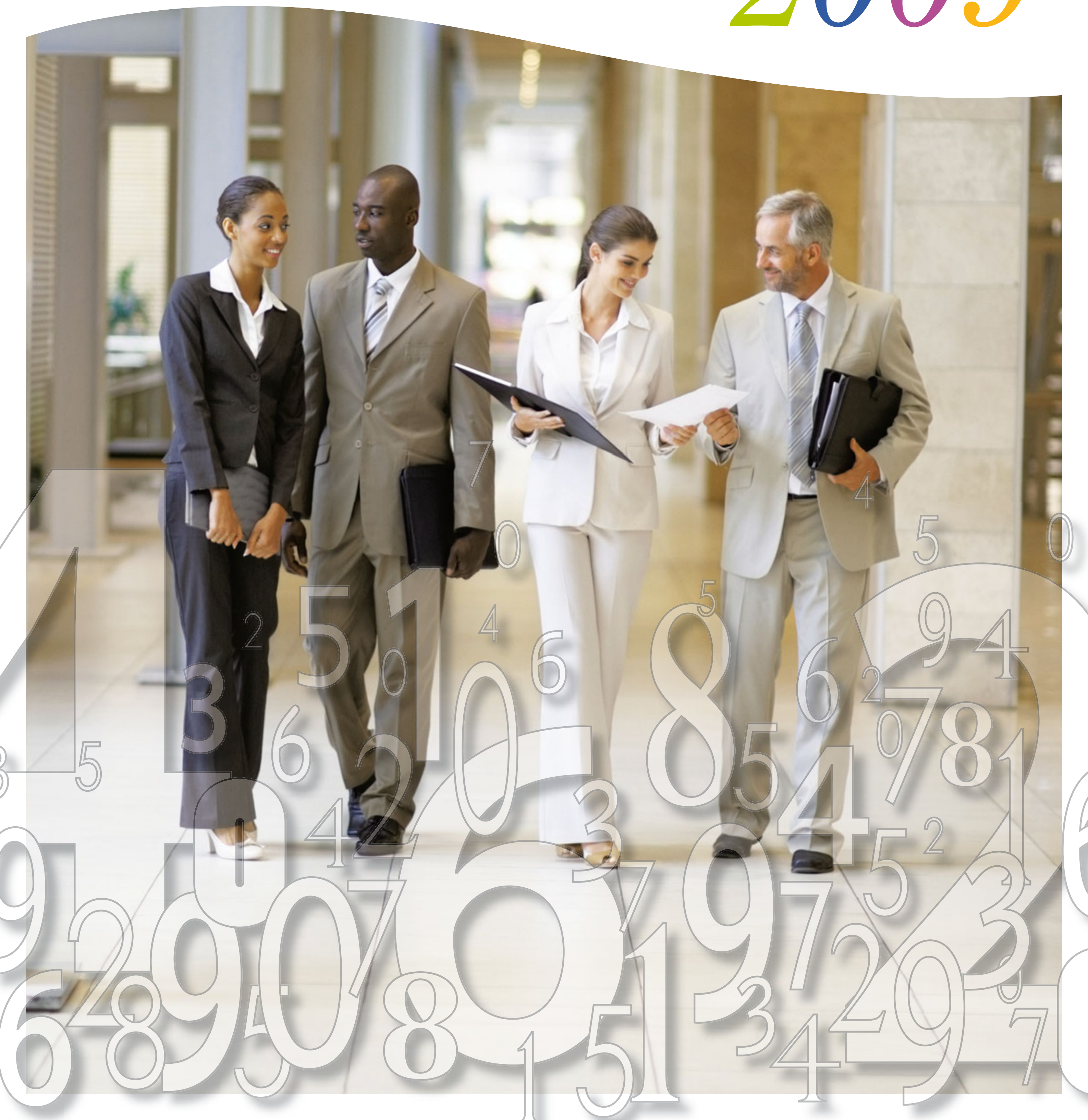
ALTRAN

Registration Document

2009



Summary

ALTRAN

2009 Registration Document

This is a non-binding free translation into English of the original French text and is provided solely for the convenience of English speaking users.

2009 Registration Document and the Annual Financial Report filed with the AMF on 12 April 2010.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

"This 2009 Registration Document was filed with the French financial markets authority (AMF) on 12 April 2010 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."

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

- The company 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 2008 fiscal year. These reports are presented on pages 23 to 206 of the 2008 registration document, filed with the AMF on 23 April 2009 under number D. 09-300;
- The company management report, the company financial statements, the statutory auditors' general report, the consolidated financial statements and the statutory auditors' report on the consolidated financial statements for the 2007 fiscal year. These reports are presented on pages 23 to 187 of the 2007 registration document, filed with the AMF on 23 April 2008 under number D. 08-0278.
- The company management report, the company financial statements and the statutory auditors' report, the consolidated financial statements, the statutory auditors' report on the consolidated financial statements, as well as the statutory auditors' report on regulated agreements in accordance with Article L. 226-10 of the French Commercial Code, and entered into by Altran Technologies S.A. in 2006. These reports are presented on pages 22 to 176 of the registration document filed with the AMF on 7 June 2007 under number D. 07-0561.

The above-mentioned documents are available on the AMF website (www.amf-france.org) and on the issuer's website (www.altran.com)

1 Persons responsible

Statement by the person responsible for the 2009 registration document

I declare that, after taking all reasonable measures for this purpose, the information contained in the 2009 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, earnings, and financial position of the company and all entities in its scope of consolidation, and that the enclosed company management report presents a faithful summary of the businesses, earnings, financial position, and 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.

The statutory auditors' report on the consolidated financial statements for the fiscal year ended 31 December 2009, is given in Appendix 3 of this registration document. This report is based on an unqualified opinion and contains an observation on the application of the new IFRS norms, namely revised IAS 1 "Presentation of financial statements" and IFRS 8 "Operating segments". The statutory auditors' reports on the company and consolidated financial statements for the fiscal year ended 31 December 2009 are given in Appendix 3 of this registration document and contain 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 company and consolidated financial statements for fiscal years ending 31 December 2007 (filed with the AMF on 23 April 2008 under number D. 08-0278) and 31 December 2008 (filed with the AMF on 23 April 2009 under number D. 09-0300) contain no qualifications or observations.

Mr Yves de Chaisemartin, Chairman and Chief Executive Officer

Persons responsible for financial information

Mr Gérald Berge
Chief Administrative and Financial Officer
Tel.: 33 (0)1 46 17 49 69
email: comfi@altran.com

Mr Laurent Dubois
Group Deputy CFO
Tel.: 33 (0)1 46 17 49 69
email: comfi@altran.com

2 Statutory Auditors

Statutory Auditors

Altran Technologies' statutory auditors are members of the Versailles Regional Statutory Auditors Commission (Compagnie Régionale de Versailles).

Mazars
Represented by Messrs Guy Isimat-Mirin and 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.

The mandate of the company's statutory auditors, Mazars, was renewed at the 30 June 2008 Annual General Meeting for a period of six fiscal years until the close of the 2014 Annual General Meeting, to be held to approve the financial statements for the fiscal year ending 31 December 2013.

Deloitte & Associés
Represented by Mr Henri Lejetté
185 avenue Charles-De-Gaulle
92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: At the 2010 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2009.

Substitute Auditors

The substitute auditors are members of the 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

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

Mr Lebrun's mandate, was renewed at the 30 June 2008 Annual General Meeting for a period of six fiscal years until the close of the 2014 Annual General Meeting, to be held to approve the financial statements for the fiscal year ending 31 December 2013.

BEAS
7-9 Villa Houssay
92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: At the 2010 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2009.

3

Selected financial information

OPERATING INCOME ON ORDINARY ACTIVITIES OF €31M REFLECTS IMPROVEMENT IN H2

2009 operating income on ordinary activities:

- operating margin on ordinary activities: €31m;
- rebound in H2 operating margin to 3.2% of sales.

Further reduction in indirect costs:

- indirect costs equivalent to 23.3% of sales in H1 2009, 22.9% in H2 2009 and 23.1% over full-year.

Improvement in the financial structure:

- debt maturity extension;
- sharp reduction in DSO levels in H2.

(€m)	31/12/2008	H1 2009	H2 2009	31/12/2009
Revenue	1,650.1	721.1	682.6	1,403.7
OPERATING INCOME ON ORDINARY ACTIVITIES	**127.0**	**8.9**	**22.1**	**31.0**
% of sales	*7.7%*	*1.2%*	*3.2%*	*2.2%*
Other non-recurring operating income and expenses	(22.1)	(17.5)	(46.9)	(64.4)
Goodwill depreciation	(26.5)	(12.1)	(26.5)	(38.6)
Operating income	78.4	(20.7)	(51.4)	(72.1)
% of sales	*4.8%*	*2.9%*	*7.5%*	*5.1%*
Cost of net financial debt	(24.8)	(5.5)	(8.8)	(14.3)
Other financial income and expenses	5.0	(3.1)	(2.1)	(5.2)
Tax income/charges	(45.8)	(1.6)	17.9	16.3
NET PROFIT	**12.7**	**(30.8)**	**(44.5)**	**(75.3)**
Minority interests	(1.3)	0.6	-	0.6
NET INCOME ATTRIBUTABLE TO THE GROUP	**11.4**	**(30.2)**	**(44.5)**	**(74.7)**

Altran's accounts for fiscal year ended 31 December 2009 were approved by the Board of Directors on 12 March 2010. In accordance with the AMF recommendation of 5 February 2010, the consolidated accounts have been audited and the certification report is being prepared.

In 2009, turnover fell 11.3% on a constant forex and like-for-like basis, penalised by the global economic crisis, which had a particularly negative impact on the automobile and Strategy & Management Consulting divisions.

Operating income on ordinary activities came out at €31m, equivalent to 2.2% of sales, and the operating margin on ordinary activities rose to 3.2% in H2 2009, vs 1.2% in H1 2009. Operating income on ordinary activities includes losses of -€9.4m incurred on operations in Brazil and of -€10m on Arthur D. Little.

In 2009, the group pursued its plan to reduce indirect costs, which continued to narrow as a percentage of sales, despite a sharp decline in revenues. Indirect costs were equivalent to 23.1% of sales at end-2009 (23.3% in H1 2009 and 22.9% in H2 2009).

Altran posted an operating loss of €72.1m, which factors in:

- non-recurring operating costs (linked to restructuring and staff adaptation measures) totalling €64.4m, of which €33m alone for the Personalised Voluntary Departure Plan (PPDV) in France (covering 13 months for around 550 voluntary departures).
- exceptional goodwill depreciation of €38.6m (vs. €26.5m in 2008), notably with respect to the €9.1m loss incurred on Brazilian operations.

Net interest declined by €10.5m following the redemption, on 2 January 2009, of the 2009 OCEANE bond issued by the group in 2005.

Attributable net losses totalled €74.7m in 2009.

2009 was also marked by the successful issue of a 2015 OCEANE bond for €132m, which will allow the group to extend the average maturity of its debt.

At end-2009, the group had honoured all of its debt commitments, having reduced its net debt load to €185.3m (representing a €23m reduction on 2008): the leverage ratio stood at 3.83 and gearing at 0.38.

Outlook

After the traditional lull in January, which was considerably less marked than in 2009, business has now stabilised and the group has observed a steady improvement in its utilisation rate and commercial activity. Prices are expected to remain stable in France.

In 2010, the departure of consultants employed via inter-contracts in 2009 will automatically enhance the operating margin this year.

This trend should gain momentum in the second half of the year, and the group is expected to step up its efforts to reduce costs as well as the number of inter-contracts.

Altran is ready to make a return to external growth via targeted acquisitions and step up the organisation of the group around its market segments and services solutions.

4 Risks

4.1 Risks specific to Altran's activity

Risks linked to R&D Consulting and IT Systems and Strategy Consulting markets

Altran's customers are mainly large European private and public accounts. The group does not disclose the identity of its clients since this is considered strategic information. The client portfolio, however, is extremely fragmented and no single account represented more than 9% of consolidated sales in 2009.

Comparative trends in revenue contributions (as a percentage of consolidated turnover) of the group's main clients since 2007 are given in the table below.

	2007	2008	2009
Largest client	<6%	<6%	<9%
Top five clients	14.4%	16.0%	19.7%
Top ten clients	22.6%	23.2%	28.1%
Top fifty clients	45.6%	43.8%	53.4%

Moreover, according to the group, 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 regards a specific client.

The consulting market (notably, the Technology and R&D, and Organisation and IT systems consulting segments) is subject to rapid change, due mainly to technological innovation, changing trends in customer demand, increasing globalisation, 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 that meet its customer's requirements.

Moreover, in the still-fragmented, Technology and R&D consulting segment (the group's core activity), there is a move towards consolidation and clients are tending to cut down on the number of services suppliers. Rivals with greater financial, commercial, technical and human resources than the group could forge long-term strategic or contractual relationships with existing or future customers on markets where Altran 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, revenues, financial position 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 group's broad client base and the quality of its portfolio, which is comprised of major companies, limit the risk of bad and doubtful debt.

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

Fostering relationships with clients, particularly in the case of cost-plus services, is only possible for contracts based on a fixed time-period. However, cost-plus services contracts do not always contain a renewal clause, and can sometimes be terminated 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 guarantee" clause, revenue-recognition accounting principles require that a risk assessment be carried out at the time of completion. Margin recognition is only carried out once it has been established that there is no risk of margins being jeopardized.

Risks linked to staff management

In the Innovation, Technology and IT 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. The group's growth potential depends largely on its ability to attract, motivate and retain highly qualified engineers with the requisite skills and experience, and to adapt its resources to meet client demand.

The group is, therefore, particularly exposed to the risk of losing its consultants to competitors or to clients once a mission has been completed.

Altran is particularly attentive to recruitment and training, as well as the development of its collaborators' careers. In order to optimise its management of human resources, the group progressively implemented, in 2009, an integrated software programme for the management of recruitment, in-house mobility and job planning, designed to provide access to a central database and to harmonise group procedures.

Trends in the consultant turnover rate (down from 29.9% in 2008 to 22.1% in 2009) can be influenced by changes in the economic environment. However, there is no guarantee concerning future economic trends, or the group's ability to retain the qualified engineers needed to ensure future growth.

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

Finally, given the current economic environment, one should not rule out the possibility of the company not being able to adapt its resources rapidly enough to meet client demand, which could have a negative impact on the group's revenue, financial situation and growth prospects.

Risks linked to the group's cost cutting strategy

Within the context of Altran's operational-efficiency plan and the group's forecasts, management is particularly set on reducing indirect costs. To achieve this, Altran has implemented several measures, and in particular the legal restructuring of the group via a reduction in the number of subsidiaries.

In 2009, Altran pursued its efforts, initiated in 2006, to merge its subsidiaries, generate synergy and economies of scale, and apply and/or optimise norms, controls and procedures.

In 2009, overhead costs as a percentage of sales narrowed to 23.1% despite less favourable market conditions and a sharp decline in turnover. Although management intends to pursue the reduction of indirect costs as a percentage of sales in 2010, it cannot guarantee the success of this strategy in an 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 excesses 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, since the level of deductibles is consistent with the incidence of claims. Altran cannot, however, guarantee that all third party claims or losses endured 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 leading companies and are in keeping with the group's businesses and in line with market conditions.

Civil liability

1. Professional liability, product liability and general third party liability insurance: the new master policy, negotiated by Altran Technologies for all group subsidiaries, provides the insured entities, as of 1 January 2010, civil liability coverage against bodily injury, property damage and financial loss caused to third parties in the course of their business.
2. Aviation/aerospace insurance: this 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 cancellations in the case of the group's aeronautics activities.

Car fleet insurance

The use of motor vehicles by employees for business purposes is covered by the company's local policies that 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 breakdowns, etc.

Welfare, complementary health and personal assistance insurance

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

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

4.2 Liquidity risk and management of convertible bond-related debt

At end-2009, Altran's net financial debt stood at €185.3m, down €23m on end-2008 levels.

The financial ratios at 31 December 2009 pertaining to the group's medium-term credit lines are given in the table below:

	31/12/2008	31/12/2009
Net debt/equity as defined in the credit agreement	0.33	0.38
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	1.14	3.83

Note that 1/ the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares (€45.6m) and that 2/ net financial debt excludes employee profit-sharing and accrued interest on bond-related debt (€174.8m).

Altran negotiated an agreement with its pool of bankers to adjust the covenants on its medium-term debt.

The revised medium-term financial ratios, as determined by the new agreement signed on 9 November 2009, are as follows:

	Net debt/EBITDA	Net debt/equity
31/12/2009	<4.5	<1.0
30/06/2010	<5.5	<1.0
31/12/2010	<4.0	<1.0
30/06/2011	<3.75	<1.0
31/12/2011	<3.0	<1.0
30/06/2012	<2.5	<1.0
31/12/2012 -31/12/2013	<2.0	<1.0

The maximum margin applicable to medium-term credit remains unchanged for leverage of less than 3.5 (140 bp maximum), increasing each time leverage rises above the 3.5 mark to 225 bp maximum (implying a maximum increase of 85 bp).

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
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**	**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**

The credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- as of 2009, one third of net consolidated cash flow over €15m generated by the group must be allocated to pay down debt (excluding any future market operation);
- acquisitions are limited to a total annual investment of €50m, unless the group obtains special permission from a majority of its lending banks.

In addition, the group has factoring lines of credit amounting to €293.9m (of which €159.7m drawn down). These are free of any long-term commitment and are automatically renewed.

Note that on 18 November 2009, Altran Technologies issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow Altran to meet the group's overall funding requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, build up equity in the event of bond conversion. These additional resources were supplemented by short-term credit lines of around €25m granted by Altran's pool of bankers.

At end-December 2009, Altran had respected all of its banking covenant obligations. If, however, economic conditions remain uncertain and prove to be as difficult as in 2009, it is possible that the group will 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. Management is unable to assess the possible impact of such an eventuality.

Altran has set up a centralised cash-management system to 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 uses these funds to cover debt payments of the group and its subsidiaries and/or to invest, on their behalf, in money market instruments with sensitivity and volatility rates of less than 1%.

The group believes that it currently has the financial resources to guarantee its development.

Liquidity risk management is ensured by the group's financial management team.

4.3 Interest rate risk

At end-2009, the bulk of Altran's net debt (€185.3m) mainly included 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 following table:

(€m)	<1 yr	1-5 yrs	>5 yrs
Financial liabilities	(217)	(110)	(101)
Financial assets	243	-	-
Net position before hedging	26	(110)	(101)
Off-balance sheet (interest rate hedge)	200	200	-

By the credit agreement signed in July 2008, the group is bound to set up an interest-rate hedging strategy to cover at least 50% of its total revolving credit commitments for a minimum period of three years. Given the level of group debt, which is composed of medium-term credit lines and factoring resources, all of which at variable interest rates, it was decided to set up a €200m swap over three years with the aim of transforming the company's net debt interest from variable to fixed rates.

At 31 December 2009, the main characteristics of the group's hedging contracts were as follows:

	Start date	Maturity Date	Deal	Type	Fixed rate	Nominal	Initial rate	Currency
SG	02/01/2009	02/01/2012		Swap	4.2925%	50,000,000	EURIBOR 3M	(€)
BNP	02/01/2009	02/01/2012		Swap	4.3050%	50,000,000	EURIBOR 3M	(€)
Sales	02/01/2009	02/01/2012		Swap	4.2900%	50,000,000	EURIBOR 3M	(€)
NATIXIS	02/01/2009	02/01/2012		Swap	4.2700%	50,000,000	EURIBOR 3M	(€)

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

4.4 Exchange rate risk

Most of the group's assets that are denominated in foreign currencies involve investments in non-eurozone countries (mainly the US, Brazil, the UK, Sweden and Switzerland).

Altran had financial debt of €2m denominated in foreign currencies at 31 December 2009.

Commitments denominated in foreign currencies at 31 December 2009

(€m)								
Currency	Assets	Liabilities	Net position	Exchange rate at 31/12/2009	Net position in euros before hedging	Off-balance sheet	Net currency position in euros after hedging	Sensitivity [(a)]
USD	95.9	(0.2)	95.7	0.7005	67.1		67.1	0.7
GBP	52.1	(25.6)	26.4	1.1177	29.5		29.5	0.3
CHF	6.2	(0.8)	5.4	0.6714	3.6		3.6	0.0
SEK	0.0	(21.8)	(21.8)	0.0957	(2.1)		(2.1)	0.01
SGD	20.0	0.0	20.0	0.4965	9.9		9.9	0.1
NOK	1.3	0.0	1.3	0.1197	0.2		0.2	0.0
BRL	0.0	(4.7)	(4.7)	0.3942	(1.9)		(1.9)	0.0

(a) Sensitivity to a 1% change in exchange rates.

In 2009, the group generated sales of €233.4m outside the eurozone. Altran Technologies has not set up a systematic foreign exchange hedging policy since the income generated, and 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 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 methodology is detailed in note 1.7 "Goodwill" of section 20.3.1 "Consolidated Financial Statements" in the present registration document.

Impairment losses booked in the income statement totalled €38,635k in 2009, of which €11,905k for the first half of the year and €26,730k for the second half.

Impairment losses recognised involved 8 CGUs (Cash Generating Units), corresponding to 8 companies. At 31 December 2009, net book value of goodwill before impairment totalled €434,467k.

At 31 December 2009, the goodwill impairment tests used to book the above losses in value were based on a discount rate after tax (WACC) of 9.22% (compared to 9.32% in 2008), implying a pre-tax discount rate of between 11% and 12%, and growth in sales to infinity of 2%.

This rate factors in:

- weighted average cost of capital: 11.08%;
- weighted average cost of debt: 3.85%.

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

WACC		8.22%	9.22%	10.22%
Growth rate to infinity	2.00%	24,314	26,730	46,660
	1.00%		35,853	

4.6 Environment risk

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

4.7 Legal risks

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

Whenever a risk is identified, the group writes a provision as a cautionary measure on the advice of its counsel. Altran organises a circularisation of its advisors at the close of every semester.

Provisions booked against group litigation risk totalled €12.3m at 31 December 2009.

