	–	–	–	–	–	–
Equity holdings	–	–	–	–	–	–
Total assets	**1,045**	**294**	**141**	**15**	**(260)**	**1,235**

At 31/12/2011 *(In millions of euros)*	France	Northern zone	Southern zone	RoW zone	Inter-segment eliminations	Total
Revenues						
External	728	365	299	28		1,420
Inter-segment eliminations	32	12	5	5	(54)	–
Total Revenues	**760**	**377**	**304**	**32**	**(54)**	**1,420**
Total operating revenues	782	381	305	32	(54)	1,446
Total operating expenses	(723)	(350)	(281)	(32)	53	(1,333)
Operating income on ordinary activities	59	31	24	–	(1)	113
Operating income on ordinary activities (%)	**7.7%**	**8.4%**	**7.8%**	**1.2%**		**8.0%**
Assets by region	1,065	310	200	–	(392)	1,183
Non-allocated assets	–	–	–	–	–	–
Equity holdings	–	–	–		–	–
Total assets	**1,065**	**310**	**200**	–	**(392)**	**1,183**

The French zone includes operating subsidiaries, as well as Group holding activities (head office and cross-functional services).

At 31 December 2012, consolidated revenues came out at €1,455.9m, up 2.6% on 2011.

The breakdown of Group revenues by geographic zone is given in the table below:

	2012				2011		
(in millions of euros)	Total Segments	Inter-segment eliminations	Total Turnover	As % of sales	Total Turnover	As % of sales	% change
France	782.7	(34.0)	748.8	51.4%	728.2	51.3%	2.8%
Northern zone	382.6	(13.3)	369.3	25.4%	365.0	25.7%	1.2%
Southern zone	310.3	(10.5)	299.9	20.6%	298.7	21.0%	0.4%
RoW Zone	43.4	(5.5)	37.9	2.6%	27.7	2.0%	36.8%
TOTAL	**1,519.1**	**(63.2)**	**1,455.9**	**100.0%**	**1,419.5**	**100.0%**	**2.6%**

The table above shows the inter-segment eliminations between the four regional segments.

Economic growth (i.e. on a like-for-like basis, excluding the exchange-rate impact and the change in the number of working days) came out at +3.6%.

Trends by region show that all zones reported growth in revenue on a constant exchange-rate and like-for-like basis.

- Group operations in France reported growth of +2.8% in 2012, down on 2011 levels of +10.1%, due to the under-performance in the automotive sector.
- In the Southern zone, Altran's revenues rose +0.4% despite the particularly harsh economic environment.
- In the Northern zone, recovery in Group performances continued with revenues up +1.2% on a constant exchange-rate and like-for-like basis, vs. 7.3% in 2011.
- The RoW zone reported further growth with revenues up 36.8% on a constant exchange-rate and like-for-like basis, vs.-13.1% in 2011.

The breakdown of Group sales by region (after inter-segment eliminations) is as follows:

(in millions of euros)	2012	% of sales	H2, 2012	% of sales	H1, 2012	% of sales	2011	% of sales	H2, 2011	% of sales	H1, 2011	% of sales	2012 vs. 2011
France	748.8	51.4%	367.7	50.8%	381.1	52.0%	728.2	51.3%	361.7	51.2%	366.5	51.4%	2.8%
Germany	107.6	7.4%	55.7	7.7%	52.0	7.1%	101.0	7.1%	52.4	7.4%	48.6	6.8%	6.6%
Austria	2.4	0.2%	1.4	0.2%	1.1	0.1%	2.0	0.1%	1.0	0.1%	1.0	0.1%	19.3%
UK/Ireland	92.3	6.3%	48.2	6.7%	44.1	6.0%	103.5	7.3%	52.1	7.4%	51.3	7.2%	-10.8%
Benelux countries/ Norway	95.1	6.5%	45.9	6.3%	49.2	6.7%	96.5	6.8%	47.2	6.7%	49.3	6.9%	-1.5%
Switzerland	26.2	1.8%	12.7	1.8%	13.5	1.8%	24.3	1.7%	12.6	1.8%	11.7	1.6%	7.6%
Sweden/ Denmark	45.7	3.1%	22.6	3.1%	23.1	3.2%	37.7	2.7%	18.4	2.6%	19.3	2.7%	21.2%
Italy	157.2	10.8%	77.8	10.8%	79.4	10.8%	160.3	11.3%	78.6	11.1%	81.8	11.5%	-1.9%
Spain/ Andorra	127.5	8.8%	63.1	8.7%	64.4	8.8%	122.1	8.6%	60.4	8.5%	61.7	8.7%	4.4%
Portugal	15.1	1.0%	7.4	1.0%	7.8	1.1%	16.2	1.1%	7.9	1.1%	8.3	1.2%	-6.8%
Tunisia	0.5	0.0%	0.2	0.0%	0.3	0.0%	0.6	0.0%	0.3	0.0%	0.3	0.0%	-22.3%
UAE							0.0	0.0%	0.0	0.0%	0.0	0.0%	n/a
Asia	5.8	0.4%	3.5	0.5%	2.3	0.3%	4.4	0.3%	2.6	0.4%	1.9	0.3%	30.5%
USA	31.6	2.2%	17.2	2.4%	14.4	2.0%	22.7	1.6%	11.5	1.6%	11.2	1.6%	39.6%
TOTAL	**1,455.9**	**100.0%**	**723.3**	**100.0%**	**732.6**	**100.0%**	**1,419.5**	**100.0%**	**706.6**	**100.0%**	**712.9**	**100.0%**	**2.6%**

Segment reporting by business segment

Summary: 31 December 2012

(in millions of euros)	Technology consulting	Organisation & Informations services Consulting	Other	Group
Revenues	1,049	407	–	1,456
Total Assets	1,035	201	–	1,236
Intangible and fixed asset investments	16	1	–	17
Revenue (%)	*72.05%*	*27.95%*	–	*100%*
Total assets (%)	*83.74%*	*16.26%*	–	*100%*
Intangible and fixed assets (%)	*95.60%*	*4.40%*	–	*100%*

Summary: 31 December 2011

(in millions of euros)	Technology consulting	Organisation & Informations services Consulting	Other	Group
Revenues	989	407	24	1,420
Total Assets	845	219	119	1,183
Intangible and fixed asset investments	6	1	(33)	(26)
Revenue (%)	*69.65%*	*28.69%*	*1.66%*	*100%*
Total assets (%)	*71.41%*	*18.53%*	*10.06%*	*100%*
Intangible and fixed assets (%)	*-24.65%*	*-2.60%*	*127.25%*	*100%*

5.2 Revenues

The breakdown of Group revenues is given in the table below:

(in thousands of euros)	Dec. 2012	Dec. 2011	Change
Sales of goods	7,121	6,656	+7.0%
Sales of services	1,445,390	1,411,698	+2.4%
Royalties	3,348	1,147	+191.9%
TOTAL	**1,455,859**	**1,419,501**	**+2.6%**

In 2012, fixed-price contracts generated revenues of €307,383k, compared with €346,733k in 2011. Note that fixed-price contracts may include contracts with a performance obligation clause as well as fixed-price, time-based contracts where the Group is only bound by a best endeavour obligation

5.3 External expenses

The breakdown of Altran's external expenses at 31 December 2012 is given in the following table:

(in thousands of euros)	Dec. 2012	Dec. 2011	Change
Outsourcing	103,077	106,231	-3.0%
Operating lease and related expenses	45,878	47,710	-3.8%
Training	8,222	8,915	-7.8%
Professional fees and external services	23,004	24,756	-7.1%
Transport and travel expenses	58,557	57,663	+1.6%
Other purchases and external services	43,782	41,708	+5.0%
TOTAL	**282,520**	**286,984**	**-1.6%**

External expenses narrowed 160 basis points on 2011 levels and break down as follows:

- outsourcing costs narrowed 3.0%, equivalent to a reduction of €3,154k;
- transport and travel expenses rose by 1.6% (+€894k);
- other purchases and external services increased by 5.0% (€2,074k).

Rental costs totalled €45,878k in 2012 (vs. €47,710k in 2011). The Group's lease commitments are basic rental agreements (mainly property leases). None of these contain any contingent lease payments or renewal options, or impose specific restrictions (notably as regards dividends, additional debt or further leasing).

Group commitments as regards non-cancellable leases at 31 December 2012 are analysed by maturity date in section 6.

5.4 Personnel costs

The breakdown of personnel costs at 31 December 2012 is as follows:

(in thousands of euros)	Dec. 2012	Dec. 2011	Change
Salaries & benefits	1,041,754	1,001,399	+4.0%
Employee profit sharing	932	2,047	-54.5%
	1,042,686	**1,003,446**	**+3.9%**
Salaries & benefits - share-based payments	654	294	+122.4%
Long-term employee benefits	3,768	3,446	+9.3%
TOTAL	**1,047,108**	**1,007,186**	**+4.0%**

Personnel costs in 2012 were in line with trends in staff numbers and include a mandatory employee profit-sharing commitment of €932k.

a) Share-based payments

Total share-based payments related to the Group's free-share plan over the period totalled €654k at end-2012 (vs. €294k in 2011).

The main characteristics of the Group's stock-option plans at 31 December 2012 are outlined in the tables below:

	Stock options				Free shares	
	2004[(a)]	2005[(a)]	2005[(a)]	2007[(a)]	2012 France	2012 Outside France
Date of General Meeting	28/06/2004	28/06/2004	28/06/2004	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors' Meeting	29/06/2004	15/06/2005	20/12/2005	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,762,000	340,000	2,630,000	2,589,830	390,000	232,500
o/w available to corporate officers	*80,000*	*200,000*	*210,000*	*100,000*	*0*	*0*
o/w available to 10 highest-paid employees	*510,000*	*340,000*	*635,000*	*340,000*	*130,000*	*0*
Balance at 31 December 2012	*451,792*	*132,369*	*295,807*	*333,446*	*130,000*	*0*
Vesting date	30/06/2008	16/06/2009	21/12/2009	21/12/2011		
Deadline for granting free shares					Beginning of 2014	31/01/2016
Maturity	29/06/2012	15/06/2013	20/12/2013	20/12/2015		
End of lock-in period for free shares					Beginning of 2016	31/01/2016
Subscription price of options/reference share price *(€)*	€9.27	€7.17	€9.52	€4.25	€3.54	€3.54
Valuation method used	Black&Scholes	Black&Scholes	Black&Scholes	Hull&White	Binomial	Binomial
Number of shares avalaible for subscription or allocation at 31/12/2011	1,087,955	132,369	1,061,521	1,585,779	0	0
Rights created in 2012					390,000	232,500
Rights forfeited in 2012	1,087,955		116,207	130,157	35,000	
Rights exercised in 2012				128,430		
Number of shares avalaible for subscription or allocation at 31/12/2012	0	132,369	945,314	1,327,192	355,000	232,500

(a) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

In accordance with the authorisation granted by Group Shareholders' at Altran's 30 June 2011 Combined Ordinary and Extraordinary General Meeting, the Board of Directors launched a free share plan on 31 January 2012 subject to achieving a set of pre-determined performance-related objectives (in terms of margins and trade-receivable recovery) for a total of 622,500 shares

Free shares were valued on the date of allocation using the Binomial method in accordance with CNC recommendations.

The main market criteria (determined on the date of allocation) used to measure the notional cost of non-transferability of free shares, are as follows:

- Altran share spot price at 31/01/2012: €3.54;
- risk-free interest rate: 6.41%;
- interest rate on 5-year open cash facility applicable to beneficiaries of shares with a limited transfer facility: 2%;
- vesting period: 2 years for staff hired under a French contract with a supplementary 2-year retention commitment (4 years for employees recruited outside France) as of the definitive date of allocation following the Board Meeting to be held to approve the 2013 accounts.

The notional cost of subscribed locked-in shares expressed as a percentage of the spot price of the share on the date of allocation is negligible.

b) Long-term employee benefits (cf. 4.13)

5.5 Depreciation and net provisions

(in thousands of euros)	Dec. 2012	Dec. 2011
Depreciation of intangible and fixed assets	(14,043)	(12,431)
Provisions for current assets	(158)	(536)
Provisions for risks and charges	(992)	(7,660)
TOTAL	**(15,193)**	**(20,627)**

5.6 Other non-recurring operating income and expenses

(in thousands of euros)	Dec. 2012	Dec. 2011
Net proceeds from fixed and intangible assets	(204)	(181)
Net proceeds from divestment & liquidation of holdings in consolidated subsidiaries	(3,189)	(26,394)
Provisions net of write-backs for risks and legal disputes	140	101
Paid compensations for former employees		(820)
Net proceeds from minority interests	84	
Exceptional costs related to previous fiscal periods	(443)	
Acquisition costs	(775)	
Asset disposals	222	(123)
Write-back of provisions for employee benefits		81
Exceptional costs related to strategic plan		(2,295)
Restructuring costs	(14,761)	(14,069)
Provisions net of write-backs for restructuring	5,361	(3,663)
Other	14	24
TOTAL	**(13,551)**	**(47,338)**

Disposal and liquidation of consolidated shares

See note 2. "Scope of consolidation".

Restructuring costs

A non-recurring operating loss of €13,551k includes the net impact of €(9,400)k costs for the 2005, 2007, 2009 and 2011 restructuring plans detailed below:

(in thousands of euros)	Dec. 2012	Dec. 2011
Restructuring costs		
Albatros plan		
Furnishing write-offs		
Salaries		(50)
Property lease rationalisation		(1)
Other		
		(51)
Operational efficiency plan		
Furnishing write-offs		
Salaries	(756)	(542)
Property lease rationalisation	(56)	(913)
Other		(219)
	(812)	**(1,674)**
Crisis-impact plan		
Furnishing write-offs		(101)
Salaries	173	(1,303)
Property lease rationalisation		(101)
Other		181
	173	**(1,324)**
Recovery plan		
Furnishing write-offs	(1,765)	(5,383)
Salaries	(9,489)	(5,264)
Property lease rationalisation	(2,381)	(301)
Other	(487)	(72)
	(14,122)	**(11,020)**
TOTAL	**(14,761)**	**(14,069)**

(in thousands of euros)	Dec. 2012	Dec. 2011
Provisions net of write-backs		
Albatros plan		
Furnishing write-offs		
Salaries	45	268
Property lease rationalisation		4
Other		
	45	**272**
Operational efficiency plan		
Furnishing write-offs	187	(62)
Salaries	390	1,121
Property lease rationalisation	56	1,067
Other		8
	633	**2,133**
Crisis-impact plan		
Furnishing write-offs		101
Salaries	66	1,975
Property lease rationalisation		135
Other		
	66	**2,211**
Recovery plan		
Furnishing write-offs	1,641	(2,196)
Salaries	1,850	(3,492)
Property lease rationalisation	1,121	(2,586)
Other	5	(5)
	4,617	**(8,279)**
TOTAL	**5,361**	**(3,663)**

Breakdown of net costs

(in thousands of euros)	Dec. 2012	Dec. 2011
Albatros plan	45	221
Operational efficiency plan	(179)	460
Crisis-impact plan	239	887
Recovery plan	(9,505)	(19,299)
TOTAL	**(9,400)**	**(17,732)**

5.7 Cost of net financial debt

(in thousands of euros)	Dec. 2012	Dec. 2011
Gains on cash and cash equivalents		
Income from cash and cash equivalents	2,177	3,007
Proceeds from disposal of cash equivalents	293	295
	2,470	**3,302**
Cost of gross financial debt		
Interest expenses on bond loans	(15,081)	(14,340)
Interest expenses on other financing operations	(4,297)	(13,172)
	(19,378)	**(27,512)**
COST OF NET FINANCIAL DEBT	**(16,908)**	**(24,210)**

The cost of net financial debt (€16,908k) mainly includes interest on the OCEANE bond for €15,081k, and other financing operations for €4,297k (of which 1/ €281k on interest-rate hedging swaps, 2/ €758k on revolving loans, 3/ €2,548k on factoring agreements and 4/ €710k on other borrowings).

5.8 Other financial income and expenses

(in thousands of euros)	Dec. 2012	Dec. 2011
Financial revenue		
Gains on other financial asset disposals		
Financial gains from conversion to present value	386	350
Forex gains	2,333	3,910
Write-backs of provisions for non-consolidated assets and other non-current financial assets		
Gains on financial instruments	18	(75)
Other financial income	15	35
	2,752	**4,221**
Financial expenses		
Loss on other financial asset disposals	3	
Depreciation of non-consolidated holdings and other non-current financial assets		(1,554)
Employee benefit provisions	(1,459)	(1,174)
Forex losses	(4,117)	(4,321)
Financial charges on conversion to present value	(626)	(713)
Loss on financial instruments		
Loss on trading derivatives		
Other financial expenses	(207)	(91)
	(6,406)	**(7,854)**

5.9 Tax expenses

Analysis of deferred taxes in the balance sheet

The breakdown of net changes in deferred taxes in the balance sheet is given in the table below (in thousands of euros):

	2011	Earnings impact	Other changes	Equity impact	Scope of consolidation changes	Translation adjustments	2012
Deferred tax assets	98,767	26,418	(21,978)	321	1,544	(140)	104,932
Deferred tax liabilities	3,542	21,495	(20,940)		145	(100)	4,142
NET ASSETS	**95,225**	**4,923**	**(1,038)**	**321**	**1,399**	**(40)**	**100,790**

The impact on the consolidated income statement breaks down as follows:

- €3,573k booked under tax expenses/income;
- €18k under other non-recurring operating income and expenses;
- €1,332k under net income on discontinued operations.

Deferred taxes booked as equity over the period are as follows:

Fair value reserve: IAS 32/39	321
TOTAL	**321**

Tax loss carry forwards likely to be deducted from future earnings (for up to a maximum of 5 years) totalled €386,247k. Their activation represents a tax saving of €126,931k.

Tax losses recognised as deferred tax assets, and provisioned at 31 December 2012, as it was uncertain that they would be deducted in the future, totalled €81,402k.

Tax losses	
expiring in less than 1 year	0
expiring in 1 to 5 years	36,997
expiring in over 5 years	10,354
with no expiration date	34,051
TOTAL	**81,402**

The breakdown of deferred tax assets and liabilities at end-2012 is given in the table below (in thousands of euros):

	2012	2011
Deferred taxes assets by timing difference		
Employee benefits	8,482	7,239
Other assets and liabilities	7,482	10,040
Other assets and liabilities	2,537	3,793
Unused tax losses	126,931	98,489
	145,432	**119,561**
Deferred taxes liabilities by timing difference		
Assets	(23,392)	(19,604)
Provisions for risks and charges	(21,250)	(4,732)
	(44,642)	**(24,336)**
NET ASSETS	**100,790**	**95,225**

Analysis of tax expenses on earnings

Tax expenses are broken down as follows (in thousands of euros):

	2012	2011
Current taxes:	**(26,896)**	**(25,949)**
for the period	(8,989)	(8,629)
adjustment of current taxes based on the previous reporting periods	431	378
other taxes on earnings	(18,338)	(17,698)
carry backs		
Deferred taxes:	**3,573**	**8,018**
deferred taxes associated with changes in taxable base	(11,321)	11,962
deferred taxes associated with changes in rate	(345)	144
adjustment of current taxes based on previous reporting periods	(1,551)	(2,528)
change of amortisation of deferred tax assets	16,790	(1,560)
Tax credits		**378**
TOTAL	**(23,323)**	**(17,553)**

Deferred tax income breaks down as follows (in thousands of euros):

	2012	2011
Timing differences	(847)	14,169
Tax losses	11,924	(7,657)
Consolidation restatements	(7,504)	1,506
TOTAL	**3,573**	**8,018**

Deferred taxes arising from changes in the tax base are mainly ascribable to tax losses activated in 2012 due to their imminent convertibility and timing differences.

Effective tax rate

The differences between the company's actual corporate tax and the theoretical tax obtained by applying the French tax rate are outlined in the table below (in thousands of euros):

	December 2012	December 2011
Net income attributable to the Group	64,560	(45,499)
Minority interests	(36)	(323)
Net income on discontinued operations	(2,537)	(50,541)
Tax expenses/income	(23,323)	(17,553)
Goodwill impairment losses		(14,996)
Pre-tax profit before goodwill impairment losses	**90,456**	**37,914**
Theoretical tax charge at rate applied to parent company (34.43%)	(31,144)	(13,054)
▪ *other tax on earnings*	(14,876)	(17,494)
▪ *change in amortisation of deferred tax assets*	16,790	(1,560)
▪ *difference in tax rates in foreign countries*	7,867	2,582
▪ *other permanent differences*	(1,960)	11,974
Effective tax paid	**(23,323)**	**(17,553)**
EFFECTIVE TAX RATE	**26%**	**46%**

Other taxes on income mainly comprise secondary tax credits in France (€10.5m), Italy (€2.7m) and in Germany (€0.8m).

5.10 Net income on discontinued operations

In accordance with IFRS 5, the elements of Arthur D. Little's income statement, after elimination of intra-Group sales, are reported separately on a dedicated line "Net income on discontinued operations" in the consolidated 2011 and 2012 income statements.

Movements in net income on discontinued operations break down as follows:

(in millions of euros)	Dec. 2012	Dec. 2011
Revenues	–	116.7
Operating income on ordinary activities	–	(4.0)
Operating income	(3.9)	(98.3)
Financial income	–	(0.7)
Tax expenses / Income	1.4	48.4
NET INCOME ON DISCONTINUED OPERATIONS	**(2.5)**	**(50.5)**

The main income-statement elements on discontinued operations are outlined in the table below:

(in millions of euros)	Dec. 2012	Dec. 2011
Income on discontinued operations	–	(43.5)
Capital gains (losses) on liquidation of shares	(3.7)	(21.6)
Capital gains (losses) on liquidation of trademarks	(0.2)	(32.0)
Fiscal impact	1.4	46.6
NET INCOME ON DISCONTINUED OPERATIONS	**(2.5)**	**(50.5)**

Intra-Group relations with the ADL subgroup booked to the income statement totalled - €6,533k in 2011 and zero in 2012.

No intra-Group relations were booked in 2012.

Movements in cash flow of discontinued operations are broken down as follows:

(in millions of euros)	Dec. 2012	Dec. 2011
Operating income	(3.9)	(98.3)
Cash flow before net interest expenses and taxes	0.2	(4.5)
Change in working capital requirement	(0.0)	(3.7)
Net operating cash flow from discontinued operations (A)	–	9.0
Cash flow from investments from discontinued operations (B)	3.7	8.9
Net financing cash flow from discontinued operations (C)	–	4.4
TOTAL (A) + (B) + (C)	**3.7**	**22.3**

Note 6. Off-balance sheet commitments

The Group's off-balance sheet commitments at 31 December 2012 are listed in the table below:

(in thousands of euros)	December 2012	< 1 year	1-5 years	> 5 years	December 2011
Commitments granted:					
Pledges, security deposits and guarantees:					
on current operations	28,970	12,156	13,375	3,439	30,557
on financing operations	40,000	25,000	15,000		40,000
Operating lease (property, fittings):					
Minimum future payments (see note 5.3)	172,260	31,101	90,634	50,525	198,608
Non-competition clause concerning former employees:	**873**	**873**			**1,029**
gross amount	594	594			700
Social security contributions	279	279			329
Commitments received:					
pledges, security deposits and guarantees	4,216	1,210	3,006		11,370
on financing operations	15,000		15,000		15,000

Individual Right to Training

The off-balance sheet commitment concerning the Individual Right to Training for all Group employees is estimated at 532,000 hours.

Commitments to buy out minority interests

The Group has no commitments to buy out minority interests, or any non-consolidated special purpose entities.

Note 7. Related-party transactions

Compensation and benefits paid to corporate officers

Gross compensation and benefits in kind paid to corporate officers by Altran and the companies it controls, totalled €5,313,677 in 2012.

- *Short-term benefits:* €5,303,309
- *End-of-career benefits:* €10,369
- *Other long-term benefits:* None
- *End-of-contract benefit:* None
- *Share-based payments:* None

Commitments granted by Altran to its executive officers

Upon the recommendation of the Appointment and Compensation Committee, the Board of Directors voted on 29 August 2012 to launch a long-term incentive (LTI) plan. This plan provides for the possibility of awarding corporate officers an additional annual compensation, paid on a deferred basis, for achieving average EPS growth objectives.