Altran is currently involved in criminal proceedings for misuse of company property, fraud and disseminating false information liable to influence the share price (detailed below in § "Legal and arbitration proceedings"). 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 Altran's knowledge, no pending state, legal or arbitration proceedings (including all disputes that the company is aware of), had a major impact on the group's financial situation or profitability over the last 12 months (or are likely to do so in the future) other than those described below.

Legal and arbitration proceedings

Three of Altran's subsidiaries (of which two have been merged into Altran) are involved in a dispute with Ilyad Value. Altran Technologies is claiming an outstanding payment (€3.5m) for studies and training modules sold to Ilyad Value in 2001. This outstanding amount has been fully provisioned in Altran Technologies accounts. Ilyad Value is counter-claiming repayment of amounts it has already paid to Altran Technologies, plus interest for late payment. On the advice of its counsel, Altran Technologies' has stated that Ilyad Value's claim is unfounded. Apparently, Ilyad Value filed a complaint and a civil claim for damages against Altran Technologies in March 2003, concerning some of the service provision contracts signed by the group and Ilyad Value at the end of 2001. Altran Technologies has no information concerning these proceedings.

In August 2001, E-Consulting Group (ECG) filed a complaint with the Paris Commercial Court against Altran Technologies, claiming €2.3m in damages and interest. This action was prompted by Altran Technologies' decision in June 2001 not to acquire an interest in ECG's capital. ECG considered this decision to be unjustified and that Altran Technologies should be held liable for the prejudice caused to the company.

Following the judicial liquidation of ECG in September 2001, these proceedings were turned over to the company's liquidator, who appealed the court's ruling. The Court of Commerce subsequently dismissed this appeal.

In addition, several ECG shareholders filed a class action suit against Altran Technologies with the Paris Commercial Court in August 2001. At the time they were demanding damages and interest of around €3m. This claim has since risen to €64.4m. Like ECG's liquidator, these shareholders are claiming that Altran Technologies' decision not to acquire a stake in ECG was prejudicial to them.

The Commercial Court dismissed all of the demands of these shareholders. This ruling was confirmed by the Court of Appeal and the appeal filed by the former shareholders of ECG was dismissed by the French Supreme Court.

In the summer of 2002, the Commission des Opérations de Bourse (now the AMF) opened an inquiry into movements in the Altran Technologies' share price.

The company received a notification of grievances and submitted its defence arguments in October 2004.

On 29 May 2007, the AMF Enforcement Committee imposed a fine on Altran of €1.5m (as opposed to €500,000 recommended by the reporter), which the company paid in full in 2008. Altran filed an appeal, which was dismissed by the Appeal Court. The company then lodged an appeal with the French Supreme Court. On 23 June 2009, the Supreme Court upheld the ruling of the Appeal Court.

Further investigations into the group's 2001 full-year and its 2002 interim accounts, carried out by the former Board of Auditors, resulted in adjustments being made to the 2002 interim accounts.

A preliminary inquiry was opened by the Paris Public Prosecutor's Office. By January 2003, this inquiry had turned into a fully-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 extended in June 2004 to include misrepresentation of financial accounts which failed give a true picture of the company. The scope of the investigation was extended a second time in September 2004 to cover insider trading. As part 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 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 for 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. The investigating magistrate notified all parties concerned that the case had been closed.

As part of this investigation, 13 persons or corporate bodies have filed a civil suit.

The French minority shareholder group, APPAC, has also lodged a complaint and a civil claim for damages.

Finally, two complaints joining a civil action 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.

4.8 Investment risk

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

- SICAV money-market funds;
- Tradable debt securities;
- Interest-bearing foreign currency deposit accounts (GBP/USD and CHF).

All foreign currency investments are indexed to the LIBOR benchmark rate. The sensitivity of these investments, based on a 10% fluctuation in the benchmark index (EONIA or LIBOR), is 0.2%.

The market value of the group's marketable securities totalled €198.6m at 31 December 2009.

5 Company information

5.1 Company history and development

5.1.1 Company name

Altran Technologies

5.1.2 Place of registration and company registration number

Paris Trade and Companies Register No. 702 012 956

Company 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 for a period of 75 years 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: 58, boulevard Gouvion-Saint-Cyr -75017 Paris

Administrative head quarters: 2, rue Paul Vaillant-Couturier - 92300 Levallois-Perret

Legal form: French public limited company with a Board of Directors

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

5.2 Main investments

In accordance with the protocol agreement signed on 12 December 2008, Altran Technologies finalised its acquisition of a controlling stake in the French company, NSI, on 9 January 2009 and now owns 73.70% of the company's capital and voting rights.

In addition, on 26 May 2009, the group acquired a Dutch company (comprising five engineers specialised in business intelligence), which has since been merged into Altran B.V.

Moreover, as part of its plan to rationalise its scope of consolidation, Altran carried out several mergers and liquidations during the year, notably in Germany, Belgium, Luxembourg, the Netherlands and Portugal.

Furthermore, on 30 September 2009, Altran sold its subsidiaries in the Czech Republic and Slovakia. These disposals did not have a significant impact on the group's accounts.

In 2009, Altran also sold:

- the Spanish company, Control Solution International Spain (19 October 2009);
- the Brazilian company, TDA (21 December); and
- the Dutch subsidiary, Fagro Consultancy, via a Leverage Management Buyout (30 December).

Companies acquired over the past five fiscal years

2005		2006		2007		2008		2009	
Company	Country	Company	Country	Company	Country	Company	Country	Company	Country
				Hilson Moran Italy	Italy	SC^2 by Altran	France	Interfour	The Netherlands
				Arthur D. Little	Korea	NSI	France	NSI	France

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

(€m)	2006	2007	2008	2009
	41.1	9.4	2.3	5.2

6 Information about the company's businesses

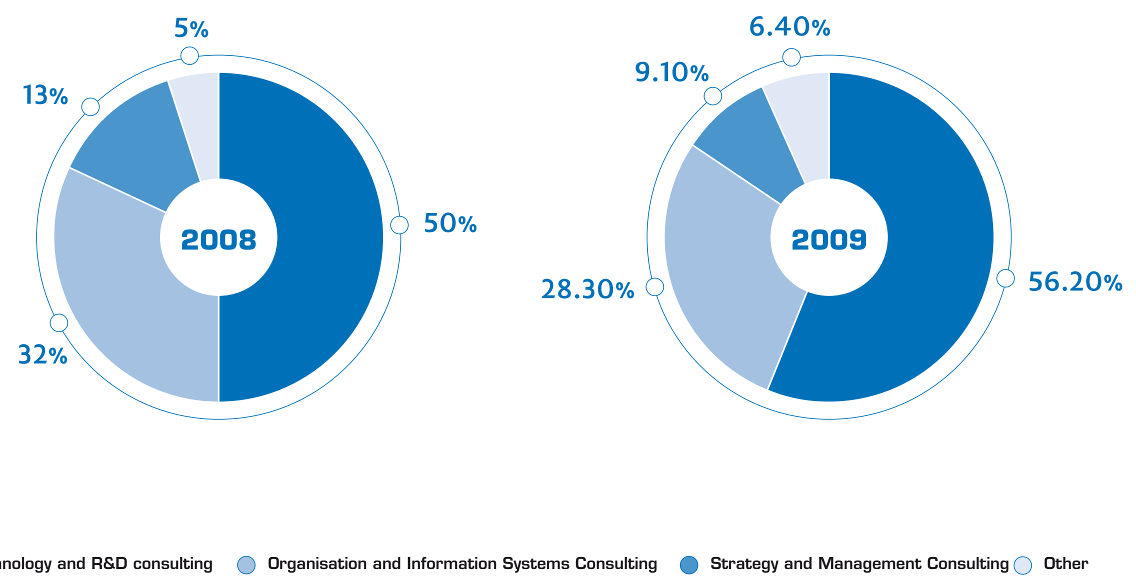
6.1 Core activities

Altran is an international player in the advanced systems engineering and innovation consultancy market and ranks as European leader in its field. The group's mission is to advise and accompany leading sector players in the creation and development of their new products and services. Operating on a global basis, Altran has consolidated its leadership positions via an extended range of partnership agreements adapted to meet customer-specific requirements.

Our teams mainly intervene during the strategic planning stages of new technologies and offer support throughout the manufacturing phase of the products and services. We offer our consulting services and expertise in the form of high value-added technical backing, project support and end-to-end services that provide the delivery of customised products and services.

Altran's added value content is underpinned by our savoir-faire in terms of innovation, the group's impressive track record acquired throughout 25 years of working on the most innovative industrial projects, as well as the unique experience of our consultants, all of whom are graduates from prestigious international schools and universities.

Breakdown of group revenue by activity



6.2 Main markets

Altran operates on three main markets:

- Technology and R&D Consulting:

Altran is the European leader in this market, which accounts for around 50% of group turnover. The group mainly operates in the automobile, aeronautics, space, defence, telecoms and energy markets. Technology and R&D consulting covers the entire range of engineering disciplines, provides support throughout the design, development and manufacturing phases for the products and services of innovative companies with a vision of the future.

- Organisation and Information Systems Consulting:

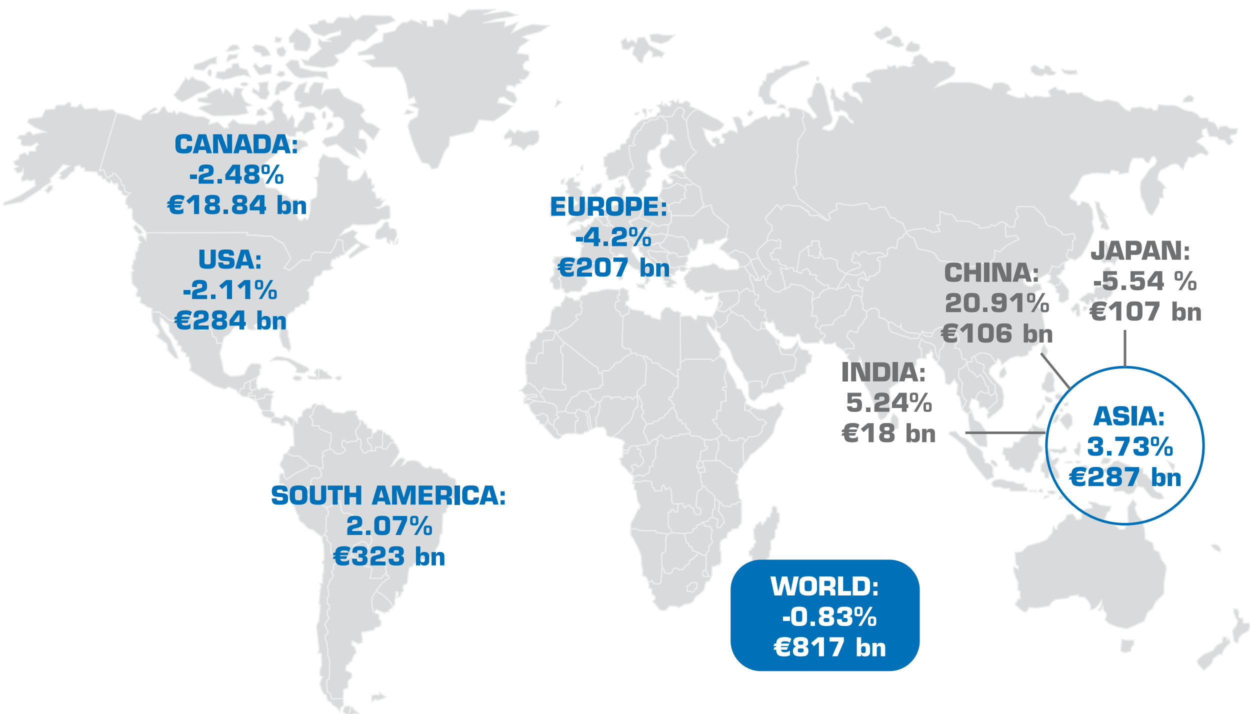
This activity focuses on the supply of information systems consulting and integration services. By virtue of the skills of our IT consultants, specialised in IT management tools, and our organisational consultants, firms are equipped with internal IT systems that can speed up decision-making, foster organisational flexibility and monitor in-house changes. This activity is particularly well developed in the financial sector, as well as throughout the industrial sectors as a whole. In the telecoms industry, organisation and IT solutions are used to create new communicating systems. The organisation and IT systems consulting unit accounts for around 33% of group turnover.

- Strategy and Management Consulting:

This activity is carried out by our strategy and management consultants and is mainly geared to meet the requirements of General Management in terms of innovative strategies and change management. Strategy and management consulting, which accounts for around 13% of group turnover, involves business sectors with broad international exposure, notably in strong emerging economies. It is largely carried out by Altran's subsidiary, Arthur D. Little which was acquired in 2002.

6.2.1 The Technology and R&D Consulting market

Global R&D expenditure in 2009



In 2009, the lack of liquidity penalised R&D investment in several sectors, particularly in Europe. Bank, market and investor risks made it difficult for companies to find external financing sources. As a result, R&D budgets were sometimes used as a means of adjustment, notably in the automobile industry.

The majority of companies tended to focus on short-term, low-risk projects, prioritising minor changes on existing products and product-range extensions. At the same time, a more limited number of enterprises in the more advanced project phases recognised opportunities and opted to focus on long-term and higher-risk projects.

Overall in 2009, demand remained buoyant for infrastructure projects related to the energy and aerospace sectors. At the same time, demand for engineering services slumped in certain sectors such as the car industry and telecom supplies sector.

R&D: a key to success and adjustment for the upturn in 2010

Despite difficulties encountered in 2009, the fundamentals of the technology and R&D consulting market remain solid. Altran thus stands to benefit from more favourable trading conditions in forthcoming years, on the back of the following factors:

- according to BCG Conseil (Innovation 2009, 2010 Global R&D Funding Forecast, Batelle R&D Magazine), the global market for R&D spending should increase by around 2% in the US and remain stable in Europe in 2010;
- Research & Development outsourcing, which accounts for around 20% of total R&D expenditure in Europe. While R&D spending should continue to increase it is unlikely that this will reach levels attained in the IT services sector;
- Market concentration is expected to continue to the benefit of the major players given pressure from customers seeking industrial partnerships with R&D consultants. Trends over the last two years show that customers are standardising their procurement processes and are, above all, cutting down on the number of suppliers;
- strong growth in the supply of fixed-price service contracts implies an increase in the technical content of the offer, which pushes out smaller players providing only technical support;
- a shift in customer demand towards more content-focused packaged solutions, which has made it more difficult for companies offering single products to compete;
- client globalisation, which is stimulating customer preference for the sector players with extensive market reach, as is the case for Altran which makes 57% of sales abroad.

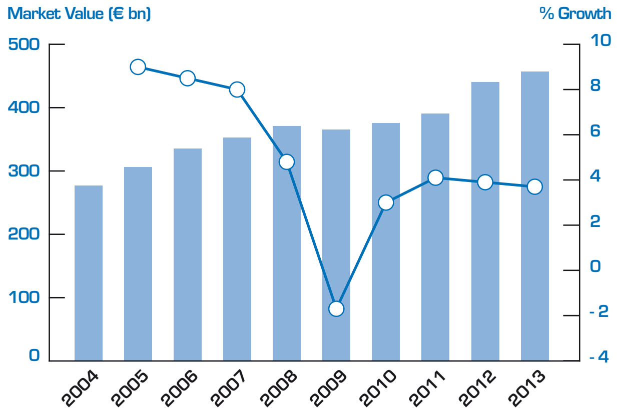
6.2.2 The Organisation and Information Systems Consulting market

2009 was a difficult year for the IT systems consulting business given a decline of around 5% in global IT expenditure and about 2% for IT services.

While demand remained relatively sustained with respect to offshore activities and IT outsourcing, this was not the case in Altran's core activities, notably consulting and integration, which recorded a particularly sharp decline (-9%, according to Gartner et Syntec Informatique).

The outlook for the IT services market growth implies growth of 4.5% in 2010. According to a study by the McKinsey agency, 31% of public-service companies and 62% of private-service firms plan to maintain or increase IT investment in 2010. Growth in IT expenditure in the European zone, however, is likely to be weaker, at between 0% and 2% (source: Syntec Informatique).

Growth and value of the IT services and solutions market



A performance driver

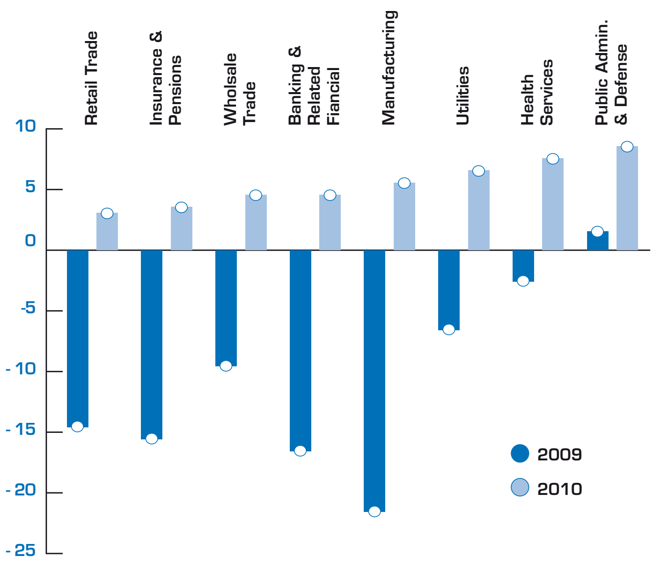
IT solutions are increasingly becoming considered as a strategic advantage for companies.

Information Systems Divisions should, therefore, play a key role in assessing new opportunities. This major development would:

- be a deciding factor in the definition of priorities in terms of corporate action strategies;
- put the accent on marketing strategy enhancement;
- encourage the use of business intelligence solutions to improve visibility and optimise company efficiency;
- benefit from Altran's innovative skills in terms of IT integration to boost productivity and flexibility. A company will not reduce IT spending because its resources are more limited;
- update the infrastructure by using new technologies that are less costly, enable performance enhancement and optimise operating efficiency.

The most buoyant sectors in 2009 are also likely to remain the most dynamic in 2010, notably the administrative and public sectors and the health and energy sectors.

Forecasts by sector (%)



Source : Le Mag IT, Gartner, Syntec Informatique, McKinsey

6.2.3 The Strategy and Management Consulting market

Altran's strategy and management consulting is carried out primarily by Arthur D. Little, acquired during a Leveraged Management Buyout in 2002. During the LMBO, Altran also acquired all of Arthur D. Little's operations outside the US, as well as the company's global brand name.

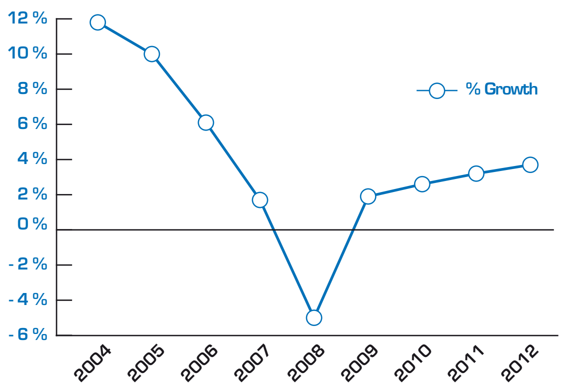
Reputation is crucial in this business and is a major barrier to entry. This market is characterised by a high incidence of specialist firms that develop a high level of technical competence and expertise. It is, therefore, a real advantage for groups with a solid track record, as is the case for Altran, thanks mainly to the performances of its subsidiary, Arthur D. Little. The risk of newcomers arriving on this market is therefore limited.

In 2009, the market, which was severely penalised by the recession, declined 5%, according to a study carried out by Datamonitor. This figure, nevertheless, masks the significant disparity between the strategy consulting business and the operating management activity, which put up stronger resistance owing to the need for companies to implement significant organisational and cost-cutting measures in response to the financial crisis.

Given the wide exposure of Arthur D. Little's subsidiary to the strategy consulting business, the latter was penalised during the crisis throughout all of its different regional markets.

Between 2009 and 2012, PR2VU is expected to generate modest growth of 1.2% per annum, compared with +7.3% between 2004 and 2008. The Middle-East and Asian zones should account for the bulk of sales and, at the sector level, the most buoyant demand will come from the health, energy, public services and insurance segments.

Growth of the Strategy and Management Consulting Market



Source : Datamonitor, Kennedy consulting, Xerfi

6.3 Competition

Altran is European leader in Innovation and R&D consulting. The group's rivals in this market vary depending on the type of project concerned. Competitors may thus include:

- strategy and/or management consultants, particularly with respect to projects undertaken by Arthur D. Little;
- large IT firms offering traditional consulting and integration services;
- research departments and engineering firms specialised in a specific field (e.g. environmental, mechanical, acoustical engineering);
- listed and unlisted companies offering services similar to those of Altran.

However, none of these competitors have Altran's geographic footprint, nor do they have skills in such a wide array of industries or technologies. The group's ability to leverage its international network, provide services in many countries and combine state-of-the-art knowledge in several fields is a key differentiating factor and one that can help Altran's customers succeed as they cross new borders.

7 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" of the present registration document.

All information regarding changes in the group's scope of consolidation are 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 and subcontracted administrative services

Altran Technologies, the parent company, bears the costs of its subsidiaries' support functions (communications, human resources, accounting, legal and tax services, etc.). The company then bills some of the costs of these services to its French subsidiaries and foreign holdings in the form of management fees and subcontracted administrative charges.

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

The Altran Technologies parent company billed its subsidiaries and foreign holding companies a total of €23.5m for support functions in fiscal year 2009. Support functions paid for by the parent company and not billed to its subsidiaries amounted to €12.4m over the full year.

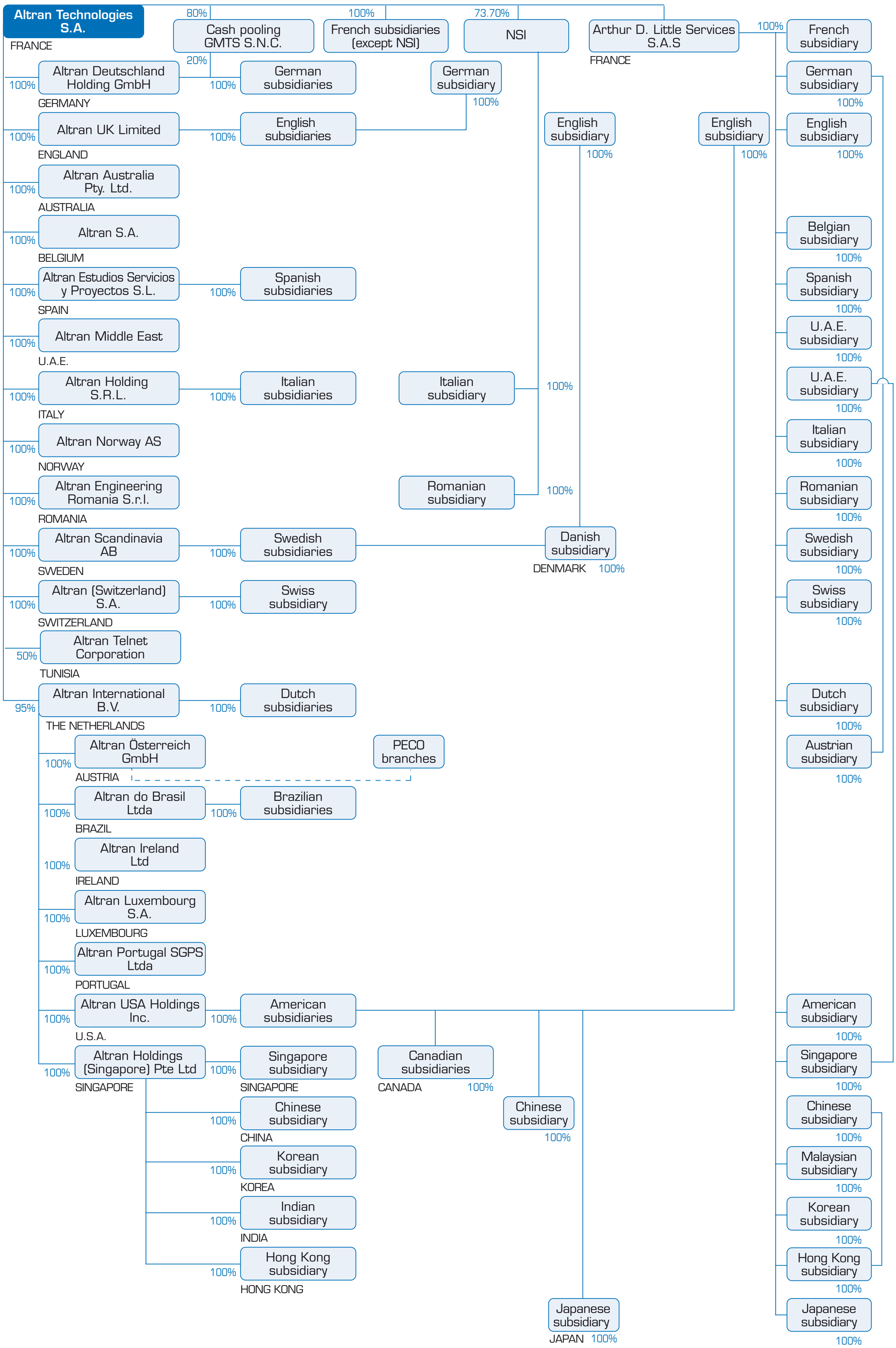
Centralised cash management

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



8 Property, plant & equipment

8.1 Major property, plant and equipment

Although Altran rents its business premises, the group owns property in France, Italy and the UK worth a total net value of €6.9m.

None of Altran's property is owned, either directly or indirectly, by group managers, or leased to the company or any of its subsidiaries.

8.2 Environmental issues

Not significant.

8.3 Brands and patents

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

Almost all of the portfolio of brands managed by Altran are owned by the group.

9 Financial statements - Management report

9.1 Key events

Build up of the "Action 4" strategic plan and the 2007/2009 Operational Efficiency Plan

The "Action 4" strategic plan, launched in January 2008, is designed to foster growth, while enhancing the value of the group's expertise and its state-of-the-art services offering.

This is at the very heart of Altran's expansion and profitability strategy, which should help the group to emerge from the global economic crisis on the back of the following four factors:

- growth bolstered by a more cooperative and client-focused organisation;
- greater financial clout thanks to a more transparent organisational structure. In this respect, Altran pursed efforts to simply its legal structures in 2009 via mergers in Germany, Belgium, Luxembourg, the Netherlands and Portugal;
- the ability to sustain a high level of client differentiation, notably by upgrading the service offering and the rapid development of new forms of commitment;
- the group's determination to retain its status as a reputed employer, coupled with the redeployment of the Altran brand.

Altran is pursuing its 2007/2009 operational efficiency plan (announced at the 29 June 2007 Annual General Meeting), focused on improving the performance enhancement and a sharp reduction in indirect costs.

Within the current economic environment, group efforts to step up this plan resulted in a further narrowing in overheads as a percentage of sales to 23.1% in 2009 (from 23.8% in 2008 and 26.3% in 2007), ahead of its initial target of 25%.

Measures enabling the group to adapt to the economic downturn

In a bid to counter the deterioration in the economic environment and the limited visibility on activity since end-2008, Altran implemented a number of specific action plans before the beginning of 2009 and stepped up this strategy throughout the year. The aim of these plans is to:

- reduce the number of inter-contracts as rapidly as possible and adapt the workforce to the reality of the economic environment through the implementation of in-house mobility solutions (notably via training schemes), short-time employment, voluntary departure plans and a controlled recruitment policy; and
- step up the cost-reduction programme.

These measures, introduced mainly in the worst hit sectors of activity (automobile and Arthur D. Little), incurred net charges and provisions of €51.2m in 2009, and enabled the group to reduce operating costs and partially offset the decline in sales.

In France, a Personalised Voluntary Departure Plan (PPDV), geared notably for the automobile activity, was announced at end-June.

This plan, which had been approved by employee representatives of the Central Works Council and the Works Councils in Paris, Lyon and Sophia Antipolis was cancelled by the High Court of Toulouse (Tribunal de Grande Instance) on 15 October 2009, notably on the grounds that, in the case of some departures, certain external job-transfer conditions would have to be improved upon and completed.

The group decided not to appeal the court decision and took immediate steps to launch a new Voluntary Departure Plan which was approved by all of the companies Works Councils, including Altran South West (the Works Council that had contested the first plan).

The new plan went into effect in December 2009 and the deadline for voluntary departure applications was set for 31 January 2010. In 2009, the group wrote a provision of €19.2m to cover departure costs of around 500 consultants, 95 of whom left the company before 31 December 2009.

Financing agreement and new OCEANE bond issue

The convertible bond, redeemable in January 2009, with a nominal value of €230m, was repaid in full on 2 January 2009 at a cost of €192.3m.

On 9 November 2009, Altran signed an agreement with its pool of bankers to adjust the covenants on its medium-term debt (€124m). The maximum margin applicable to medium-term credit remains unchanged for leverage of less than 3.5 (140 bp maximum), increasing each time leverage rises above the 3.5 mark to 225 bp maximum (implying a maximum increase of 85 bp).

On 18 November 2009, Altran Technologies issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow Altran to meet the group's overall funding requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, build up equity in the event of bond conversion. These additional resources were supplemented by short-term credit lines of around €25m granted by Altran's pool of bankers.

Scope of consolidation changes

All information regarding changes in the group's scope of consolidation are given in section 5 "Main investments" of the present registration document.

9.2 Group performances

Consolidated Income Statement at 31 December 2009

(€m)	December 2009 (12 months)	December 2008 (12 months)
Turnover	1,404	1,650
Other income from operations	4	5
REVENUE FROM ORDINARY OPERATIONS	**1,408**	**1,655**
Operating income on ordinary activities	**31**	**127**
Other non-recurring operating income and expenses	*(64)*	*(22)*
Goodwill depreciation	(39)	(27)
OPERATING INCOME	**(72)**	**78**
Cost of net financial debt	(14)	(25)
Other financial income	5	15
Other financial expenses	(11)	(10)
Tax	16	(46)
Equity share in net income of associates	0	0
NET INCOME BEFORE DISCONTINUED AND HELD-FOR-SALE OPERATIONS	**(75)**	**13**
Net profit/loss on discontinued and held-for-sale operations		
NET PROFIT	**(75)**	**13**
Minority interests	1	(1)
NET INCOME ATTRIBUTABLE TO THE GROUP	**(75)**	**11**
Earnings per share	(0.52)	0.09
Diluted earnings per share	(0.52)	0.09

Revenue

In a particularly harsh environment marked by the global economic crisis, consolidated turnover amounted to €1403.7m at end-2009, down 14.9% on year-earlier levels. This growth includes a negative forex impact of -0.7% and an unfavourable -0.8% impact from changes in the group's scope of consolidation, notably in the Southern regions and Rest of the World markets.

On a forex and like-for-like basis, growth in revenue would have declined 13.4%.

Excluding the impact of the Strategy and Management Consulting activity (where Arthur D. Little is the major contributor) and on a constant forex and like-for-like basis, the decline would have been 11.2%.

The decline in group sales was caused notably by the brutal slump in the automobile market. Altran was also severely penalised by the crisis in the Strategy and Management Consulting segment, via Arthur D. Little.

Gross margin and operating income on ordinary activities

(€m)	2009	H2 2009	H1 2009	2008	H2 2008	H1 2008
Sales	1,403.7	682.6	721.1	1,650.1	819.0	831.1
Gross margin	355.3	178.2	177.1	519.8	260.2	259.7
%	25.3%	26.1%	24.6%	31.5%	31.8%	31.2%
Overheads	(324.3)	(156.1)	(168.2)	(392.8)	(191.9)	(200.9)
%	-23.1%	-22.9%	-23.3%	-23.8%	-23.4%	-24.2%
OPERATING INCOME ON ORDINARY ACTIVITIES	**31.0**	**22.1**	**8.9**	**127.0**	**68.3**	**58.7**
%	**2.2%**	**3.2%**	**1.2%**	**7.7%**	**8.3%**	**7.1%**

Gross margin

At end-2009, the gross margin narrowed to €355.3m (equivalent to 25.3% of sales), down 6.2% on 2008 levels.

The gross margin was impacted by the sharp decline in sales, notably in the Automobile and the Strategy and Management Consulting segments. As a result of this decline, the invoicing rate narrowed 5.3% from 84% in 2008 to 78.6% at end-2009.

Invoicing rate trends began to pick up as of the third quarter, however, having risen from 77.9% in Q1 2009 to 78.2% in Q3 and 80.8% in Q4 (implying an advance of 2.9%).

Similarly, trends in the gross margin improved in the second half (26.1% in H2 2009, vs 24.6% in H1). This 1.5% margin improvement between H1 and H2 was achieved on the back of restructuring, staff adaptation measures, and the overhead cost-reduction plan carried out by the group in France and abroad. Several measures were also taken to bolster group activities in preparation for the end of the recession.

Operating income on ordinary activities

At end-2009, operating income on ordinary activities stood at €31m, equivalent to 2.2% of turnover, vs 7.7% at end-2008 (down 5.5%).

However, the decline in the operating margin on ordinary activities (-5.5%) was more limited than erosion in the gross margin (-6.2%) thanks to the management's drastic cost-cutting strategy and rigorous control of indirect costs. Launched in 2007, this strategy made for cost savings of €68.5m between 2008 and 2009 and a further narrowing in group overheads as a percentage of sales to 23.1% in 2009 (23.8% in 2008 and 26.3% in 2007).

Change in staff levels

	31/12/2007	30/06/2008	31/12/2008	30/06/2009	31/12/2009
Total headcount at end of period	17,502	17,997	18,522	17,548	17,149 [a]

(a) This figure includes 178 employees of the subsidiary, Fagro Consultancy BV, sold on 30 December 2009.

	H2 2007	H1 2008	H2 2008	H1 2009	H2 2009
Average headcount	17,189	17,728	18,330	17,919	17,243

At 31 December 2009, the total headcount stood at 17,149 employees, down 7.4% (-1,373 employees) on end-2008 levels.

Altran recruited 2,195 employees in 2009 (excluding hirings resulting from changes in the scope of consolidation), implying a sharp 61.4% drop on year-earlier levels. This reduction in headcount is in line with the group's aim to adapt its workforce to the economic slowdown.

At the same time, the number of consultant departures narrowed to 27.4% on 2008 levels (excluding changes in the scope of consolidation), making for a reduction in the 12-month moving average of consultant staff turnover rates to 22.1%, like-for-like, versus 29.9% at end-2008. Note that, the consequences of all of the group's staff-reduction efforts have not been fully integrated, notably in France where the impact of the Personal Voluntary Departure Plan will be felt mainly in the first half 2010.

Within the context of this plan, at least 500 employees will have left the group by end-June 2010. 92 of these departures were carried out in Q4 2009.

Operating costs on ordinary activities

(€m)	2009	2008	2009 vs 2008
Turnover	1,403.7	1,650.1	-14.9%
Personnel costs	1,039.7	1,129.3	-7.9%
% of sales	74.1%	68.4%	5.6 pts

(€m)	H2 2009	H1 2009	H2 2008	H1 2008	Hs 2009 vs H2 2008	H1 2009 vs H1 2008
Turnover	682.6	721.1	819.0	831.1	-16.6%	-13.2%
Personnel costs- salaries	489.7	550.0	557.6	571.7	-12.2%	-3.8%
% of sales	71.7%	76.3%	68.1%	68.8%	3.7 pts	7.5 pts

(€m)	2009	2008	2009 vs 2008
Total external charges	293.3	351.8	-16.6%
% of sales	20.9%	21.3%	-0.4 pt
Outsourcing	105.2	114.5	-8.2%
% of sales	7.5%	6.9%	0.6 pt
Rentals – Leasing charges	5.0	4.3	17.1%
% of sales	0.4%	0.3%	0.1 pt
Simple rentals and external expenses	58.0	60.0	-3.3%
% of sales	4.1%	3.6%	0.5 pt
Training	2.7	9.4	-71.2%
% of sales	0.2%	0.6%	-0.4 pt
Professional fees and external services	24.8	43.7	-43.2%
% of sales	1.8%	2.6%	-0.9 pt
Transport and travel expenses	62.9	80.8	-22.1%
% of sales	4.5%	4.9%	-0.4 pt
Other purchases and external services	34,6	39.0	-11.4%
% of sales	2.5%	2.4%	0.1 pt

(€m)	H2 2009	H1 2009	H2 2008	H1 2008	Hs 2009 vs H2 2008	H1 2009 vs H1 2008
Total external charges	147.5	145.8	174.0	177.8	-15.2%	-18.0%
% of sales	21.6%	20.2%	21.2%	21.4%	0.4 pt	-1.2 pt
Outsourcing	55.1	50.1	59.3	55.3	-7.1%	-9.4%
% of sales	8.1%	6.9%	7.2%	6.6%	0.8 pt	0.3 pt
Rentals – Leasing charges	2.5	2.6	2.2	2.1	9.9%	24.8%
% of sales	0.4%	0.4%	0.3%	0.2%	0.1 pt	0.1 pt
Simple rentals and external expenses	28.0	30.1	30.3	29.7	-7.6%	1.2%
% of sales	4.1%	4.2%	3.7%	3.6%	0.4 pt	0.6 pt
Training	3.1	(0.4)	3.8	5.7	-18.7%	-106.3%
% of sales	0.4%	0.0%	0.5%	0.7%	0.0 pt	-0.7 pt
Professional fees and external services	11.3	13.5	19.9	23.8	-43.3%	-43.1%
% of sales	1.7%	1.9%	2.4%	2.9	-0.8 pt	-1.0 pt
Transport and travel expenses	31.4	31.5	39.7	41.1	-20.9%	-23.2%
% of sales	4.6%	4.4%	4.8%	4.9%	-0.2 pt	-0.6 pt
Other purchases and external services	16.2	18.4	18.7	20.3	-13.5%	-9.5%
% of sales	2.4%	2.5%	2.3%	2.4%	0.1 pt	0.1 pt

Staff costs narrowed 7.9% on end-2008 levels. As a percentage of sales, however, staff costs increased 5.6% for a 14.9% decline in sales. This was due to the time needed for the group to adapt its workforce to meet client demand.

Note, however, that trends improved throughout the year with staff costs as a percentage of sales down 12.2% in H2 compared with a decline of 3.8% in H1.

Several measures have already been undertaken and others are being implemented in a bid to step up cost reduction. These measures include:

- the implementation of the voluntary departure plan in France, mainly for the automobile segment. The impact of this plan will not feed through until 2010;
- recourse to short-time employment;
- a rigorous recruitment policy;
- the implementation of cost-reduction measures and restructuring.

External expenses narrowed 16.6% on end-2008 levels.

This decline mainly concerned professional fees (-43.2%) as well as transport and travel expenses (-22.1%) in almost all of Altran's operating zones. The reduction in transport and travel expenses also resulted from cost savings stemming from the purchasing policy implemented by the group over the past few years.

The €6.7m decline in training expenses was due notably to reimbursements obtained by collection agencies and the financing of training schemes carried out by the group, mainly in the first half.

Outsourcing costs also narrowed sharply (-8.2%, equivalent a reduction of €9.4m) in most of Altran's regional markets, with the exception of countries where group contracts require the intervention of services providers for whom Altran acts as negotiator. In France, where group operations require specific skills, outsourcing expenses remained stable.

Cost of net financial debt

Cost of net financial debt at €14.3m comprises financial charges of €18.5m, which were partially offset by financial income of €4.2m on investments in cash and cash equivalents.

Financial charges correspond to interest on 1/ the new €1.6m convertible bond loan (redeemable on 1 January 2015), 2/ credit lines drawn down by the group (€13.7m) and 3/ the factoring of trade receivables (€2.9m).

The cost of net financial debt decreased by €10.6m in 2009 due mainly to the reimbursement of the 2009 OCEANE bond on 1 January. The fact that the new OCEANE bond was not issued until 18 November 2009 made for a significant reduction in net interest charges over the full year.

Tax on earnings

In 2009, the group booked a tax credit of €16.3m corresponding to 30.7% of the loss before goodwill amortisation.

This item factors in €5.7m in secondary tax charges (mainly the Italian IRAP and the German Gewerbesteuer) and €32.7m in net deferred taxes.

Statement of cash flows

The group's cash flows at end-2008 and 2009 are given in the following table:

(€m)	31/12/2009 (12 months)	31/12/2008 (12 months)	% change 2009/2008
NET FINANCIAL DEBT AT OPENING (1 JANUARY)	**(164.9)**	**(314.4)**	**149.4**
Net cash flow from operations	(2.6)	62.2	(46.9)
Net cash flow from investments	(8.3)	(23.9)	16.9
Net cash flow before investments	**(10.9)**	**38.2**	**(30.0)**
Impact of changes in exchange rates and other	2.9	(15.6)	(15.5)
Impact of capital increase	0.1	126.8	(126.7)
NET FINANCIAL DEBT AT CLOSING (31 DECEMBER)	**(172.9)**	**(164.9)**	**(22.8)**

The €1.6m difference between "net cash flows from investments" derived from the analysis of net financial debt (below) and the amount booked in the statement of consolidated cash flows in the consolidated financial statements (section 20.3. V), arises from debt related to changes in the scope of consolidation (acquisitions and disposals).

Net cash flow generated by operations

Net cash flow from operations was negative at €2.6m over the period, vs. +€62.2m reported at end-2008. This was due mainly to the following three factors:

- a €145.3m reduction in cash flow;
- a €103.3m decline in working capital requirement;
- the payment of €24.1m in outstanding taxes due on 2008.

Net cash flow invested

The group invested net cash of €8.3m in 2009, vs. €23.9m in 2008. This variation was due essentially to a reduction in the level of cash outflows for fixed and intangible asset acquisitions (€7.3m) and the impact of subsidiary disposals (€7m).

Group net debt

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

(€m)	31/12/2009	31/12/2008	% change
2009 & 2015 convertible bonds	99.9	159.4	(59.5)
Medium-term credit line	103.9	14.5	89.4
Short-term credit line	211.7	220.5	(8.8)
o/w factoring	*159.7*	*204.5*	*(44.8)*
TOTAL FINANCIAL DEBT	**415.4**	**394.4**	**21.0**
Cash and cash equivalent	242.6	229.5	13.1
NET FINANCIAL DEBT	**172.9**	**164.9**	**7.9**

Available factoring lines totalled €293.9m in 2009.

9.3 Segment reporting

In accordance with the IFRS 8 accounting standard, effective as of 1 January 2009, Altran now presents segment financial information by aggregations of operating segments rather than by geographical regions alone.

The application of IFRS 8 has, above all, enabled the group to set up a specific operating segment for all of the Arthur D. Little activities alongside its geographic zones. Prior to 2009, the results of each Arthur D. Little company were included in the regional performance of their country of purchase.

In compliance with this standard, the new operating segments are:

- France;
- Northern zone: Germany, Austria, the Benelux countries, Denmark, Ireland, Norway, the Eastern European Countries, the UK, Sweden and Switzerland;
- Southern zone; Brazil, Spain, Italy, Portugal, Venezuela;
- Rest of the World; North America, Asia, Tunisia;
- Arthur D. Little, Inc.

Arthur D. Little has regional operations in the following countries: Germany, Austria, the Benelux countries, Spain, Italy, the UK, Sweden, Switzerland, North America, Asia and the Middle East.

Note that the subsidiary, Cambridge Consultant Limited (CCL) acquired in 2002 when the group took control of Arthur D. Little is included in the Northern zone.

Sales by operating segment (after inter-segment eliminations)

Consolidated sales totalled €1403.7m at end-2009, down 14.9% on year-earlier levels and by -13.4% on a constant forex and like-for-like basis. The breakdown of group sales by operating segment is given in the table below:

(€m)	2009				2008		
	Total Segments	Inter-segment eliminations	Total Sales	% of sales	Total Sales	% of sales	% change
France	642.2	(19.7)	622.5	44.3%	705.0	42.7%	-11.7%
Northern zone	362.3	(6.5)	355.8	25.3%	419.6	25.4%	-15.2%
Southern zone	287.3	(3.5)	283.8	20.2%	307.1	18.6%	-7.6%
ROW zone	38,5	(2.0)	36.6	2.6%	48.9	3.0%	-25.3%
ADL	106,6	(1.6)	105.1	7.5%	169.5	10.3%	-38.0%
TOTAL	**1,436.9**	**(33.2)**	**1,403.7**	**100.0%**	**1,650.1**	**100.0%**	**-14.9%**

The extent of the decline in sales (-14.9) between 2008 and 2009 varied from one zone to another.