Implementation of the LTI plan, which covers a period of four years, is reviewed once a year. Additional compensation is paid in cash. The amount is calculated on the basis of the Altran Technologies' share price at the end of the four-year implementation period, applied to a number of shares determined in advance by the Board of Directors.

The four-year period is divided into two sub-periods:

- a two-year vesting period starting from the date the Board of Directors votes to implement an additional compensation programme within the context of the long-term incentive plan. This decision is made when the Board of Directors meets to approve the financial statements for the previous fiscal year and upon recommendations of the Appointment and Compensation Committee. The Board fixes the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the corporate officers for achieving 100% of the pre-determined objectives. The vesting period runs until the Board meets two years later to approve the financial statements for the previous fiscal year;
- a two-year retention period beginning at the end of the vesting period. At this time, the Board of Directors determines the definitive number of shares that will serve as the basis to calculate the amount of additional compensation to be allocated to corporate officers relative to their performance vis-à-vis attaining his/her objectives. Additional compensation is not distributed at this stage, but at the end of the retention period. The amount of compensation is calculated on the basis of the market value of the Altran Technologies share price at end of the retention period multiplied by the definitive number of shares determined two years earlier.

The rights acquired during the vesting period are subject to the presence of the beneficiary within the Group during this time.

A long-term incentive plan was implemented for the first time, corresponding to fiscal year 2012, as of 8 March 2012, when the Board of Directors met to approve the financial statements for fiscal year 2011. Upon recommendations of the Appointment and Compensation Committee, the Board:

- determined the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the following corporate officers:
  - 253,580 shares for Mr Philippe Salle, Chairman and Chief Executive Officer,
  - 144,903 shares for Mr Cyril Roger, Senior Executive Vice-President;
- decided that corporate-officer rights to additional compensation would be acquired on the basis of the percentage of objectives achieved;
- set the performance objectives and the criteria used for granting these rights. This information has not been disclosed for confidentiality reasons.

In 2012, the Group provisioned additional compensation payments of € 736,250 for Mr Philippe Salle and € 426,250 for Mr Cyril Roger.

Mr Roger's employment contract with Altran was suspended as from the date of his appointment (28 October 2011) and will remain until the end of his mandate. Mr Roger's employment contract will be reactivated upon termination of his mandate. In the event of a breach of his employment contract initiated by the company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- a contractual severance package, equivalent to the total compensation (for salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract;
- a fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the cause; this payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

Other

None.

Note 8. Risk exposure and risk management

Group exposure to risks and risk management are detailed in note 20.8 "Legal and arbitration proceedings" of the present Registration Document.

Note 9. Significant post-closure events at 31 December 2012

The major events that occurred between 31 December 2012 and 13 March 2013, when the Group's 2012 financial statements were approved by the Board of Directors, are as follows:

- the finalisation of the acquisition of IndustrieHansa, a major engineering and consulting group based in Germany. This acquisition, which is in line with Altran's two-fold strategic objective to (i) build up market share in one of its two key regional markets in Europe - Germany and the UK, and (ii) reinforce its Lifecycle Experience (LE) solution, places the Group among the top five players in this country.

  In 2012, IndustrieHansa generated stronger-than-expected sales growth in 2012, with full-year revenues of €161m (based on German accounting standards). This profitable growth trend has continued into 2013. IndustrieHansa's solid and long-standing positions with major accounts, such as Audi, BMW, Daimler, EADS and Siemens Energy, will provide Altran with a major source of growth opportunities.

  At the date the financial statements were approved by the Board of Directors, the opening balance sheet was still in the process of being finalised;

  To help finance this acquisition, Altran contracted a credit line on 29 January 2013 with its pool of bankers (Société Générale, BNP Paribas, Natixis and Crédit Agricole Ile-de-France). This line of credit gives the Group access to a maximum of €150m to finance, either fully or partially, external growth operations carried out by the company and its subsidiaries. This facility may also be used to refinance debt of acquired companies.

The main characteristics of this credit line include:

- five-year maturity as of the date the contract was signed,
- half-yearly amortisation, paid in eight instalments, for the portion drawn down at 29 January 2014,
- half-yearly amortisation, paid in six instalments, for the additional portion drawn down at 29 January 2015,
- the draw period of the credit line runs until 29 January 2015, after which date all unused sums will be cancelled. The number of draw-downs is limited to seven over the period. The amount per draw-down carries a €10m minimum. Amounts exceeding this minimum are based on integral multiples of €1m, within the limit of the remaining facility,
- interest is payable in arrears (every three or six months, as agreed upon between the borrower) and the lender with maturities scheduled for 29 January, 29 April, 29 July and 29 October,
- a maximum EURIBOR coupon of +2.90%,
- this credit line is subject to the following covenants:

	Net debt/EDITDA
31/12/2012	Ratio < 2.75
30/06/2013	Ratio < 2.75
31/12/2013	Ratio < 2.75
30/06/2014	Ratio < 2.75
31/12/2014	Ratio < 2.50
30/06/2015	Ratio < 2.25
31/12/2015	Ratio < 2.00
30/06/2016	Ratio < 1.75
31/12/2016	Ratio < 1.75
30/06/2017	Ratio < 1.75

The EBITDA used to calculate these covenants is the last consolidated EBITDA audited over 12 months.

Net financial debt excludes employee profit-sharing and interest paid on the 2015 OCEANES convertible bond loan, as well as vendor loans and earn-out clauses relative to external growth operations.

Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA):

	Applicable margin
Ratio ≥ 2.00	2.90%/year
Ratio < 2.00	2.50%/year
Ratio < 1.50	2.20%/year
Ratio < 1.00	1.80%/year

This credit agreement contains several clauses pertaining to:

- financial ratio thresholds,
- consolidated net cash levels: to be maintained at €50m until the redemption or conversion of the 2015 OCEANE bonds,
- investments: consolidated tangible and intangible investments capped at €35m per annum,
- early redemption: as soon as net income from the disposal of asset or holdings in subsidiaries exceeds €20m and this up to 100% in excess of this threshold, as well as the securing of a bank loan or the issue of a bond to refinance the 2015 OCEANE;

- Launch of the process to rationalise the company's legal structure in France, with a view to merging eleven subsidiaries into the parent company, Altran Technologies S.A.

Note 10. Statutory Auditors' fees

Statutory Auditors' fees totalled €2,186k (excluding expenses and disbursements) in 2012.

20.3.2 Company financial statements at 31 December 2012

Balance sheet - Assets

(in euros)	Notes	31 Dec. 2012 Gross	31 Dec. 2012 Amort. Prov.	31 Dec. 2012 Net	31 Dec. 2011 Net
Fixed assets	*3.1 & 3.2*	**304,845,947**	**32,114,723**	**272,731,224**	**181,940,728**
Intangible assets					
Patents, licences, trademarks		17,159,980	11,389,098	5,770,883	5,936,468
Other intangible assets		41,069,543		41,069,543	41,069,543
Intangible assets in progress		1,693,824		1,693,824	334,943
Tangible assets					
Other tangible assets		22,362,063	10,097,940	12,264,123	6,239,527
Tangible assets under construction		63,232		63,232	280,601
Financial assets					
Investments and related receivables		201,878,246	10,611,161	191,267,085	111,300,451
Loans and other long-term investments		20,619,059	16,525	20,602,535	16,779,195
Current assets		**414,948,917**	**4,383,809**	**410,565,108**	**497,560,418**
Advances paid		180,670		180,670	5,000
Trade receivables	*3.3*	69,566,887	664,148	68,902,739	55,018,458
Other receivables	*3.3*	339,294,200	3,719,660	335,574,540	434,784,703
Cash in hand and marketable securities		5,907,159		5,907,159	7,752,258
Adjustment accounts		**6,054,460**	**0**	**6,054,460**	**6,008,407**
Prepaid expenses	*3.13*	6,032,206		6,032,206	5,990,572
Unrealised foreign exchange gains/losses		22,254		22,254	17,835
TOTAL ASSETS		**725,849,324**	**36,498,532**	**689,350,792**	**685,509,553**

Balance sheet - Liabilities

(in euros)	Notes	31 Dec. 2012	31 Dec. 2011
Shareholders' equity	***3.4***	**309,079,966**	**286,907,567**
Capital	*3.5*	72,424,928	72,360,712
Share premium		321,756,583	321,274,963
Statutory reserve		7,158,855	7,158,855
Retained earnings		(114,058,101)	5,158,049
Net profit (loss) for the period		21,567,729	(119,216,150)
Tax-driven reserve		229,972	171,138
Provisions for risks and charges	***3.2***	**38,807,815**	**36,185,074**
Liabilities		**334,110,076**	**355,944,371**
Convertible bond loans	*3.7*	140,835,103	140,835,112
Bank borrowings	*3.8*	29,456,659	62,932,081
Other borrowings	*3.8*	2,737,699	3,367,269
Advances received		303,852	441,635
Trade payables	*3.9*	38,826,943	34,105,897
Tax and social security liabilities	*3.9*	116,198,742	110,049,551
Payables to suppliers of fixed assets	*3.9*	2,910,570	1,642,056
Other payables	*3.9*	2,840,510	2,570,770
Adjustment accounts		**7,352,935**	**6,472,541**
Deferred income	*3.13*	7,329,760	6,422,899
Unrealised foreign exchange gains/losses		23,176	49,642
TOTAL LIABILITIES		**689,350,792**	**685,509,553**

Income statement

(in euros)	Notes	31 Dec. 2012	31 Dec. 2011
Revenues	*4.1*	646,012,462	615,315,279
Production inventory		0	(41,087)
Capitalised in-house production		788,482	0
Grants and subsidies		167,881	80,199
Reversals of provisions, depreciation and transfer of charges		9,579,734	11,175,645
Other revenues		5,429,647	4,377,503
Operating income		**661,978,206**	**630,907,539**
Other purchases and external costs		(179,742,177)	(168,589,762)
Taxes & duties		(19,090,129)	(19,291,335)
Payroll expenses		(292,687,547)	(277,814,444)
Social charges		(130,649,800)	(122,511,566)
Depreciation and provisions		(8,582,685)	(8,627,737)
Other expenses		(5,109,462)	(3,183,552)
Operating expenses		**(635,861,800)**	**(600,018,395)**
Operating income		**26,116,406**	**30,889,144**
Recorded profit or transferred loss		11,563	731
Financial income		17,317,637	17,535,635
Financial expenses		(30,309,980)	(38,986,842)
Net financial income/(loss)	***4.2***	**(12,992,343)**	**(21,451,207)**
Income on ordinary activities		**13,135,626**	**9,438,669**
Exceptional income		3,023,414	17,878,816
Exceptional expenses		(11,377,173)	(162,520,909)
Exceptional income (loss)	***4.3***	**(8,353,759)**	**(144,642,093)**
Employee profit sharing		0	0
Corporate income tax	*4.4*	16,785,862	15,987,274
NET INCOME / (LOSS)		**21,567,729**	**(119,216,150)**

NOTES TO THE COMPANY FINANCIAL STATEMENTS

Note 1. Key events

1.1 The Altran group turns thirty

In 2012, Altran celebrated its 30th anniversary. To mark the occasion, the Group published a book, "30 Years of Innovation for a Brighter Future", tracing Altran's success story as well as the history of innovation over the past thirty years. The book not only celebrates the success of the global leader in Innovation and Advanced Engineering Consulting, but also the revolutionary breakthroughs achieved worldwide over the past three decades.

Innovation, the DNA of the Group since its inception, was the essential component in the creation of the Technology Consulting business, the forerunner of Innovation and Advanced Engineering Consulting.

One of Altran's main objectives has always been to show how innovation serves to transform ideas into actions. "Altran innovation" is a real phenomenon in that it fuels the pioneering spirits of creative people with innovative ideas. The Group's innovative solutions are unique, original and imaginative.

Altran also celebrated its 30th anniversary with the inauguration of the Group's Corporate Headquarters which are distinct from the head offices dedicated to the company's French-based activities. This underscores, yet again, the increasingly international profile of Altran Technologies.

1.2 Governance

At Altran's Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, Group shareholders appointed four new Directors - Mrs Florence Parly, Mrs Nathalie Rachou, Mr Christian Bret and Mr Hans-Georg Härter - to replace Messrs Roger Alibaut, Dominique de Calan, Yves de Chaisemartin and Michel Sénamaud whose mandates expired on the same date.

Altran's special Committees now comprise the following members:

The Audit Committee

Jacques Etienne de T'Serclaes (Chairman)
Jean-Pierre Alix
Nathalie Rachou
Thomas de Villeneuve (Censor)

The Appointment and Compensation Committee

Florence Parly (Chairman)
Gilles Rigal
Jacques Etienne de T'Serclaes

The Investment and Acquisitions Committee

Philippe Salle (Chairman)
Christian Bret
Monique Cohen
Hans-Georg Härter
Gilles Rigal

1.3 Creation of a Programs & Innovation Division

A Programs & Innovation Division has been set up to steer the Group's transformation with a view to enhancing the efficiency of its fixed-price contracts, developing global skills and promoting innovation.

The main objectives include:

- the implementation and running of a global group-wide organisation to manage projects from pre-sales through to delivery;
- off-shore centre management and development;
- support for the purposes of setting up growth platforms, by developing new approaches using services that capitalise on the Group's savoir-faire;
- the development and implementation of a KM (Knowledge Management) system to manage our knowledge and skills;
- the implementation of a global structure geared to benefit from R&D and innovation.

1.4 Recapitalisation of subsidiaries

In 2012, Altran Technologies recapitalised certain subsidiaries whose businesses were hampered by heavy debt-to-equity ratios.

- Altran Innovación (Spain) : €50m;
- Altran Italia (Italy): €30m.

1.5 Scope of consolidation changes

In 2012, Altran Technologies:

- acquired 100% of the US-based company Altran Solutions, Inc. (valued at €4.6m), from one of Altran's subsidiaries;
- increased its stake in the French company NSI S.A. from 73.70% to 95.85% by acquiring 301,050 shares for a total investment of €1.2m.

Note 2. Basic accounting principles

2.1 Basis for the preparation of the annual financial statements

The 2012 financial statements have been prepared in euros in accordance with the general accounting conventions laid down in the National Accounting Code, arising from ruling 99.03 of the Accounting Regulatory Committee *(CRC)*, and the valuation methods outlined below.

The general accounting conventions have been applied in compliance with the principle of prudence, in accordance with the basic assumptions of:

- going concern;
- consistency of accounting methods from one fiscal year to the next;
- fiscal year independence;

as well as the general rules governing the preparation and presentation of the annual financial statements.

The basic method used to value the items booked in the company's accounts is the historical cost method.

2.2 Use of estimates

The preparation of the financial statements is based on estimates and assumptions which may have an impact on the book value of certain balance sheet and income statement items as well as the information in certain notes in the appendix. Altran reviews these estimates and assessments on a regular basis to take into account its past experience and other factors considered relevant to the economic environment.

These estimates, assumptions and assessments are compiled on the basis of information available and the actual situation at the time when the financial statements were prepared and could turn out to differ from future reality.

These estimates mainly concern provisions for risks and charges and assumptions underpinning the business plans used to value the investments (or equity holdings) and certain intangible assets (notably goodwill).

2.3 Intangible assets

Intangible fixed assets include trademarks, licences, software and goodwill. These are booked at acquisition or production cost.

2.3.1 Trademarks

Trademarks are valued at brand-registration cost (essentially Altran trademarks and logos) and are not amortised.

2.3.2 Software

This includes software that is either bought or created by the company.

Software created for internal or commercial use is, for the most part, booked as costs. However, these can be booked as assets if the following conditions are met:

- the project must be clearly identified and monitored in an individual and reliable way;
- the project must have a strong chance of being technically successful;
- software products for rental, sale or marketing must offer strong prospects of commercial profitability;
- the company makes known its intention to produce, market or make in-house use of the software concerned;
- costs (internal or external) are directly incurred during the software analysis, programming, testing and development stages.

Software is amortised on a straight-line basis over its estimated life span of between 12 months and five years.

2.3.3 Goodwill

Goodwill includes:

- the historical cost of goodwill acquired by merged companies;
- technical merger losses, corresponding to the difference between the net value of the shares of the acquired companies (which are booked as assets by the parent company) and their book values.

These mainly concern technical losses arising from the merger of 26 companies in 2006, which are subject to annual impairment testing based on forecast discounted cash flows generated by company activities.

2.4 Tangible assets

Tangible assets include fixtures and fittings, office and IT equipment and furniture.

These are booked at acquisition cost, which includes all costs directly attributable to the tangible assets in question.

For the most part, depreciation is calculated on a straight-line basis relative to the expected life span of the asset:

Buildings	10 - 30 years
Fixtures and fittings	9 - 10 years
Vehicle	5 years
Office equipment	2 - 5 years
Office furniture	9 - 10 years

2.5 Financial assets

Financial assets include equity holdings and long-term loans and receivables.

The gross value of equity holdings and other financial assets are booked in the balance sheet at acquisition cost, which includes all costs that are directly attributable to the fixed assets in question.

The inventory value of these assets corresponds to their respective value in use for the company. This is determined by taking account of the enterprise value, determined by the profitability prospects (revenues, EBIT, cash flow and growth rate) based on the business plans (discounted cash flow method). In the absence of available data on these measures, the value in use corresponds to net worth.

Depreciation is recorded when the inventory value thus defined is lower than the acquisition cost.

2.6 Debts and receivables

Debts and receivables are valued at nominal value.

With regard to loans to subsidiaries, the inventory value of these receivables is calculated by using the depreciation method for equity holdings.

Depreciation is recorded when the inventory value is lower than the nominal cost.

2.7 Provisions for risks and charges

Provisions for risks and charges are booked when, at the close of the fiscal year, Altran has an obligation to a third party which will probably, or certainly, result in a cash outlay for the company to the third party, without, at least, any equivalent consideration expected from the third party.

A provision is written for the estimated amount of costs the company will probably have to bear in order to meet its commitment.

Altran's main provisions for risks and charges include:

- estimated costs for disputes, lawsuits and claims brought by third parties or former employees;
- estimated restructuring costs.

In the event of restructuring, provisions are made as soon as the company announces, draws up or starts implementing a detailed restructuring plan before the close of the fiscal year.

2.8 Retirement benefit commitments

In accordance with recommendation 2003-R01 of the *CNC* (French National Accounting Board), the company has adopted the preferential method of accounting retirement commitments, which entails booking all such commitments as provisions in the company accounts.

Upon retirement, employees of the company receive an indemnity in accordance with the law and provisions laid down in the collective agreement.

Retirement commitments, based on the Syntec convention and the terms specified in the Fillon Law, were evaluated by Towers Watson actuaries.

These retirement provisions correspond to employees' rights as determined in the collective agreement and by law on the basis of an actuarial calculation.

Employee contributions are booked as charges for the period and all employee benefits are valued on an annual basis according to the projected credit unit method which factors in the following parameters:

Mortality table	TG HF 2005
Salary increase	3.00%
Staff turnover	max [0; 2.50x (4/age – 0.08)]
Discount rate used to calculate 2012 charges	3.00%
Inflation rate	2.00%

2.9 Foreign currency operations and translation differences

Revenues and costs denominated in foreign currencies are booked in euros on the date of operation. All debt, receivables and available cash denominated in foreign currencies are booked in euros in the balance sheet on the basis of the end-year exchange rate.

All gains and losses resulting from the conversion of debt and receivables in non-eurozone currencies based on the closing exchange rates are booked as translation adjustments in the balance sheet and a provision is written to cover any latent losses.

2.10 Long-term operations and revenue recognition

Revenues include all income generated by the company's services offering.

The accounting treatment of revenues and costs depends on the type of service rendered.

Time and Material Services

Revenues generated on Time and Material (T&M) Services are identified as the project advances.

The majority of the company's services are carried out on a T&M basis.

Fixed price contracts

For fixed-price contracts with a performance guarantee clause attached, revenues and earnings are booked according to the stage of progress of the contract in question. This is determined by the percentage of costs incurred on work carried out relative to the total estimated cost. When the total estimated costs of the contract are expected to exceed the total revenues generated by the contract itself, a provision is immediately written to cover the losses expected to be incurred when the contract is completed.

2.11 Corporate tax and fiscal integration

In 2004, Altran Technologies set up fiscal consolidation for itself and its subsidiaries.

All of the Group's French subsidiaries, with the exception of NSI and A.I.M.P., benefit from fiscal integration.

All of the tax agreements involved are based on the following principles:

General principle

In compliance with the principal of neutrality, Altran's subsidiaries must, as far as possible, book all tax charges and credits recorded during their period of consolidation that they would have paid or received had they never been consolidated within the tax group.

Corporate income tax

For each fiscal year, Altran's subsidiaries must record the amount of tax that they would have had to pay had they never been consolidated within the Group.

In practical terms, this is determined after tax credits on previous losses.

For Altran Technologies, the recognition of this tax translates into a receivable equal to the amount declared by the subsidiaries.

Subsidiaries cannot book loss carry backs during the period in which they belong to the Group.

Tax credits

Tax credits, whether reimbursable by the Exchequer or not, are attributed to the tax due by the subsidiaries.

Receivables from loss carry backs

Receivables on loss carry backs of subsidiaries prior to their consolidation within the tax group cannot be deducted from their tax liability.

In exchange, subsidiaries may sell the receivable(s) in question to Altran Technologies in accordance with the conditions laid down in Article 223G of the French General Tax Code.

Tax payment procedure

During the first fiscal year of tax consolidation, subsidiaries pay their quarterly tax instalments directly to their own tax office as well as any contribution instalments that may be due.

As of the second fiscal year, the subsidiaries pay all income tax instalments, additional contributions and settlements directly to Altran Technologies, in accordance with the standard conditions laid down by law.

The recording of these amounts in the subsidiaries' current account at Altran Technologies bears no interest.

Duration

The agreement initially drawn up for the subsidiary consolidation period (five years as of 1 January 2004) can be renewed every five years by tacit agreement.

Exit from the tax group

Subsidiaries failing to meet all of the conditions laid down in Article 223A of the French General Tax Code, qualifying them for tax consolidation, must leave the Group.

The date of removal from the Group's scope of consolidation is retroactive to the first day of the fiscal year in which the subsidiary leaves the Group.

Upon disqualification, these subsidiaries become directly taxable on their individual earnings and long-term capital gains published at the end of the fiscal year during which the disqualifying incident occurred.

Altran Technologies conserves the tax credits generated by its subsidiaries' tax loss carry-forwards should they be removed from the scope of tax consolidation.

Note 3. Notes relative to certain balance sheet items

3.1 Fixed assets and depreciation

Fixed assets *(in euros)*	Gross value at opening	Acquisitions	Disposals, withdrawn from service or transferred	Gross value at closing
Intangible assets				
Goodwill	1,778,801			1,778,801
Other intangible assets[1]	39,290,742			39,290,742
Patents, licences, trademarks	14,868,755	2,201,260	(89,965)	17,159,981
Intangible assets in progress	334,943	1,693,824	334,943	1,693,824
TOTAL 1	**56,273,241**	**3,895,084**	**244,978**	**59,923,347**
Tangible assets				
Other tangible assets	18,289,960	8,385,566	4,313,463	22,362,063
Tangible assets under construction	280,601	63,232	280,601	63,232
TOTAL 2	**18,570,561**	**8,448,798**	**4,594,064**	**22,425,295**
Financial assets				
Investments and related receivables	115,711,614	86,171,634	5,002	201,878,246
Loans and other long-term investments	16,857,401	8,639,277	4,877,619	20,619,059
TOTAL 3	**132,569,015**	**94,810,911**	**4,882,621**	**222,497,305**
TOTAL (1+2+3)	**207,412,818**	**107,154,792**	**9,721,663**	**304,845,947**

(1) "Other intangible assets" totalling €39m mainly correspond to the technical loss incurred on the merger of 26 companies in Altran Technologies at end-2006.