The Southern zone showed the best resistance (-7.6% on 2008), notably in Spain and Portugal (where, on a like-for-like basis, sales edged up 1.1% and 1.2%, respectively) and in Italy where the regional decline (-7.2%) was more limited than that of the group as a whole.

The breakdown of group sales by zone (after inter-segment eliminations) is as follows:

(€m)	YTD 2009	% of sales	H2 2009	% of sales	H1 2009	% of sales	YTD 2008	% of sales	H2 2008	% of sales	H1 2008	% of sales	2009 vs 2008
France	622.5	44.3%	302.6	44.3%	319.9	44.4%	705.0	42.7%	350.9	42.8%	354.1	42.6%	-11.7%
Germany	97,1	6.9%	48.8	7.2%	48.2	6.7%	112.7	6.8%	58.0	7.1%	54.7	6.6%	-13.9%
Austria/Eastern Europe	3.1	0.2%	1.4	0.2%	1.7	0.2%	4.3	0.3%	2.0	0.2%	2.3	0.3%	-28.4%
UK/Ireland	91.6	6.5%	44.5	6.5%	47.2	6.5%	121.4	7.4%	59.3	7.2%	62.1	7.5%	-24.5%
Benelux Countries/ Norway	125.5	8.9%	61.0	8.9%	64.5	8.9%	136.9	8.3%	67.3	8.2%	69.6	8.4%	-8.3%
Switzerland	15.2	1.1%	7.1	1.0%	8.2	1.1%	17.3	1.1%	8.1	1.0%	9.3	1.1%	-12.1%
Sweden/Denmark	23.2	1.7%	11.2	1.6%	12.1	1.7%	26.9	1.6%	12.5	1.5%	14.4	1.7%	-13.6%
Romania	0,0	0.0%	0.0	0.0%	0.0	0.0%	0.1	0.0%	0.0	0.0%	0.0	0.0%	-48.3%
Italy	147,0	10.5%	70.2	10.3%	76.8	10.7%	158.3	9.6%	81.7	10.0%	76.6	9.2%	-7.2%
Spain/Andorra	98,7	7.0%	49,0	7.2%	49,7	6.9%	104,7	6.3%	50.1	6.1%	54.6	6.6%	-5.8%
Portugal	19.6	1.4%	9.7	1.4%	9.9	1.4%	19.4	1.2%	9.8	1.2%	9.6	1.2%	1.2%
Brazil/Venezuela	18,5	1.3%	7,4	1.1%	11,1	1.5%	24,7	1.5%	13,3	1.6%	11,4	1.4%	-25.0%
Tunisia	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	na
Asia	5,4	0.4%	2.6	0.4%	2.8	0.4%	5.4	0.3%	3.3	0.4%	2.1	0.3%	0.2%
USA	31,2	2.2%	14,5	2.1%	16.6	2.3%	43.5	2.6%	22.2	2.7%	21.4	2.6%	-28.4%
ADL	105.1	7.5%	52.8	7.7%	52.3	7.3%	169.5	10.3%	80.5	9.8%	89.0	10.7%	-38.0%
TOTAL	**1,403.7**	**100.0%**	**682.6**	**100.0%**	**721.1**	**100.0%**	**1,650.1**	**100.0%**	**819.0**	**100.0%**	**831.1**	**100.0%**	**-14.9%**

Sales by business segment

The breakdown of the group's 2008 revenue by business segment is given in the table below:

(€m)		Technology and Innovation consulting (TI)	Consulting & IT Services (CIS)	Strategy and management Consulting	Other	Group
2009	Sales	789.1	397.7	128.3	88.6	1,403.7
	% of sales	56.2%	28.3%	9.1%	6.3%	100.0%

Technology and Innovation Consulting, Altran's main business, mainly operates in the automobile, aeronautics, space, defence, telecoms and energy markets. This activity ensures client support throughout the design, development and manufacturing phases of their products and services.

Consulting & IT Services, Altran's second largest business, focuses on the financial and industrial sectors as well as the telecoms market. The aim of this business is to provide our IT systems and organisational expertise to our clients.

Altran's third largest business, Strategy and Management Consulting, is largely carried out by the group's subsidiary, Arthur D. Little. This activity is mainly geared to meet the requirements of General Management in terms of innovative strategies and change management.

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

France

France	YTD 2009	H2 2009	H1 2009	YTD 2008	H2 2008	H1 2008	2009 vs 2008
Turnover: non-Group	642.2	312.8	329.4	722.0	359.5	362.5	-11.1%
Total operating income	646.4	316.1	330.3	724.1	361.5	362.6	-10.7%
Total operating charges	(628.5)	(302.5)	(326.0)	(673.1)	(333.1)	(340.1)	-6.6%
Operating income on ordinary activities	17.9	13.6	4.2	50.9	28.5	22.5	-64.9%
Operating income on ordinary activities (%)	2.8%	4.4%	1.3%	7.1%	7.9%	6.2%	-4.3 pt

Revenue (before inter-segment eliminations) generated by group operations in France totalled €642.2m at end-2009, down 11.1% on 2008 levels (€722m).

The Technology and Innovation division in France (and notably in the automobile segment) accounted for around two-thirds of this decline and Consulting & IT Services (which is positioned in the hard-hit telecoms and business intelligence segments) for the remaining third.

This slowdown was due mainly to the economic crisis, which had a direct impact on regional invoicing rates (-7.4%). The unfavourable impact of one less working day in 2009 (252 working days vs. 253 in 2008) also contributed, albeit to a lesser degree, to the decline in sales.

Average day rates increased notably as a result of a change in individual regional contributions. The high-tariff segments are the group's main contributors in terms of sales. These include 1/ the energy, industry and life-sciences sectors (EILiS) - serviced by the Technologies & IT Consulting division - which have resisted well, mainly on the back of new referencing contract wins and 2/ the financial and quality control segments (serviced by Consulting & IT Services), which have remained buoyant.

The aeronautics, space and defence (ASD) sector resisted well on the back of major contract wins for the development of Airbus A350.

Income on ordinary activities net of holding company expenses totalled €17.9m in 2009 (equivalent to 2.8% of sales), compared with €50.9m (7.1% of sales) in 2008. This result was due mainly to an improvement in the H2 2009 operating margin on ordinary activities, which increased 3.1 points on H1 2009 levels.

Full-year erosion of 4.3 points in the operating margin on ordinary activities was due to the decline in invoicing rates and to the fact that the reduction in operating costs on ordinary activities (-6.6%) was relatively limited compared to the decline in sales (-11.1%).

Staff costs as a percentage of sales narrowed from 82.1% in H1 to 77.5% in H2. Note however that the impact of management's staff reduction plan will not really begin to feed through until 2010. Future half-yearly results should thus reflect an improvement in staff costs as a percentage of sales with the departure of around 500 consultants expected within the context of Altran's Personalised Voluntary Departure Plan (geared notably for the automobile activity and which ran until the end of January 2010).

Other cost areas contributing to the decline in charges mainly concerned travel expenses (-€4m) and professional fees (-€8.9m).

Outsourcing costs remained stable on 2008 levels. Recourse to outsourcing is particularly necessary on Aeronautic, Space and Defence (ASD) projects, which require specific skills.

Note that the French zone includes operating subsidiaries as well as the group holding activities (head office and cross-functional services). Excluding central costs, the operating margin on ordinary activities in France would have been 4.7%, compared with 10% in 2008.

Northern region

Northern region	YTD 2009	H2 2009	H1 2009	YTD 2008	H2 2008	H1 2008	2009 vs 2008
Turnover: non-Group	362.3	177.4	184.9	426.1	210.4	215.7	-15.0%
Total operating income	362.3	177.2	185.1	427.0	211.3	215.6	-15.1%
Total operating charges	(344.4)	(166.7)	(177.6)	(391.6)	(195.1)	(196.5)	-12.1%
Operating income on ordinary activities	18.0	10.5	7.5	35.4	16.2	19.2	-49.2%
Operating income on ordinary activities (%)	5.0%	5.9%	4.0%	8.3%	7.7%	8.9%	-3.3 pt

Revenue (before inter-segment eliminations) in the Northern zone totalled €362.3m at end-2009, down 15% on 2008 levels (€426.1m). Excluding the unfavourable forex impact (due mainly to the pound sterling), and basis of consolidation changes, activity in this region would have declined 20.5%.

Business in the Northern operating segment was severely penalised by the economic slowdown, particularly in the Netherlands (-15.6%), and by the slump in the automobile sector, notably in Germany (-15.2%) and Sweden (-16.2%).

Revenue decline was particularly pronounced in the UK (-24.3% on 2008 levels). Individual subsidiary performances, however, were contrasted:

- certain subsidiaries performed well, notably Praxis with projects such as the London airport air traffic control systems (iFACTS);
- others were exposed to a sector-specific crisis (Hilson Moran in the property sector and Sutherland in the banking sector).

Despite the crisis in the financial sector, Belgium held up well reporting a limited drop of -4%, thanks to other activities.

Revenue decline in the Northern zone had a direct impact on invoicing rates, which shrank 3.2 points between 2008 and 2009. The increase in the number of inter-contracts weighed on the operating margin causing a decline of 3.3 points.

However, this proved to be the most limited decline in the margins of the group's different segments of activity. The fact that average day rates remained stable on 2008 levels, coupled with the rapid implementation of restructuring measures, limited margin decline.

Note that the year-on-year decline in operating margin on ordinary activities was more limited in H2 2009 (-1.8 points) than in H1 (-4.8 points).

At end-2009, operating income on ordinary activities in the Northern zone stood at €18m (equivalent to 5% of turnover).

Current operating costs narrowed by 12.1%.

Thanks to restructuring measures carried out since the beginning of 2009, staff costs narrowed €30.1m on 2008 levels. Two-thirds of this reduction was achieved in the second half of the year.

Expenses in all of the main cost areas also declined:

- transport and travel expenses (-€4.6m on 2008) and professional fess (-€5.6m) fell sharply in all of the group's regional markets;
- rents dropped by €1.9m;
- outsourcing costs (12.7% of 2009 sales) also narrowed €1.8m on 2008 levels.

Southern zone

Southern zone	YTD 2009	H2 2009	H1 2009	YTD 2008	H2 2008	H1 2008	2009 vs 2008
Turnover: non-Group	287.3	137.9	149.3	311.2	156.9	154.2	-7.7%
Total operating income	287.8	138.0	149.8	311.6	157.2	154.4	-7.6%
Total operating charges	(278.1)	(138.9)	(139.2)	(281.3)	(139.5)	(141.8)	-1.1%
Operating income on ordinary activities	9.8	(0.8)	10.6	30.3	17.7	12.6	-67.8%
Operating income on ordinary activities (%)	3.4%	-0.6%	7.1%	9.8%	11.3%	8.2%	-6.4 pt

Revenue (before inter-segment eliminations) generated by Altran's Southern operations totalled €287.3m at end-2009, down 7.7% on 2008 levels (€311.2m). On a constant forex and like-for-like basis, the decline would have been 11.9%.

Although this operating segment was the most severely hit by the recession, the sales decline was the most limited. Business remained brisk despite the harsh economic backdrop.

Sales trends by country in the Southern zone are as follows:

- in Portugal, revenue decline was limited to 1.5% thanks, notably, to strong telecoms performances, which offset difficulties in the financial and industrial sectors;
- in Italy, sales fell 7.4% due notably to the crisis in the automobile and financial sectors and despite the strong performances in the ASD (Aeronautics, Space and Defence) and EILiS (Energy, Industry and Life-sciences) segments;
- the Spanish subsidiaries put up strong resistance to the sharp economic slowdown in the country, marking up a slight increase of 1.6% on a like for like basis. Difficulties experienced in the Consulting & IT Services division were offset notably by new project wins and strong performances in telecoms;
- Group operations in Brazil reported an exceptional loss on ordinary activities of €9.4m in 2009. In the light of this, the group decided to implement reorganisation measures for its activities in this region, a strategy which could notably result in the disposal and discontinuation of certain activities and even some subsidiaries. As a result, residual goodwill on these activities was fully written down at 31 December 2009.

Operating income on ordinary activities came out at €9.8m at end-2009, equivalent to 3.4% of revenue, compared with 9.8% in 2008.

Excluding Brazil, the operating margin on ordinary activities in the Southern zone would have been 6.7%. This implies a limited like-for-like decline of 3.1%, a performance that reflects the regions strong resistance to the recession.

This operating segment also benefited from cost reduction trends with external expenses down 9.9% over the year. This was particularly marked with regards outsourcing costs (-12.7%) and travel costs (-17.5%). Note however, that solid business activity in Spain and Portugal required a sustained level recruitment, which maintained staff costs in line with 2008.

Rest of the World (Asia, the United States, Tunisia)

Rest of the World	YTD 2009	H2 2009	H1 2009	YTD 2008	H2 2008	H1 2008	2009 vs 2008
Turnover: non-Group	38.5	18.0	20.5	50.9	26.3	24.6	-24.3%
Total operating income	38.5	18.0	20.5	51.4	26.8	24.6	-25.2%
Total operating charges	(42.9)	(19.2)	(23.7)	(54.2)	(27.6)	(26.7)	20.9%
Operating income on ordinary activities	(4.4)	(1.2)	(3.2)	(2.8)	(0.8)	(2.0)	-56.4%
Operating income on ordinary activities (%)	-11.5%	-6.7%	-15.7%	-5.6%	-3.1%	-8.2%	-5.9 pt

In the Rest of the World (ROW) zone, group turnover (before inter-segment eliminations) totalled €38.5m at end-2009, down 24.3% on end-2008 levels (€50.9m). This includes a favourable forex impact of 3,4%.

Sales performances in this operating zone, (the US and Asia mainly) were contrasted:

- in the US, Altran's sales slumped 28.8% against a particularly difficult market backdrop. US subsidiaries were confronted with client project delays as well as the suspension of certain projects due to the crisis. Moreover, the Altran Control Solutions subsidiary (ex-CSI) is still encountering problems related to its positioning;
- operations in Asia held up well with the decline in sales limited to -1.8% on 2008 levels. This was achieved notably on the back of two Technology & Innovation projects in the telecoms sector in Taiwan and in the ASD (Aeronautics, Space and Defence) sector in Korea.

Operating income on ordinary activities in the ROW zone was negative at €4.4m (equivalent to a decline of 11.5% of sales). The 5.9 points decline in the operating margin on ordinary activities was caused mainly by operations in the US and should not mask the fact that restructuring and cost-reduction measures which have been implemented in this zone.

Current operating expenses in this zone narrowed 20.9% with a notable reduction of €8.1m in staff costs, thanks to restructuring measures carried out.

The decline in external expenses concerned all of the main cost areas:

- outsourcing: -17.9%;
- rents: -11.7%;
- transport and travel expenses: -48.0%;
- professional fees: -36.8%.

Arthur D. Little

ADL	YTD 2009	H2 2009	H1 2009	YTD 2008	H2 2008	H1 2008	2009 vs 2008
Turnover: non-Group	106.6	53.5	53.1	171.3	81.8	89.6	-37.8%
Total operating income	106.6	53.6	53.0	172.1	82.8	89.3	-38.1%
Total operating charges	(116.6)	(53.6)	(63.0)	(159.2)	(76.2)	(82.9)	26.7%
Operating income on ordinary activities	(10.0)	0.0	(10.0)	13.0	6.5	6.4	-177.4%
Operating income on ordinary activities (%)	-9.4%	0.0%	-18.9%	7.6%	8.0%	7.2%	-17.0 pt

Arthur D. Little's sales (before inter-segment eliminations) totalled €106.6m at end-2009, down 37.8% on 2008 levels (€171.3m).

Arthur D. Little intervenes in three types of services offering - Strategy Consulting / Operating Management / Technology and Management Innovation - and operates on three sectors in particular - Automobile, Telecoms & Media and Energy.

Competition is harsh in Arthur D. Little's sector of activity (Strategy and Management Consulting), which is also exposed to economic cycles. This activity has been particularly badly hit by the current global economic crisis.

With business severely impaired by the crisis in the US banking system and the slump in the European automobile sector, Altran is increasingly focusing its development on Asia, which has been less penalised by these problems.

Operating income on ordinary activities was negative at -€10m in 2009, down 37% on end-2008 levels (+€13m).

Note, however, that after reporting a loss of €10m in H1 2009, Arthur D. Little returned to break-even in the second half on the back of restructuring and cost-reduction measures carried out since the beginning of 2009 (staff-reduction plans, office closures and flexi-work programmes in certain countries). As a result, therefore, the decline in operating margin on ordinary activities (-17%) was more limited than the reduction in sales (-37.8%).

9.4 Outlook

After the traditional lull in January, which was considerably less marked than in 2009, business has now stabilised and the group has observed a steady improvement in its utilisation rate and marketing drive. Prices are expected to remain stable in France.

In 2010, the departure of consultants employed via inter-contracts in 2009 will automatically enhance the operating margin this year.

This trend should gain momentum in the second half of the year, and the group is expected to step up its efforts to reduce costs as well as the number of inter-contracts.

9.5 Post-closure events

With respect to Altran's Personalised Voluntary Departure Plan (PPDV), the date-limit for employees wishing to file for voluntary departure was set for 31 January 2010. A number of departure applications have been examined since then.

Although certain dossiers still have to be reviewed, the plan could result in around 550 departures in 2010. Note that the group booked a provision for the departure of 500 employees in 2009 and that, in the context of the plan, 95 persons had already left the company by end-December 2009.

9.6 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.

In 2009, Altran Technologies reported revenue of €486m, compared with €557m in 2008.

Full-year operating income came out at €3.3m compared with €34.2m in 2008.

Financial income was negative at -€83.3m (vs. +€26.4m n 2008).

The group posted an exceptional loss of €39.8m compared with a profit of €11.4m in 2008.

Including net tax income of €4.4m (stemming from fiscal integration and the recognition of tax credits), Altran booked a net accounting loss of €115,458,454.34 at 31 December 2009. Management is proposing that this loss be allocated to retained income, which would reduce retained income to €11,297,328.74.

It should be noted that non-deductible costs of €33,195,668 include total non-deductible expenses of €473,059 (pursuant to Article 39.4 of the French Tax Code).

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

The breakdown of trade payables (Group and Non-Group) at end-2009 is given in table below:

	Debts expired				Debts outstanding				
(€)	Total Debts expired	Since 0-30 days	Since 31-60 days	Since +61 days	Total Debts outstanding	Maturity 0-30 days	Maturity 31-60 days	Maturity +61 days	Total
Suppliers	7,238,769	4,721,755	1,738,039	778,975	9,897,536	7,138,450	2,720,787	38,299	17,136,305
Accounts payable to fixed asset suppliers	411,155	265,894	132,177	13,084	678,161	402,637	275,524		1,089,316
TOTAL DUE	**7,649,924**	**4,987,649**	**1,870,216**	**792,059**	**10,575,697**	**7,541,087**	**2,996,311**	**38,299**	**18,225,621**
Suppliers -FNP					6,595,483				6,595,483
TOTAL TRADE PAYABLES	**7,649,924**	**4,987,649**	**1,870,216**	**792,059**	**17,171,180**	**7,541,087**	**2,996,311**	**38,299**	**24,821,104**

9.7 Subsidiaries and equity holdings

In accordance with the protocol agreement signed on 12 December 2008, Altran Technologies finalised its acquisition of a controlling stake in the French company, NSI, on 9 January 2009 and now owns 73.70% of the company's capital and voting rights.

In addition, on 26 May 2009, the group acquired a Dutch company (comprising five engineers specialised in business intelligence), which has since been merged into Altran B.V.

Moreover, as part of its plan to rationalise its scope of consolidation, Altran carried out several mergers and liquidations during the year, notably in Germany, Belgium, Luxembourg, the Netherlands and Portugal.

Furthermore, on 30 September 2009, Altran sold its subsidiaries in the Czech Republic and Slovakia. This disposal did not have a significant impact on the group's accounts.

In addition, in 2009 Altran also sold:

- the Spanish company, Control Solution International Spain (19 October 2009);
- the Brazilian company,TDA (21 December); and
- the Dutch subsidiary, Fagro Consultancy, via a Leverage Management Buyout (30 December).

10 Capital resources

10.1/10.2 Information on the borrower's capital

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

10.3 Borrowing requirements

Information on Altran's borrowing conditions is presented in section 4.2 "Liquidity risk and management of convertible bond-related debt" of this registration document.

10.4 Restrictions on the use of capital resources

The main restrictions attached to the use of lines of credit agreed between the group and its pool of bankers on 7 July 2008 are given in section 4.2.- "Liquidity risk and management of convertible bond-related debt" - of the present registration document. These restrictions, which go into effect when the first draw-down is made and remain in effect throughout the term of the credit agreement, specify that:

- as of 2009, one third of net consolidated cash flow over €15m generated by the group must be allocated to pay down debt (excluding any future market operation);
- acquisitions are limited to a total annual investment of €50m, unless the group obtains special permission from a majority of its lending banks.

10.5 Financing of operations

Information on Altran's financial operations, and notably the redemption of the 2009 OCEANE bond and launch of the 2015 OCEANE, is presented in sections 4.2 "Liquidity risk and management of convertible bond-related debt" and 21.1 "Potential capital" of this registration document.

11 Research and development

At the group level, Research and Development costs amounted to €1.4m in 2009. In gross value terms, cumulative R&D expenses totalled €6.1m at 31 December 2009.

No R&D expenses were capitalised by Altran Technologies.

12 Trends

12.1 Main trends

After the traditional lull in January, which was considerably less marked than in 2009, business has now stabilised and the group has observed a steady improvement in its utilisation rate and marketing drive. Prices are expected to remain stable in France.

In 2010, the departure of consultants employed via inter-contracts in 2009 will automatically enhance the operating margin.

This trend should gain momentum in the second half of the year, and the group is expected to step up its efforts to reduce costs as well as the number of inter-contracts.

12.2 Post-closure events

With respect to Altran's Personalised Voluntary Departure Plan (PPDV), the date-limit for employees wishing to file for voluntary departure was set for 31 January 2010. A number of departure applications have been examined since then.

Although certain dossiers still have to be reviewed, the plan could result in around 550 departures in 2010. Note that the group booked a provision for the departure of 500 employees in 2009 and that, in the context of the plan, 95 persons had already left the company by end-December 2009.

13 Forecasts

The markets for Altran's three businesses – Technology and R&D Consulting, Organisation & Information Systems Consulting, and Strategy & Management Consulting – are expected to enjoy further growth over the next few years. This should provide the group with a solid base to pursue the restructuring of its activities and consolidate the measures already carried out. Altran does not give any guidance on its revenues or earnings.

14 Administrative, management and supervisory bodies

14.1 Members of the governing bodies

14.1.1 Members of the Board

Altran Technologies is a Public Limited Company governed by a Board of Directors. At the 30 June 2008 Combined General Meeting, eight members were appointed to the new Board of Directors. On 1 July 2008, the Board of Directors elected a censor.

The Board of Directors includes three independent directors, Messrs Alibault, de Calan and de T'Serclaes, whose eligibility to serve as directors is in compliance with the recommendations set forth in the AFEP-MEDEF code.

Members of the Board

Name	First appointed	End of mandate	Main functions in the company
Mr Yves de Chaisemartin born 26 August 1948	1 July 2008 Meeting of the Board of Directors	AGM to approve 2011 financial statements	Chairman of the Management Board and CEO
Mr Yves de Chaisemartin born 26 August 1948	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Roger Alibault born 20 February 1944	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Jean-Pierre Alix born 2 February 1950	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Apax Partners SA, represented by M. Edgar Misrahi (born 11 December 1954) until 15/09/09, and thereafter by Mr Maurice Tchenio (born 19 January 1943)	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Dominique de Calan born 5 May 1947	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Gilles Rigal born 26 May 1958	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Michel Senamaud born 16 July 1943	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Jacques-Etienne de T'Serclaes born 4 June 1947	30 June 2008 AGM	AGM to approve 2011 financial statements	Director
Mr Thomas de Villeneuve born 19 May 1972	1 July 2008 Meeting of the Board of Directors	AGM to approve 2011 financial statements	Censor

Functions of the Board of Directors

All information pertaining to the functions of the group's governing bodies is given in the Chairman's report on corporate governance, in appendix 1 of this registration document.

14.1.2 General Management

General Management

On 1 July 2008, the Board of Directors decided not to separate the functions of Chairman from those of Managing Director and appointed Mr Yves de Chaisemartin as Chairman and Chief Executive Officer of the company.

14.1.3 Mandates and functions of Altran executives in all companies other than Altran Technologies in the last five years

Mr Yves de Chaisemartin, Chairman and Chief Executive Officer

First appointed	End of mandate	Main functions in company	Company
2005			
07/12/1999	26/01/2005		SMRL
12/12/2002	04/01/2005		Soc Invest 3
01/01/2002	June 2005	Chairman and CEO	Conseil Supérieur Messageries
10/06/2001	26/05/2005	Sole Director	G.I.E. G.I.E. 31 rue des Jeuneurs
27/01/1998	28/04/2005		Cadremploi
31/01/2003	18/04/2005		Editions Génération
12/06/2001	13/05/2005		Explorimmo
22/06/2000			L'Est Républicain
12/12/2002	04/01/2005		Soc Invest 3
17/03/2004	30/06/2007	Director	Réunion des Musées Nationaux (RMN)
26/02/2002	02/03/2005	Vice Chairman of the Supervisory Board	Figaro Holding
02/10/2001	14/02/2005	Member of the Supervisory Board	F.C.N.A.
September 2005		CEO	Marianne
July 2005		Senior Advisor	Carlyle Europe
26/06/2002	27/06/2005	Managing Director (Belgium)	Rossel et Cie S.A.
27/06/2005		Managing Director (Belgium)	Rossel et Cie S.A.
2006			
02/10/2006		Chairman	The Altran Foundation for Innovation
September 2005		CEO	Marianne
February 2006			Marianne
22/06/2000			L'Est Républicain
17/03/2004	30/06/2007	Director	Réunion des Musées Nationaux (RMN)
July 2005		Senior Advisor	Carlyle Europe
27/06/2005		Director (Belgium and Lille)	Rossel et Cie S.A.
19/10/2006		Director (UK)	Cambridge Consultants Ltd (Groupe Altran)
2007			
02/10/2006		Chairman	The Altran Foundation for Innovation
September 2005		CEO	Marianne
February 2006		Director	Marianne
22/06/2000		Director	L'Est Républicain
17/03/2004	30/06/2007	Director	Réunion des Musées Nationaux (RMN)
17/04/2007		Chairman of the Board of Directors	Musée Rodin
July 2005		Senior Advisor	Carlyle Europe
27/06/2005		Director (Belgium and Lille)	Rossel et Cie S.A.
06/09/2007		Representative of Altran Technologies SA	at AXIEM (Groupe Altran)
19/10/2006		Director (UK)	Cambridge Consultants Ltd (Groupe Altran)
26/03/2007		Director (India)	Altran Technologies India Ltd (Groupe Altran)

First appointed	End of mandate	Main functions in company	Company
2008			
02/10/2006		Chairman	The Altran Foundation for Innovation
September 2005	01/01/2009	CEO	Marianne
February 2006		Director	Marianne
22/06/2000		Director	L'Est Républicain
17/04/2007		Chairman of the Board of Directors	Musée Rodin
July 2005		Senior Advisor	Carlyle Europe
27/06/2005		Director (Belgium and Lille)	Rossel & Cie et Voix du Nord
06/09/2007	30/04/2008	Representative of Altran Technologies SA	AXIEM (Groupe Altran)
19/10/2006		Director (UK)	Cambridge Consultants Ltd (Groupe Altran)
26/03/2007		Director (India)	Altran Technologies India Ltd (Groupe Altran)
2009			
02/10/2006		Chairman	The Altran Foundation for Innovation
February 2006		Director	Marianne
22/06/2000		Director	L'Est Républicain
17/04/2007		Chairman of the Board of Directors	Musée Rodin
July 2005		Senior Advisor	Carlyle Europe
27/06/2005		Director	Rossel & Cie et Voix du Nord (Belgium and Lille)
19/10/2006		Director	Cambridge Consultants Ltd (Groupe Altran)
26/03/2007		Director	Altran Technologies India Ltd (Groupe Altran)
16/07/2009		Director	Altran Italia Spa (Italy, Groupe Altran)
01/01/2009		Representative of Altran Technologies SA (Limited Partner) Chairman of the Supervisory Board	Altran Gmbh & Co KG (Germany, Groupe Altran)
01/06/2009		Board representative for Altran Technologies SA	Altran SA/NV (Belgium, Groupe Altran)
01/10/2009		Board representative for Altran Technologies SA	Altran Luxembourg SA (Groupe Altran)

Mr Roger Alibault - Director

First appointed	End of mandate	Main functions in company	Company
2005			
		Chairman and CEO	Apex – GAEC S.A
		Manager	Apex Provence
		Manager	Apex Fidus Hyères
2006			
		Chairman and CEO	Apex – GAEC S.A
		Manager	Apex Provence
		Manager	Apex Fidus Hyères
2007			
		Chairman and CEO	Apex – GAEC S.A
		Manager	Apex Provence
		Manager	Apex Fidus Hyères
2008			
		Chairman and CEO	Apex – GAEC S.A
		Manager	Apex Provence
		Manager	Apex Fidus Hyères
2009			
		Chairman and CEO	Apex – GAEC S.A
		Manager	Apex Provence
		Manager	Apex Fidus Hyères

Mr Jean-Pierre Alix - Director

First appointed	End of mandate	Main functions in company	Company
2005			
		Manager	SARL ALIX ET ASSOCIES
		Manager	SCI GAP
		Manager	SCM SAINT LAURENT GESTION
		Manager	SCI LES DEUX ROCHERS
		Director	SACICAP FOREZ VELAY
May 2005		Chairman	CONSEIL SUPERIEUR DE L'ORDRE DES EXPERTS-COMPTABLES
June 2005		Manager	SCI SAINT LAURENT GESTION
2006			
		Manager	SARL ALIX ET ASSOCIES
		Manager	SCI GAP
		Manager	SCM SAINT LAURENT GESTION
		Manager	SCI LES DEUX ROCHERS
		Director	SACICAP FOREZ VELAY
May 2005		Chairman	CONSEIL SUPERIEUR DE L'ORDRE DES EXPERTS-COMPTABLES
June 2005		Manager	SCI SAINT LAURENT GESTION
2007			
		Manager	SARL ALIX ET ASSOCIES
		Manager	SCI GAP
		Manager	SCM SAINT LAURENT GESTION
		Manager	SCI LES DEUX ROCHERS
		Director	SACICAP FOREZ VELAY
May 2005		Chairman	CONSEIL SUPERIEUR DE L'ORDRE DES EXPERTS-COMPTABLES
June 2005		Manager	SCI SAINT LAURENT GESTION
2008			
		Manager	SARL ALIX ET ASSOCIES
		Manager	SCI GAP
		Manager	SCM SAINT LAURENT GESTION
		Manager	SCI LES DEUX ROCHERS
		Director	SACICAP FOREZ VELAY
May 2005		Chairman	CONSEIL SUPERIEUR DE L'ORDRE DES EXPERTS-COMPTABLES
June 2005		Manager	SCI SAINT LAURENT GESTION
2009			
		Manager	SARL ALIX ET ASSOCIES
		Manager	SCI GAP
		Manager	SCM SAINT LAURENT GESTION
		Manager	SCI LES DEUX ROCHERS
		Director	SACICAP FOREZ VELAY
May 2005	10/03/2009	Chairman	CONSEIL SUPERIEUR DE L'ORDRE DES EXPERTS-COMPTABLES
June 2005		Manager	SCI SAINT LAURENT GESTION

Apax Partners SA - Director

First appointed	End of mandate	Main functions in company	Company
2005			
1998	2005	Director	Aims Software
2002	2006	Director	Alain Afflelou
2002	2005	Director	Alcyon Finance
2001	2006	Director	Antalis TV
2004	2009	Director	Arkadin
2002	2007	Director	Artacrea
2002	2008	Director	ASK
2004		Director	Cegid
2002		Director	Cognitis Group
2005	2006	Director	Corevalve
2004	2005	Member of the Supervisory Board	Créatifs groupe
2003	2005	Member of the Supervisory Board	Créatifs
2002	2007	Director	Entomed
2005		Director	Groupe Mondial Tissus - GMT
2005		Director	Heytens Centrale
1998	2006	Director	Histoire d'Or Participations
2000	2007	Director	Horis
2002	2008	Director	Hybrigenics
1997	2005	Director	Marc et Laurent
2000	2007	Director	MG Participations
1999	2009	Director	Morgan International Participations
2002	2007	Director	NEURO3D
2002	2008	Director	Neurotech
2000		Director	Rue de Commerce
2005	2005	Director	Sandinco
2002	2006	Director	SECHE Environnement
2005	2007	Director	Sistecar
1998	2006	Director	Société Européenne Kleber
2003	2005	Director	Trocadero Finances
2006			
2002	2006	Director	Alain Afflelou
2001	2006	Director	Antalis TV
2004	2009	Director	Arkadin
2002	2007	Director	Artacrea
2002	2008	Director	ASK
2006		Director	Camelia Participations
2004		Director	Cegid
2002		Director	Cognitis Group
2005	2006	Director	Corevalve
2006	2008	Director	DBV Technologies
2002	2007	Director	Entomed
2006		Director	Finalliance
2005		Director	Groupe Mondial Tissus - GMT
2005		Director	Heytens Centrale
1998	2006	Director	Histoire d'Or Participations
2000	2007	Director	Horis
2002	2008	Director	Hybrigenics

First appointed	End of mandate	Main functions in company	Company
2000	2007	Director	MG Participations
2006	2007	Member of the Executive Committee	Mobsat
1999	2009	Director	Morgan International Participations
2002	2007	Director	NEURO3D
2002	2008	Director	Neurotech
2006		Director	NWL Investissements
2006		Director	Odyssey Group
2000		Director	Rue de Commerce
2002	2006	Director	SECHE Environnement
2005	2007	Director	Sistecar
1998	2006	Director	Société Européenne Kleber
2007			
2004	2009	Director	Arkadin
2002	2007	Director	Artacrea
2002	2008	Director	ASK
2006		Director	Camelia Participations
2004		Director	Cegid
2002		Director	Cognitis Group
2006	2008	Director	DBV Technologies
2002	2007	Director	Entomed
2006		Director	Finalliance
2005		Director	Groupe Mondial Tissus - GMT
2005		Director	Heytens Centrale
2000	2007	Director	Horis
2002	2008	Director	Hybrigenics
2007		Director	Itefin Participations
2000	2007	Director	MG Participations
2007		Class A Manager	Mobsat Group Holding Sarl
2006	2007	Member of the Executive Committee	Mobsat
1999	2009	Director	Morgan International Participations
2002	2007	Director	NEURO3D
2002	2008	Director	Neurotech
2006		Director	NWL Investissements
2006		Director	Odyssey Group
2007		Director	Royer
2000		Director	Rue de Commerce
2005	2007	Director	Sistecar
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Carmel
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Firoki
2007		Manager	Société Civile Info Invest
2008			
2004	2009	Director	Arkadin
2002	2008	Director	ASK
2006		Director	Camelia Participations
2004		Director	Cegid

First appointed	End of mandate	Main functions in company	Company
2002		Director	Cognitis Group
2006	2008	Director	DBV Technologies
2006		Director	Finalliance
2005		Director	Groupe Mondial Tissus - GMT
2005		Director	Heytens Centrale
2002	2008	Director	Hybrigenics
2007		Director	Itefin Participations
2007		Class A Manager	Mobsat Group Holding Sarl
1999	2009	Director	Morgan International Participations
2002	2008	Director	Neurotech
2006		Director	NWL Investissements
2006		Director	Odyssey Group
2007		Director	Royer
2000		Director	Rue de Commerce
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Carmel
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Firoki
2007		Manager	Société Civile Info Invest
2008		Member of the Supervisory Board	U10 Partenaires
2009			
2004	2009	Director	Arkadin
2009		Member of the Supervisory Board	Arkadin Holding
2006		Director	Camelia Participations
2004		Director	Cegid
2002		Director	Cognitis Group
2006		Director	Finalliance
2005		Director	Groupe Mondial Tissus - GMT
2005		Director	Heytens Centrale
2007		Director	Itefin Participations
2007		Class A Manager	Mobsat Group Holding Sarl
1999	2009	Director	Morgan International Participations
2006		Director	NWL Investissements
2006		Director	Odyssey Group
2007		Director	Royer
2000		Director	Rue de Commerce
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Carmel
2007		Manager	Société Civile Capri
2007		Manager	Société Civile Firoki
2007		Manager	Société Civile Info Invest
2008		Member of the Supervisory Board	Financière des Docks

Mr Dominique de Calan - Director

First appointed	End of mandate	Main functions in company	Company
2005			
28/07/2005 Renewed		Director	Giat Industries
		Director	ADEPT
		Censor	Brittanny Ferries
		Chairman	AGIRC
		Chairman	GIE AGIRC-ARRCO
		Vice-Chairman	APEC
		Vice-Chairman	AFPA
		Vice-Chairman	OPCAIM
		Vice-Chairman	UNPMI (CGPME)
		Alternate Director	FUP
		Chairman	AREAT
		Director	Fondation Villette-Entreprises
		Executive Vice President	UIMM
		Director	CTIP
26/01/2005		Vice-Chairman	ETHIC
2006			
		Director	NEXTER (ex Giat Industries)
		Director	ADEPT
		Director	CTIP
		Censor	Brittanny Ferries
10/03/2006		Vice-Chairman	AGIRC
28/06/2006		Vice-Chairman	GIE AGIRC-ARRCO
		Vice-Chairman	APEC
		Vice-Chairman	AFPA
		Vice-Chairman	UNPMI (CGPME)
		Vice-Chairman	ETHIC
		Vice-Chairman	OPCAIM
		Director	Fondation Villette-Entreprises
		Alternate Director	FUP
		Chairman	AREAT
		Executive Vice President	UIMM
2007			
		Director	NEXTER (ex Giat Industries)
		Director	ADEPT
April 2007		Treasurer	Support group for the “Cité Nationale de l’Histoire et de l’Immigration”
		Director	CTIP

First appointed	End of mandate	Main functions in company	Company
21/03/2007		Director	Groupe Malakoff
		Vice-Chairman	AGIRC
		Vice-Chairman	GIE AGIRC-ARRCO
		Vice-Chairman	APEC
		Vice-Chairman	AFPA
		Vice-Chairman	UNPMI (CGPME)
		Vice-Chairman	ETHIC
		Alternate Director	FUP
		Chairman	AREAT
01/01/2007		Chairman	OPCAIM
		Executive Vice President	UIMM
2008			
		Director	NEXTER (ex Giat Industries)
		Director	ADEPT
April 2007		Treasurer	Support group for the "Cité Nationale de l'Histoire et de l'Immigration"
	30/06/2008	Director	CTIP
21/03/2007	30/06/2008	Director	Groupe Malakoff
	30/06/2008	Vice-Chairman	AGIRC
	30/06/2008	Vice-Chairman	GIE AGIRC-ARRCO
	30/06/2008	Vice-Chairman	APEC
	30/06/2008	Vice-Chairman	AFPA
	30/06/2008	Vice-Chairman	UNPMI (CGPME)
	30/06/2008	Vice-Chairman	ETHIC
	30/06/2008	Alternate Director	FUP
	30/06/2008	Chairman	AREAT
01/01/2007	30/06/2008	Chairman	OPCAIM
	30/06/2008	Executive Vice President	UIMM
01/10/2008		Consultant	ERSCG
2009			
		Director	NEXTER (ex Giat Industries)
		Director	ADEPT
April 2007		Treasurer	Support group for the "Cité Nationale de l'Histoire et de l'Immigration"
		Chairman	AREAT
		Vice-Chairman	ISFFEL
01/10/2008		Consultant	ERSCG

Mr Edgard Misrahi, representative of APAX Partners (director) until 15/09/2009

First appointed	End of mandate	Main functions in company	Company
2005			
2005	2006	Member of the Supervisory Board	Amboise Investissement SCA
2004	2006	Director	Antalis TV
2004	2009	Permanent representative of Apax Partners SA	Arkadin
2004		Permanent representative of Apax Partners SA	Cegid
2004	2006	Member of the Executive Committee	Fintel
2003	2007	Chairman of the Supervisory Board	Hubwoo.com
2002	2006	CEO	Société Européenne Kleber
2000	2007	Director	Webraska Mobile Technologies
2006			
2005	2006	Member of the Supervisory Board	Amboise Investissement SCA
2004	2006	Director	Antalis TV
2004	2009	Permanent representative of Apax Partners SA	Arkadin
2006	2006	Chairman	Camelia Participations
2006		Director	Camelia Participations
2004		Permanent representative of Apax Partners SA	Cegid
2006		Director	DXO Labs
2004	2006	Member of the Executive Committee	Fintel
2006		Director	Groupe Outremer Telecom
2003	2007	Chairman of the Supervisory Board	Hubwoo.com
2002	2006	CEO	Société Européenne Kleber
2000	2007	Director	Webraska Mobile Technologies
2007			
2007	2009	Deputy Managing Director	Apax Partners SA
2004	2009	Permanent representative of Apax Partners SA	Arkadin
2006		Director	Camelia Participations
2004		Permanent representative of Apax Partners SA	Cegid
2006		Director	DXO Labs
2006		Director	Groupe Outremer Telecom
2007		Director	Hubwoo.com
2003	2007	Chairman of the Supervisory Board	Hubwoo.com
2007		Member of the Board	InfoPro Communications
2007		Director	Prosodie
2007		Manager	Société Civile Carmel
2007		Managing partner	Société Civile Cassiopée
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile InfoInvest
2007	2007	Chairman	Tsingma
2007		Chairman of the Supervisory Board	Tsingma
2000	2007	Director	Webraska Mobile Technologies
2008			
2008		Chairman	Apax Partners MidMarket SAS
2008		Director	Apax Partners MidMarket SAS
2007	2009	Deputy Managing Director	Apax Partners SA

First appointed	End of mandate	Main functions in company	Company
2004	2009	Permanent representative of Apax Partners SA	Arkadin
2006		Director	Camelia Participations
2004		Permanent representative of Apax Partners SA	Cegid
2006		Director	DXO Labs
2007		Member of the Board	Éditions Techniques pour l'Automobile et l'Industrie (ETAI)
2008		Chairman	Financière MidMarket SAS
2008		Director	Financière MidMarket SAS
2006		Director	Groupe Outremer Telecom
2007		Director	Hubwoo.com
2007		Chairman of the Supervisory Board	InfoPro Communications
2007		Director	Prosodie
2007		Manager	Société Civile Carmel
2007		Managing partner	Société Civile Cassiopée
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile InfoInvest
2009			
2008		Chairman	Apax Partners MidMarket SAS
2008		Director	Apax Partners MidMarket SAS
2007	2009	Deputy Managing Director	Apax Partners SA
2004	2009	Permanent representative of Apax Partners SA	Arkadin
2009		Permanent representative of Apax Partners SA (Member of the Supervisory Board)	Arkadin Holding
2006		Director	Camelia Participations
2004		Permanent representative of Apax Partners SA	Cegid
2006		Director	DXO Labs
2007		Member of the Board	Éditions Techniques pour l'Automobile et l'Industrie (ETAI)
2008		Chairman	Financière MidMarket SAS
2008		Director	Financière MidMarket SAS
2006		Director	Groupe Outremer Telecom
2007		Director	Hubwoo.com
2008		Chairman of the Supervisory Board	InfoPro Communications
2007		Director	Prosodie
2007		Manager	Société Civile Carmel
2007		Managing partner	Société Civile Cassiopée
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile InfoInvest
2009		Manager	SE Bizet