Fixed asset depreciation and provisions *(in euros)*	Opening amount	Increase	Decrease	Closing amount
Intangible assets				
Patents, licences, brands	8,932,287	2,479,677	22,868	11,389,097
TOTAL 1	**8,932,287**	**2,479,677**	**22,868**	**11,389,097**
Tangible assets				
Other tangible assets	12,050,434	2,566,549	4,519,041	10,097,941
TOTAL 2	**12,050,434**	**2,566,549**	**4,519,041**	**10,097,941**
TOTAL (1+2+3)	**20,982,721**	**5,046,226**	**4,541,909**	**21,487,038**

3.2 Provisions and depreciation

(in euros)	Opening amount	Increase	Decrease	Closing amount
Investments and related receivables	4,411,163	6,200,000	2	10,611,161
Other long-term investments	78,207		61,682	16,525
Total financial investments	**4,489,370**	**6,200,000**	**61,684**	**10,627,686**
Trade receivables	**495,676**	**297,605**	**129,132**	**664,148**
Other provisions for depreciation	**3,624,780**	**94,880**		**3,719,660**
Provisions for charges and litigation*	21,452,911	5,479,141	5,446,599	21,485,453
Provisions for pensions and similar commitments	14,714,328	2,611,199	25,419	17,300,108
Provisions for foreign exchange losses	17,835	22,254	17,835	22,254
Total provisions for risks and charges	**36,185,074**	**8,112,593**	**5,489,853**	**38,807,815**
TOTAL	**44,794,900**	**14,705,077**	**5,680,669**	**53,819,308**

* Provision write-backs taken up: €4,172,688
including €4,129,434 (risk) +€17,835 (exchange differences) +€25,419 (end-of-career benefits)
Provision write-backs not taken up: €1,317,165
including €1,317,165 (risks)

3.3 Schedule of receivables

(in euros)	Gross amount	Due within 1 year	Due in more than 1 year
Short-term receivables	**20,628,826**	**949,592**	**19,679,234**
Receivables from controlled entities	13,291	13,291	
Loans	12,525,625	125	12,525,500
Other long-term investments	8,089,910	936,176	7,153,734
Short-term receivables	**414,893,294**	**371,863,563**	**43,029,731**
Trade receivables	69,566,887	68,801,826	765,061
Personnel and social security charges	979,443	979,443	
State	45,648,561	6,383,891	39,264,670
Group and associates	257,020,066	254,020,066	3,000,000
Other receivables	35,646,131	35,646,131	
Prepaid expenses	6,032,206	6,032,206	
TOTAL	**435,522,120**	**372,813,155**	**62,708,965**

Altran Technologies has significant recourse to factoring. Outstanding receivables sold to the factor and booked as off-balance sheet commitments, totalled €113,259k at 31 December 2012, compared with €110,983k at 31 December 2011 (see note 6).

Factoring-operation data

(in euros)	2012	2011
Client receivables	113,258,640	110,983,812
Current account and factor guarantees	18,219,383	14,662,612
Factor's short-term advances	95,039,257	96,321,200

3.4 Changes in shareholders' equity

(in euros)	Opening Year	Equity movements		Allocation results Y-1	Net profit Year Y	Closing value Year
		Increase	Decrease			
Capital	72,360,712	64,216				72,424,928
Share premium	299,193,256	481,620				299,674,877
Merger premium	22,081,706					22,081,706
Statutory reserve	7,158,855					7,158,855
Retained earnings	5,158,049			(119,216,150)		(114,058,101)
Net profit (loss) for the period	(119,216,150)			119,216,150	21,567,729	21,567,729
Regulated provisions	171,138	58,834				229,972
SHAREHOLDERS' EQUITY	**286,907,567**	**604,670**	**0**	**0**	**21,567,729**	**309,079,966**

The capital increase and issue premium resulted from the exercise of stock options in 2012.

3.5 Breakdown of share capital

Breakdown of share capital	Number of shares	Nominal value
At opening	144,721,424	€0.5
Increase in share capital subsequent to exercise of options and/or conversion of OCEANE bonds	128,432	€0.5
At closing	144,849,856	€0.5

The Combined Ordinary and Extraordinary Shareholders' Meeting on 10 June 2011 granted the Board of Directors, in the 5th resolution, the power to implement a programme to buy back Altran shares. On 27 July 2011, Altran signed a liquidity contract with Exane Paribas, in accordance with AMF regulations, to enhance the liquidity and stabilise the price of Altran shares traded on the Eurolist Compartment B of the NYSE/Euronext Paris with an initial ceiling of €2m.

At 31 December 2012, Altran Technologies owned 165,000 shares valued at €864.8k. Net capital gains on the Group's treasury stock (€878.6k in 2012) were booked under exceptional income.

The Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012, in accordance with the quorum and majority conditions of Annual General Meetings:

- granted the company, in the 14th resolution, the power within 18 months to buy back, sell or transfer Altran shares equivalent to up to 10% of the company's share capital at a maximum purchase price of €15 per share.

This authorisation was duly exercised resulting in the acquisition, via CA Chevreux, of 500,000 Altran Technologies shares which remained outstanding at 31 December 2012.

3.6 Stock options and free shares

The main characteristics of the Group's stock-option and free-share plans at 31 December 2012 are outlined in the tables below:

	Stock options				2012 Free Share Plan	
	2004[a]	2005[a]	2005[a]	2007[a]	France	Outside France
Date of General Meeting	28/06/2004	28/06/2004	28/06/2004	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors' or Management Board Meeting	29/06/2004	15/06/2005	20/12/2005	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,762,000	340,000	2,630,000	2,589,830	390,000	232,500
o/w available to corporate officers	*80,000*	*200,000*	*210,000*	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*510,000*	*340,000*	*635,000*	*340,000*	*130,000*	*0*
Balance at 31 December 2012	*451,792*	*132,369*	*295,807*	*333,446*	*130,000*	*0*
Vesting date	30/06/2008	16/06/2009	21/12/2009	21/12/2011		
Deadline for granting free shares					Beginning of 2014[b]	31/01/2016
Maturity	29/06/2012	15/06/2013	20/12/2013	20/12/2015		
End of lock-in period for free shares					Beginning of 2016[c]	31/01/2016
Subscription price of options/reference share price (€)	€9.27	€7.17	€9.52	€4,25	€3.54	€3.54
Valuation method used	Black & Scholes	Black & Scholes	Black & Scholes	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2011	1,087,955	132,369	1,061,521	1,585,779	0	0
Rights created in 2012	0	0	0	0	390,000	232,500
Rights forfeited in 2012	1,087,955	0	116,207	130,157	35,000	0
Rights exercised in 2012	0	0	0	128,430	0	0
Number of shares available for subscription or allocation at 31/12/2012	0	132,369	945,314	1,327,192	355,000	232,500

(a) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares;

(b) The definitive date for granting free shares to beneficiaries having an employment contract with one of the Group's companies registered in France will be the same as the date scheduled for the Board of Directors' meeting to approve the 2013 financial statements;

(c) Beneficiaries are obliged to conserve these free shares for a period of two consecutive years from the date of free-share attribution.

On 31 January 2012, the Board of Directors decided to exercise the authorisation adopted at Altran's 30 June 2011 Combined Ordinary and Extraordinary Shareholders' Meeting, and launched a free-share plan subject to achieving a set of pre-determined performance-related objectives (in terms of margins and trade-receivable recovery) involving a total of 622,500 shares.

Free shares were valued on the date of allocation using the Binomial method in accordance with *CNC* recommendations.

The main market criteria (determined on the date of allocation) used to measure the notional cost of transferability restrictions (lock-in) of free shares, are as follows:

- Altran share spot price at 31/01/2012: €3.54;
- risk-free interest rate: 6.41%;
- interest rate on 5-year open cash facility applicable to beneficiaries of shares with a limited transfer facility: 2%;
- vesting period: two years for staff members hired under a French employment contract (with a supplementary 2-year retention commitment), and four years for beneficiaries employed outside France.

The notional cost of subscribed locked-in shares expressed as a percentage of the spot price of the share on the date of allocation is negligible.

3.7 Convertible bond issues

On 18 November 2009, the Group issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue have allowed Altran to meet its overall funding requirements, diversify its borrowing sources and extend average debt maturity. If needs be, it will also enable the Group to build up equity in the event of bond conversion.

This convertible bond, with a maturity of 5 years and 44 days, involved the issue of 30,136,986 bonds at a nominal value of €4.38, and an annual coupon of 6.72%.

Interest is payable in arrears on 1 January of each year. Accrued interest of €8.9m at end-2012 (based on a coupon of €0.294336) was paid on 1 January 2013.

Since bond-issue expenses were booked as costs to the income statement they are not subject to amortisation over the duration of the bond.

3.8 Main changes in credit lines

3.8.1 Medium-term revolving loan

On 4 July 2008, Altran signed a refinancing agreement with its bankers (BNP Paribas, Crédit Agricole Ile de France, Natixis and Société Générale) giving the company access to total credit lines amounting to €28.5m at 31 December 2012.

On 29 January 2013, Altran signed another amendment to the refinancing agreement with its bankers, determining a new set of financial ratio thresholds, applicable as of 2012. Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA).

The financial ratios at 31 December 2012 pertaining to the Group's medium-term credit lines are given in the table below:

	Dec. 2012	Dec. 2011
Net financial debt/equity as defined in the credit agreement	n/a	0.42
Net financial debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	0.99	1.24

With regard to the financial ratios: the EBITDA used to calculate these covenants is the 12-month moving average after employee profit-sharing (€142.1m) and net financial debt excludes employee profit-sharing and interest paid on the 2015 OCEANE convertible bond loan, including vendor loans and earn-out clauses relative to external growth operations (€140.9m).

The revised covenants pertaining to the Group's medium-term credit lines, as determined by the agreement signed on 29 January 2013 with the Group's bankers, are as follows:

	Financial net debt/EBITDA
31/12/2012	<2.75
30/06/2013	<2.75
31/12/2013	<2.75

The margins applicable to the medium-term credit lines are as follows:

	Applicable margin
Ratio >= 3.5	2.25% p.a.
3.5 > Ratio > 3.0	1.40% p.a.
3.0 > Ratio > 2.5	1.25% p.a.
2.5 > Ratio > 2.0	1.10% p.a.
Ratio < 2.0	0.90% p.a.

The amortisation schedule for the Group's medium-term credit lines is given in the table below:

(in millions of euros)	Dec. 2008	June 2009	Dec. 2009	June 2010	Dec. 2010	June 2011	Dec. 2011	June 2012	Dec. 2012	June 2013	Dec. 2013
Tranche A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0.0	0.0
Tranche B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Total	**150.0**	**134.7**	**119.4**	**104.1**	**88.8**	**73.6**	**58.3**	**43.0**	**27.7**	**12.4**	**0.0**
Renegotiated credit line with CADIF	5.0	5.0	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	**155.0**	**139.7**	**123.8**	**107.9**	**92.0**	**76.2**	**60.3**	**44.4**	**28.5**	**12.6**	**0.0**

This credit agreement contains several clauses pertaining to:

- financial ratio thresholds;
- consolidated net cash levels: to be maintained at €50m until the redemption or conversion of the 2015 OCEANE bonds;
- investments: consolidated tangible and intangible investments capped at €35m per annum;
- early redemption: as soon as net income from the disposal of asset or holdings in subsidiaries exceeds €20m and this up to 100% in excess of this threshold, as well as the securing of a bank loan or the issue of a bond to refinance the 2015 OCEANE.

At end-December 2012, Altran had respected all of its banking covenant obligations.

3.8.2 Other credit lines

In addition, at end-2012, Altran Technologies had factoring lines of credit amounting to €95m which are free of any long-term commitment and are automatically renewed.

3.8.3 Cash management

Altran Technologies' surplus cash is held by GMTS, a subsidiary set up by the Group to centralise cash management and reduce liquidity risk.

This mechanism regulates the use of cash flows at subsidiary and Group levels and is essentially based on two main principles, namely:

- all subsidiary cash surpluses are invested exclusively in Altran's centralised cash-management subsidiary GMTS (Global Management Treasury Services), a company incorporated in France;
- GMTS invests these funds in money market instruments with sensitivity and volatility rates of less than 1%.

3.8.4 Interest cover

At end-2012, the bulk of Altran's net debt (at €168.5m) in Altran Technologies' consolidated financial statements (prepared in accordance with IFRS accounting standards) concerned the €132m convertible bond at a fixed rate of 6.72%, redeemable on 1 January 2015. The impact of interest rate swings is therefore not significant, with the exception of the hedging positions detailed below.

The repayment schedule of the Group's bank debt and financial liabilities is given in the table below:

(in millions of euros)	< 1 year	1 - 5 years	> 5 years
Financial liabilities	(227)	(120)	–
Financial assets	178	–	–
Net position before hedging	(49)	(120)	–
Interest rate hedge contracts	210	50	–

At 31 December 2012, the main characteristics of the Group's hedging contracts were as follows:

	Start date	Maturity	Type	Fixed rate	Nominal	Initial rate	Currency
SG	02/01/2012	02/01/2014	TUNNEL CAP	1.50%	25,000,000	EURIBOR3M	EUR
SG	02/01/2012	02/01/2014	TUNNEL FLOOR	0.50%	25,000,000	EURIBOR3M	EUR
BNP	02/01/2012	02/01/2013	CAP	2.00%	25,000,000	EURIBOR3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL CAP	1.25%	40,000,000	EURIBOR3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL FLOOR	0.65%	40,000,000	EURIBOR3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL CAP	1.22%	10,000,000	EURIBOR3M	EUR
BNP	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	10,000,000	EURIBOR3M	EUR
NATIXIS	02/04/2012	02/01/2013	TUNNEL CAP	1.25%	20,000,000	EURIBOR3M	EUR
NATIXIS	02/04/2012	02/01/2013	TUNNEL FLOOR	0.65%	20,000,000	EURIBOR3M	EUR
NATIXIS	02/04/2012	02/01/2014	TUNNEL CAP	1.25%	20,000,000	EURIBOR3M	EUR
NATIXIS	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	20,000,000	EURIBOR3M	EUR
NATIXIS	01/08/2012	01/02/2013	Swap	0.00%	50,000,000	EURIBOR6M +11bps	EUR
NATIXIS	01/02/2013	01/02/2017	Swap may be cancelled by bank at beginning of every quarter	0.50%	50,000,000	EURIBOR3M	EUR
CA	02/04/2012	02/01/2014	TUNNEL CAP	1.18%	20,000,000	EURIBOR3M	EUR
CA	02/04/2012	02/01/2014	TUNNEL FLOOR	0.70%	20,000,000	EURIBOR3M	EUR

Interest rate risk management is ensured by the Group's financial management team.

3.9 Schedule of liabilities

(in euros)	Gross amount	Due within 1 year	Due in more than 1 year
Convertible bond loan	140,835,103	8,868,177	131,966,925
Bank borrowings	29,456,659	29,456,659	
Other borrowings	28,016	28,016	
Group and associates	2,709,683	2,709,683	
Trade payables	38,826,943	38,826,943	
Tax and social security liabilities	116,198,742	116,198,742	
Payables to suppliers of fixed assets	2,910,570	2,910,570	
Other payables	2,840,510	2,840,510	
Deferred income	7,329,760	7,329,760	
TOTAL	**341,135,984**	**209,169,059**	**131,966,925**

3.10 Associates and equity holdings

Associates and equity holdings *(in euros)*	
Equity holdings	198,363,857
Equity holding depreciation	(7,333,772)
Receivables from controlled entities	0
Loans	0
Work in progress	0
Trade receivables	34,109,269
Other receivables and prepaid expenses	257,474,673
Cash and equivalent	201,246
Provisions for risks and charges	2,202,868
Bank borrowings	0
Other borrowings	2,709,683
Advances and down payments received	3,000
Trade payables	7,936,881
Payables to suppliers of fixed assets	354,843
Other payables and deferred income	397,360

Revenue and expenses related to associates and equity holdings *(in euros)*	
Operating income	60,713,335
Operating expenses	63,876,162
Recorded profit or transferred (loss)	9,954
Financial income	16,904,058
Financial expenses	17,631,096
Exceptional income	113,612
Exceptional expenses	2

No information needs be given since transactions between related parties (pursuant to Article R.123-198 11 of the French Commercial Code) were carried out under normal market conditions and almost exclusively between directly, or indirectly, fully-owned subsidiaries.

3.11 Accrued income

(in euros)	
Trade receivables	20,082,099
Other receivables	372,051
Tax and social security receivables	1,801,161
Cash and equivalent	368,024
TOTAL	**22,623,334**

3.12 Accruals

(in euros)	
Convertible bond loan	8,868,177
Bank borrowings	85,067
Other borrowings	9,767
Trade payables	9,782,909
Tax and social security liabilities	56,069,652
Other payables	2,647,193
TOTAL	**77,462,765**

3.13 Deferred income and prepaid expenses

(in euros)	Expenses	Income
Operating income/expenses	6,032,206	7,329,760
TOTAL	**6,032,206**	**7,329,760**

3.14 Leasing

(in euros)	Software	Office equipment	Total
Original value	**1,085,460**	**2,231,451**	**3,316,911**
Amortisation: cumulative royalties for previous periods		896,902	896,902
Amortisation booked over the period		890,377	890,377
TOTAL	**0**	**1,787,279**	**1,787,279**
Cumulative royalties for previous periods	814,095	1,016,700	1,830,795
Period	271,365	1,186,392	1,457,757
TOTAL	**1,085,460**	**2,203,092**	**3,288,552**
Royalties outstanding: due < 1 year		670,740	670,740
Royalties outstanding: due: 1 - 5 years		148,314	148,314
TOTAL	**0**	**819,054**	**819,054**
Residual value: 1 - 5 years		2	2
Amount booked over the period	**271,365**	**1,186,392**	**1,457,757**

Value derived from assets and their depreciation is not booked in Altran Technologies' company financial statements.

Note 4. Notes to the income statement

4.1 Breakdown of net revenues

(in euros)	
By activity segment	
Sales of bought-in goods	0
Sales of goods & services	646,012,462
TOTAL	**646,012,462**
By geographical segment	
Sales in France	600,006,298
Sales abroad	46,006,164
TOTAL	**646,012,462**

4.2 Net financial income/(loss)

(in euros)	Financial expenses	Financial income
Interest on Group's current account	9,967,257	
Interest on revolving loan	28,151	
Interest on bank borrowings	421,234	
Interest on convertible bond loan	8,868,177	
Interest on employee profit-sharing	20,090	
Interest on revolving loan and swaps	757,893	
Interest on hedging instruments	219,930	
Discounts allowed	191,732	
Foreign exchange losses	172,586	
Financial expenses on factoring activities	1,153,192	
Merger losses	3,828	
Other financial expenses	138,791	
Provisions for risks and charges	1,452,954	
Provisions for financial asset write-downs	6,200,000	
Provision for end-of-career commitments	679,551	
Provision for foreign exchange losses	34,613	
Dividends received		4,277,900
Interest on Group's current account		12,626,156
Write-back of financial provisions		94,572
Foreign exchange gains		136,913
Income on sale of marketable securities		5,121
Other financial income		176,974
TOTAL FINANCIAL INCOME AND EXPENSES	**30,309,980**	**17,317,637**

4.3 Exceptional income/(loss)

(in euros)	Exceptional expenses	Exceptional income
Exceptional restructuring expenses	5,107,758	
Other exceptional expenses in non-group operations	1,073,723	
Other exceptional expenses in non-group capital operations	375,198	
Net book value of fixed assets withdrawn from the balance sheet	1,960,159	
Provisions for risk and exceptional expenses	2,000,000	
Provisions for restructuring risk and exceptional restructuring expenses	801,500	
Provisions for accelerated depreciation	58,834	
Exceptional income from restructuring		10,710
Exceptional income from non-group operations		113,612
Income on fixed asset disposals		(3,965,945)
Other exceptional income		1,253,837
Write backs of restructuring provisions		3,690,200
Write backs of other exceptional provisions		1,921,000
TOTAL EXCEPTIONAL INCOME AND EXPENSES	**11,377,173**	**3,023,414**

Capital losses amounting to €3,965,945 resulted from a sales-price adjustment attached to the Arthur D. Little S.A.S. disposal.

4.4 Corporate tax and the impact of tax consolidation

(in euros)	Base	Tax	Net income
Income on ordinary activities	13,135,626	(4,378,542)	
Exceptional income/(loss)	(8,353,759)	2,784,586	
Pre-tax income/(loss)	**4,781,867**		**4,781,867**
Theoretical corporate tax		(1,593,956)	
Impact of non-assessment to current taxes			
Permanent differences	7,713,231	(2,571,077)	
Temporary differences	(1,411,930)	470,643	
Other taxes on income			
Research tax credit		16,502,377	
Patronage tax credit		238,536	
Other (including tax audit -1,272,000)		(1,273,108)	
Individual taxable result	**11,083,168**		
Tax consolidation impact	**(44,732,680)**	**16,228,950**	
Creation of consolidated tax-loss carry forwards	**33,649,512**	**(11,216,504)**	
Taxes recorded income / (expenses)		**16,785,862**	**16,785,862**
NET INCOME/(LOSS)			**21,567,729**

Altran's tax consolidation agreement is based on the principle of neutrality whereby each subsidiary determines its own tax charge and contributes to Group tax payments as if it were not consolidated. The tax charge due by each subsidiary cannot be altered by virtue of tax consolidation.

Tax savings or surcharges resulting from the tax consolidation regime are booked to the accounts of the parent company, Altran Technologies.

Since the tax consolidation group was loss-making in 2012, no tax charge was booked by the parent company.

Tax contributions from profit-making subsidiaries, totalling €1,318,057 were booked as revenue by Altran Technologies.

4.5 Increases/decreases in the deferred tax base

Type of temporary difference *(in euros)*	Amount	Tax
C3S	1,042,212	347,404
End-of-career benefits	17,300,109	5,766,703
Other provisions for risks and charges	2,272,402	757,467
Tax group loss carry forwards	236,945,547	78,981,849
Deferred tax asset base	**257,560,270**	**85,853,423**
Tax loss carry forwards belonging to tax consolidated subsidiaries	61,709,978	20,569,993
Deferred tax liability base	**61,709,978**	**20,569,993**

As head of the tax consolidation group, Altran Technologies is eligible to use the tax losses generated by consolidated subsidiaries. In accordance with the principle of neutrality underpinning the tax consolidation agreement, Altran Technologies must return the benefits of these tax losses to its subsidiaries when they return to profit.

This commitment is reflected in the increase in the deferred tax base.

4.6 Staff

Average number of salaried personnel

Category	31 Dec. 2012	31 Dec. 2011
Executives	6,365	6,017
Employees	409	359
TOTAL	**6,774**	**6,376**

4.7 Corporate officer compensation

In 2012, Altran Technologies paid total compensation of €1,532k (including €320k in attendance fees) to corporate officers.

No loans or advances were granted to the Directors of the Board in 2012.

Mr Cyril Roger's employment contract with the company was suspended as from the date of his appointment as Senior Executive Vice-President (28 October 2011) and will remain so throughout his mandate, during which time his supplementary retirement entitlement is suspended. Mr Roger's employment contract will be reactivated upon termination of his mandate. However, in the event of a breach of his employment contract initiated by the company, and except in the case of gross or wilful misconduct on Mr Cyril Roger's part, he would benefit from:

- a contractual severance package, equivalent to the total compensation (salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract;
- a fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the motive. This payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the payment of the corresponding indemnity.

Note 5. Information on significant ongoing disputes

- In-depth investigations into the Group's 2001 full-year and 2002 interim accounts carried out by the former Board of Auditors resulted in adjustments being made to the 2002 interim accounts.

  In this respect, a preliminary inquiry was opened by the Paris Public Prosecutor's Office in December 2002. By January 2003, this had turned into a full-fledged investigation into the misuse of company assets, fraud and the dissemination of false information likely to influence the share price.

  The scope of the investigation was first extended in June 2004 to include misrepresentation of financial accounts failing to give a true picture of the company then a second time in September 2004 to cover insider trading. Within the context of this investigation, several former managers and one current executive of the company were indicted.

  In February 2003, Altran Technologies became a civil plaintiff in this investigation and in April 2005 was indicted for fraud, use of forged documents and disseminating misleading information likely to influence the share price. This indictment did not affect the company's civil claim for damages. Several former managers filed an action for annulment of the report drawn up by the two experts appointed by the investigating magistrate. This action was dismissed by the French Supreme Court. In the order for referral handed down on 29 November 2011, the indicted parties (several individuals and the corporate body Altran Technologies) were summoned to appear before the Paris Criminal Court. The hearings are scheduled to be held in spring 2013.

  Within the context of this investigation, twenty eight people or corporate bodies have filed a claim for criminal indemnification.

  In addition, two complaints including a claim for criminal indemnification were filed in October 2004 by two former Statutory Auditors against some of the Group's Directors for hindrance in the performance of their duties. This action was dismissed on 29 November 2011 in favour of the Directors in question. This decision has since been rendered definitive.