Mr Gilles Rigal, Director

First appointed	End of mandate	Main functions in company	Company
2005			
2002	2008	Permanent representative of Apax Partners SA	ASK
2004	2007	Member of the Supervisory Board	Cartesis
1990	2006	Director	Charbons Polonais
2002		Director	Cognitis Group
2003	2007	Chairman	Sistecar
2005	2007	Representative of Sistecar SAS	Sistecar Management
2006			
2002	2008	Permanent representative of Apax Partners SA	ASK
2004	2007	Member of the Supervisory Board	Cartesis
1990	2006	Director	Charbons Polonais
2002		Director	Cognitis Group
2006		Director	Odyfinance (Luxembourg)
2006	2006	Director	Odyssey Group (Luxembourg)
2006		Permanent representative of Apax Partners SA	Odyssey Group (Luxembourg)
2003	2007	Chairman	Sistecar
2005	2007	Representative of Sistecar SAS	Sistecar Management
2007			
2002	2008	Permanent representative of Apax Partners SA	ASK
2004	2007	Member of the Supervisory Board	Cartesis
2002		Director	Cognitis Group
2007		Representative of Itefin Participations	GFI Informatique
2007		Chairman	Itefin Participations
2007		Member of the Board of Directors	Itefin Participations
2006		Director	Odyfinance (Luxembourg)
2006		Permanent representative of Apax Partners SA	Odyssey Group (Luxembourg)
2003	2007	Chairman	Sistecar
2005	2007	Representative of Sistecar SAS	Sistecar Management
2008			
2002	2008	Permanent representative of Apax Partners SA	ASK
2008		Chairman	Altrafin Participations
2008		Permanent representative of Altrafin Participations (Manager)	Altitude
2008		Director	Apax Partners MidMarket
2002		Director	Cognitis Group
2008		Director	Financière MidMarket
2007		Representative of Itefin Participations	GFI Informatique
2007		Chairman	Itefin Participations
2007		Member of the Board of Directors	Itefin Participations
2006		Director	Odyfinance (Luxembourg)
2006		Permanent representative of Apax Partners SA	Odyssey Group (Luxembourg)

First appointed	End of mandate	Main functions in company	Company
2009			
2008		Permanent representative of Altrafin Participations (Manager)	Altitude
2008		Chairman	Altrafin Participations
2008		Director	Apax Partners MidMarket
2002		Director	Cognitis Group
2008		Director	Financière MidMarket
2007		Representative of Itefin Participations	GFI Informatique
2007		Chairman	Itefin Participations
2007		Member of the Board of Directors	Itefin Participations
2006		Director	Odyfinance (Luxembourg)
2006		Permanent representative of Apax Partners SA	Odyssey Group (Luxembourg)

Mr Michel Sénamaud, Director

First appointed	End of mandate	Main functions in company	Company
2005			
		No positions held in companies other than Altran Technologies	
2006			
		No positions held in companies other than Altran Technologies	
2007			
		No positions held in companies other than Altran Technologies	
2008			
		No positions held in companies other than Altran Technologies	
2009			
		No positions held in companies other than Altran Technologies	

Mr Maurice Tchenio, representative of APAX Partners (director) since 15/09/2009

First appointed	End of mandate	Main functions in company	Company
2005			
2000	2006	Permanent representative of Apax Partners SA	Alain Afflelou
1991	2007	Permanent representative of MMG	Altium Capital
2005	2005	Permanent representative of Apax Partners and Compagnie Gérance II SA (Manager)	Amboise Investissement
1977		Chairman and CEO	Apax Partners SA
1995		Chairman and CEO	Apax Partners & cie Gérance
2005	2007	Chairman	Apax Partners and Compagnie Gérance II
2000	2009	Non Executive Director	Apax Partners Holdings Ltd
1991	2005	Non Executive Director	Apax Partners Ltd
1972		Manager	Apax Partners SNC
1992	2009	Non Executive Director	Apax Partners Strategic Investors Ltd
	2009	Director	Apax Venture Capital Holdings III (Jersey) Ltd
2003	2007	Permanent representative of Apax Partners SA	Artacrea
2003	2006	Permanent representative of Apax Partners SA	Histoire d'Or Participations
1996	2007	Permanent representative of Apax Partners SA	Horis
1998	2005	Permanent representative of Apax Partners SA (Supervisory Board)	Marc & Laurent
2003	2006	Permanent representative of MG Participations	Mediastore
2003	2007	Permanent representative of Apax Partners SA	MG Participations
1990	2008	Chairman	MMG
1999	2009	Permanent representative of Apax Partners SA	Morgan International Participations
1999	2009	Permanent representative of Morgan International Participations	Morgan
2005	2005	Chairman	Penthièvre
2000		Manager	Société Civile Cimarosa
2004		Manager	Société Civile Cimarosa II
2004		Manager	Société Civile Cimarosa Media
2004		Manager	Société Civile Cimarosa Tubes
1998		Manager	Société Civile Copernic Partenaires
1995	2006	Manager	Société Civile Étoile Partenaires
2000		Manager	Société Civile Galilée Partenaires
2005		Manager	Société Civile Galilée Partenaires II
1995		Associate manager	Société Civile Immobilière Mauryland
1990	2007	Manager	Société Civile Kleber Partenaires
2000		Manager	Société Civile Longchamp
2003		Manager	Société Civile SE Wagram
2005	2007	Chairman	Société Européenne Iena
1995	2006	Chairman	Société Européenne Kleber
1982		Director	Toupargel groupe
2006			
2000	2006	Permanent representative of Apax Partners SA	Alain Afflelou

First appointed	End of mandate	Main functions in company	Company
1991	2007	Permanent representative of MMG	Altium Capital
1977		Chairman and CEO	Apax Partners SA
1995		Chairman and CEO	Apax Partners & cie Gérance
2005	2007	Chairman	Apax Partners and Compagnie Gérance II
2000	2009	Non Executive Director	Apax Partners Holdings Ltd
1972		Manager	Apax Partners SNC
1992	2009	Non Executive Director	Apax Partners Strategic Investors Ltd
	2009	Director	Apax Venture Capital Holdings III (Jersey) Ltd
2003	2007	Permanent representative of Apax Partners SA	Artacrea
2003	2006	Permanent representative of Apax Partners SA	Histoire d'Or Participations
1996	2007	Permanent representative of Apax Partners SA	Horis
2003	2006	Permanent representative of MG Participations	Mediastore
2003	2007	Permanent representative of Apax Partners SA	MG Participations
1990	2008	Chairman	MMG
1999	2009	Permanent representative of Apax Partners SA	Morgan International Participations
1999	2009	Permanent representative of Morgan International Participations	Morgan
2000		Manager	Société Civile Cimarosa
2004		Manager	Société Civile Cimarosa II
2004		Manager	Société Civile Cimarosa Media
2004		Manager	Société Civile Cimarosa Tubes
1998		Manager	Société Civile Copernic Partenaires
1995	2006	Manager	Société Civile Étoile Partenaires
2000		Manager	Société Civile Galilée Partenaires
2005		Manager	Société Civile Galilée Partenaires II
1995		Associate manager	Société Civile Immobilière Mauryland
1990	2007	Manager	Société Civile Kleber Partenaires
2000		Manager	Société Civile Longchamp
2006		Manager	Société Civile Moussecarrie
2006	2009	Manager	Société Civile SE Wagram
2003		Manager	Société Civile SE Wagram
2005	2007	Chairman	Société Européenne Iena
1995	2006	Chairman	Société Européenne Kleber
1982		Director	Toupargel groupe
2007			
1991	2007	Permanent representative of MMG	Altium Capital
1977		Chairman and CEO	Apax Partners SA
1995		Chairman and CEO	Apax Partners & cie Gérance
2005	2007	Chairman	Apax Partners and Compagnie Gérance II
2000	2009	Non Executive Director	Apax Partners Holdings Ltd
1972		Manager	Apax Partners SNC
1992	2009	Non Executive Director	Apax Partners Strategic Investors Ltd
	2009	Director	Apax Venture Capital Holdings III (Jersey) Ltd

First appointed	End of mandate	Main functions in company	Company
2003	2007	Permanent representative of Apax Partners SA	Artacrea
1996	2007	Permanent representative of Apax Partners SA	Horis
2003	2007	Permanent representative of Apax Partners SA	MG Participations
1990	2008	Chairman	MMG
1999	2009	Permanent representative of Apax Partners SA	Morgan International Participations
1999	2009	Permanent representative of Morgan International Participations	Morgan
2007		Permanent representative of Apax Partners SA	Rue de Commerce
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Capri
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Carmel
2000		Manager	Société Civile Cimarosa
2004		Manager	Société Civile Cimarosa II
2004		Manager	Société Civile Cimarosa Media
2004		Manager	Société Civile Cimarosa Tubes
1998		Manager	Société Civile Copernic Partenaires
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Equa
2007		Manager	Société Civile Étoile II
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Firoki
2000		Manager	Société Civile Galilée Partenaires
2005		Manager	Société Civile Galilée Partenaires II
1995		Associate manager	Société Civile Immobilière Mauryland
1990	2007	Manager	Société Civile Kleber Partenaires
2000		Manager	Société Civile Longchamp
2006		Manager	Société Civile Moussecarrie
2006	2009	Manager	Société Civile SE Bizet
2003		Manager	Société Civile SE Wagram
2005	2007	Chairman	Société Européenne Iena
1982		Director	Toupargel groupe
2008			
1977		Chairman and CEO	Apax Partners SA
1995		Chairman and CEO	Apax Partners & cie Gérance
2000	2009	Non-Executive Director	Apax Partners Holdings Ltd
1972		Manager	Apax Partners SNC
1992	2009	Non-Executive Director	Apax Partners Strategic Investors Ltd
	2009	Director	Apax Venture Capital Holdings III (Jersey) Ltd
1990	2008	Chairman	MMG
1999	2009	Permanent representative of Apax Partners SA	Morgan International Participations
1999	2009	Permanent representative of Morgan International Participations	Morgan
2008	2009	Chairman	Morgap
2007		Permanent representative of Apax Partners SA	Rue de Commerce

First appointed	End of mandate	Main functions in company	Company
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Capri
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Carmel
2000		Manager	Société Civile Cimarosa
2004		Manager	Société Civile Cimarosa II
2004		Manager	Société Civile Cimarosa Media
2004		Manager	Société Civile Cimarosa Tubes
1998		Manager	Société Civile Copernic Partenaires
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Equa
2007		Manager	Société Civile Étoile II
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Firoki
2000		Manager	Société Civile Galilée Partenaires
2005		Manager	Société Civile Galilée Partenaires II
1995		Associate manager	Société Civile Immobilière Mauryland
2000		Manager	Société Civile Longchamp
2006		Manager	Société Civile Moussecarrie
2006	2009	Manager	Société Civile SE Bizet
2003		Manager	Société Civile SE Wagram
1982		Director	Toupargel groupe
2008		Permanent representative of Apax Partners SA (Member of the Supervisory Board)	U10 Partenaires
2009			
1977		Chairman and CEO	Apax Partners SA
1995		Chairman and CEO	Apax Partners & cie Gérance
2000	2009	Non-Executive Director	Apax Partners Holdings Ltd
1972		Manager	Apax Partners SNC
1992	2009	Non-Executive Director	Apax Partners Strategic Investors Ltd
	2009	Director	Apax Venture Capital Holdings III (Jersey) Ltd
2008		Permanent representative of Apax Partners SA (Member of the Supervisory Board)	Financière des Docks
1999	2009	Permanent representative of Apax Partners SA	Morgan International Participations
1999	2009	Permanent representative of Morgan International Participations	Morgan
2008		Chairman	Morgap
2007		Permanent representative of Apax Partners SA	Rue de Commerce
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Capri
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Carmel
2000		Manager	Société Civile Cimarosa
2004		Manager	Société Civile Cimarosa II
2004		Manager	Société Civile Cimarosa Media
2004		Manager	Société Civile Cimarosa Tubes
1998		Manager	Société Civile Copernic Partenaires

First appointed	End of mandate	Main functions in company	Company
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Equa
2007		Manager	Société Civile Étoile II
2007		Permanent representative of Apax Partners SA (Manager)	Société Civile Firoki
2000		Manager	Société Civile Galilée Partenaires
2005		Manager	Société Civile Galilée Partenaires II
1995		Associate manager	Société Civile Immobilière Mauryland
2000		Manager	Société Civile Longchamp
2006		Manager	Société Civile Moussecarrie
2006	2009	Manager	Société Civile SE Bizet
2003		Manager	Société Civile SE Wagram
1982		Director	Toupargel groupe

Mr Jacques-Etienne de T'Serclaes

First appointed	End of mandate	Main functions in company	Company
2005			
01/01/2001	12/07/2005	Member and Chairman of the Supervisory Board	PWC Audit
2004	May 2007		Euro-India Center
2005		Director	Gift In Kind International
2006			
2004	May 2007		Euro-India Center
2005			Gift In Kind International USA
27/07/2006	2010	Director	Rémy Cointreau
2006		Operating Partner	Advent International
2007			
2004	May 2007		Euro-India Center
2005			Gift In Kind International USA
27/07/2006	2010	Director	Rémy Cointreau
2006		Operating Partner	Advent International
2008			
2005			Gift In Kind International USA
27/07/2006	2010	Director	Rémy Cointreau
2006		Operating Partner	Advent International
2008		Director	Banimmo (Belgium)
2008		Founding Chairman	Agence du Don en Nature (Eurogiki)
2009			
2005			Gift In Kind International USA
27/07/2006	2010	Director	Rémy Cointreau
2006		Operating Partner	Advent International
2008		Director	Banimmo (Belgium)
2008		Founding Chairman	Agence du Don en Nature (Eurogiki)

14.2 Convictions for fraud, liquidation proceedings and penalties involving Altran's board members

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 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 First Instance on 30 April 2009 of misappropriation of corporate funds.

Mr Chaisemartin, who received a two-year suspended prison sentence and a €150,000 fine, has filed an appeal.

14.3 Possible conflicts of interest concerning the members of the board

To the best of Altran Technologies' knowledge:

- there is no conflict of interest between its Board members' duties to Altran Technologies and their private interests and/or other obligations;
- there are no family ties between its Board members.

14.4 Financial injunctions for anti-competitive practices imposed by the competition commission

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

15 Compensation and benefits

15.1 Compensation of corporate officers

Gross compensation and benefits paid to corporate officers by the company and its subsidiaries in 2009 totalled €1,142,955, of which:

- corporate officer compensation: €797,955;
- employment contract compensation: none;
- attendance fees: €345,000;
- benefits in kind: none.

Contrary to the recommendations of the AFEP-MEDEF (Corporate Governance Code), the Board of Directors did not judge it useful to introduce a variable component linked to assiduity for the calculation of attendance fees given the high level of participation (96%) at Board and committee meetings.

Compensation paid to the Chairman and Chief Executive Officer

Mr Yves de Chaisemartin - Chairman and CEO

Contributions paid to Mr Yves de Chaisemartin

	2008		2009	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€360,000	€360,000	€360,000	€357,955 (b)
Variable compensation	€340,000	€340,000 (a)	€208,000	€208,000 (c)
Bonus	€100,000	€100,000 (a)	None	None
TOTAL	**€800,000**	**€800,000**	**€568,000**	**€565,955**

(a) Amount paid in 2009.

(b) Mr Yves de Chaisemartin took one and a half days leave of absence for personal reasons in 2009.

(c) Amount paid in 2010.

Variable compensation: 2009

Upon the recommendation of the Committee of Appointment and Remuneration Committee, the Board of Directors fixed Mr Chaisemartin's total compensation for achieving the targets set by the group in 2009 at €630,000, including a fixed remuneration of €360,000. This implies an exceptional reduction of 10% on previous years' levels, in accordance with Mr Chaisemartin's wish to be treated on an equal footing with the other Executive Committee members. Mr Chaisemartin's variable compensation for 2009 was thus lowered to €270,000.

This amount is based on achievement of management's 2009 objectives in terms of:

- operating performances (EBIT);
- sales growth; and
- the pursuit of the group's restructuring plan.

No variable compensation was awarded in 2009 relating to 2009 performances. On 12 March 2010, the Board of Directors fixed Mr Chaisemartin's variable remuneration for 2009 at €208,000.

Variable compensation: 2010

On 12 March 2010, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr Chaisemartin's total compensation for achieving the targets set by the Group in 2010 at €700,000, including a fixed remuneration of €360,000.

Mr Chaisemartin's 2010 variable compensation of €340,000 is based on the following performance-related criteria in terms of:

- operating performances (EBIT) and organic growth (for 60%);
- strategy, external growth and the quality of group management (for 40%).

Mr de Chaisemartin does not have an employment contract with the company, nor does he benefit either from 1/ a supplementary retirement scheme or benefits due or arising from either the termination or change in his function, or from 2/ any compensation relative to a non-competition clause.

In fiscal years 2008 and 2009, Mr de Chaisemartin, within the context of his mandate, did not receive or raise any other compensation, nor did he receive any benefits in kind, stock-options, bonus or performance shares, or securities giving access to Altran's capital.

Compensation of other executive officers

Attendance fees and other forms of compensation allocated to non-executive directors

Mr Dominique de Calan

As Chairman of the Supervisory Board until 30 June 2008 and Member of the Board of Directors since 30 June 2008	Paid in 2008	Paid in 2009
Gross compensation paid by the company for carrying out this function	€65,000	None
Attendance fees paid by the company for carrying out this function	€80,000	€80,000

Mr Michel Senamaud

As Vice Chairman of the Supervisory Board until 30 June 2008 and Member of the Board of Directors since 30 June 2008	Paid in 2008	Paid in 2009
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€70,000	€55,000

Mr Roger Alibault

As member of the Supervisory Board until 30 June 2008 and Member of the Board of Directors since 30 June 2008	Paid in 2008	Paid in 2009
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€70,000	€55,000

Mr Jacques-Etienne de T'Serclaes

As member of the Supervisory Board until 30 June 2008 and Member of the Board of Directors since 30 June 2008	Paid in 2008	Paid in 2009
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€150,000	€115,000

Mr Jean-Pierre Alix

As member of the Board of Directors since 30 June 2008	Paid in 2008	Paid in 2009
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	None	€40,000

Mr Gilles Rigal – Director

Mr Gilles Rigal receives no attendance fees for exercising his mandate as member of the Board.

Apax Partners SA – Director

Apax Partners S.A. - represented by Mr Edgar Misrahi until 15 September 2009, and thereafter by Mr Maurice Tchenio - receives no attendance fees for exercising its mandate as member of the Board.

In fiscal years 2008 and 2009, the corporate officers in the context of their mandates, did not receive any compensation from any of the companies controlled by Altran, nor did they receive any benefits in kind, stock-options, bonus or performance shares, or securities giving access to Altran's capital.

15.2 Commitments made by the company to its corporate officers

Altran Technologies concluded a services procurement contract with Mr Jacques-Etienne de T'Serclaes, member of the Board of Directors and Chairman of the Audit Committee, before he took up office. This contract concerns consulting-services required by Altran Technologies as regards the development of the group's Asian activity, for which it paid total fees of €78,200 in 2009.

Other than the non-related party agreement detailed above, the group has made no commitment to award the members of the Board of Directors any compensation, financial guarantees or benefits due, or liable to arise, from either the termination of, or change in their functions, at the time or later.

No regulated agreement under Article L. 225-86 of the French Commercial Code was approved or planned in 2009.

15.3 Summary of stock-options granted to directors

All information concerning the various bonus shares and stock-option plans granted to corporate officers and the stock-option exercise process is given in section 17.2.1 "Stock-options", of this registration document.

16 Practices of the administrative bodies

All information relative to the practices of the governing bodies is given in the “Chairman’s report”, in appendix 1 of this registration document.

All information pertaining to related and non-related agreements is given in section 15 “Commitments made by the company to its corporate officers”, of this registration document.

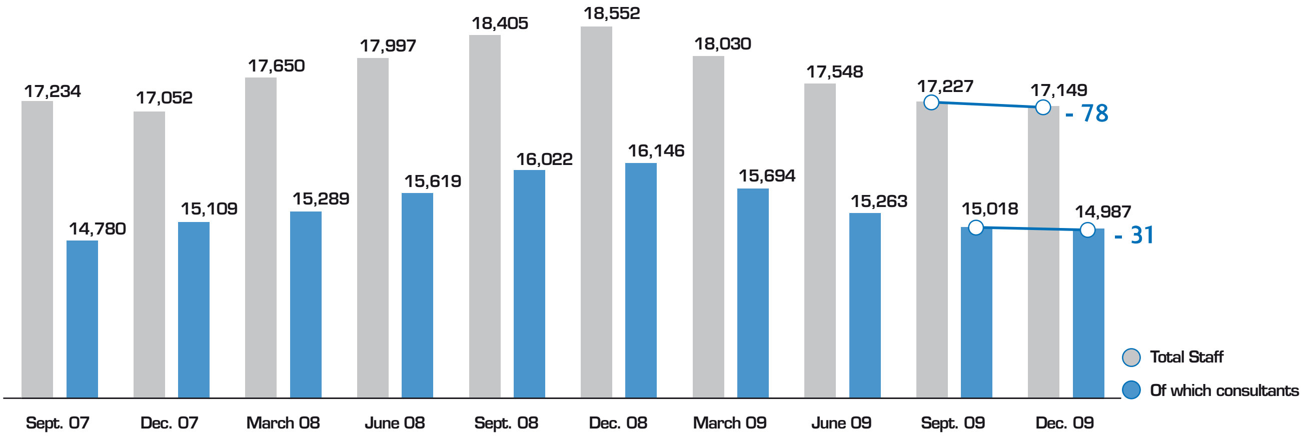
17 Employees

17.1 Employee data

17.1.1 Number of employees

In 2009, Altran reduced its workforce by 1,373 employees bringing the total headcount to 17,149 at the end of the year.

The reduction in staff numbers in Q4 2009 (-78 employees) factored in the impact of the Personalised Voluntary Departure Plan (PPDV), which resulted in 92 departures by the end of the year. However, excluding departures related to this plan, the workforce increased by 14 employees in the fourth quarter.



17.1.2 Invoicing rate

Altran's invoicing rate provides a relatively accurate yardstick by which to assess the group's business levels. Note, however, that the invoicing rate may still be subject to adjustment. Altran has calculated its invoicing rate (on a constant methodological basis since 2004), by dividing the number of FTEs (Full Time Equivalents) billed 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 rivals.

Altran's average invoicing rate came out at 78.6% in 2009. Trends in the group's invoicing rate are given in the table below:

	Average 2007	Average 2008	Q1 2009 average	Q2 2009 average	H2 2009 average	Q3 2009 average	Q4 2009 average	H2 2009 average	Average 2009
Invoicing rate	84.6%	84.0%	77.9%	77.6%	77.8%	78.2%	80.8%	79.6%	78.6%

17.1.3 Staff turnover rate

Altran's staff turnover rate is defined as the ratio between the total number of staff departures, for whatever reason (resignation, departure during trial periods, etc.) and the total number of group employees. In 2009, the 12-month moving average of consultant staff turnover rates narrowed to 22.1%, on a like-for-like basis, from 29.9% at end-2008.

17.2 Employee profit-sharing and stock-options

17.2.1 Stock-options

Altran did not grant any stock-option or bonus-share plans in 2009.

All stock-options awarded to corporate officers are in the form of new share warrants. No stock-options were granted to the group's corporate officers in 2009.

Moreover, it was decided at the 4 February 2008 Supervisory Board session that corporate officers could not exercise their stock-options received as part of the 20 December 2007 stock-option plan, until after their departure from the company.

The stock-options granted in March 2003 were exercisable as of 12 March 2007, at a unit price of €2.94. At end-2009, 990,252 options had been exercised, of which 6,182 in 2009, 72,345 in 2008 and 911,725 in 2007. No stock-options were exercised in H1 2009. This was also the case for the stock-option plans launched in June 2003 (exercisable since 02 June 2007), June 2004 (exercisable since 30 June 2008) and June 2005 (exercisable since 16 June 2009).

In addition, note that the 20 December 2007 bonus-share plan reached maturity on 21 December 2009. In total, 371,240 shares were attributed in the context of this plan.

The main characteristics of the group's stock-option plans at 31 December 2009 are outlined in the tables below:

Stock-option and allocation bonus-share plans	Stock-option plans 2003 [(a) (c)]	Plan 2003 [(a) (b) (c)]	Plan 2004 [(c)]	Plan 2005 [(c)]	Stock-options Plan 2005 [(c)]
Date of General Meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004
Date of Management Board or Board of Directors meeting	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000
o/w available to corporate officers	186,785		80,000	200,000	210,000
o/w available to ten highest paid employees	875,218	106,734	510,000	340,000	635,000
Balance at 31/12/2009	378,890	107,848	451,792	132,369	321,068
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009
Deadline for granting bonus shares					
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013
End of lock-in period for bonus shares					
Purchase price of options/reference share price (€)	2.94	6.66	9.27	7.17	9.52
Valuation method used	Black & Scholes	Black & Scholes	Black & Scholes	Black & Scholes	Black & Scholes
Number of shares available for subscription or allocation at 31/12/2008	1,098,133	174,823	1,400,222	132,369	1,499,073
Options granted in 2008 (following capital increase)					
Options forfeited in 2009	77,443	4,668	183,164		211,197
Options exercised in 2009	16,967				
Number of shares available for subscription or allocation at 31/12/2009	1,003,723	170,155	1,217,058	132,369	1,287,876

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20,807,584 new shares.

(b) The Ninth Resolution passed by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

Stock-option and allocation bonus-share plans	Stock-options Plan 2007 [c]	Plan 2007 France	Bonus shares Plan 2007 Outside France
Date of General Meeting	29/06/2005	29/06/2005	29/06/2005
Board Meeting date	20/12/2007	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	482,240	336,500
o/w available to corporate officers	100,000		
o/w available to ten highest paid employees	340,000	93,240	
Balance at 31/12/2009	424,386		
Vesting date	21/12/2011		
Deadline for granting bonus shares		21/12/2009	21/12/2011
Maturity	20/12/2015	20/12/2011	20/12/2011
End of lock-in period for bonus shares			
Purchase price of options/reference share price (€)	4.25	4.00	4.00
Valuation method used	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2008	2,453,681	433,740	329,000
Options granted in 2009 (following capital increase)			
Options forfeited in 2009	341,789	62,500	80,000
Options exercised in 2009			
Number of shares available for subscription or allocation at 31/12/2009	2,111,892	371,240	249,000

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

All stock-options awarded to corporate officers are in the form of new share warrants. No bonus shares were granted to the group's corporate officers in 2009.

Stock-options granted to Mr Yves de Chaisemartin – Managing Director until 30 June 2008 and Chairman of the Board and Chief Executive Officers since 1 July 2008

	20 December 2007 plan
Strike price [a]	4.25
Exercise date	20 December 2015
Number of options granted	50,000
Number of options exercised over the period	-
Number of options outstanding at 31 December 2009	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 1999 are listed in the table below.

Year	Amount (€m)
2005	7,723
2006	7,971
2007	2,590
2008	2,184
2009	634

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 granted to the top ten employees who are not corporate officers

Altran did not grant any stock-option or bonus-share plans in 2009. However, under the bonus-share plan of 20 December 2007, the French beneficiaries were awarded a total of 371,240 bonus shares on 21 December 2009. Given those awards, the total amount of the ten largest bonus share awards granted to non-office holders in 2009 was 97,470 shares.

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%, 33%, 50%, 66%, 90% or 95% of company shares or voting rights at General Meetings

	31 December 2007				31 December 2008				31 December 2009			
	Number of shares	% of share capital	Number of voting rights	% of voting rights	Number of shares	% of share capital	Number of voting rights	% of voting rights	Number of shares	% of share capital	Number of voting rights	% of voting rights
Alexis Kniazeff	9,976,285	8.44%	19,731,586	14.26%	6,976,357	4.87%	9,610,574 (a)	6.45% (a)	6,976,357	4.86%	9,610,574 (a)	6.45% (a)
Hubert Martigny	9,978,989	8.44%	19,734,341	14.26%	6,978,989	4.87%	9,615,838 (a)	6.45% (a)	6,978,989	4.86%	9,615,838 (a)	6.45% (a)
Altrafin Participations (b)					27,501,079	19.21%	27,501,079	18.46%	27,501,079	19.15%	27,501,079	18.46%
Free float (c)	98,272,687	83.12%	98,902,260	71.48%	101,720,676	71.05%	102,276,847	68.64%	102,122,902	71.13%	102,761,821	68.64%
Total	118,227,961	100.00%	138,368,187	100.00%	143,177,101	100.00%	149,004,338	100.00%	143,579,327	100.00%	149,489,312	100.00%
Total number of shares giving access to double voting rights	20,140,226				5,826,529				5,826,529			

(a) Voting rights contributed to Altrafin Participations.

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

(c) Of which Gilaspi Investments which notified the Company by mail on 4 and 8 July 2008 that it owned 9,236,847 shares in the Company.

Of which Matignon Développement 3 (funds held by AXA Investment Managers Private Equity Europe) which informed the Company, in a letter dated 30 July 2008, that it owned 7,526,846 shares in the Company.

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 2009

In a letter dated 21 July 2009, the group was informed that on 15 July 2009, *Caisse des Dépôts et Consignations* (CDC) had transferred its entire stake in Altran to its subsidiary, *Fonds Stratégique d'Investissement* (FSI). As a result of this operation:

- CDC had crossed below all of the statutory thresholds from 1.5% to 0.5% of the company's capital and voting rights;
- FSI (CDC's 51% - held subsidiary) had broken through all of the statutory thresholds from 0.5% to 1.5% of Altran's capital and voting rights.

At that date, CDC held an indirect stake, via FSI, of 2,664,847 shares in Altran, or 1.86% of the capital and 1.78% of the voting rights.

In a letter dated 1 October 2009, the group was informed that, following an acquisition, on 30 September 2009, the mutual funds managed by Crédit Agricole Asset Management had broken through the statutory 0.5% threshold of Altran's capital and voting rights. At that date the mutual funds owned 861,449 Altran shares, (representing 0.58% of the capital and the voting rights).

In a letter dated 19 October 2009, the company was notified that:

- following a disposal, on 14 October 2009, the mutual funds managed by Crédit Agricole Asset Management had crossed below the statutory threshold of 0.5% in terms of voting rights. At that date, the funds owned 736,251 Altran shares (representing 0.49% of the capital).
- following a disposal, on 15 October 2009, the mutual funds managed by Crédit Agricole Asset Management had crossed below the statutory threshold of 0.5% in terms of the capital, thus reducing its stake in Altran to 702,426 shares (0.49% of the capital).

In a letter dated 5 November 2009, BNP Paribas Asset Management informed the group that the mutual funds managed by BNP Paribas asset management companies had crossed the statutory 0.5% threshold in terms of voting rights. At that date the funds held 736,342 shares and the equivalent in terms of voting rights (representing 0.51% of the capital and 0.49% of the voting rights).

In a letter dated 9 November 2009, BNP Paribas Asset Management informed the group that the mutual funds managed by BNP Paribas' asset management companies had crossed below the 0.5% threshold of the group's capital, reducing its stake in Altran to 641,342 shares and the equivalent in terms of voting rights (representing 0.44% of the capital and 0.43% of the voting rights).

In a letter dated 10 November 2009, BNP Paribas Asset Management informed the group that the mutual funds managed by BNP Paribas' asset management companies had broken through the 0.5% threshold in terms of capital and voting rights. At that date the funds owned 889,342 shares and the equivalent in terms of voting rights (representing 0.62% of the capital and 0.59% of the voting rights).

In a letter dated 16 November 2009, DNCA Finance informed the group that it owned 1,111,500 Altran shares via mutual funds, equivalent to 0.78% of the capital and 0.75% of the voting rights.

In a letter dated 17 November 2009, BNP Paribas Asset Management informed the group that the mutual funds managed by BNP Paribas' asset management companies had crossed below the 0.5% threshold in terms of capital and voting rights. At that date the funds owned 73,342 shares and the equivalent in terms of voting rights (representing 0.05% of the capital and 0.04% of the voting rights).

In a letter dated 24 November 2009, BNP Paribas Asset Management informed the group that the mutual funds managed by BNP Paribas' asset management companies held 143 shares and the equivalent in terms of voting rights (representing 0.0001% of the capital and 0.00019% of the voting rights).

In a letter dated 30 November 2009, UBS AG (Zurich) informed the company that it held 2,012,777 Altran shares, equivalent to 1.41% of the capital and the voting rights, thereby exceeding the 1% threshold of the capital and the voting rights.

In a letter dated 4 January 2010, DNCA Finance informed the group that, following the acquisition of shares on 28 and 31 December 2009, the funds owned 1,571,500 Altran shares and had therefore breaking through the 1% threshold in terms of capital and the voting rights.

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

None.

18.1.4 Employee share ownership

At 31 December 2009, Altran employees owned 2,535,066 Altran shares, or 1.8% of the capital and 1.7% of its voting rights, through three company-sponsored mutual funds.

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

Note that this was a leveraged operation which, in 31 December 2007, resulted in the loan of 1,410,000 shares, held by the employee shareholding funds, to the bank that had initially structured the financial package. At 31 December 2009, none of the shares held by the employee-shareholding funds were on loan. However, the bank may borrow around 1,300,000 shares from these funds periodically throughout the year.

The bank has agreed to do its utmost, market conditions permitting, to return the shares to the funds before the Annual General Meetings so that the funds can exercise the full voting rights attached to their shares.

18.1.5 Employee share ownership

In accordance with article 11 of the Articles of Association, which stipulates that corporate officers must own at least one Altran shares, the holdings of the directors in Altran's capital are as follows:

- Mr Yves de Chaisemartin: 158,500 shares;
- Mr Roger Alibault: 6,895 shares;
- Mr Jean-Pierre Alix: 10 shares;
- Apax Partners - represented by Altrafin Participations on the Board of Directors: 27,501,079 shares;
- Mr Dominique de Calan: 4,393 shares;
- Mr Gilles Rigal: 1 share;
- Mr Michel Senamaud: 7,265 shares;
- Mr Jacques-Etienne de T'Serclaes: 2,500 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, barring the acquisition by Mr Yves de Chaisemartin of 40,377 OCEANE bonds acquired at the time of the 2015 OCEANE bond issue in November 2009, no other corporate officers bought or sold any company shares during the course of the year in 2009.

18.3 Share buybacks

The Annual General Meeting on 23 June 2009, in accordance with the quorum and majority conditions of the Annual General Meetings, resolved to:

- annul, with immediate effect, the unused portion of the share buyback authorised by the Combined General Meeting on 30 June 2008; and
- authorise the company to trade its own shares on the market in order, among other things, to regulate the Altran share price (as specified in the Sixteenth Resolution). This authorisation (validated for 18 months) has not been used to date.

18.4 Market for Altran Technologies securities

18.4.1 Altran Technologies share price

	Average daily trading volumes	Average share price (€)	Highest (€)	Lowest (€)	Market capitalisation (€m)
January 2008	981,340	3.68	4.34	3.11	435
February 2008	963,022	4.44	5.21	3.77	525
March 2008	654,472	4.73	5.24	4.21	559
April 2008	828,727	5.48	6.15	4.88	648
May 2008	421,561	5.96	6.28	5.73	705
June 2008	851,557	5.75	6.25	5.07	680
July 2008	584,544	5.38	6.17	4.72	654
August 2008	286,949	5.82	6.03	5.41	833
September 2008	440,307	5.46	6.15	4.52	782
October 2008	418,415	4.25	5.01	3.4	608
November 2008	363,026	3.34	4.24	2.66	478
December 2008	1,065,046	2.68	2.92	2.46	384
January 2009	444,913	2.76	3.39	2.37	396
February 2009	341,962	2.36	2.77	1.95	338
March 2009	392,723	2.04	2.33	1.77	292
April 2009	324,555	2.48	2.61	2.32	354
May 2009	477,633	2.37	2.56	2.05	339
June 2009	458,609	2.15	2.46	1.94	308
July 2009	640,457	2.06	2.22	1.96	295
August 2009	935,969	2.55	2.74	2.43	366
September 2009	1,845,263	3.29	3.79	2.46	472
October 2009	949,262	3.66	4.03	3.23	524
November 2009	707,890	3.37	3.66	3.13	483
December 2009	469,093	3.34	3.73	3.00	479
January 2010	963,371	4.15	4.43	3.70	596
February 2010	663,568	3.71	4.32	3.35	532

Source: Bloomberg

Source: Bloomberg

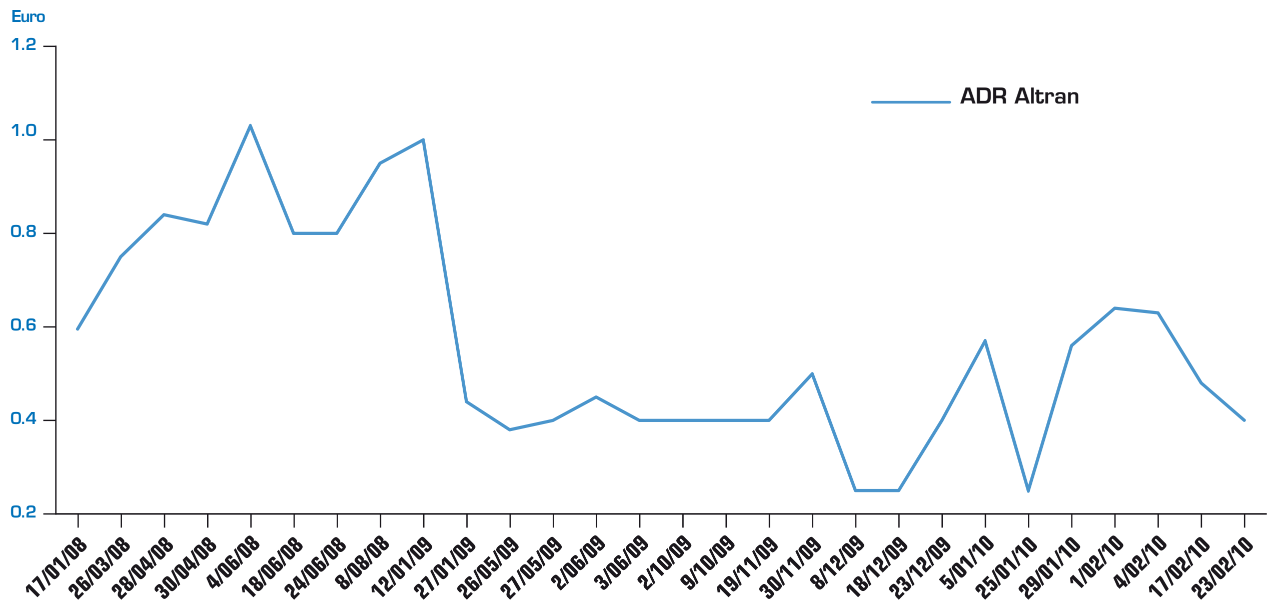
18.4.2 Trends in Altran Technologies' ADR prices since 1 January 2008

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 in 2008, 2009 and at the beginning of 2010 are detailed in the table below:

	Average daily trading volumes	Highest ($)	Lowest ($)	Last ($)	Volumes traded ($)
17 January 2008	4,608	0.60	0.59	0.60	2,741
26 March 2008	5,364	0.75	0.74	0.75	4,023
28 April 2008	10,590	0.84	0.83	0.83	8,790
30 April 2008	1,002	0.82	0.82	0.82	822
04 June 2008	552	1.03	1.03	1.03	568
18 June 2008	2,994	0.80	0.75	0.80	2,395
24 June 2008	4,269	0.80	0.80	0.80	3,415
08 August 2008	552	0.95	0.95	0.95	524
12 January 2009	3,607	1.00	1.00	1.00	3,607
27 January 2009	100	0.44	0.44	0.44	44
26 May 2009	25,780	0.38	0.38	0.38	9,796
27 May 2009	5,828	0.40	0.40	0.40	2,331
02 June 2009	1,079	0.45	0.45	0.45	486
03 June 2009	2,260	0.40	0.40	0.40	904
02 October 2009	9,805	0.40	0.40	0.40	3,922
09 October 2009	14,177	0.40	0.40	0.40	5,671
19 November 2009	1,570	0.40	0.40	0.40	628
30 November 2009	128,180	0.50	0.50	0.50	64,026
08 December 2009	2,903	0.25	0.25	0.25	726
18 December 2009	290	0.25	0.25	0.25	73
23 December 2009	2,695	0.40	0.40	0.40	1,078
05 January 2010	13,113	0.57	0.57	0.57	7,474
25 January 2010	6,013	0.25	0.25	0.25	1,503
29 January 2010	6,983	0.56	0.56	0.56	3,910
1er February 2010	2,507	0.64	0.64	0.64	1,604
04 February 2010	2,744	0.63	0.62	0.63	1,715
17 February 2010	12,735	0.48	0.48	0.48	6,113
23 February 2010	2,884	0.40	0.40	0.40	1,154

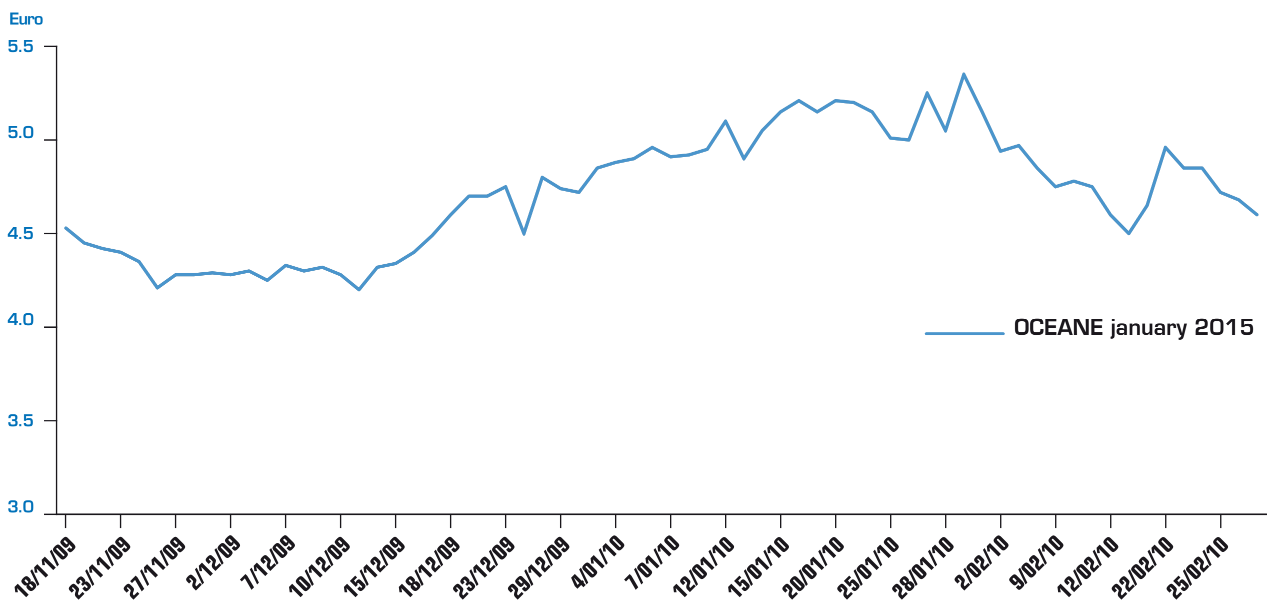
Source: Bloomberg



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

	Average daily trading volumes	Average share price (€)	Highest (€)	Lowest (€)
November 2009	25,527	4.39	4.53	4.21
December 2009	7,640	4.42	4.85	4.08
January 2010	17,860	5.00	5.35	4.53
February 2010	2,839	4.54	5.15	4.50

Source: Fininfo



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):

Plan	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
11 March 2003	2.97	2.94	1,182,134	1,193,800	1.01043
24 June 2003	6.73	6.66	188,154	190,169	1.01043
29 June 2004	9.37	9.27	1,614,998	1,632,020	1.01043
15 June 2005	7.24	7.17	131,000	132,369	1.01043
20 December 2005	9.62	9.52	1,767,500	1,786,061	1.01043
20 December 2007	4.29	4.25	2,525,330	2,551,832	1.01043

18.6 Agreements entered into by the company, which will 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 may cause restrictions to the transfer of shares and/or the exercise of voting rights

Other than the restrictions relative to the exercise of options as defined in section 17.2.1 "Employee profit-sharing and stock-options", there are no agreements between shareholders or corporate officers, of which the company is aware, that could lead to restrictions in the transfer of shares and the exercising of voting rights.