  All of the above-mentioned proceedings concern events that took place between 2001 and 2002.
- In January 2011, a former employee brought legal action against Altran Technologies before the Commercial Court of Paris. Dismissed by Altran in 1999 for professional misconduct, the plaintiff filed a joint action with three of his associates of the company he had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings taken by Altran against the former employee and for which he has since been acquitted.
- The Group is in dispute with several former employees who are contesting the reasons for their dismissal.
- A former Director has brought legal action against Altran Technologies and the Altran Foundation for Innovation for unfair dismissal and wrongful termination of his corporate mandate. The dispute concerning the wrongful termination of the plaintiff's corporate mandate with the Altran Foundation for Innovation was definitively closed. With regards to the claim for unfair dismissal, the court has ruled a stay of proceedings.

- A former manager of one of the Group's Brazilian subsidiaries, who had brought legal action against Altran Technologies in October 2011 to have his corporate mandate reclassified as a contract of employment, withdrew his complaint in August 2012. This withdrawal is without prejudice to the similar action taken in December 2010 against Altran's former Brazilian holding subsidiary (which has since been sold and removed from the Group's scope of consolidation).
- The disposal of Altran's Brazilian subsidiaries in 2011 was made without any representations and warranties to the buyer. As a result, any disputes to which Altran do Brasil and/or its local subsidiaries are party, must be handled by Altran do Brasil (and/or its local subsidiaries) and their consequences borne by them and them alone. Notwithstanding, the possibility of a third party bringing legal action against Altran Technologies, in its capacity as former shareholder of Altran do Brasil, cannot be ruled out.
- On 13 May 2011, Mr de Chaisemartin, at the time Group Chairman and CEO of Altran Technologies, summoned within a short time-limit, the company, Altrafin Participations and Messrs Alexis Kniazeff and Hubert Martigny before the Commercial Court of Paris. The plaintiff was notably seeking (I) to have the voting rights attached to the shares of Messrs Kniazeff and Martigny invalidated, (II) to prohibit Altrafin Participations from exercising the double voting rights it obtained from the "right to use" the voting rights brought by Messrs Kniazeff and Martigny to SEP Altitude (a French Société en Participation partnership set up by the three parties), and (III) to have the SEP Altitude voting agreement deemed unlawful and, as such, unenforceable against Altran Technologies and its shareholders.
- In his pleadings, regularised on 22 September 2011 (following the 10 June 2011 Shareholders' meeting which elected a new Board of Directors), Mr de Chaisemartin completed his demands and asked the Commercial Court of Paris to cancel (I) the new-Director mandates voted at the 10 June 2011 Combined Annual General Meeting, on the grounds that the resolutions adopted by the General Meeting be considered invalid, and (II) the deliberations made by the Board of Directors as of 10 June 2011.

  In March 2012, Mr de Chaisemartin withdrew this procedure and the corresponding cause of action.
- In March 2012, Mr de Chaisemartin served Altran Technologies with a third-party notice, within the context of legal proceedings that he had initiated on 25 May 2011 against the companies Altrafin Participations and Altamir Amboise regarding contractual obligations agreed upon when the company Apax Partners S.A. became a shareholder of Altran. Within the context of these proceedings, Mr de Chaisemartin was demanding the enforceability of the judgement against the company. Mr de Chaisemartin has not lodged any claim against the company.
- In March 2011, Altran concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran.

  Altran has every reason to believe that the conclusion of these contracts was carried out under conditions which were both suspect and disadvantageous for the Group.

  Accordingly, Altran suspended all contract payments which should have been made to the financing company, who then brought legal action for interim measures against Altran Technologies demanding the cancellation of Altran's printer rental contracts, the return of all materials (or otherwise face a penalty), as well as damages totalling €3.5m. These demands for interim measures were dismissed in an order handed down by the Paris Commercial Court on 6 February 2013 and proceedings on the merits are now underway.

  Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding a sum of about €2m in damages and interest, notably as compensation for the loss of profits.

  For its part, Altran contests the legitimacy of these claims. It is to be noted that Altran has filed a criminal complaint against the protagonists involved. The whole issue is now under legal investigation.

Note 6. Off-balance sheet commitments

6.1 Commitments given

	In thousands of euros
Rentals and office equipment leases	64,988
Guarantees	49,200
Swap / Cap / Tunnel	250,000
Factoring commitments	113,259
Subscription "Arthur D. Little" bond loan	15,000
Other commitments: vehicle rental	6,250
Non-competition clauses	129

	Number of hours
Individual Right to Training	234,491

6.2 Commitments received

	In thousands of euros
Pledge of trademark on "Arthur D. Little" bond loan repayment	15,000
Securities pledged against balance due on "Arthur D. Little" disposal price	3,701

Note 7. Key post-closure events

The major events that occurred between 31 December 2012 and 13 March 2013, when the company's 2012 financial statements were approved by the Board of Directors, are as follows:

- a credit-facility agreement concluded with Altran's pool of bankers (BNP Paribas, CADIF, Natixis, Société Générale), giving the company access to a maximum credit line of €150m for the purposes of financing, either fully or partially, external growth operations;
- the launch of the process to rationalise the Group's legal structure in France, with a view to merging eleven subsidiaries into the parent company, Altran Technologies S.A.

Note 8. Information on Group subsidiaries and holdings

Altran Technologies' subsidiaries	Capital	Other share-holders' equity	Altran Technologies' equity holding (%)	Book value of investment		Loans & advances granted by Altran Technologies still outstanding	Guarantees provided by Altran Technologies	Previous year net revenues	Previous fiscal year net income/(loss)	Dividends received by Altran Technologies over the period
				Gross	Net					
Stakes of more than 50% in French subsidiaries ***(in thousands of euros)***										
Altran CIS	3,000	67,110	100.00%	2,874	2,874	123		131,719	10,904	
Altran Invoicing	470	142	100.00%	419	419	219		75	9	
Diorem	40	(1,038)	100.00%	1,103	0			1,053	(248)	
Logiqual	37	825	100.00%	37	37			1,769	340	
Altran Prototypes Automobiles	37	(28)	100.00%	37	21			0	(3)	
Altran Praxis	3,100	(4,305)	100.00%	6,200	0			5,925	1,298	
Altran Participations	37	(14)	100.00%	37	22			0	14	
G.M.T.S.	200	(50,704)	80.00%	160	160	251,680		0	(42,595)	
NSI	680	5,842	95.85%	6,180	6,180			10,342	1,154	
Madox Technologies	0	0	100.00%	0	0	1		0	0	
Altran Ingénierie Mécanique et Process	100	90	100.00%	350	350	1,191		12,283	90	
Stakes of less than 50% in French subsidiaries ***(in thousands of euros)***										
M2M Solution			15.04%	1,500	237					
Trustwin			22.89%	2,000	0					

Altran Technologies' subsidiaries	Capital	Other shareholders' equity	Altran Technologies' equity holding (%)	Book value of investment		Loans & advances granted by Altran Technologies still outstanding	Guarantees provided by Altran Technologies	Previous year net revenues	Previous fiscal year net income/(loss)	Dividends received by Altran Technologies over the period
				Gross	Net					
	Currency	Currency		Euro	Euro	Euro	Currency	Currency	Currency	Currency
Foreign subsidiaries ***(IFRS standards, in thousands)***										
Altran Innovación (Spain)	2,000	76,916	100.00%	84,142	84,142	1,527		131,252	7,017	1,527
Altran (Belgium)	62	39,699	99.84%	31	31			71,798	5,409	
Altran UK Holding (UK)	12,500	(7,859)	100.00%	20,928	20,928			2,053	4,579	
Altran Deutschland Holding (Germany)	200	45,561	100.00%	202	202			3,426	3,423	
Altran Italia (Italy)	5,000	44,973	100.00%	70,305	70,305			159,000	8,369	
Altran Sverige (Sweden)	596	67,908	100.00%	12	12			305,146	27,921	2,751
Altran (Switzerland)	100	10,626	100.00%	298	298			32,399	3,074	
Altran International (Netherlands)	20	(12,527)	100.00%	18	18				36,682	
Altran Engineering Romania (Romania)	0	(28)	100.00%	0	0	6				
Altran Norge (Norway)	100	1,121	100.00%	13	13			27,712	670	
Altran Telnet Corporation (Tunisia)	360	435	50.00%	400	400			1,982	405	
Altran Australia (Australia)	0	0	100.00%	0	0					
Altran Middle East (UAE)	50	(449)	100.00%	10	10				(534)	
Altran Solutions (USA)	280	(1,922)	100.00%	4,609	4,609			41,006	2,443	
Stakes ***(in thousands of euros)***										
CQS				1	0					

Note 9. Altran Technologies' annual results over the last five years

	31 Dec. 2008	31 Dec. 2009	31 Dec. 2010	31 Dec. 2011	31 Dec. 2012
Capital at year end					
Share capital	71,588,551	71,789,663	71,852,266	72,360,712	72,424,928
Number of ordinary shares	143,177,101	143,579,327	143,704,532	144,721,424	144,849,856
Operations and results *(in euros)*					
Revenues	556,911,334	486,213,724	524,577,942	615,315,279	646,012,462
Profit (loss) before tax, profit-sharing, depreciation, amortisation and provisions	73,592,836	(98,216,625)	(23,792,408)	(118,651,911)	17,248,311
Corporate income tax	3,050,314	(4,355,456)	(4,989,343)	(15,987,274)	(16,785,862)
Employee profit-sharing	0	0	0	0	0
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	68,915,327	(115,458,454)	(6,049,396)	(119,216,150)	21,567,729
Dividends paid	0	0	0	0	0
Earnings per share *(in euros)*					
Profit (loss) after tax, profit sharing, before depreciation, amortisation and provisions	0.49	(0.65)	(0.13)	(0.71)	0.23
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	0.48	(0.80)	(0.04)	(0.82)	0.15
Dividends paid	0.00	0.00	0.00	0.00	0.00
Employees					
Total staff	6,324	5,913	5,961	6,498	6,774
Total wages and salaries *(€)*	272,066,888	261,220,644	266,809,454	277,814,443	292,687,547
Social commitments *(€)* (social security, charities, etc.)	117,044,137	110,611,988	111,917,901	122,511,565	130,649,800

20.4 Verification of the financial statements

The Statutory Auditors' Reports on consolidated and company financial statements are presented in appendix 3 of the present Registration Document.

20.5 Latest financial information

None.

20.6 Intermediary and other financial information

20.6.1 Q1 2012 revenue press release (published 4 May 2012)

Consolidated revenue came out at €371.1m in Q1 2012, versus €358.8m in Q1 2011. This implies organic growth[1] of 5.8% and economic growth[2] of 3.8% on year-earlier levels.

Organic growth breaks down as follows:

- France 4.1%;
- International 7.6%.

Quarterly revenue trends

(in millions of euros)	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012
Revenue, excluding contributions of companies acquired and/or divested (A)	350.3	350.7	330.1	364.6	370.4
Contribution of companies acquired and/or divested (B)	8.5	3.6	5.9	6.0	0.7
TOTAL REVENUE (A)+(B)	**358.8**	**354.3**	**336.0**	**370.6**	**371.1**

At 31 March 2012, the total headcount stood at 17,067 (including 15,211 consultants). On a like-for-like basis, the headcount remained stable and the number of consultants increased by 43 since the end of 2011.

The invoicing rate came out at 84.3% in Q1 2012, stable on year-earlier levels.

	Q4 2010	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Q1 2012
Invoicing rate	84.6%	84.4%	85.6%	84.7%	84.8%	84.3%

Altran's HR strategy recognised

The Altran group has received three European awards for its Human-Resources strategy: the Innovation and Creation Trophy in Spain, a 2012 Top Employer Award in Germany and the Top Com gold award in France for the best recruitment campaign. With 4,000 engineers hired every year in this highly competitive market, Altran has developed a dynamic and original approach to recruit the top candidates and retain its employees.

Profitable growth expected in 2012

Altran's Q1 2012 performance is completely in line with full-year guidance given at the Group's 2011 results presentation. Management has thus confirmed its belief that Altran will be able to deliver profitable growth over the full year.

(1) Organic growth calculated on a like-for-like basis.
(2) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

20.6.2 H1 2012 revenue press release (published 30 July 2012)

Commenting on Altran's H1 revenues, Group Chairman and Chief Executive Philippe Salle said, *"Altran reported a solid performance in the first half thanks to the Group's positioning, which is focused on innovation, a central feature of corporate growth strategies, its balanced exposure to a number of different sectors and its solid presence abroad. The effect of the recession on certain production sites and consulting services had little impact at the Group level. This is illustrated by Altran's French operations showing organic revenue growth of 4.1% in the first half. "*

Consolidated H1 2012 revenues came out at €732.6m, vs. €712.9m in H1 2011. This implies organic growth(1) of 4.5% and economic growth(2) of 4.2% on year-earlier levels. This improvement was notably driven by the performances of Group activities in Scandinavia, Spain, the US, Switzerland and the UK. In addition, the Aeronautics, Energy and Telecoms sectors were particularly dynamic.

Altran's organic growth in H1 2012 breaks down as follows:

- France +4.1%;
- International +5.0%, of which Northern Europe (+ 5.9%), Southern Europe (+ 0.9%), and the Rest of the World (+ 34.1%).

Q2 2012 revenue came out at €361.5m, implying organic growth(1) of 2.4% and economic growth(2) of 4.0%.

Quarterly revenue trends

(in millions of euros)	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012
Revenue, excluding contributions of companies acquired and/or divested (A)	350.7	330.1	364.6	370.4	362.2
Contribution of companies acquired and/or divested (B)	3.6	5.9	6.0	0.7	-0.7
TOTAL REVENUE (A)+(B)	**354.3**	**336.0**	**370.6**	**371.1**	**361.5**

At 30 June 2012, the total headcount stood at 17,537 (including 15,619 consultants). On a like-for-like basis, this implies an increase of 470 employees (including 408 consultants) on end-March 2012 levels. This growth in staff numbers therefore illustrates the Group's willingness to invest at both the operational and marketing levels.

The Q2 2012 invoicing rate remained stable on Q1 2012 levels at 84.8%.

	Q2 2011	Q3 2011	Q4 2011	Q1 2012	Q2 2012
Invoicing rate	86.1%	85.4%	85.2%	84.8%	84.8%

The invoicing rate no longer factors in Cambridge Consultants (2% of total personnel).

Outlook

Based on the information currently available, Group management has confirmed that it expects a sharp improvement in H1 2012 margins, compared with year-earlier levels.

(1) Organic growth calculated on a like-for-like basis.
(2) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

20.6.3 H1 2012 results press release (published 30 August 2012)

- Operating income on ordinary activities: €55.4m, up 14.5% on H1 2011 level of €48.4m;
- Record net income: €30.1m vs. loss of €27.7m in H1 2011;
- Free cash flow[1] on a 12-month rolling basis equivalent to 5.1% of H1 2012 sales vs. 0.9% in H1 2011.

Commenting on the Group's H1 2012 results, Philippe Salle, Chairman and Chief Executive of the Altran group declared *"Altran's interim performance in terms of revenue and margins, combined with the strengthening of its financial structure, underscores the relevance of the strategic plan and the pertinence of all of the efforts carried out over the past year. This reinforces our determination to accelerate the transformation of the Group in order to reach our 2015 targets. Although we remain attentive to general trends in the economic environment, we are still confident that the Group will be able to deliver profitable growth in 2012"*.

(€ millions)	H1 2012	H1 2011
Revenues	**732.6**	**712.9**
Gross margin	200.2	197.5
As a % of sales	*27.3%*	*27.7%*
Indirect costs	(144.8)	(149.1)
Operating income on ordinary activities	**55.4**	**48.4**
As a % of sales	*7.6%*	*6.8%*
Other non-recurring operating income and expenses	(2.4)	(8.0)
Operating income	53.0	40.4
Financial income/expenses	(8.1)	(19.0)
Tax income/charges	(12.3)	(12.1)
Net income before discontinued operations	**32.6**	**9.3**
Net income on discontinued operations	(2.4)	(37.0)
Net income attribuable to the Group	**30.1**	**(27.7)**

Results

H1 2012 revenues came out €732.6m, implying organic growth of 4.5% on H1 2011 levels (€712.9m).

Consolidated gross margin reached €200.2m (equivalent to 27.3% of sales), up 1.4% on the H1 2011 level of €197.5m (27.7% of sales).

At the same time, indirect costs (marketing and overheads) narrowed by around 3% and now account for less than 20% of sales.

Thanks to this improvement in gross margin and tight control of indirect costs, Altran reported operating income on ordinary activities of €55.4m (7.6% of sales), up 14.5% on H1 2011 (€48.4m).

Non-recurring operating income and expenses narrowed from -€8m in H1 2011 to -€2.4m at end-June 2012.

Financial expenses also improved significantly, coming out at -€8.1m in H1 2012 compared with -€19.0m in the year-earlier period. The €3.5m reduction in the cost of net financial debt stemmed from the Group's improved financial structure and the non-recurrence of costs incurred on a hedging instrument which expired at the beginning of 2012.

As a result of these elements, Altran reported income before tax and discontinued operations of €44.9m in H1 2012 vs. €21.4m in H1 2011.

After tax and income on discontinued operations (Arthur D Little), net income attributable to the Group came out at €30.1m, vs. a loss of €27.7m in H1 2011.

Geographic split of revenues

A breakdown of Altran's H1 2012 performance by geographic zone shows that the Group reported:

- Organic revenue growth of 4.1% in France, 5.9% in Northern Europe, 0.9% in Southern Europe and 34.1% in the Rest of the World (RoW) zone.
- An Operating margin (excluding Group royalties)[2] of 11.0% in Southern Europe (Spain, Italy and Portugal), which is a remarkable performance and slightly higher than levels recorded in Northern Europe (10.4%) and France (10.3%). The Rest of the World, which is an investment zone for the Group, turned in a margin of 1.2% (using the same definition).

(1) Free cash flow = Ebitda – restructuring costs – tax – changes in WCR – Capex.
(2) Management accounts.

Cash and debt

Thanks to this good level of profitability, tight WCR management and the absence of exceptional items, the Group generated positive free cash flow of €11.5m in the first half, vs. -€8.6m in H1 2011. This performance confirms the trend observed in H2 2011.

Free cash flow generation is one of the three key objectives set out in the strategic plan.

On a 12-month rolling basis, Altran generated free cash flow equivalent to 5.1% of sales, and is set to surpass its 2015 objectives (4%) as of 2012.

This cash generation led to a reduction of more than €50m in the Group's net financial debt, from €221m in H1 2011 to €170m at end-June 2012. Due to the highly seasonal nature of WCR in the first half, net financial debt in H1 2012 remained stable on end-2011 levels.

This performance improves the leverage[1] ratio which came out at 1.17, compared to 1.24 at end-2011 and 1.80 at end-June 2011.

Outlook

Based on the information currently available to the Group, Management has confirmed Altran's ability to deliver profitable growth in 2012, in line with the targets set out in the 2015 strategic plan.

20.6.4 Q3 2012 revenue press release (published 31 October 2012)

Consolidated revenue came out at €344.2m in Q3 2012, versus €336m in Q3 2011. This implies organic growth[2] of 4.3% and economic growth[3] of 3.8% on year-earlier levels.

Organic growth[2] in Q3 2012 breaks down as follows: 1.2% in France, 7.3% in Northern Europe, 2.0% in Southern Europe and 60.0% in the Rest of the World zone, which essentially comprises the US, China and India.

Quarterly revenue trends

(in millions of euros)	Q3 2011	Q4 2011	Q1 2012	Q2 2012	Q3 2012
Revenue, excluding contributions of companies acquired and/or divested (A)	330.1	364.6	370.4	362.2	344.2
Contribution of companies acquired and/or divested (B)	5.9	6.0	0.7	(0.7)	–
TOTAL REVENUE (A)+(B)	**336.0**	**370.6**	**371.1**	**361.5**	**344.2**

Over the first nine months, Group revenues came out at €1,076.8m, versus €1,048.9m at end-September 2011. This implies organic growth[2] of 4.5%, of which 3.2% in France, 6.4% in Northern Europe, 1.3% in Southern Europe and 43.0% in the RoW zone, and economic growth[3] of 4.0%.

Headcount and invoicing rate

At 30 September 2012, the total headcount stood at 17,794 employees (including 15,815 consultants) implying a net increase of 257 staff members on end-June 2012 levels.

The invoicing rate came out at 84.1% at end-September compared with 84.8% at end-June 2012 due, mainly, to the recruitment of new consultants in September to carry out missions in the fourth quarter.

Outlook

Commenting on Altran's Q3 2012 performance, Group Chairman and Chief Executive Philippe Salle said, *"Altran's Q3 revenues confirm growth trends observed in the first half. This solid performance in the third quarter was largely achieved on the back of the Group's positioning which is mainly focused on R&D. This makes us confident that 2012 will be a year of profitable growth for the Group, in line with the financial objectives set out in the strategic plan communicated to the Market;"*

(1) Leverage ratio: Net financial debt / Ebitda.
(2) Organic growth calculated on a like-for-like basis.
(3) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

20.6.5 Q4 2012 revenue press release (published 31 January 2013)

2012 revenues came out at €1,455.9m, vs. €1,419.5m in 2011, implying organic growth(1) of 4.3% and economic growth(2) of 3.6%.

Altran's Q4 performances confirm growth trends observed throughout the year, with revenues of €379.0m over the quarter vs. €370.6m in Q4 2011, implying organic growth(1) of 4.0% and economic growth(2) of 2.6%.

Consolidated 2012 revenue

(in millions of euros)	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	2011	2012
Revenue, excluding contributions of companies acquired and/or divested (A)	364.6	370.4	362.2	344.2	379.0	1395.5	1,455.9
Contribution of companies acquired and/or divested (B)	6.0	0.7	(0.7)	–	–	24.0	–
TOTAL REVENUE (A)+(B)	**370.6**	**371.1**	**361.5**	**344.2**	**379.0**	**1,419.5**	**1,455.9**

The breakdown of organic growth(1) by geographic zone is as follows:

- France +2.7%;
- Southern Europe: +1.5%;
- Northern Europe: +6.3%;
- Rest of the World (RoW): +46.1%.

All regions contributed to revenue growth, with an increase of 2.7% in France and of 6.1% abroad. The Rest of the World (RoW) zone (US, China, India) continued to perform well thanks notably to strong growth in the nuclear segment in the US and the ramp up of Group sales in the emerging markets.

By region, Q4 2012 organic growth(1) was as follows: +1.3% in France, +6.0% in Northern Europe, +2.0% in Southern Europe and +55.0% in the RoW zone (US, China, India).

By activity segment, revenue growth was driven by buoyant business in the Aerospace, Defence and Railways (ASDR) sector, the Energy Industry and Life Sciences (EILiS) activity and, to a lesser extent, the Telecoms and Media (TEM) segment.

In 2012, the Group reinforced its positions in R&D Consulting which accounted for 72% of consolidated revenues at year-end (+6.1% on 2011 levels).

Headcount and invoicing rate

At 31 December 2012, the total headcount stood at 18,130 (including 16,126 consultants) implying a net increase of 336 employees on end-September 2012 staff levels and of 800 over 12 months.

The invoicing rate came out at 84.4% at end-December, compared with 84.1% at end-September 2012.

Outlook

The Group has confirmed a significant improvement in profitability in 2012 and that it cash generation is ahead of the 2015 strategic plan target.

The acquisition process of the German company, IndustrieHansa, is running to plan and the deal will be finalised in February. This acquisition will contribute actively to growth in Group earnings, bolster Altran's presence with large German accounts and pave the way towards developing new business with other major customers.

(1) Organic growth calculated on a like-for-like basis.
(2) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

20.7 Dividend payout policy

	31/12/2006	31/12/2007	31/12/2008	31/12/2009	31/12/2010	31/12/2011
Number of shares	117,316,237	118,227,961	143,177,101	143,579,327	143,704,532	144,721,424
Dividend per share (excluding tax credit)	None	None	None	None	None	None
Total amount of dividends paid out	None	None	None	None	None	None

20.8 Legal and arbitration proceedings

- In-depth investigations into the Group's 2001 full-year and 2002 interim accounts carried out by the former Board of Statutory Auditors resulted in adjustments being made to the 2002 interim accounts.

  In this respect, a preliminary inquiry was opened by the Paris Public Prosecutor's Office in December 2002. By January 2003, this had turned into a full-fledged investigation into the misuse of company assets, fraud and the dissemination of false information likely to influence the share price.

  The scope of the investigation was first extended in June 2004 to include misrepresentation of financial accounts failing to give a true picture of the company then a second time in September 2004 to cover insider trading. Within the context of this investigation, several former managers and one current manager of the company were indicted.

  In February 2003, Altran Technologies became a civil plaintiff in this investigation and in April 2005 it was indicted for fraud, use of forged documents and disseminating misleading information likely to influence the share price. This indictment did not affect the company's civil claim for damages. Several former managers filed an action for annulment of the report drawn up by the two experts appointed by the investigating magistrate. This action was dismissed by the French Supreme Court. In the order for referral handed down on 29 November 2011, the indicted parties (several individuals and the corporate body, Altran Technologies) were summoned to appear before the Paris Criminal Court. The hearings are scheduled to be held in spring 2013.

  Within the context of this investigation, twenty-eight people or corporate bodies have filed a claim for criminal indemnification.

  In addition, two complaints including a claim for criminal indemnification were filed in October 2004 by two former Statutory Auditors against some of the Group's Directors for hindrance in the performance of their duties. This action was dismissed on 29 November 2011 in favour of the Directors in question. This decision has since been rendered definitive.

  All of the above-mentioned proceedings concern events that took place between 2001 and 2002.

- In January 2011, a former employee brought legal action against Altran Technologies before the Commercial Court of Paris. Dismissed by Altran in 1999 for professional misconduct, the plaintiff filed a joint action with three of his associates of the company he had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings, taken by Altran against the former employee and for which he has since been acquitted.
- The Group is in dispute with several former employees who are contesting the reasons for their dismissal.
- A former Director has brought legal action against Altran Technologies and the Altran Foundation for Innovation for unfair dismissal and wrongful termination of his corporate mandate. The dispute concerning the wrongful termination of the plaintiff's corporate mandate with the Altran Foundation for Innovation was definitively closed. With regards to the claim for unfair dismissal, the court has ruled a stay of proceedings.
- A former manager of one of the Group's Brazilian subsidiaries, who had brought legal action against Altran Technologies in October 2011 to have his corporate mandate reclassified as a contract of employment, withdrew his complaint in August 2012. This withdrawal is without prejudice to the similar action taken in December 2010 against Altran's former Brazilian holding subsidiary (which has since been sold and removed from the Group's scope of consolidation).
- The disposal of Altran's Brazilian subsidiaries in 2011 was made without any representations and warranties to the buyer. As a result, any disputes to which Altran do Brasil and/or its local subsidiaries are party, must be handled by Altran do Brasil (and/or its local subsidiaries) and their consequences borne by them and them alone. Notwithstanding, the possibility of a third party bringing legal action against Altran Technologies, in its capacity as former shareholder of Altran do Brasil, cannot be ruled out.

- On 13 May 2011, Mr de Chaisemartin, at the time Group Chairman and CEO of Altran Technologies, summoned within a short time-limit, the company Altrafin Participations and Messrs Alexis Kniazeff and Hubert Martigny before the Commercial Court of Paris. The plaintiff was notably seeking (I) to have the voting rights attached to the shares of Messrs Kniazeff and Martigny invalidated, (II) to prohibit Altrafin Participations from exercising the double voting rights it obtained from the "right to use" the voting rights brought by Messrs Kniazeff and Martigny to SEP Altitude (a French Société en Participation partnership set up by the three parties), and (III) to have the SEP Altitude voting agreement deemed unlawful and, as such, unenforceable against Altran Technologies and its shareholders.

  In his pleadings, regularised on 22 September 2011 (following the 10 June 2011 Shareholders' Meeting which elected a new Board of Directors), Mr de Chaisemartin completed his demands and asked the Commercial Court of Paris to cancel (I) the new-Director mandates voted at the 10 June 2011 Combined Annual General Meeting, on the grounds that the resolutions adopted by the General Meeting be considered invalid, and (II) the deliberations made by the Board of Directors as of 10 June 2011.

  In March 2012, Mr de Chaisemartin withdrew this procedure and the corresponding cause of action.

- Mr de Chaisemartin served Altran Technologies on March 2012 with a third-party notice, within the context of legal proceedings that he had initiated on 25 May 2011 against the companies Altrafin Participations and Altamir Amboise regarding contractual obligations agreed upon when the company Apax Partners S.A. became a shareholder of Altran. Within the context of these proceedings, Mr de Chaisemartin is demanding the enforceability of the judgement against the company. Mr de Chaisemartin has not lodged any claim against the company.

- In March 2011, Altran concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran.

  Altran has every reason to believe that the conclusion of these contracts was carried out under conditions which were both suspect and disadvantageous for the Group.

  Accordingly, Altran suspended all contract payments which should have been made to the financing company, who then brought legal action for interim measures against Altran Technologies demanding the cancellation of Altran's printer rental contracts, the return of all materials (or otherwise face a penalty), as well as damages totalling €3.5m. These demands for interim measures were dismissed in an order handed down by the Paris Commercial Court on 6 February 2013, and proceedings on the merits are now underway.

  Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding a sum of about €2m in damages and interest, notably as compensation for the loss of profits.

  For its part, Altran contests the legitimacy of these claims. It is to be noted that Altran has filed a criminal complaint against the protagonists involved. The whole issue is now under legal investigation.

- In October 2012, arbitration proceedings were initiated against one of Altran Technologies' foreign subsidiaries by a client alleging unfair termination of a contract between the two parties. The plaintiff is claiming, principally, the reimbursement of payments already made, along with damages and interest as well as the right of access to the bank guarantee conceded at the time of signature. According to the client, but otherwise unsubstantiated by him at this point, the amount of damages involved could exceed €50m.

  Altran subsidiary, for its part, considers itself wholly within its rights and has, in turn, made a claim for damages and interest.

  The arbitration tribunal was constituted in January 2013 and the first hearings are likely to be held in spring 2013. This arbitral decision, once handed down, will be definitive and not subject to appeal.

20.9 Significant changes in the Group's financial and commercial positions

Press release published on 4 April 2013

Notice of early redemption of bonds 6.72% November 2009/January 2015 convertible into new shares and/or exchangeable for existing shares of Altran Technologies (ISIN code FR0010823476)

The early redemption is not extended into, nor can it be accepted (I) in the United States or (II) to any other jurisdiction in which such an early redemption would be illegal or subject to restrictions, or (III) to persons residing in the United States or in any other such jurisdictions. No material related to such early redemption can be transmitted directly or indirectly by letter or any other means of communication (including by fax, telex, electronic means or telephone) or through any American exchange authorities or entities or any exchange authorities or entities of the jurisdictions referred to above.

Altran Technologies S.A. ("Altran Technologies") has decided to proceed to the early redemption of all currently outstanding bonds convertible into new shares and/or exchangeable for existing shares issued on 18 November 2009 (ISIN code FR0010823476) (the "bonds"), according to the provisions of paragraph 4.9.3 of the prospectus approved by the Autorité des marchés financiers on 9 November 2009 under visa no. 09-326 (the "Terms and Conditions"). As of 31 March 2013, 29,504,376 bonds were outstanding.

Early Redemption will occur on 6 May 2013 at a price of €4.38 per bond plus accrued interest as from 1 January 2013 equal to €0.101606, i.e., a total amount of €4.481606 per bond.

Interest will cease to accrue from 6 May 2013.

Until the seventh calendar day included preceding the early redemption date, i.e., 24 April 2013, bondholders will have the ability to exercise their option to receive ONE Altran Technologies new share (ISIN code FR0000034639) for EACH bond. These shares shall be paid up by set-off with the bonds pursuant to paragraph 4.16.1 of the Terms and Conditions on 6 May 2013.

The requests for the exercise of the conversion/exercise right shall be received by CACEIS Corporate Trust, in its capacity as centralizing agent at the latest on 24 April 2013.

Bonds which are not presented for conversion on 24 April 2013 will be redeemed for cash on 6 May 2013.

According to the provisions of the Terms and Conditions, the new shares issued as a result of the conversion of the bonds shall be entitled to dividend rights as of 1 January 2013.

21

Additional information

21.1 Share capital

Changes in share capital and rights attached to shares

All changes in the share capital and rights attached to the company's shares are subject to governing regulations but not to any clause restricting free negotiability.

Share capital

At 1 January 2013, Altran's share capital stood at €72,360,712 divided into 144,721,424 fully paid up shares at a nominal value of €0.50, all of the same category.

On 1 August 2012, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and Chief Executive declared that following the conversion of two OCEANE bonds between 1 July 2012 and 31 July 2012, Altran Technologies' share capital had increased to €72,360,713 divided into 144,721,426 shares.

On 31 December 2012, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and Chief Executive declared that following the exercise of stock options between 21 December 2011 and 30 December 2012, Altran Technologies' share capital had increased to €72,424,928 divided into 144,849,856 shares.

Authorised, unissued shares

1) Authorisations valid until 1 June 2012

Resolutions adopted at the Combined Ordinary and Extraordinary Shareholders' Meeting on 10 June 2011:

- pursuant to the 5th resolution, the shareholders granted the Board of Directors the power, within a period of 18 months, to buy back, sell or transfer Altran Technologies shares equivalent to up to 2.5% of the company's share capital at a maximum purchase price of €15 per share;
- pursuant to the 6th resolution, the shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by incorporation of reserves, profits or premiums, and this by issuing new shares and/or by increasing the nominal value of the shares. The amount of the capital increase is capped at €10m. This ceiling is separate and distinct from the general €15m ceiling applied to the capital increases authorised under resolutions 7 to 14;
- pursuant to the 7th resolution, the shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by issuing shares with pre-emptive subscription rights maintained and/or other securities giving access to the company's capital. The nominal value is capped at €15m for shares, and at €250m for other securities. These ceilings are compatible with the general ceilings applied to all capital increases, with or without pre-emptive subscription rights, authorised under resolutions 7 to 14;
- pursuant to the 8th resolution, the shareholders granted the Board of Directors the power to issue debt securities giving access to the share capital of the company by way of a public issue without pre-emptive subscription rights but with a priority subscription period reserved for shareholders. The nominal value of debt securities is capped at €250m, which is to be deducted from the €250m general ceiling applied to all debt-security issuances giving access to the share capital of the company. At maturity, the nominal value of all capital increases carried out via debt-security conversion or exchange is capped at €10m. This ceiling is to be deducted from the general €15m ceiling applied to capital increases authorised under resolutions 7 to 14. This authorisation is granted for a period of 26 months;

- pursuant to the 10th resolution, the shareholders granted the Board of Directors the power, within a period of 26 months, to issue shares and/or other securities giving access to the company's capital without pre-emptive subscription rights reserved for qualified investors or a restricted circle of investors as defined in Article L.411-2 of the French Monetary and Financial Code. The nominal value is capped at €10m for shares and at €250m for other securities. These ceilings are to be deducted from the respective ceilings authorised under resolutions 7 and 8;
- pursuant to the 11th resolution, in the event of a capital increase authorised under the 10th resolution and capped at 10% of the company's capital, the shareholders granted the Board of Directors the power, for a period of 26 months, to waive the price-setting conditions laid down by the French Commercial Code and determine the issue price to allow for a maximum discount of 10% relative to the average weighted share price of the three previous trading sessions;
- pursuant to the 12th resolution, in the event of a capital increase being oversubscribed, the shareholders granted the Board of Directors the power, for a period of 26 months, to issue within 30 days of the closure of the subscription period, and in accordance with conditions provided for in the French Commercial Code, an over-allotment option ("greenshoe") for up to 15% more shares at the same share price as the initial offering. The ceiling set under the present resolution is to be deducted from the ceilings authorised under resolutions 7 and 8;
- pursuant to the 13th resolution, the shareholders granted the Board of Directors the power, within a period of 26 months, to issue, on the basis of a special report of the contributions-in-kind auditors, shares and/or securities giving access to the company's capital, to be used for the payment of contributions-in-kind. This authorisation is capped at 10% of the company's capital and the amount of the capital increases thus carried out is to be deducted from the general ceilings fixed in resolutions 7, relative to capital increases with and without pre-emptive subscription rights, and 8, relative to capital increases without pre-emptive subscription rights;
- pursuant to the 14th resolution, the shareholders granted the Board of Directors the power to issue, within a period of 26 months, shares or other securities giving access to the company's capital, in order to remunerate stock tendered in the event of a share-swap initiated by the company. The nominal value is capped at €10m for shares and at €250m for other securities. These ceilings are to be deducted from the general ceilings applied to capital increases authorised under resolutions 7 and 8;
- pursuant to the 15th resolution, the shareholders granted the Board of Directors the power to issue, within a period of 26 months, bonds or similar securities granting the same lien to the company, in the same issuance with a maximum nominal amount capped at €250m. This ceiling is separate and distinct from the ceilings applied to the capital increases authorised under resolutions 7 and 8;
- pursuant to the 16th resolution, the shareholders granted the Board of Directors the power to reduce, within a period of 18 months, the share capital of the company by cancelling up to 10%, every 24-month period, of the shares purchased within the context of the company's share buy-back programme authorised under the 5th resolution;
- pursuant to the 18th resolution, the shareholders granted the Board of Directors the power to grant, within a period of 38 months, to employees and/or corporate officers of Altran Technologies and its related holdings, stock options without pre-emptive subscription rights. This authorisation is capped at 6% of the company's share capital on the date the stock options are granted;
- pursuant to the 19th resolution, the shareholders granted the Board of Directors the power to freely allocate to employees and/or the corporate officers of Altran Technologies and its related holdings, existing or to-be-issued shares without pre-emptive subscription rights. This authorisation is capped at 6% of the company's share capital, which applies in conjunction with the ceiling set for the exercising of stock options. This authorisation is granted for a period of 38 months.

2) Authorisations valid as of 1 June 2012

The Combined Ordinary and Extraordinary Shareholders' Meeting on 1 June 2012 resolved to annul, with immediate effect, the unused portion of the authorisations granted in resolutions 5 to 8, 10 to 16, 18 and 19, cited above, and to renew them through the resolutions listed below:

- pursuant to the 14th resolution, the shareholders granted the Board of Directors the power, within a period of 18 months, to buy back, sell or transfer the company's shares to up to 10% of the company's share capital at a maximum purchase price of €15 per share;
- pursuant to the 15th resolution, the shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by incorporation of reserves, profits or premiums, and this by issuing new shares and/or by increasing the nominal value of the shares. The amount of the capital increase is capped at €10m. This ceiling is separate and distinct from the general €15m ceiling applied to the capital increases authorised under resolutions 16 to 23;
- pursuant to the 16th resolution, the shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by issuing shares and/or other securities giving access to the company's capital with pre-emptive subscription rights maintained. The nominal value is capped at €15m for shares, and at €250m for other securities. These ceilings are compatible with the general ceilings applied to all securities issuance, with or without pre-emptive subscription rights, authorised under resolutions 16 to 23;
- pursuant to the 17th resolution, the shareholders granted the Board of Directors the power, for a period of 26 months, to issue shares and other securities giving access to the share capital of the company by way of a public issue without pre-emptive subscription rights. The nominal value is capped at:
  - €10m for shares without pre-emptive subscription rights issued in the context of all capital increases authorised under resolutions 17 to 23, and at €15m for all capital increases authorised under resolutions 16 to 23, and
  - €250m for debt securities giving access to the company's capital issued in the context of all capital increases authorised under resolutions 16 to 23, and for debt securities issued without pre-emptive subscription rights in the context of capital increases authorised under resolutions 17 to 23;

- pursuant to the 19th resolution, the shareholders granted the Board of Directors the power to issue shares and other securities giving access to the share capital of the company within 26 months, by way of a public issue without pre-emptive subscription rights in accordance with paragraph II of Article L.411-2 of the French Monetary and Financial Code. The nominal value is capped at:
  - €10m for shares without pre-emptive subscription rights issued in the context of all capital increases authorised under resolutions 17 to 23, and at €15m for all capital increases authorised under resolutions 16 to 23, and
  - €250m for debt securities giving access to the company's capital issued in the context of all capital increases authorised under resolutions 16 to 23, and for debt securities issued without pre-emptive subscription rights in the context of capital increases authorised under resolutions 17 to 23;
- pursuant to the 20th resolution, in the event of a capital increase authorised under the 19th resolution and capped at 10% of the company's capital, the shareholders granted the Board of Directors the power, for a period of 26 months, to waive the price-setting conditions laid down by the French Commercial Code and to determine the issue price to allow for a maximum discount of 10% relative to the average weighted share price of the three previous trading sessions;
- pursuant to the 21st resolution, the shareholders granted the Board of Directors the power, for a period of 26 months, to increase the number of shares and/or other securities issued under resolutions 16 to 20, in accordance with Article L.226-135-1 of the French Commercial Code and capped with the ceiling set in the resolution according to which the issuance is decided;
- pursuant to the 22nd resolution, the shareholders granted the Board of Directors the power for a period of 26 months, to issue, on the basis of the special report of the contributions-in-kind auditors, shares or securities giving access to the company's capital, to be used for the payment of contributions-in-kind. This authorisation is capped at 10% of the company's capital and the amount of the capital increases thus carried out is to be deducted from the general ceilings fixed in resolutions 16, relative to capital increases with and without pre-emptive subscription rights, and 17, relative to capital increases without pre-emptive subscription rights;
- pursuant to the 23rd resolution, the shareholders granted the Board of Directors the power to issue, within a period of 26 months, shares and/or other securities giving access to the company's capital, in order to remunerate stock tendered in the event of a share-swap initiated by the company. The nominal value is capped at:
  - €10m for shares without pre-emptive subscription rights issued in the context of all capital increases, and at €15m for all capital increases authorised under resolutions 16 to 23, and
  - €250m for debt securities giving access to the company's capital issued in the context of all securities issuances authorised under resolutions 16 to 23, and for debt securities issued without pre-emptive subscription rights;
- pursuant to the 24th resolution, the shareholders granted the Board of Directors the power to issue, within a period of 26 months, bonds and similar securities granting the same lien to the company, with a nominal value capped at €250m. This ceiling is separate and distinct from the ceilings applied to the capital increases authorised under resolutions 16 to 23;
- pursuant to the 25th resolution, the shareholders granted the Board of Directors the power, within a period of 18 months, to reduce the share capital of the company by cancelling up to 10%, every 24-month period, of the shares purchased within the context of the company's share buy-back programme authorised under the 14th resolution;
- pursuant to the 27th resolution, the shareholders granted the Board of Directors the power to grant, within a period of 38 months, employees and/or the corporate officers of Altran Technologies and its related holdings, stock options without pre-emptive subscription rights. This authorisation is capped at 6% of the company's share capital;
- pursuant to the 28th resolution, the shareholders granted the Board of Directors the power to freely allocate to employees and/or the corporate officers of Altran Technologies and its related holdings, existing or to-be-issued shares without pre-emptive subscription rights. This authorisation is capped at 6% of the company's share capital, which applies in conjunction with the ceiling set for the exercising of stock options. This authorisation is granted for a period of 38 months.

3) Authorisations valid throughout the period

The following authorisations, granted by Group shareholders at the 10 June 2011 Combined Ordinary and Extraordinary Shareholders' Meeting remained valid throughout 2012:

- pursuant to the 9th resolution: in the event of a capital increase authorised under the 8th resolution and capped at 10% of the company's capital, the Board of Directors is authorised, within a period of 26 months, to set the issue price with a maximum discount of 10%. The nominal value of capital increases carried out under the present resolution are to be deducted from the €10m general ceiling applied to capital increases without pre-emptive subscription rights, authorised under the 8th resolution. The amount of debt securities issued under the present resolution is to be deducted from the €250m general ceiling applied to debt-security issuances authorised under the 7th resolution;
- pursuant to the 17th resolution: the Board of Directors is authorised, within a period of 26 months, to issue up to €1.4m in shares without pre-emptive subscription rights and/or other securities giving access to the company's capital reserved for members of the employee savings plans of Altran and its subsidiaries. This ceiling is separate and distinct from the ceilings applied to the capital increases authorised under resolutions 7 and 8.

Potential share capital

Stock options and free shares

Altran Technologies did not launch any stock-option plans in 2012.

The Board of Directors opted to exercise the authorisation granted in the 19th resolution adopted at the 1 June 2011 Combined Ordinary and Extraordinary Shareholders' Meeting to grant free shares (and/or stock options) for up to 6% of the company's capital. Accordingly, on 31 January 2012, the Board granted 622,500 free shares within the context of two free share plans to 51 employees of Group companies in France and abroad. These plans represented 0.43% of the total capital of the company at the date of allocation and at 31 December 2012.

The main characteristics of the Group's stock-option and free-share plans maturing in 2012 or outstanding at 31 December 2012 are outlined in the tables below:

	Stock options				2012 Free Share Plan	
	2004[(a)]	2005[(a)]	2005[(a)]	2007[(a)]	France	Outside France
Date of General Meeting	28/06/2004	28/06/2004	28/06/2004	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors' or Management Board Meeting	29/06/2004	15/06/2005	20/12/2005	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,762,000	340,000	2,630,000	2,589,830	390,000	232,500
o/w available to corporate officers	*80,000*	*200,000*	*210,000*	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*510,000*	*340,000*	*635,000*	*340,000*	*130,000*	*0*
Balance at 31 December 2012	*451,792*	*132,369*	*295,807*	*333,446*	*130,000*	*0*
Vesting date	30/06/2008	16/06/2009	21/12/2009	21/12/2011		
Deadline for granting free shares					Beginning of 2014[(b)]	31/01/2016
Maturity	29/06/2012	15/06/2013	20/12/2013	20/12/2015		
End of lock-in period for free shares					Beginning of 2016[(c)]	31/01/2016
Subscription price of options/reference share price (€)	€9.27	€7.17	€9.52	€4,25	€3.54	€3.54
Valuation method used	Black & Scholes	Black & Scholes	Black & Scholes	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2011	1,087,955	132,369	1,061,521	1,585,779	0	0
Rights created in 2012	0	0	0	0	390,000	232,500
Rights forfeited in 2012	1,087,955	0	116,207	130,157	35,000	0
Rights exercised in 2012	0	0	0	128,430	0	0
Number of shares available for subscription or allocation at 31/12/2012	0	132,369	945,314	1,327,192	355,000	232,500

(a) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

(b) The definitive date for granting free shares to employees having an employment contract with one of the Group's companies registered in France will be the same as the date the Board of Directors meet to approve the 2013 financial statements.

(c) Obligation of beneficiaries to conserve these free shares for a period of two consecutive years as of the definitive date of granting of the free shares.

Details of the adjustments made to the Group's stock-option plans following the 29 July 2008 capital increase are given in the table below (rounded up to the nearest unit):

Stock-option plans *(in euros)*	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
29 June 2004 - matured	9.37	9.27	1,614,998	1,632,020	1.01043
15 June 2005 plan	7.24	7.17	131,000	132,369	1.01043
20 December 2005 plan	9.62	9.52	1,767,500	1,786,061	1.01043
20 December 2007 plan	4.29	4.25	2,525,330	2,551,832	1.01043

Summary table

Type of potentially dilutive security	Issue date	Strike price	Dilution potential at date of issue	Number of securities outstanding at 31/12/2012	Dilution (%)
Stock options	15 June 2005	7.17	340,000	132,369	0.09
Stock options	20 December 2005	9.52	2,630,000	945,314	0.65
Stock options	20 December 2007	4.25	2,589,830	1,327,192	0.92
Total stock options			**5,559,830**	**2,404,875**	**1.66**
Free shares	31 January 2012		622,500	587,500	0.41
1 January 2015 OCEANE	18 November 2009	4.38	30,136,986	30,129,435	20.80
TOTAL			**36,319,316**	**33,121,810**	**22.87**

Share buybacks

The Shareholders' Meeting on 1 June 2012, in accordance with the quorum and majority conditions of the ordinary general meetings, resolved to:

- annul, with immediate effect, the unused portion of the share buyback authorised by the Combined Ordinary and Extraordinary Shareholders' Meeting on 10 June 2011.

  Within the context of the above-mentioned authorisation, the company concluded a liquidity contract with Exane Paribas in July 2011 for the purposes of enhancing the liquidity of transactions, stabilising the price of Altran shares and preventing swings in the share price that are not caused by market trends. A cash and marketable securities account was opened in 2011 for the purposes of this contract and €2m was credited to the account at the time of opening in July 2011.

  In 2012, 3,968,242 Altran Technologies shares were acquired at a unit price of €4.204 and 4,233,649 shares sold at a unit price of €4.226. At 31 December 2012, the cash and marketable securities account comprised 165,000 Altran Technologies shares and €1,734,692 in cash;

- authorise the company, in the 14th resolution, to buy back, sell or transfer Altran Technologies shares equivalent to up to 10% of the company's share capital at a maximum purchase price of €15 per share.

This authorisation (validated for 18 months) was duly exercised. A liquidity contract was concluded with CA Chevreux for the acquisition of 500,000 Altran Technologies shares which remained outstanding at 31 December 2012.

OCEANE convertible bond

1 January 2015 OCEANE

Pursuant to the authorisation granted by the 10th and 12th resolutions adopted at the Combined Ordinary and Extraordinary Shareholders' Meeting on 23 June 2009, the Board of Directors decided, on 9 November 2009, to (I) issue OCEANE bonds convertible into new or existing shares for a maximum of around €100m, or up to €115m if the entire extension facility is used, and up to €132m if both the extension and over-allotment options are fully taken up, and (II) to grant the Chairman full powers to carry out the issue, and to set the price and the final terms of the issue.

In accordance with the authorisation granted to the Chairman by the Board of Directors and the resolutions adopted by the shareholders at the Combined Ordinary and Extraordinary Shareholders' Meeting on 23 June 2009, the Chairman decided, on 9 November 2009, to carry out the bond issue under the terms stipulated in the information memorandum. In accordance with the planned schedule, the Chairman of the Board finalised the final terms of the bond issue on 13 November 2009, as follows:

Type of security

Bond convertible into new or existing shares (OCEANE convertible bond).

Nominal amount

€131,999,998.68.

Number of bonds issued and issue price

30,136,986 bonds at a unit price of €4.38.

Dividend entitlement date, duration and term of the loan, coupon dates and maturity

The bonds shall bear rights from 18 November 2009 for a period of five years and 44 days, with payment of the first coupon on 1 January 2011.

Annual coupon

6.72%.

Normal bond redemption

All outstanding bonds (i.e. those which have not been redeemed at an earlier date or converted into shares) will be redeemed in full on 1 January 2015 (or the first working day thereafter) at the par value of €4.38 per unit.

Bond Conversion

Bond holders may convert their bonds into shares any time between the settlement date (18 November 2009) and the seventh working day before the regular or early redemption date. Bonds will be converted on a one-to-one basis (i.e. one bond for one Altran share), although this ratio may be adjusted to account for any capital transactions carried out by the company during the conversion period.

The company can decide whether or not to grant bondholders new or existing shares.

In 2012, two bondholders requested to convert their OCEANE bonds into shares and they received new issued shares.

Callability

The company may decide to redeem bonds before their scheduled maturity date (1 January 2015) under the following conditions:

- some or all outstanding bonds may be redeemed at any time by purchase on a securities market, over the counter or through a public tender or exchange offer;
- all outstanding bonds may be redeemed at any time between 15 January 2013 and the maturity date (1 January 2015) at their par value plus all accrued interest, if the bond conversion ratio (i.e. one Altran share at a nominal value of €0.50 for one bond, in accordance with rules governing the maintenance of OCEANE bondholder rights and the treatment of fractional shares), multiplied by Altran Technologies average opening share price on Euronext Paris over 20 consecutive trading days, is more than 130% higher than the par value of the bond. Note that the 20 consecutive trading day period used to calculate the average opening share price is selected by the company out of a period of 30 consecutive trading days, prior to the announcement of the early redemption;
- all outstanding bonds may be redeemed at any time, at their par value plus all accrued interest, if the number of outstanding bonds is less than 10% of the total amount issued.

Company acquisition of outstanding OCEANE bonds

The company has not purchased any 2015 OCEANE bonds to date.

Changes in the company's share capital since 25 March 1998

Date	Operation	Change in number of shares	Nominal (€)	Amount of share capital	Issue premium or additional paid-in capital	Number of company shares
25 March 1998	Free shares	7,343,130	11,194,529.52	14,926,039.36		9,790,840
25 June 1998	Merger of Altran International and cancellation of old shares	19,018	28,992.75	14,955,032.11	1,940,710.75	9,809,858
21 December 1999	Option exercise	195,236	297,635.36	15,252,667.48	3,207,021.03	10,005,094
21 December 1999	Conversion into euros		(5,247,573.48)	10,005,094.00		10,005,094
21 December 1999	Free shares	20,010,188	20,010,188	30,015,282.00		30,015,282
2 January 2001	Two-for-one share split	30,015,282	30,015,282	30,015,282,00		60,030,564
2 January 2001	Retained earnings	30,015,282	15,007,641	45,022,923.00		90,045,846
31 December 2001	OCEANE bond conversion	27	13.5	45,022,936.50		90,045,873
31 December 2001	Option exercise	1,670,508	835,254	45,858,190.50	9,104,268.60	91,716,381

Date	Operation	Change in number of shares	Nominal (€)	Amount of share capital	Issue premium or additional paid-in capital	Number of company shares
31 December 2002	OCEANE bond conversion	21	10.5	45,858,201.00		91,716,402
31 December 2002	Option exercise	1,917,729	958,864.5	46,817,065.50	11,352,955.68	93,634,131
23 December 2003	Capital increase in cash	20,807,584	10,403,792	57,220,857.50	135,522,971.80	114,441,715
10 February 2004	OCEANE bond conversion	147	73.50	57,220,931.00		114,441,862
9 March 2004	OCEANE bond conversion	3	1.50	57,220,932.50		114,441,865
22 December 2004	OCEANE bond conversion	230	115	57,221,047.50		114,442,095
23 December 2004	OCEANE bond conversion	16	8	57,221,055.50		114,442,111
27 December 2004	OCEANE bond conversion	16	8	57,221,063.50		114,442,127
27 December 2004	OCEANE bond conversion	87	43.50	57,221,107.00		114,442,214
23 May 2006	Capital increase reserved for employees	2,872,255	1,436,127.50	58,657,234.50	24,276,744.57	117,314,469
29 December 2006	Capital Increase linked to merger	1,768	884	58,658,118.50		117,316,237
26 July 2007	Option exercise	596,029	298,014.50	58,956,133.00	1,472,191.63	117,912,266
31 October 2007	Option exercise	289,034	144,517	59,100,650.00	713,913.98	118,201,300
4 February 2008	Option exercise	37,070	18,535	59,119,185.00	91,562.90	118,238,370
2 June 2008	Option exercise	38,367	19,183.50	59,138,368.50	94,766.49	118,276,737
29 July 2008	Capital increase in cash	24,900,364	12,450,182	71,588,550.50	114,088,144.15	143,177,101
5 February 2009	Option exercise	23,571	11,785.50	71,600,336.00	57,510.30	143,200,672
18 December 2009	Option exercise	6,181	3,090.50	71,603,426.50	15,081.64	143,206,853
21 December 2009	Free-share issue	371,240	185,620	71,789,046.50		143,578,093
21 December 2009	OCEANE bond conversion	1,234	617	71,789,663.50		143,579,327
14 January 2010	OCEANE bond conversion	1,114	557	71,790,220.50		143,580,441
2 February 2010	OCEANE bond conversion	350	175	71,790,395.50		143,580,791
12 March 2010	Option exercise	18,565	9,282.50	71,799,678.00	45,298.60	143,599,356
2 April 2010	OCEANE bond conversion	63	31.50	71,799,709.50		143,599,419
4 May 2010	OCEANE bond conversion	147	73.50	71,799,783.00	570.36	143,599,566
5 July 2010	OCEANE bond conversion	285	142.50	71,799,925.50	1,105.80	143,599,851
3 August 2010	OCEANE bond conversion	4	2	71,799,927.50	15.52	143,599,855
4 November 2010	OCEANE bond conversion	32	16	71,799,943.50	124.16	143,599,887
2 December 2010	OCEANE bond conversion	36	18	71,799,961.50	139.68	143,599,923
29 December 2010	Option exercise	104,609	52,304.50	71,852,266	255,245.96	143,704,532
4 January 2011	OCEANE bond conversion	4,020	2,010	71,854,276	15,597.60	143,708,552
3 March 2011	OCEANE bond conversion	31	15.50	71,854,291.50	120.28	143,708,583
7 April 2011	OCEANE bond conversion	107	53.50	71,854,345	415.16	143,708,690
5 July 2011	OCEANE bond conversion	21	10.50	71,854,355.50	81.48	143,708,711
2 September 2011	OCEANE bond conversion	105	52.50	71,854,408	407.40	143,708,816
21 December 2011	Option exercise	831,608	415,804	72,270,212	2,029,123.52	144,540,424
21 December 2011	Free shares	181,000	90,500	72,360,712		144,721,424
1 August 2012	OCEANE bond conversion	2	1	72,360,713	7.76	144,721,426
31 December 2012	Option exercise	128,430	64,215	74,424,928	481,612.50	144,849,856

21.2 Deed of incorporation and Articles of association

Date of incorporation and lifetime

Altran Technologies S.A. was created on 14 February 1970 and will last until 14 February 2045, unless the company is dissolved before this date or its life is extended beyond this date by law and the company's Articles of association.

Corporate purpose

At the Combined Ordinary and Extraordinary Shareholders' Meeting on 23 June 2009, the shareholders voted, in the 5th resolution, to alter the description of the Group's corporate purpose in order to make a more clear-cut distinction between Altran's various activities.

Article 3 of the Articles of association now reads as follows:

"The company's purpose is to exercise the following activities in France and abroad:

- Technology and Innovation Consulting;
- Organisation and Information Systems Consulting;
- Strategy and Management Consulting;
- Design and marketing of software and/or software packages;
- Component and equipment design, supply, production and/or distribution;
- Provision of related support services including maintenance, human-resource consulting and/or training;
- and more generally, all industrial, commercial, financial, movable or immovable activities that are, or could be, directly or indirectly associated with the activities included in the corporate purpose listed above or which are likely to facilitate their development and expansion."

Trade and company registration

Paris Trade and Companies Register number: 702 012 956
Company registration number (Siren): 702 012 956
Company headquarters registration number (Siret): 702 012 956 00042
Business activity code: 7112 B

Shareholders' right to information

Shareholders can exercise their right to information pursuant to legal and regulatory provisions at the company's administrative headquarters.

Fiscal year

Altran Technologies' fiscal year runs from 1 January to 31 December of each calendar year.

Statutory allocation of earnings (Article 20 of the Articles of association)

At least 5% of the company's net annual earnings (minus previous losses, if any) are first allocated to the legal reserve until this reserve reaches 10% of the company's share capital.

The remainder, plus any retained earnings from previous years and minus any other reserve allocations required either by law or by the Articles of association, constitutes the distributable earnings for the year.

Upon the recommendation of the Board of Directors, the Shareholders' Annual General Meeting may decide whether or not to carry forward these distributable earnings to the next year, or to allocate them to the general and special reserves.

The remainder is then divided in full among the company's shareholders.

At the General Meeting, shareholders may vote to allocate funds from available reserves. In this case, the specific reserves from which the funds are to be taken must be clearly indicated in the shareholders' resolution.

If necessary, an exception may be made to this Article for the allocation of earnings to a special employee profit-sharing reserve, pursuant to the legal conditions.

Upon the recommendation of the Board of Directors, the Shareholders' General Meeting may decide to carry forward all, or part, of the annual earnings to the next year, or to allocate all or part of the retained earnings to one or more reserves.

Dividend payout

The Annual General Meeting held to approve the Group's annual financial statements may give shareholders the option to receive some or all of that year's payout in the form of cash or new shares issued, in accordance with the law. This option also applies to advance payments granted on dividends.

Shareholders may claim dividends up to five years after the dividend distribution date. After a period of five years, any unclaimed dividends become the property of the French Treasury Department, as required by law.

Unclaimed dividends from prior fiscal years

2007	None
2008	None
2009	None
2010	None
2011	None

General Shareholders' Meetings (Article 19 of the Articles of association)

General Shareholders' Meeting are convened and deliberate under the conditions provided for by law and take place at company headquarters unless another location is explicitly specified in the convening notice. The Board of Directors may decide when convening the Shareholders' Meeting to broadcast the entire meeting through video conferencing and/or other remote transmission systems, in accordance with the legal and regulatory dispositions in force. In this event, the decision will be stated in the convening notice and in the meeting notice.

The Works Council may appoint two of its members to attend General Meetings. The opinions of these members must, at their request, be heard in connection with all resolutions requiring unanimous shareholder approval.

Shareholders may be represented by proxy at General Meetings by an authorised intermediary with a general voting mandate, having satisfied the criteria set forth in the 3rd and 4th paragraphs of Article L.228-1 of the French Commercial Code. Before casting the shareholder's vote at the General Meeting, the authorised intermediary must, upon the request of the company or the company's agent, provide a list of the non-resident shareholders represented by proxy. This list must meet all the conditions required by the regulations in force. Votes or proxy votes submitted by an intermediary who is not declared as such or who does not disclose the identity of the shareholders represented will not be taken into account.

All shareholders may attend General Meetings, regardless of the number of shares owned, provided that their shares are fully paid up. All shareholders may vote irrespective of the number of shares owned, upon proof of identity and shareholder ownership, and providing that the number of shares held is recorded by the company no later than midnight (Paris time), three working days before the General Meeting, as follows:

- registered shares are recorded under the name of the holder in the registered-share register held by the company;
- bearer shares are recorded under the name of the intermediary acting on behalf of the shareholder in the bearer-share register kept by the authorised intermediary;
- in this case, all information pertaining to the holder's identity must be submitted to the company, in accordance with the dispositions in force. The inscription or entry of the shares in the bearer-share register held by the authorised intermediary is attested to by a certificate of participation delivered by the intermediary in accordance with the applicable legal and regulatory dispositions. The right to participate in General Meetings is subject to the respect of the conditions laid down by the legislative and regulatory texts in force.

All shareholders may vote by mail. The conditions under which the mail voting form may be obtained are indicated in the convening notice. Under French law, the conditions for a quorum at general meetings depend on the type of meeting and the number of shares with voting rights attached. Votes submitted by mail will only be taken into account in the calculation of the quorum providing the company receives the voting forms, correctly completed, at least three days before the meeting. Likewise, all items that shareholders wish to discuss at meetings must be addressed in writing to the Board of Directors, in accordance with Article L.225-108 of the French Commercial Code, and received by the Board of Directors within the legal deadline. Depending on the type of general meeting, the conditions for a majority are based on the number of voting rights attached to the shares owned by the shareholders present, represented, or voting by mail. Any undeclared shares belonging to one or more shareholders who have not met the disclosure requirements stipulated in Article L.233-7 of the French Commercial Code will be deprived of their voting rights upon the request of shareholders of the company owning at least 5% of the company's shares. This request will be recorded in the minutes of the General Meeting.

The Chairman of the Board of Directors, or the Vice-Chairman in the Chairman's absence, presides over General Meetings. If neither is available, a Director will be specially delegated by the Board of Directors to preside over the Meeting. Failing this, the president will be elected by the members of the Meeting.

The Board of Directors may decide, when convening the Shareholders' Meeting, to broadcast the entire meeting through video-conferencing or any other authorised remote transmission system, including Internet. In this event, the decision will be stated in the notice of meeting published in the French official legal announcement bulletin (BALO). All shareholders may participate in General Meetings, via video-conferencing or other remote transmission systems, including the internet, in accordance with the legislative and regulatory directives in force at the time of broadcasting, if the Board of Directors so decides. In this event, the decision will be stated in the notice of meeting published in the French official legal announcement bulletin (BALO).

The minutes of Shareholders' Annual General Meetings are drawn up and the copies duly certified and delivered in accordance with the law.

Double voting rights (Article 9 of the Articles of association)

Double voting rights were adopted by the Shareholders' General Meeting on 20 October 1986.

Each share in the company carries one voting right. The number of votes attached to shares is proportional to the percentage of the company's capital that the shares represent.

However, holders of registered shares (or their representatives) have double voting rights at Ordinary and Extraordinary General Meetings if the shares have been registered in their name for at least four years and are fully paid-up, or if the shares arise from the reverse stock split of fully paid-up shares that have been registered in their name for at least four years.

All shares converted to bearer shares or transferred to another shareholder lose the double voting rights mentioned above.

However, the cancellation of the mandatory four-year holding period and loss of double voting rights mentioned above does not apply in the case of share transfers resulting from an inheritance, the liquidation of spouses' jointly-owned assets, or an inter vivo donation to a spouse or a family member who is an entitled successor.

Share-ownership thresholds (Article 7 of the Articles of association)

Pursuant to Articles L.233-7 et seq. of the French Commercial Code, any shareholder, acting alone or in concert, who exceeds or falls below the thresholds of one-twentieth, one-tenth, three-twentieths, one-fifth, one-quarter, one-third, one-half, two-thirds, eighteen-twentieths or nineteen-twentieths of the company's shares or voting rights, must inform the company and the French market regulator (the AMF) of the number of shares and voting rights that it holds.

Any shareholder, acting alone or in concert, who exceeds or falls below the threshold of owning, directly or indirectly, 0.5% (or any multiple thereof) of the company's shares, voting rights, or securities convertible or exchangeable into shares, must notify the company, within five days of crossing the threshold, by registered letter with return receipt stating the total number of shares, voting rights, or securities convertible or exchangeable into shares that it holds either alone or in concert, directly or indirectly.

Failure to comply with these regulations will result in the suspension of voting rights for those shares which have crossed the threshold without being declared. The decision to suspend voting rights will be applied at all Shareholder' Meetings held during the two year period following the date of regularisation of the aforementioned notification, if the application of this sanction is requested by one or more shareholders owning a minimum of 5% of the capital or voting rights of the company. This request will be recorded in the minutes of the General Meeting. The intermediary, authorised in accordance with paragraph 3 of Article L.228-1 of the French Commercial Code, is bound, without prejudice to the obligations of the shareholder, to make the appropriate declarations in accordance with the present Article for the entire number of shares that he or she has recorded in the register. If this obligation is not respected, sanctions provided for under Article L.228-3-3 of the French Commercial Code will be applied.

Any shareholder, acting alone or in concert, whose capital stake or voting rights cross below, or break through, any one of the thresholds mentioned in the second part of the present paragraph, must notify the company within five days.

Identifiable bearer securities (Article 7 of the Articles of association)

In order to facilitate shareholder identification, the company may ask its settlement agent for the information outlined in Article L.228-2 of the French Commercial Code.

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Material contracts

When the 2012 Registration Document was filed, the only material contract concluded by the Group (other than those entered into during the normal course of business) were the agreements entered into with its banks referred to in section 4.2 “Liquidity risk and management of convertible bond-related debt” and section 20.3.1 of the present Registration Document.

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Third-party information, expert statements, and declarations of interests

None.

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Documents made available to the public

Altran's financial press releases are distributed to the press (agencies and newspapers). All company financial information (press releases, presentations, reports, etc.) is available on Altran's website: *http://www.altran.com.*

Press releases issued since 1 January 2012

Publication	Date
Publication of Q4 2011 revenues	2 February 2012
Publication of 2011 annual results	12 March 2012
Publication of Q1 2012 revenues	4 May 2012
Shareholders' Annual General Meeting	1 June 2012
Publication of Q2 2012 revenues	30 July 2012
Publication of H1 2012 results	30 August 2012
Publication of Q3 2012 revenues	31 October 2012
Publication of 2012 revenues	31 January 2013
Publication of 2012 annual results	14 March 2013

Investor calendar

Publication	Date
Publication of Q1 2013 revenues	30 April 2013
Shareholders' Annual General Meeting	28 June 2013
Publication of Q2 2013 revenues	30 July 2013
Publication of H1 2013 results	5 September 2013
Publication of Q3 2013 revenues	31 October 2013

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Informations on equity holdings

For information on the Group's scope of consolidation, please refer to sections 7 and 20.3.1 (note 2) of the present Registration Document.

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Appendix 1

Chairman's Report at year ending 31 December 2012

In accordance with Article L.225-37 of the French Commercial Code, this report lists the members of the Board of Directors (with a notable reference to the application of the principle of balanced representation of women and men on the Board), outlines the manner in which the work of the Board is prepared and organised, and provides an overview of the company's internal control and risk management procedures.

This report was reviewed by the Audit Committee and approved by the Board of Directors on 13 March 2013. In accordance with Article L.225-235 of the French Commercial Code, the Statutory Auditors have issued a report on the information in the Chairman's Report concerning internal control and risk management procedures implemented for the preparation and treatment of accounting and financial information, and delivered a statement on the preparation of other information, as required under Article L.225-37 of the French Commercial Code.

This report covers the following topics:

- the company's corporate governance and the manner in which the work of the Board of Directors is prepared and organised;
- the limitations imposed by the Board on the powers of the Chief Executive and the Senior Executive Vice-President;
- the principles and rules used to determine the compensation and benefits in kind granted to corporate officers;
- the composition of, and the work carried out by, the special Committees;
- the conditions of shareholder participation at Shareholders' General Meetings;
- the elements likely to have an impact on Altran in the event of a takeover bid;
- the Group's internal controls, as well as its risk management and accounting and financial information systems.

1. Corporate governance – Preparation and organisation of work carried out by the Board of Directors and special Committees

1.1. Corporate governance

On 12 December 2008, the Board of Directors adopted the AFEP-MEDEF Corporate Governance Code as the company's reference code. Details of the AFEP-MEDEF Corporate Governance Code are available on the MEDEF website *(http://www.code-afep-medef.com).*

The Board of Directors' internal regulations, adopted on 25 July 2008, were modified by the Board on 12 March 2010 to comply with the latest version of the AFEP-MEDEF Code and to define, in accordance with the French Commercial Code and the AFEP-MEDEF Code, the principles and rules governing:

- the composition of the Board of Directors, and notably the notion of independent Director;
- the functioning of the Board and the conditions pertaining to the manner in which it carries out its mission;
- the role of the Board of Directors;
- the compensation of the Directors, the Chief Executive and the Senior Executive Vice-President;
- the periodic assessment of work carried out by the Board;
- the right to information and the duty to inform Group Directors and Censors;
- the prevention of insider trading, with a "guide to the prevention of insider trading" in the appendix to the Board of Directors' internal regulations;

- the special Committees, of which three permanent (the Appointment and Compensation Committee, the Investment and Acquisitions Committee, and the Audit Committee), as well as their composition and functions;
- the confidentiality of information collected both during and outside Board and Committee Meetings.

In accordance with the provisions of the AFEP-MEDEF Code, the Board of Directors assesses its functioning once a year and carries out a formal evaluation every three years.

Accordingly, the Board of Directors carried out a triennial evaluation in autumn 2011. The findings of the survey, which were debated at the Board Meeting of 31 January 2012, revealed the need for greater Board member diversification namely the integration of more women and members with international profiles. These requests were taken into account with the appointment at the Shareholders' Meeting on 1 June 2012 of two additional women Directors, Mrs Florence Parly and Mrs Nathalie Rachou, and a German Director, Mr Hans-Georg Härter. The appointments of Mr Härter, who has spent his entire professional life in Germany, and of Mrs Nathalie Rachou, who has spent fourteen years of her career in the UK, has heightened the international profile of Altran's Board of Directors.

During the evaluation of the triennial survey in January 2012, Board members also expressed their desire to receive the preparatory documents for upcoming Board Meetings earlier. Considerable progress has also been made in this respect, and all documentation is now forwarded to Board members at least three days before each Board Meeting.

In accordance with the provisions set forth in the AFEP-MEDEF Code, the Board of Directors scheduled another debate on the functioning of the Board during the 30 January 2013 Board Meeting. Overall, the Directors are satisfied with the Board's organisation. The resulting plan of action will be monitored and subject to a follow-up.

Moreover, since the appointments of one woman Director at the Shareholders' Meeting on 10 June 2011, and another two women at the Shareholders' Meeting on 1 June 2012, the composition of the Board of Directors is not only in compliance with law no. 2011-103 dated 27 January 2011 (regarding balanced gender representation at Board of Directors' and Supervisory Board Meetings and professional equality between women and men) but is already ahead of the legal obligation stipulating that women account for 20% of corporate Board members as of the first Ordinary Shareholders' Meeting in 2014. This in fact is already the case, since around one-third of Altran Directors are women.

1.2. The Board of Directors

Since the 30 June 2008 Annual General Meeting, the company has been administered by a Board of Directors whose members are appointed by the General Shareholders' Meeting for a period of four years. The Board now comprises ten Directors:

- Mr Philippe Salle, appointed Chairman and Chief Executive by the Board of Directors on 10 June 2011;
- Mr Jean-Pierre Alix, whose mandate was renewed at the Shareholders' Annual General Meeting on 1 June 2012;
- Apax Partners, represented by Mr Maurice Tchenio, whose mandate was renewed at the Shareholders' Annual General Meeting on 1 June 2012;
- Mr Christian Bret, appointed Director at the Shareholders' Annual General Meeting on 1 June 2012;
- Mrs Monique Cohen, appointed Director at the Shareholders' Annual General Meeting on 10 June 2011;
- Mr Hans-Georg Härter, appointed Director at the Shareholders' Annual General Meeting on 1 June 2012;
- Mrs Florence Parly, appointed Director at the Shareholders' Annual General Meeting on 1 June 2012;
- Mrs Nathatlie Rachou, appointed Director at the Shareholders' Annual General Meeting on 1 June 2012;
- Mr Gilles Rigal, whose mandate was renewed at the Shareholders' Annual General Meeting on 1 June 2012;
- Mr Jacques-Étienne de T'Serclaes, whose mandate was renewed at the Shareholders' Annual General Meeting on 1 June 2012.

The Directors are French, with the exception of Mr Hans-Georg Härter who is German.

Four of the Directors on the Board are independent, in accordance with the criteria laid down in chapter 8 of the AFEP-MEDEF Code and which are included in the internal regulations of the Board of Directors. Qualification for independent-Director status is reviewed every year, in accordance with the recommendations set forth in the AFEP-MEDEF Code.

At the Board Meeting on 30 January 2013, the Directors (upon the recommendation of the Appointment and Compensation Committee), reiterated the eligibility of Mr Hans-Georg Härter, Mrs Florence Parly, Mrs Nathalie Rachou and Mr Jacques-Etienne de T'Serclaes to serve as independent Directors, thus increasing the number of independent Directors, from three in 2012 to four in 2013.

Independent Directors must have no relationship with the company, the Group, or the management that could colour their objective judgement in any way.

The criteria reviewed by the Appointment and Compensation Committee and the Board of Directors to determine whether or not a Director qualifies for independent-Director status and prevent the risk of conflicts of interest between the Director and the management, as well as the company and its group, are described below. As such, the independent Director must not:

- be an employee or corporate officer of the company or any of the Group's entities either at present or at any time during the past five years;
- be a corporate officer in a company in which the Group has a direct or indirect mandate as member of the Board or in which a designated employee or corporate officer of the company holds a mandate as Director at present or has held such a position during the past five years;
- be a major client, supplier, retail or investment banker of the company or its Group, or for whom the company or its Group represents a substantial proportion of revenues, nor have any direct or indirect ties with any of the aforementioned persons;
- have close family ties with a corporate officer of the company;

- have been a Statutory Auditor of the company within the past five years;
- have been a Director of the company for over twelve years. It is stipulated that the loss of the independent-Director status only occurs on the expiry of a mandate exceeding twelve years;
- be, or represent, a shareholder with a stake of more than 10% in the capital or voting rights of the company or the parent company.

In addition, with respect to the rights and duties of the Directors, as laid down in the internal regulations of the Board of Directors, and in compliance with the AFEP-MEDEF Code, "each Director must inform the Board of Directors of any situation giving rise to real or potential conflicts of interest and, as such, must abstain from voting on any related matters". In this respect, on the basis of the declarations made by each Director, the Board has not identified any conflicts of interest.

The Board of Directors is assisted by a censor, Mr Thomas de Villeneuve, whose mandate was renewed at the Shareholders' Annual General Meeting on 1 June 2012. Mr de Villeneuve has access to the same information as the Directors. He can take part in Board Meetings but has no voting rights.

The details concerning the Directors' mandates and functions are given in section 14 of the present Registration Document.

The Board of Directors meets as often as is required in the interests of the Group. In 2012, it met eleven times. The attendance rate was 96%.

The main points reviewed by the Board of Directors were:

- the activity reports of the Board of Directors, the state of the company's businesses and subsidiaries, management forecasts and the Group's budget;
- quarterly revenue performances as well as the 2011 full-year and the 2012 interim financial statements;
- Group financing;
- implementation of the share buyback plan;
- authorisations granted with respect to pledges, security deposits and guarantees;
- corporate-officer compensation;
- free-share plan;
- assessment and monitoring of external growth projects, and notably the acquisition of the German group, IndustrieHansa;
- Group reorganisation;
- Internal Audit monitoring;
- composition of the Special Committees;
- self-assessment of the Board and the Committees;
- major ongoing legal disputes.

The representatives of the Works Council, elected on 19 December 2011, who participate at Board Meetings in an advisory capacity, are:

- Mr Fabrice Barthier;
- Mr Dieudonné Djiki;
- Mr Jean-Christophe Durieux;
- Mrs Sandrine Soraru.

1.3. Limitations to the power of the Chief Executive and the Senior Executive Vice-President

The General Management of the company is ensured by Mr Philippe Salle, appointed Chairman and Chief Executive by the Board of Directors on 10 June 2011. The Board of Directors thus maintained its decision not to separate the functions of Chairman from those of managing Director.

The Board of Directors has not imposed any restrictions on the Chief Executive's powers other than those specified by existing legal and regulatory limitations. Likewise, the Articles of association do not stipulate any additional restrictions.

At the Board Meeting on 28 October 2011, Mr Cyril Roger was nominated Senior Executive Vice-President of the company. On 20 December 2011, the Board of Directors limited his powers to Southern Europe (France, Italy, Spain and Portugal). Mr Roger's authority was extended to include the Middle-East at the 13 March 2013 Board Meeting.

1.4. Compensation paid to corporate officers

The principles and rules laid down by the Board of Directors to determine the compensation and benefits in kind paid to the company's corporate officers are detailed in section 15 of the present Registration Document.

1.5. Special Committees

The Board of Directors has three Special Committees: an Audit Committee, an Appointment and Compensation Committee and an Investment and Acquisitions Committee. Each Committee is governed by an internal set of rules of procedure outlining its specific purpose and way of functioning, which was approved by the Board of Directors on 25 July 2008 and updated on 12 March 2010 to comply with the latest recommendations set forth in the AFEP-MEDEF Code.

The Audit Committee

The Audit Committee is made up of four members specialised in finance and accounting. Three of the Committee members are Directors. In accordance with the recommendations set forth in the AFEP-MEDEF Code, two of the Directors are independent. For further details on the Committee members' careers, please consult the biographical data in section 14 of the present Registration Document.

The members of the Audit Committee are:

- Mr Jacques-Etienne de T'Serclaes: independent Director and Chairman of the Audit Committee;

- Mr Jean-Pierre Alix: Director and member of the Committee since 1 June 2012;
- Mrs Nathalie Rachou: independent Director and member of the Committee since 1 June 2012;
- Mr Thomas de Villeneuve: Censor.

In compliance with the ordinance of 8 December 2008 and the recommendations issued by the AMF *(Autorité des Marchés Financiers)* on 22 July 2010 concerning Audit Committee work-group reports, the Committee is responsible for the monitoring of issues relative to the preparation and control of accounting and financial information.

The purpose of the Audit Committee is therefore to support the Board of Directors regarding the accuracy and reliability of the consolidated financial statements and to oversee the quality of internal controls and the financial information communicated both to shareholders and to the market. The Committee reviews the annual and interim consolidated financial statements and notably assesses the relevance and continuity of the accounting principles and regulations used in drawing up the accounts, and ensures that the procedures used for the elaboration of financial data are respected.

The Audit Committee also examines risks that could have a major impact on the Group's accounting and financial information and gives its opinion on the organisation of the Internal Audit department, the work carried out and its work plan.

The Committee also monitors the regulations applying to the statutory audit of the company and consolidated financial statements, ensures that the rules governing the independence of the Statutory Auditors are respected and gives its opinion on the duties of the auditors, as well as their fees and scope and calendar of intervention.

In 2012, the Audit Committee met six times. The attendance rate was 96%. The Executive Vice-President and CFO, the Internal Audit Director and the Statutory Auditors take part in Audit Committee meetings.

Preparatory meetings are held with members of the Audit Committee before official meetings to exchange view on the documentation received and review the items on the agenda.

In view of the travelling constraints of one of the Board members who lives abroad, Audit Committee meetings are generally held in the morning of the same day as Board Meetings, rather than two days before as recommended in the AFEP-MEDEF Code. However, all Board Meeting documentation is dispatched three days before each meeting to give Board members enough time to examine the accounts. At the beginning of these meetings, the members of the Audit Committee meet with the Statutory Auditors, without any management officials being present.

The main points examined by the Audit Committee in 2012 were:

- the 2011 full-year and the 2012 interim financial statements, the 2012 quarterly revenue, and more generally, the company's financial communication;
- new accounting-related items and their impact on Group accounts;
- income tax and deferred tax management;
- the preparation procedures for the elaboration of the Group's financial statements;
- the Group's cash and debt positions and its bank covenants;
- risks related to major litigation issues;
- risks related to intangible assets (goodwill, trademarks);
- the Internal Audit work plans and findings;
- Statutory Auditor independence;
- Statutory Auditors' fees;
- the Chairman's report on internal controls in 2011;
- the Audit Committee's self-assessment survey.

The Audit Committee reviewed the present report for the first time at the Committee meeting held on 13 March 2013 to examine the 2012 financial statements.

Every year, the Audit Committee carries out a self-assessment survey based on the responses of all of its members to a questionnaire designed to evaluate its composition, procedures and efficiency. Committee members consider that the functioning of the Committee is, on the whole, satisfactory.

The Appointment and Compensation Committee

The Appointment and Compensation Committee was operational throughout 2012.

The Committee comprises three members, of which at least half are independent Directors, in compliance with provisions of the AFEP-MEDEF Code:

- Mrs Florence Parly: independent Director and President of the Committee since 1 June 2012;
- Mr Gilles Rigal: Director;
- Mr Jacques-Étienne de T'Serclaes: independent Director.

The Appointment and Compensation Committee advises the Board of Directors on the subject of appointments, as well as the allocation and amount of compensation and benefits in kind paid to members of the Board, the Chairman, the Chief Executive, the Senior Executive Vice-Presidents and the Executive Vice-Presidents. The Committee also makes recommendations as to the total and individual amount of attendance fees to be paid to Directors, as well as the allocation of stock options, free-share plans and employee profit-sharing schemes.

Qualification for independent-Director status was debated by the Appointment and Compensation Committee on 30 January 2013.

In 2012, the Committee met three times, with an attendance rate of 100%.

The Investment and Acquisitions Committee

The Investment and Acquisitions Committee has been operational since July 2008.

It is made up of five members:

- Mr Philippe Salle: Director and Chairman of the Committee;

- Mrs Monique Cohen: Director;
- Mr Gilles Rigal: Director;
- Mr Christian Bret: Director and member of the Committee since 1 June 2012;
- Mr Hans-Georg Härter: independent Director and member of the Committee since 1 June 2012.

The purpose of the Investment and Acquisitions Committee is to put forward recommendations concerning the main strategic guidelines of the Group in order to foster the development of Altran's existing activities, as well as its new operations in France and abroad. The Committee assesses the company's organic and external growth policies, strategic cooperation projects and investment and divestment projects that could have a significant impact on the Group.

In 2012, the Committee met five times, with an attendance rate of 88%.

2. Conditions of shareholder participation at Shareholders' General Meetings

The functioning of the Shareholders' General Meeting, its main powers, shareholders' rights and the conditions for exercising these rights are presented in Articles 9 and 19 of the Articles of association.

3. Elements likely to impact Altran in the event of a takeover bid

Information concerning the Group's capital structure and elements that could impact Altran in the event of a takeover bid (as provided for in Article L.225-100-3 of the French Commercial Code) is detailed in chapter 21 of the present Registration Document.

4. Internal controls and accounting and financial information systems

The Group has adopted the guidelines laid down by the AMF *(Autorité des Marchés Financiers)* as the framework for the Group's internal control system and for the preparation of this Registration Document.

Procedures used in the preparation of this report included interviews as well as an analysis of the internal-audit and statutory-audit reports.

The internal control system defined by the company and implemented under its responsibility aims to ensure:

- compliance with the laws and regulations in force;
- the implementation of the instructions and directives given by General Management;
- the correct functioning of the Group's internal procedures, notably those related to the security of its assets;
- the reliability of financial information.

The internal control system thus helps the Group to monitor its activities, optimise its operations and use its resources efficiently.

By helping to anticipate and keep a check on the risks that could prevent Altran from achieving its objectives, this system plays a key role in enabling the company to conduct and monitor its different activities.

Like any other control system, however, it can monitor risks to a certain extent but, under no circumstances, can it guarantee total risk control.

According to the AMF internal control reference framework, internal control systems require the following components:

- an organisational structure with clearly defined responsibilities, access to adequate resources and competencies, and which is supported by appropriate procedures and means of functioning, as well as information systems, tools and practices;
- the in-house distribution of relevant and reliable information enabling those involved to exercise their responsibilities;
- a system geared to (i) identifying and analysing the main risks related to the company's objectives and (ii) ensuring that the procedures needed to manage these risks are in place;
- control activities corresponding to the specific implications of each procedure and which are designed to limit related risks that could prevent the company from attaining its objectives;
- the permanent monitoring of the internal control system and regular assessment of its functioning to allow for the modification of the internal control tool if necessary.

Altran has gradually built up its internal control system by setting up the structures necessary to define its internal control procedures, and to standardise and strengthen the security of its IT systems used for accounting and financial data.

4.1. Organisation, IT systems and procedures

4.1.1. Organisation

Within the context of the Group's 2012-2015 strategic Plan, Altran has implemented a new and more functional organisational structure underpinned by twelve major projects, focused on efficiency optimisation, client-based services, staff loyalty and margin enhancement.

A Programs & Innovation division was, therefore, set up in 2012 to steer the Group's transformation with a view to enhancing the efficiency of its fixed-price contracts, developing its global skills and promoting innovation.

Group governance is ensured by the Executive Committee and the Board of Directors.

The members of the Executive Committee include:

- the Chairman and Chief Executive;
- the Senior Executive Vice-President in charge of the Southern zone and the Middle-East;
- the Executive Vice-President for the Northern zone;
- the Executive Vice-President in charge of ISBD (Industries, Solutions, Business Development);
- the Executive Vice-President in charge of Programs & Innovation;
- the Executive Vice-President and CFO;
- the Director of the Group's human resources.

In addition, Altran's Management Committee is made up of members of the Executive Committee, the Executive Directors of the Geographies, Industries and Solutions divisions, as well as the Group's communications, legal and information systems Directors who report directly to the Chairman and Chief Executive.

4.1.2. Information systems

In 2012, Altran pursued its programme to standardise and upgrade the Group's IT-systems architecture.

The implementation of the BFC account-reporting and consolidation tool throughout the subsidiaries allows Altran to pool communication and databanks Group-wide.

For its French activities, the company has implemented a single application to standardise accounting and payroll procedures as well as IT-Systems management and thus facilitate operational data exchange.

For its other European subsidiaries, the company has implemented one application for all countries (with the exception of the UK and Italy) to monitor projects, billing and accounting.

In order to optimise Human Resources, Altran has implemented an integrated IT programme for recruitment management, an application designed to provide access to a central database and to harmonise Group procedures. In 2011, the Group implemented measures to redefine key skills and career paths, which resulted at end-2012 in the roll-out of new reference tools Group-wide, geared to optimise consultant allocation and enhance career prospects within the Group.

Progressive upgrading and rationalisation of the Group's IT tool is being carried out to improve the structure of the Group's internal control system.

4.1.3. Procedures

The efficiency of Altran's corporate governance, both at the Group and subsidiary levels, depends on the extent to which the internal control procedures are respected.

Framework for key controls and self-assessment

Altran has implemented a framework establishing guidelines to identify all the controls necessary for the Group's main procedures. This allows for the break down of the company's internal control system into key procedures and sub-procedures.

On the basis of this internal control framework, the Group introduced an annual self-assessment of the internal control for the operating-entity procedures considered by management as crucial. This enables subsidiaries to better assess risks and to adhere to a continuous improvement plan to achieve Group objectives.

The Internal Audit analyses the self-assessment questionnaires completed by the Directors of Group subsidiaries, support functions and shared services centres and draws up specific plans of action on the basis of the findings.

Procedures for the elaboration of accounting and financial data

Altran has implemented a rigorous set of procedures to ensure the efficient treatment of management accounting and financial information (budgets, reporting, consolidation, management control and results communication). These procedures are designed to generate information that is reliable and compliant with legal and regulatory specifications and the Group's own standards, as well as to protect its assets.

The procedure developed by the Group for approving the accounts is based on a set of rules that guarantee the reliability and the accuracy of the financial statements.

This procedure is completed by additional notes and instructions from the Group's financial department on specific subjects, such as the company's accounting calendar (closing dates), methods for intra-group reconciliation, specific points related to complex subjects, and new internal procedures to be implemented, etc. These notes are sent to Altran subsidiaries at the end of each closing period.

Altran's Corporate Accounting Methods Guide outlines the main accounting principles employed within the Group, and the accounting methods used to treat the most important operations.

The Group uses a combined consolidation/reporting tool, BFC, for the treatment of financial information, which ensures the reliability, regularity and exhaustiveness of the data processed. The subsidiaries prepare individual financial statements that are consolidated at the Group level, with no sub-level consolidation.

Under the aegis of the controlling department, Altran's operating managers are involved in the preparation of the Group's budget, which is based on strategic recommendations passed down by General Management. Budgets for each of Altran's regional markets are reviewed, in conjunction with the Executive Committee, to assess and control the risks most likely to have an impact on the elaboration of accounting and financial information published by the Group. Rolling forecast revisions to update full-year estimates are carried out on a quarterly basis by General Management. These forecasts are included in the quarterly management reports drawn for General Management.

Other Group procedures

With regards to authorised commitments, Altran defines the level of commitments approved for all Group entities. The operating scope of these commitments covers all activities: business proposals, contracts, recruitment and investment.

Since end-2010, offers and contracts involving a certain degree of risk, both at the quantitative level (in terms of revenues) and the qualitative level (in terms of commitments or specific constraints), are reviewed weekly by the Project Appraisal Committee (PAC). The Committee, which is made up of representatives of the financial, legal and Programs & Innovation divisions, as well as the Executive Directors concerned by the dossiers presented, acts on behalf of the Executive Committee.

4.2. Distribution of information within the Group

A page dedicated to internal control procedures on Altran's Intranet site gives the Group's collaborators and its operational and functional managers real-time access to the company's internal control procedures. On a wider scale, all Altran staff members have access to a dedicated Intranet site designed to facilitate communication and pool information.

The internal control procedure framework and the specific notes and instructions related to the approval of the financial statements ensure that Group subsidiaries receive reliable and accurate accounting and financial information.

The reporting system used by all of the Group's operating entities to communicate operating performances, as well as accounting and financial data on a monthly, quarterly and yearly basis, provides General Management and the operational and functional departments with reliable and accurate information.

4.3. Risk management

Altran's risk map is updated every year.

This risk identification process is based on interviews with Group management officials, as well as the results of work carried out in 2012 by internal and external audits The findings of the 2012 risk identification procedure were submitted to the Audit Committee.

Year-to-year risk trends are factored into the Internal Audit plan.

The main risk factors identified, as well as risk management procedures, are described in section 4 of the present Registration Document.

4.4. Control procedures

The operational and functional departments implement the appropriate controls designed to meet Group objectives.

The reporting system implemented throughout the Group to communicate budget, operating, accounting and financial information is geared to providing an efficient control of the activities of the Group's subsidiaries and their respective managements.

The budget is discussed at the operational and General Management levels, and is based on the strategic focus adopted by General Management.

Accounting and financial information controls are carried out via consolidation and reporting procedures. These controls may be implemented automatically via the combined consolidation/reporting tool, BFC, or via analysis carried out by the different divisions of the financial department.

A review of the fiscal situation in the countries where Altran operates is centralised by the Group's tax department which co-ordinates the preparation of tax returns while respecting the fiscal regulations and legislation in force.

4.5. Permanent internal control monitoring

The Board of Directors

The Board of Directors helps monitor the Group's internal controls, notably in terms of the work carried out and the progress reports submitted by the special Committees. The Board monitors operating management issues by reviewing reports on sales, accounts, the budget and major projects, as well as the preparation of Annual General Meeting. In addition, the Board monitors the main trends in terms of shareholder policy, employee ownership, the Group's development strategy and corporate governance regulations. The Board also guarantees the correct functioning of the governing bodies and, in this respect, examines all questions relative to appointments.

The Audit Committee

The Audit Committee is regularly informed on the development of the Group's internal control framework. It approves the work plans drawn up for the annual Internal Audit, reviews the main conclusions of the Internal Audit once completed and notably examines risks and significant off-balance sheet commitments.

General Management

Internal controls are set up by management under the aegis of General Management which helps to define the internal control system that is best adapted to the company's situation and activities, and to implement and monitor the internal control tool. In this context, General Management is regularly informed of operating difficulties (malfunctions, inadequacies, main incidents observed, etc.) as well as Internal Audits, and presents its findings to the Board with a recommendation of necessary corrections that need to be made.

Internal Audit

The role of the Internal Audit department is two-fold: to assess internal control functions and perform the operational audit, for the purposes of enhancing the efficiency of operations and improving performance.

The Internal Audit department is accountable to the Executive Vice-President and CFO as well as the Chairman of the Board and, upon the delegation of the latter, to the Audit Committee, regarding the functioning of internal controls. The Internal Audit department recommends measures to improve internal control procedures.

On the basis of the audit results, recommendations were put forward to improve the internal control procedures and operating efficiency of the processes audited. Based on these recommendations, plans of action are implemented under the aegis of each of the subsidiaries' management, and their application monitored by the Internal Audit department.

In addition to these tasks, the Internal Audit department organises an annual self-assessment survey designed to evaluate the Internal control procedures of Altran's subsidiaries.

External audit

Regarding external controls, as part of their mission to certify Altran's financial statements, the Group's Statutory Auditors, Deloitte and Mazars, perform controls to enhance the quality of the financial statements. In this context, no significant weaknesses in the internal controls were identified concerning the procedures used for the preparation and treatment of the Group's accounting and financial information.

Deloitte and Mazars are the Statutory Auditors for all of the entities in Altran's scope of consolidation for which an audit is legally required. They also provide an accounting review of the entities that are not bound by this legal requirement. Since Altran uses both of these Statutory Auditors for all of its operating entities, their findings can be easily communicated back to the Group. The work of the Statutory Auditors involves numerous exchanges with Altran's financial department, the Internal Audit department and the Audit Committee.

Philippe Salle
Chairman of the Board of Directors

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Appendix 2

Human resources and environmental information

1. Staff

Altran Technologies had 6,912 employees at 31 December 2012, of which 99.60% employed on a permanent basis.

The company recruited 1,864 permanent employees and 45 employees were hired under fixed-duration contracts in 2012.

2. Redundancies

113 redundancies were reported in 2012.

3. Overtime

94.11% of Altran's workforce benefit from executive status which carries a fixed quota of 218 working days per annum. Any significant amount of overtime is compensated on a time-off with pay (comp. time) basis, in lieu of overtime pay, as set forth in the Syntec national agreement on the legal number of working hours in France.

Under this agreement, Altran's executive employees receive an annual quota of between 9 and 13 paid days-off (*R.T.T.*s) depending on the year. This compares with a fixed number of 12 *R.T.T.* days per year for non-executive workers.

The implementation of this comp-time agreement means that the number of overtime hours is not significant.

4. Sub-contracted labour

At 31 December 2012, costs of sub-contracted labour through temporary employment amounted to €1,145,702.

5. Organisation of working time

The standard working week in France is 35 hours. However, most of Altran Technologies' executive employees work a fixed number of 218 days per annum on a 38.5 hour working week basis and receive compensation for the additional number of weekly hours worked in the form of paid days off (*R.T.T.*s).

Out of a total of 6,912 employees, 219 work on a part-time basis.

6. Compensation and salary trends

In line with its efforts to control wage costs, management pursued its strategy of personalised compensation in 2012. Annual performance reviews are now mandatory for all staff members. Career Management Committees have been set up throughout all of Altran's subsidiaries and tools implemented to control staff costs. These career evaluation and analysis tools have been extended to cover all staff members.

7. Personnel costs

Personnel costs totalled €285,560,313 in 2012.

Employee benefits accounted for €28,444,840 (of which €5,499,042 for health and complementary insurance and €22,945,798 for supplementary pension schemes).

8. Gender equality in the workplace

There is still a difference in salary between Altran's male and female staff members, depending on the position held.

The company is pursuing its efforts to reduce the salary gap between men and women. At the annual mandatory salary negotiations, particular attention was paid to this issue which is currently the subject of specific talks.

9. Labour relations and collective agreements

In 2012, a total of 388 meetings were held with:

- representatives from Altran's Corporate Works Councils and the Central Works Councils;
- staff representatives from the Health, Safety and Working Conditions Committees;

- staff representatives;
- trade union representatives.

No agreements were signed in 2012.

10. Company communications and data sharing

Altran has several tools in place to ensure the flow of information up and down the company. These include:

- an Intranet system;
- a works council newsletter;
- a bimonthly company newsletter;
- human resources newsletters;
- e-mail updates for Altran consultants on assignment;
- meetings between staff members of the operating entities;
- theme-based Business Unit (BU) conferences.

Performance reviews are held regularly on a one-to-one basis between:

- consultants and their managers;
- administrative or support staff and their Heads of department.

Altran Directors and managers also undergo performance reviews.

11. Procedures

In 2012, 52 disputes were settled out of court and 52 legal proceedings were initiated.

12. Health and safety in the workplace

In 2012, Altran Technologies' Health, Safety and Working Conditions Committee met 78 times.

Numerous steps were taken by the Group to improve staff security and the working conditions of employees on mission at client sites.

13. Occupational and commuting accidents

Lost-time accidents recorded in 2012 included 14 work-related and 37 commuting accidents.

None of these accidents involved any temporary workers or service providers.

The partial disability of one employee was recognised.

14. Work-related illnesses

In 2012, no work-related illnesses were reported to the French Social Security.

15. Training

In 2012, the Group allocated 2.20% of personnel costs to training schemes. This represents a global budget of €6,245,274, of which:

- €3,335,147 for in and out-house training;
- €2,910,127 in contributions made to FAFIEC, FONGECIF and AGEFOS (vocational training-budget funds).

2,311 Altran Technologies' employees received a total of 62,018 hours of training.

Training costs were financed directly by Altran Technologies or via the FAFIEC, our training-budget fund, depending on the payments made by the company.

16. Employment and integration of disabled people

In 2012, 27 employees, whose handicaps were recognised by COTOREP (the French body responsible for the recognition of disability status), were officially declared as being disabled.

17. Staff benefits and social activities

Altran Technologies allocated €1,894,391 to its works council in 2012 for:

- social activities: €1,309,773;
- the operating budget: €584,618.

18. Recourse to subcontractors

In 2012, outsourcing costs amounted to €78,922,379 for services provided to Altran through centralised agreements, secondment agreements and outside services.

19. Territorial impact of Altran's activity on employment and regional development

Altran Technologies is aware of the impact that its businesses may have on local employment and regional development.

Furthermore, the company provides a support system for all employees within the Group who are transferred to other sites. This support system notably covers health and insurance benefits, repatriation assistance, as well as centralised processing for visa and work permit requests.

As far as outsourcing is concerned, Altran Technologies centralises the technical cooperation agreements of its subsidiaries.

The Group's foreign subsidiaries take into account the impact of their activities on regional development and the local population.

20. Group hiring policy

In 2012, Altran Technologies' employment policy underpinned the company's sustained revenue performances.

The job market was particularly competitive in a number of specific segments last year.

As such, the Group hired 2,300 employees in 2012, for the most part executive consultants on a permanent contract basis.

All of the Group's consultants and managers are graduates with a minimum of five years of university study and are recruited on the basis of their expertise, communication skills and their development potential.

Altran's consultants have a predominantly scientific background, whereas the managers who have not made their way via internal promotion come from either scientific or management backgrounds.

Around 60% of the consultants hired in 2012 were recruited within Altran's operating regions, notably in the south west of France.

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Appendix 3

Statutory Auditors' Reports

Statutory Auditors' Report on the financial statements

For the year ended 31 December 2012

This is a free translation into English of the Statutory Auditors' Report on the financial statements issued in the French language and is provided solely for the convenience of English speaking users. The Statutory Auditors' Report on the financial statements includes information specifically required by French law in all audit reports, whether modified or not. This information is presented below the opinion on the financial statements and includes explanatory paragraphs discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made 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 on the financial statements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In accordance with our appointment as Statutory Auditors at your Annual General Meeting, we hereby report to you for the year ended 31 December 2012 on:

- the audit of the accompanying financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verifications and disclosures required by law.

The financial statements have been approved by the Board of Directors. 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 practice 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 includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at 31 December 2012 and of the results of its operations for the year then ended in accordance with French accounting regulations.

II. Justification of our assessments

In accordance with Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following items:

- Goodwill is subject to impairment testing according to the procedures described in note 2.3.3 to the financial statements. We reviewed the implementation of these impairment tests, checked the consistency of the assumptions used to perform these impairment tests and verified that the note provides an appropriate disclosure.
- Equity investments are assessed in accordance with the procedures described in note 2.5 to the financial statements. Our work consisted in assessing the estimates made and assumptions used to value the equity investments and in verifying that the note provides an appropriate disclosure.
- The provisions for contingencies and losses shown in the balance sheet were valued in accordance with the procedures described in note 2.7 to the financial statements. Our assessment of these provisions is based, in particular, on an analysis of the processes set up by management to identify and assess the risks.
- The provisions for retirement termination payments were valued in accordance with the procedures described in note 2.8 to the financial statements. We verified the consistency of the assumptions used to value these liabilities and verified that the note provides an appropriate disclosure.

As indicated in note 2.2 to the financial statements, these estimates, assumptions or assessments have been prepared based on the information or situations existing as of the date of the preparation of the accounts that may prove different from actual events in the future.

These assessments were performed as part of our audit approach for the financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verifications and disclosures

We have also performed the specific verifications required by law in accordance with professional practice standards applicable in France.

We have no matters to report regarding the fair presentation and the consistency with the financial statements of the information provided in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

With respect to disclosures regarding the remuneration and benefits paid to Directors and commitments made in their favour, pursuant to Article L.225-102-1 of the French Commercial Code, we have verified their consistency with the financial statements and the data used to prepare these financial statements and, where necessary, with the information collected from companies controlling your company or companies controlled by your company. Based on our work, we attest to the accuracy and fairness of such information.

Pursuant to the law, we have verified that management's report contains the appropriate disclosures as to the identity of and percentage interests and votes held by shareholders.

La Défense and Neuilly-sur-Seine, 18 March 2013

The Statutory Auditors

Mazars	Deloitte & Associés
Jérôme de Pastors	**Philippe Battisti**

Statutory Auditors’ Report on the consolidated financial statements

For the year ended 31 December 2012

This is a free translation into English of the Statutory Auditors’ Report on the consolidated financial statements issued in the French language and is provided solely for the convenience of English speaking users. The Statutory Auditors’ Report on the consolidated financial statements includes information specifically required by French law in all audit reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes explanatory paragraphs discussing the auditors’ assessments of certain significant accounting and auditing matters. These assessments were made 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 on the consolidated financial statements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In accordance with our appointment as Statutory Auditors at your Annual General Meeting, we hereby report to you for the year ended 31 December 2012 on:

- the audit of the accompanying consolidated financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. 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 practice 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 includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 31 December 2012 and of the results of its operations for the year then ended in accordance with the IFRS as adopted by the European Union.

II. Justification of our assessments

In accordance with Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following items:

- Goodwill is subject to impairment testing according to the procedures described in note 1.8 to the consolidated financial statements. We reviewed the implementation of these impairment tests, checked the consistency of the assumptions adopted for the preparation of the business plans used to perform these impairment tests and verified that the note provides an appropriate disclosure.
- Deferred tax assets were analysed according to the methods described in note 1.19 to the consolidated financial statements. We reviewed the implementation of this analysis, checked the consistency of the assumptions used to assess these deferred tax assets and verified that the note provides an appropriate disclosure.
- The current and non-current provisions shown in the balance sheet were valued in accordance with the accounting policies described in note 1.16 to the consolidated financial statements. Our assessment of these provisions is based on the analysis of the processes set up by management to identify and assess the risks.
- Long-term employee benefits were valued in accordance with the procedures described in note 1.17 to the consolidated financial statements. We checked the consistency of the assumptions used to assess these liabilities and verified that the note provides an appropriate disclosure.

As indicated in note 1.5 to the consolidated financial statements, these estimates, assumptions or assessments have been prepared based on the information or situations existing as of the date of the preparation of the accounts that may prove different from actual events in the future.

These assessments were performed as part of our audit approach for the consolidated financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verification

Pursuant to the law, we have also verified the information given in the Group’s management report in accordance with the professional practice standards applicable in France.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

La Défense and Neuilly-sur-Seine, 18 March 2013

The Statutory Auditors

Mazars	Deloitte & Associés
Jérôme de Pastors	**Philippe Battisti**

Statutory Auditors' Special Report on Regulated Agreements and Commitments

This is a free translation into English of the Statutory Auditors' Special Report on Regulated Agreements and Commitments that is issued in the French language and is provided solely for the convenience of English speaking users. 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.

It should be understood that the agreements and commitments reported in this document are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

As your company's Statutory Auditors, we hereby present our report on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code *(Code de commerce)*, to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French national Institute of Statutory Auditors *(Compagnie nationale des commissaires aux comptes)* relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Regulated agreements and commitments submitted to the approval of the Shareholders' Meeting

Agreements and commitments authorised during the financial year

Pursuant to Article L.225-40 of the French Commercial Code, we have been advised of the following regulated agreements and commitments previously authorised by your Board of Directors.

a. Spanish subsidiary: capital increase

Authorisation granted by the Board of Directors on 27 July 2012

Altran Technologies made a €50m share capital increase on Altran Innovación, its 100%-held subsidiary.

Purpose of this agreement

Altran Innovación's business had been severley hampered by a heavy debt-to-equity ratio, a strong deterrent for potential clients (notably those in the Public Sector where the tendering process requires compliance with certain financial ratios) reticent to contract a company burdened by such heavy debt.

Financial terms

The capital increase was carried out via the creation of 20,000 new shares.

Company officer involved

Cyril Roger (Senior Executive Vice-President of Altran Technologies, and Altran Technologies representative and Sole Director of Altran Innovación).

b. Italian subsidiary: capital increase

Authorisation granted by the Board of Directors on 27 July 2012

Altran Technologies made a €30m share capital increase on Altran Italia, its 100%-held subsidiary.

Purpose of this agreement

Altran Italia's business had been severley hampered by a heavy debt-to-equity ratio, a strong deterrent for potential clients (notably those in the Public Sector where the tendering process requires compliance with certain financial ratios) reticent to contract a company burdened by such heavy debt.

Financial terms

The capital increase was carried out via an equity contribution (Versamenti in conto capitale), which did not require the creation of new shares.

Company officers involved

Philippe Salle (Chairman and Chief Executive of Altran Technologies and Director of Altran Italia).

Cyril Roger (Senior Executive Vice-President of Altran Technologies and Director of Altran Italia).

Agreements and commitments not authorised prior to their signature

In accordance with Articles L.225-42 and L.823-12 of the French Commercial Code, we hereby report to you that the following regulated agreements and commitments had not been authorised by your Board of Directors prior to the signature.

It is our responsibility to inform you of the circumstances under which the procedure for prior authorisation was not followed.

a. Intragroup acquisition agreement of a U.S. subsidiary

Within the context of intragroup reorganisation, in December 2012, Altran Technologies acquired the US subsidiary, Altran Solutions Corp., from Altran USA Holdings, Inc., also a US subsidiary of Altran.

The absence of prior authorisation for this agreement by your Board of Directors results from an omission.

We hereby inform you that during its meeting of 13 March 2013, your Board of Directors decided to approve this agreement retroactively.

Purpose of this agreement

This acquisition was carried out within the context of the internal restructuring of the Group.

Financial term

The USD6m purchase price was established on the basis of estimates given by two independent experts.

Company officer involved

Philippe Salle (Chairman and Chief Executive of Altran Technologies and Director of Altran US Holdings, Inc.).

Regulated agreements and commitments previously approved by the Shareholders' Meeting

We hereby report to you that we have been informed that the following regulated agreement and commitment that had previously been approved by Shareholders' Meeting prior to 2012 was not executed in 2012.

a. Loan waiver agreement concluded with GMTS

Authorisation granted by the Board of Directors on 10 March 2011 and approved by your Shareholders' Meeting on 10 June 2011.

On 31 December 2010, your company granted a loan waiver totalling € 9,600,000 to Global Management Treasury Services (GMTS), its 80%-held subsidiary.

This debt waiver agreement also contains a clawback provision ("*clause de retour à meilleure fortune*") which will become active as soon as GMTS reports a year-end equity position of over 9,600,000 excluding share capital.

This clawback provision was not activated in 2011 and 2012.

Company officer involved

Philippe Salle (Chairman and Chief Executive of Altran Technologies S.A., and Altran Technologies representative as Associate Manager of GMTS S.N.C.).

La Défense and Neuilly-sur-Seine, 18 March 2013

The Statutory Auditors

Mazars	Deloitte & Associés
Jérôme de Pastors	**Philippe Battisti**

Statutory Auditors' Report – prepared in accordance with Article L.225-235 of the French Commercial Code – on the Report of the Chairman of the Board of Directors of Altran Technologies

This is a free translation into English of the Statutory Auditors' Report issued in French prepared in accordance with Article L.225-235 of the French Commercial Code on the report prepared by the Chairman of the Board on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information issued in French and is provided solely for the convenience of English speaking readers.

This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Altran Technologies and in accordance with Article L.225-235 of the French Commercial Code, we hereby present our report dealing with the report prepared by the Chairman of your company in accordance with Article L.225-37 of the French Commercial Code for the year ended 31 December 2012.

The Chairman is responsible for preparing, and submitting for the approval of the Board of Directors, a report describing the internal control and risk management procedures implemented by the company and containing the other disclosures required by Article L.225-37 of the French Commercial Code dealing in particular with corporate governance.

Our own responsibility is to:

- communicate to you any observations we may have as to the information contained in the chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information; and
- attest that the report includes the other disclosures required by Article L.225-37 of the French Commercial Code. It should be noted that we are not responsible for verifying the fair presentation of those other disclosures.

We have performed our work in accordance with the professional standards applicable in France.

Information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information

Our professional standards require the application of procedures designed to assess the fair presentation of the information contained in the Chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information.

Those procedures mainly consisted in:

- obtaining an understanding of the underlying internal control and risk management procedures in the area of the preparation and processing of financial and accounting information presented in the chairman's report, and of the related documentation;
- obtaining an understanding of the work performed as a basis for preparing that information and the existing documentation;
- determining if any major internal control weaknesses in the area of the preparation and processing of financial and accounting information identified by us during the course of our engagement have been appropriately disclosed in the Chairman's report.

On the basis of the procedures performed, we have nothing to report on the information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information contained in the report of the chairman of the Board of Directors prepared in accordance with Article L.225-37 of the French Commercial Code.

Other disclosures

We hereby attest that the report of the Chairman of the Board of Directors includes the other disclosures required by Article L.225-37 of the French Commercial Code.

La Défense and Neuilly-sur-Seine, 18 March 2013

The Statutory Auditors

Mazars	**Deloitte & Associés**
Jérôme de Pastors	**Philippe Battisti**

Statutory Auditors' attestation of inclusion on social, environmental and society-related information

For the year ended 31 December 2012

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

For the attention of the executive management,

Pursuant to your request and in our capacity as Statutory Auditors of Altran Technologies, we hereby present you with our attestation of inclusion on the consolidated social, environmental and society-related information presented in the management report issued for the year ending 31 December 2012 in accordance with the requirements of Article L.225-102-1 of the French Commercial Code *(Code de commerce)*.

Company's responsibility

The Board of Directors is responsible for the preparation of the management report including the consolidated social, environmental and society-related information (the "Information") in accordance with the requirements of Article R.225-105-1 of the French Commercial Code, presented as required by the entity's internal reporting criteria (the "Reporting Criteria") available upon request from the Group Human Resources Department on the one hand, and the Group Communication Department on the other hand.

Independence and quality control

Our independence is defined by regulatory texts, the profession's code of ethics as well as the provisions set forth in Article L.822-11 of the French Commercial Code. Furthermore, we have set up a quality control system that includes the documented policies and procedures that aim to ensure compliance with rules of ethics, professional standards and the applicable legal texts and regulations.

Statutory Auditor's responsibility

It is our role, on the basis of our work, to attest whether the required Information is presented in the management report or, if not presented, whether an appropriate explanation is given in accordance with the third paragraph of Article R.225-105 of the French Commercial Code and Decree no. 2012-557 dated 24 April 2012.

We called upon our Corporate Social Responsibility experts to assist us in the performance of our work.

Nature and scope of the work

We conducted the following procedures in accordance with professional standards applicable in France:

- we compared the Information presented in the management report with the list provided in Article R.225-105-1 of the French Commercial Code;
- we verified that the Information covers the consolidated perimeter, namely the entity and its subsidiaries within the meaning of Article L.233-1 and the controlled entities within the meaning of Article L.233-3 of the French Commercial Code and within the limits specified in the reporting methodology inserted in section 9.4.22 of the management report;
- in the event of the omission of some consolidated Information, we verified that an appropriate explanation was given in accordance with Decree no. 2012-557 dated 24 April 2012.

Conclusion

Based on our work, we attest to the inclusion of the required Information in the management report.

La Défense and Neuilly-sur-Seine, 18 March 2013

The Statutory Auditors

Mazars	**Deloitte & Associés**
Jérôme de Pastors	**Philippe Battisti**

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Appendix 4

Statutory Auditor fees

(in thousands of euros)	Mazars				Deloitte et Associés			
	Amount (net)		(%)		Amount (net)		(%)	
	2011	2012	2011	2012	2011	2012	2011	2012
Audit								
Statutory audits, certification, validation of corporate and consolidated financial statements[a]	1,028	841	94%	91%	1,087	868	99%	80%
Altran Technologies S.A.	453	440			453	442		
Subsidiaries	575	401			634	426		
Other duties and services directly related to Statutory Auditor missions[b]	68	82	6%	9%	11	222	1%	20%
Altran Technologies S.A.		23			4			
Subsidiaries	68	59			7	222		
Sub-total (I)	**1,096**	**923**	**100%**	**100%**	**1,098**	**1,090**	**100%**	**100%**
Other services rendered to subsidiaries								
Legal, taxation, corporate[c]					3			
Other[d]								
Sub-total (II)					**3**			
TOTAL = (I) + (II)	**1,096**	**923**	**100%**	**100%**	**1,101**	**1,090**	**100%**	**100%**

(a) Audit services include all services billed by the Statutory Auditors for the audit of consolidated year-end financial statements, as well as services provided by these auditors as required under legal or regulatory provisions or with regard to the Group's commitments. They notably include a review of the interim financial statements of the company and its subsidiaries.

(b) Other Statutory Auditor services involve, for example, consultations on the matter of accounting standards applicable with regard to the publication of financial information and due diligence requirements for acquisitions.

(c) Taxation consultations include all services billed related to fiscal-regulation compliance and tax advice on actual and potential transactions, as well as payroll processing for expatriated employees and the analysis of transfer prices.

(d) Other services include (i) the provision of HR consulting on matters such as cost management, and (ii) asset valuation for the purpose of disposals, in accordance with the provisions set forth in Article 24 of the Code of Ethics.

Appendix 5

Appendix 5.1 Registration Document cross-reference table

The cross-reference table below refers to the main articles required under European Commission Regulation (EC) no. 809-2004 implementing the Prospectus Directive.

Assets, financial position and results	
▮ Consolidated financial statements and appendix	Pages 108 to 156
▮ Off-balance sheet items	Page 153
Corporate governance	
▮ Administrative, management and supervisory bodies	Pages 61 to 78
▮ Composition and functions of committees	Pages 207 to 211
▮ Executive Officers	Pages 81 to 86
▮ Top ten non-managerial staff members (options awarded and exercised)	Page 92
▮ Related-party agreements	Pages 222 and 223
Recent trends and outlook	
▮ Recent trends	Page 57
▮ Outlook	Page 59

Appendix 5.2 Cross-reference table with annual financial report

The present Registration Document contains all the information in the financial report in accordance with Articles L.451-1-2 of the French Monetary and Financial Code and as required under Article 222-3 of the General Regulations of the *Autorité des Marchés Financiers* (AMF). The elements of the financial report are listed in the table below.

Information	Page
1. Annual financial statements	Pages 158 to 180
2. Consolidated financial statements	Pages 108 and 156
3. Statutory Auditors' Report on the annual financial statements	Pages 219 and 220
4. Statutory Auditors' Report on the consolidated financial statements	Page 221
5. Management report	
a. Analysis of the business trends, results and the financial situation of the Group and Altran Technologies	Pages 30 to 38
b. Outlook and post-closure events	Page 50
c. Description of main risks and uncertainties	Pages 9 to 16
d. Research & Development activity	Page 55
e. Subsidiaries and equity holdings	Page 26
f. Information on the share capital, cross-shareholdings and treasury stock	Pages 94 to 97
g. Employee share ownership	Pages 90 to 92
h. Stock options	Page 91
i. Mandates and functions of Altran executives	Pages 64 to 78
j. Compensation and benefits in kind paid to corporate officers	Pages 81 to 86
k. Social, environmental and society-related information	Pages 38 to 50
6. Statutory Auditors' fees	Page 227
7. Chairman's Report on the manner in which the work of the Board is prepared and organised, and the internal controls	Pages 207 to 214
8. Statutory Auditors' Report (prepared in accordance with Article L.225-235 of the French Commercial Code) on the report of the Chairman of the Board of Directors	Page 224
9. Statutory Auditors' attestation of inclusion on social, environmental and society-related information in the annual report	Page 225

Appendix 5.3 Reference Documents

Pursuant to Article 28 of European Commission Regulation (EC) no. 809/2004, the following information is referenced in this Registration Document:

- the Management Report, the Company Financial Statements and the Statutory Auditors' Reports on these Annual Financial Statements, as well as the Consolidated Financial Statements and the Statutory Auditors' Report on the Consolidated Financial Statements for the 2011 fiscal year. These reports are presented on pages 27 to 202 of the 2011 Registration Document, filed with the AMF on 23 April 2012 under number D.12-0388;
- the Management Report, the Company Financial Statements and the Statutory Auditors' Reports on these Annual Financial Statements, as well as the Consolidated Financial Statements and the Statutory Auditors' Report on the Consolidated Financial Statements for the 2010 fiscal year. These reports are presented on pages 27 to 195 of the 2010 Registration Document, filed with the AMF on 20 April 2011 under number D.11-0343;
- the Management Report, the Company Financial Statements and the Statutory Auditors' Reports on these Annual Financial Statements, as well as the Consolidated Financial Statements and the Statutory Auditors' Report on the Consolidated Financial Statements for the 2009 fiscal year. These reports are presented on pages 29 to 201 of the 2009 Registration Document, filed with the AMF on 12 April 2010 under number D.10-0245.

The above-mentioned documents are available on the AMF website *(www.amf-france.org)* and on the issuer's website *(www.altran.com).*

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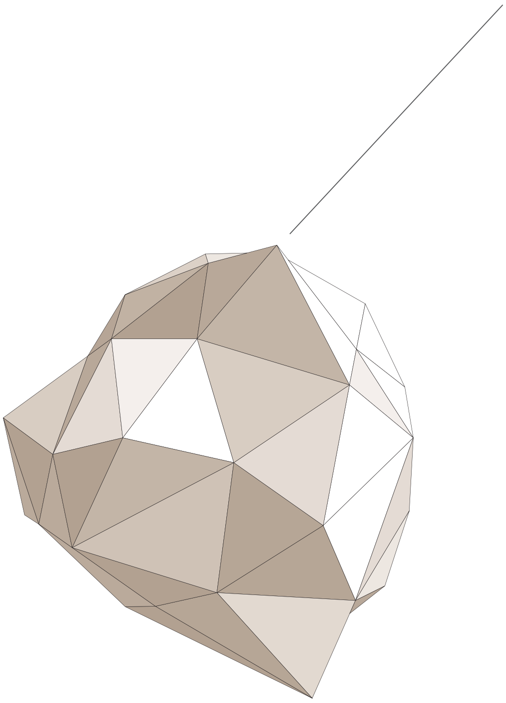

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