18.8 Commitments to buy out minority interests

None.

19

Related-party transactions

Compensation and benefits paid to corporate officers

Overall compensation and benefits paid to corporate officers by Altran and the companies it controls, totalled €1,142,955 in 2009:

Fixed compensation	Variable compensation	Attendance fees	Benefits in kind	Total compensation	End-of-career commitments
357,955	440,000	345,000	None	1,142,955	None

More detailed information is given in section 15.1 "Compensation of Corporate Officers".

Commitments made by the company to its corporate officers

The group made no commitment 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.

Transaction carried out with reference shareholder

None.

Other

Altran Technologies booked €78,000 in payment of services supplied by Alter, in which one of the directors has an interest.

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 2002-2007 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. 09-300 filed with the AMF on 23 April 2009.

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

20.2 Proforma financial information

None.

20.3 Financial statements

CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2009

I – Consolidated balance sheet

		December 2009			December 2008
(in thousands of euros)	Notes	Gross value	Amort. Prov.	Net Value	Net Value
Net goodwill	4.1	**655,873**	**(260,041)**	**395,832**	**431,413**
Intangible assets	4.2	**65,526**	**(25,298)**	**40,228**	**40,769**
Land & construction		11,518	(4,618)	6,900	7,716
Other intangible assets		93,054	(64,120)	28,934	31,372
Fixed assets	4.3	104,572	(68,738)	35,834	39,088
Non-current financial assets	4.4	31,254	(1,010)	30,244	26,307
Deferred tax assets	5.9	120,537	(43,306)	77,231	50,743
Other non-current tax assets		187		187	3
Other non-current financial assets	4.5	9,816	(5,652)	4,164	4,431
TOTAL NON-CURRENT ASSETS		**987,765**	**(404,045)**	**583,720**	**592,754**
Inventory and work in process	4.6	1,992	(71)	1,921	1,005
Prepayments to suppliers		4,880		4,880	2,758
Accounts receivable (client)	4.7	426,413	(8,297)	418,116	510,626
Other receivables	4.8	70,927	(2,622)	68,305	58,567
Client accounts and other receivables		**502,220**	**(10,919)**	**491,301**	**571,951**
Current financial assets	4.9	1,292	(193)	1,099	677
Cash equivalents	4.11	198,630		198,630	147,990
Cash	4.11	43,942		43,942	81,473
TOTAL CURRENT ASSETS		**748,076**	**(11,183)**	**736,893**	**803,096**
TOTAL ASSETS		**1,735,841**	**(415,228)**	**1,320,613**	**1,395,850**

(in thousands of euros)	Notes	December 2009	December 2008
Capital	4.10	71,790	71,589
Share premiums		337,256	335,291
Reserves attributable to shareholders in the parent company		156,413	127,119
Conversion-rate adjustments		(32,578)	(41,995)
Earnings for fiscal year/period		(74,753)	11,438
Minority interests		1,285	242
SHAREHOLDERS' EQUITY		**459,413**	**503,684**
Convertible bond loans (>1 year)		100,422	
Credit establishment borrowings and debts (>1 year)		92,414	13,474
Other non-current financial liabilities		17,925	9,392
Non-current financial liabilities	**4.11**	**210,761**	**22,866**
Provisions for long-term liabilities and charges	4.12	12,098	12,031
Long-term employee benefits	4.13	38,180	32,542
Deferred tax liabilities	5.9	16,290	12,155
Other long-term liabilities	4.14	318	1,109
Other non-current liabilities		**66,886**	**57,837**
TOTAL NON-CURRENT LIABILITIES		**277,647**	**80,703**
Accounts payable	4.15	63,716	66,396
Taxes payable		78,840	97,583
Current employee benefits	4.13	133,620	156,800
Debt on assets		1,100	609
Other current debts	4.16	38,518	44,016
Suppliers and other current payables		**315,794**	**365,404**
Provisions for short-term risks and charges	4.12	48,803	30,411
Debt on short-term securities	4.17	1,851	791
Current financial liabilities	4.11	217,105	414,857
Other current financial liabilities		267,759	446,059
TOTAL CURRENT LIABILITIES		**583,553**	**811,463**
TOTAL LIABILITIES		**1,320,613**	**1,395,850**

II – Consolidated income statement

(in thousands of euros)	Note	December 2009 (12 months)	December 2008 (12 months)
Turnover	5.1 5.2	1,403,734	1,650,082
Other income from operations		4,673	5,026
REVENUE FROM ORDINARY OPERATIONS		**1,408,407**	**1,655,108**
Raw materials		(11,714)	(13,069)
Variation in work-in-progress		323	(353)
External expenses	5.3	(293,296)	(351,759)
Staff costs - salaries	5.4	(1,037,833)	(1,128,776)
Staff costs – payment in shares	5.4	(1,892)	(506)
Taxes and duties		(10,256)	(11,992)
Net depreciation and provisions	5.5	(9,526)	(15,037)
Other financial income and expenses	5.3	(13,203)	(6,596)
OPERATING INCOME ON ORDINARY ACTIVITIES		**31,010**	**127,020**
Other non-recurring operating income		39,367	11,307
Other non-recurring operating expenses		(103,799)	(33,406)
Other non-recurring operating income and expenses	5.6	(64,432)	(22,099)
Goodwill depreciation	4.1	(38,636)	(26,512)
OPERATING INCOME		**(72,058)**	**78,409**
Income from cash and cash equivalent		4,203	3,376
Cost of gross financial debt		(18,515)	(28,245)
COST OF NET FINANCIAL DEBT	**5.7**	**(14,312)**	**(24,869)**
Other financial income	5.8	5,488	15,374
Other financial expenses	5.8	(10,697)	(10,372)
Tax expenses/income	5.9	16,259	(45,832)
Equity share in net income of associates			
NET INCOME BEFORE DISCONTINUED AND HELD-FOR-SALE OPERATIONS		**(75,320)**	**12,710**
Net income on discontinued and held-for-sale operations			
NET INCOME		**(75,320)**	**12,710**
Minority interests		567	(1,272)
NET INCOME ATTRIBUTABLE TO THE GROUP		**(74,753)**	**11,438**
Earnings per share		-0.52	0.09
Diluted earnings per share		-0.52	0.09

III – Consolidated statement of comprehensive income

(in thousands of euros)	December 2009 (12 months)	December 2008 (12 months)
CONSOLIDATED NET PROFIT	**(75,320)**	**12,710**
Cambridge Consultants incubator	995	(168)
Financial instruments	(997)	(6,010)
Actuarial losses or gains		
Goodwill	9,166	(29,245)
OTHER COMPREHENSIVE INCOME NET OF TAX OVER THE PERIOD	**9,164**	**(35,424)**
RESULTS FOR THE PERIOD	**(66,156)**	**(22,713)**
o/w attributable to group:		
• owned by the group's company	(65,817)	(23,614)
• minority interests	(339)	901

(in thousands of euros)	December 2009 (12 months) Before tax	Tax	After tax	December 2008 (12 months) Before tax	Tax	Other tax
Cambridge Consultants incubator	919	76	995	(257)	89	(168)
Financial instruments	(1,671)	674	(997)	(9,015)	3,005	(6,010)
Actuarial losses or gains						
Goodwill	9,776	(610)	9,166	(31,939)	2,694	(29,245)
Other comprehensive income over the period	**9,023**	**140**	**9,164**	**(41,211)**	**5,788**	**(35,424)**

IV - Change in consolidated share capital

(in thousands of euros)	Number of shares	Capital	Bonus	Resources	Change in fair value & other	Conversion differences	Net Profit	Total group share	Minority interests	Total
31 December 2007	**118,201,300**	**59,101**	**220,510**	**90,067**	**16,487**	**(10,368)**	**21,594**	**397,391**	**92**	**397,483**
RESULTS FOR THE PERIOD				**2,690**	**(6,178)**	**(31,565)**	**11,438**	**(23,614)**	**901**	**(22,713)**
Capital increase	24,975,801	12,488	114,275					126,763		126,763
Share-based payments			506					506		506
Income Appropriation				21,594			(21,594)	0		0
Other transactions				2,459		(63)		2,396	(751)	1,645
31 December 2008	**143,177,101**	**71,589**	**335,291**	**116,810**	**10,309**	**(41,995)**	**11,438**	**503,442**	**242**	**503,684**
RESULTS FOR THE PERIOD				**(608)**	**(2)**	**9,545**	**(74,753)**	**(65,817)**	**(339)**	**(66,156)**
Capital increase	402,226	201	73					274		274
Share-based payments			1,892					1,892		1,892
Income Appropriation				11,438			(11,438)	0		0
Other transactions				(2,298)	20,762	(127)		18,336	1,383	19,719
31 December 2009	**143,579,327**	**71,790**	**337,256**	**125,343**	**31,068**	**(32,578)**	**(74,752)**	**458,127**	**1,286**	**459,413**

Net items of €20,762,000 booked under "Other transactions" of that impact "Changes in Fair Value and other" include equity of €32,149,000 raised via the 2015 OCEANE bond less €11,387 in deferred tax.

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)	31/12/2009	31/12/2008
Cash equivalents	198,630	147,990
Cash	43,942	81,473
NET CASH FLOW	**242,572**	**229,463**

(in thousands of euros)	2009 12 months	2008 12 months
Operating income	**(72,058)**	**78,410**
Goodwill depreciation	38,635	26,512
Operating income before goodwill amortisation	**(33,423)**	**104,922**
Depreciation and net operating provisions	20,190	12,821
Income and charges from stock-options	1,892	506
Capital gains or losses on disposals	(1,341)	4,943
Other gains and charges	(3,270)	6,120
Cash flow before net interest expenses and taxes	**(15,952)**	**129,311**
Change in inventory and work in progress	(607)	285
Change in client accounts and other receivables	108,496	(30,409)
Change in supplier accounts and other payables	(32,613)	2,099
Change in working capital	**75,276**	**(28,025)**
Net operating cash flow	**59,324**	**101,286**
Interest paid	(22,019)	(22,012)
Interest received	3,151	1,146
Tax paid and variations in tax claims and liabilities	(43,947)	(19,813)
Cash impact of other financial income and expenses	880	1,568
NET CASH FLOW FROM OPERATIONS	**(2,610)**	**62,176**
Cash outflows for fixed and intangible asset acquisitions	(13,168)	(18,865)
Cash inflows from fixed and intangible asset disposals	129	513
Cash outflows for financial asset acquisitions (non-consolidated holdings)	(2)	(1,068)
Cash inflows from financial asset disposals (non-consolidated holdings)	768	(630)
Earn-out disbursements	(2,445)	(2,292)
Impact of changes in scope of consolidation	10,056	(540)
Dividends received (associates, non-consolidated holdings)	(700)	8
Change in loans and advances granted	(7,325)	(2,471)
Investment subsidies received		
Other flows from investment transactions	5,912	1,405
NET CASH FLOW FROM INVESTMENTS	**(6,775)**	**(23,941)**
Sums received from shareholders during the capital increase	87	126,763
Dividends paid during the period	(55)	
Inflows from new borrowings	282,333	862
Reimbursement of loans	(218,876)	(102,236)
Other flows from financing operations	(41,264)	(12,088)
NET CASH FLOW FROM INVESTMENTS	**22,226**	**13,300**
Impact of variations in exchange rates	277	328
Impact of changes in accounting principles	(10)	
CHANGES IN NET CASH FLOW	**13,108**	**51,864**
Opening cash balance	229,463	177,599
Closing cash balance	242,572	229,463
CHANGE IN NET CASH POSITION	**13,108**	**51,864**

APPENDIX TO THE CONSOLIDATED FINANCIAL STATEMENTS

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, particularly 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 2009 have been prepared in accordance with IAS/IFRS international accounting standards, applicable at 31 December 2009 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 given by the International Financial Reporting Interpretation Committee (IFRIC).

The group has applied the following accounting norms, whose application is mandatory for annual periods beginning on or after 1 January 2009. The application of these norms only affects the form and the extent of the information presented in the accounts:

- IAS 1 revised: Presentation of financial statements / consolidated statement of comprehensive income

  This norm introduces the notion of comprehensive income, which includes the changes in equity over the period other than those arising from transactions with shareholders acting in their capacity as owners of the group's share capital. The group has opted to present its comprehensive income in two statements: 1/ Consolidated Income Statement and 2/ Consolidated Statement of Comprehensive Income.

- IFRS 8: Operating segments

  This norm replaces IAS 14: "Segment Reporting", and introduces the notion of "management approach" in segment reporting. IFRS 8 requires a modification in both the presentation and the note on segment reporting. This is based on internal reporting, which is regularly reviewed by the group's chief operating manager in order to assess the performance of each operating segment and allocate resources.

The application of revised IAS 23 (Borrowing Costs) had no impact on the group's 2009 consolidated financial statements.

Standards, amendments and interpretations whose application is optional in 2009

The following standards, amendments and interpretations will not be applied to the consolidated accounts until later:

- IFRS 3 revised and IAS 27 amended– Business combinations and presentation of consolidated and company financial statements (applicable for financial years opened as of 1 January 2010)

The group is currently assessing the impact of these new standards on the notes to the financial statements and does not expect any major impact.

Revised IFRS 3 ("Business combinations"), IAS 27 ("Consolidated and separate financial statements"), IFRS 2 ("Share-based payments"), IAS 32 "Financial instruments" and IAS 24 ("Related party disclosures") will not have a significant impact on the group's future consolidated financial statements.

The annual consolidated financial statements for the financial year ended 31 December 2009, as well as the explanatory notes, were approved by the Board of Directors of Altran Technologies on 12 March 2010.

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 norms had always been applied, with the exception of the options detailed below:

Options on the opening balance sheet at 1 January 2004

The IFRS 1 accounting standard 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 change the business combinations existing before 1 January 2004 according to the provisions of IFRS 3;
- **tangible and intangible assets:** Altran 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 losses or gains 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 but 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 Altran exercises significant influence are accounted for using the equity method. No subsidiaries are currently accounted for under this method.

Jointly held holdings are consolidated on a proportional basis.

1.4 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 actual situations at the time when the financial statements were prepared and could turn out to differ from future reality. At end-December 2009, therefore, the business plan used factors in the assumptions of the impact of the current economic and financial crisis. Recession is making it more difficult both to make economic forecasts and achieve the aims of the business plans.

These estimates mainly concern provisions (€60.9m), assumptions used for preparing business plans used to carry out impairment tests on the group's intangible assets (€395.8m), and the recognition of deferred tax assets (€77.2m).

1.5 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 "Conversion-rate adjustments".

Goodwill and fair value adjustments arising upon 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 conversion-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 for financial transactions.

Long-term financial advances granted by the group to its subsidiaries are converted at the exchange rate prevailing at the closing date. The resulting conversion differences are recognised in equity under "Conversion-rate adjustments".

1.6 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 included under equity on the consolidated balance sheet.

Presentation of 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 as a single statement of comprehensive income or as two separate statements: 1/ an income statement and 2/ a statement of other comprehensive income;
- total comprehensive income is presented in the financial statements.

The group has opted to present its comprehensive income in two statements: 1/ Consolidated Income Statement, and 2/ Consolidated Statement of Comprehensive Income.

Consolidated income statement

Each component of the group's consolidated income statement is classified by nature.

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

Other non-recurring operating income and costs result 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, net income from the disposal of a minority stake held by Cambridge Consultants Ltd, restructuring charges, 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 earnings before interest and taxes.

1.7 Net goodwill

Goodwill is the difference between the acquisition price of consolidated or equity-accounted companies and the group's share in their re-stated net assets at the date the shares were acquired.

The price of acquired holdings consists of a fixed amount settled at the time of acquisition and, in the majority of cases, additional annual instalments which are variable and are calculated depending on the future results of the companies acquired.

These earn-outs increase the initial goodwill.

The additional earn-outs to be paid on the earnings of the previous year are booked to assets and offset by debts on fixed assets.

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 and 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 exception of the following:

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

A CGU must belong exclusively to one of Altran 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 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 five 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.

Recoverable values, essentially based on the value in use, are then compared with the net book values to determine goodwill impairment.

1.8 Intangible assets

Intangible fixed assets include brands, licences, software and development costs. These are booked at acquisition or production cost.

Brands

Identifiable brands, 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. Brands are tested by all CGUs that use them.

Brands developed internally are not capitalised in the balance sheet.

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 the criteria set out by IAS 38, which defines development costs, are booked as intangible assets and amortised over the life of the project.

Other expenses are classified as research costs and booked as charges.

1.9 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 benefit 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;
- computer 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 have been 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.

1.10 Inventories and work in progress for services provided

Inventories are booked at cost or net realisable value, whichever is the lower.

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 book revenue as a percentage of the contract completed have not been entirely met (see note 1.19).

1.11 Financial assets

Financial assets consist of 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 in which it does not exercise a significant influence or control. These investments are made as part of an "incubator" strategy. The intention is to invest in companies seeking to develop innovative, high technology 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 and significant impairment of long-term investments, a provision for depreciation is booked under "Non-recurring charges".

Non-current financial assets also include assets from pension funds, "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 valued at their fair value, determined using a market discount rate for a similar instrument.

Operating and other receivables

Trade and other receivables are accounted for at nominal value. Receivables that are due within less than one year and/or less than an operating cycle are classed as "Current Assets". A provision for depreciation is 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 or cash equivalents are valued at their fair value at each closing date. These consist primarily of monetary bonds and certificates of deposit. Gains or losses in value, latent or realised, are registered in the income statement under "Income from cash and cash equivalents".

1.12 Financial liabilities

Financial liabilities include a convertible bond loan, bank loans, 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 valued at its accreted cost over its estimated life.

The part of the bond loan maturing in less than one year is classed 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 loans and based on the effective interest rate method.

Bank overdrafts

Bank overdrafts are booked at nominal value.

Other current and non-current financial liabilities

These items mainly include employee profit-sharing.

1.13 Derivative instruments

As the revenue and expenses from providing intellectual services are generally registered in the same country, and are consequently 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 booked 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 allocated 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 that are not designated as hedges are initially and subsequently booked at fair value. Changes in fair value are recognised under "Other financial income" or "Other financial charges" in the income statement.

1.14 Treasury stock

Treasury shares purchased are deducted from equity at acquisition cost. When treasury shares are sold, any after tax gains or losses are written to consolidated reserves.

1.15 Provisions for liabilities 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 group has announced, drawn up or started to implement a detailed restructuring plan before the close of the fiscal year.

Non-current provisions are those that generally mature in more than one year. These include provisions for litigation. The proportion of non-current provisions maturing in less than a 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. These are not provisioned (see note 6).

1.16 Employee benefits

Altran has commitments in several defined benefit pension schemes, end of contract/end of career benefits and other forms of employee benefit. 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 the corresponding rights.

The net commitment is accounted for in "Other current and non-current employee benefits".

The annual expense is booked under:

- wage costs ("Long-term employee benefits") for the part relative to services costs and the amortisation of actuarial gains/losses;
- as financial income ("Long-term employee benefit provisions") for the amount pertaining to interest on discounting to present value and asset return.

Actuarial gains and losses arise from the differences between the actuarial value, the projected commitments (based on projections and new assumptions) and the expected and actual return on the invested plans. Commitment differences, arising from changes in assumptions are also an integral part of actuarial difference.

Altran has chosen to book actuarial gains and losses to 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.

1.17 Share-based payments

In compliance with IFRS 2 "Share-based payments", stock-options and employee share issues (notably bonus shares) are measured at fair value on the date the options are granted. New shares are attributed when the plans are finalised.

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 "Salaries and benefits" in the income statement, on a straight-line basis over the vesting period, and offset in equity.

The fair value of the stock-option is determined by the "Black & Scholes" or the "Hull & White" or "binomial" methods, which use parameters such as the exercise price of the options, the maturity of the options, the share price at the date granted, the share price's implicit volatility, assumptions about 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 under the terms of Article L. 225-138-1 of the French Commercial Code and Article 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.

The group gave its staff the opportunity to become shareholders of the company via a share issue reserved to employees. In those countries meeting the legal and tax requirements, the group offered two types of investment: the traditional share ownership plan (buying shares at a 20% discount to the listed share price) and the leveraged plan (awarding share warrants for an equivalent amount).

The benefits to employees under the traditional share-ownership plan 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.

With respect to the leveraged share-ownership plan, the group values employee benefits on the basis of 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 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 charged immediately, under "Salaries and benefits," to the income statement and is offset in "Equity".

The parameters used at the closing date are set out in note 5.4.

Bonus shares

In the second half of 2007, Altran launched a bonus-share plan for group consultants.

The group values employee benefit by using the approach of the CNC (Conseil National de la Comptabilité), the French National Accounting Board:

- the employee borrows an amount equal to the defined share price and pays the interest on the loan;
- the employee sells the call-options to a bank on a forward contract.

The cost to be booked is the difference between the strike price and the cost of debt.

This cost is booked to the income statement, under "Salaries and benefits," on a straight-line basis over the vesting period and is offset in equity.

1.18 Deferred taxes

Deferred taxes, which are recognised for all temporary differences between the book values of assets and liabilities and their tax base, are valued by the liability method.

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.

Deferred taxes in relation to all intangible fixed assets acknowledged at the time of business combinations are accounted for (brands, etc.).

1.19 Turnover

Turnover comprises the amount of services provided by all of the consolidated companies of the group.

The accounting treatment of revenues and costs depends on the nature of the services.

Cost-plus services

Revenues on cost-plus services are identified as the project advances.

The majority of the group's services are carried out on a cost-plus basis.

Project based contracts

As defined under IAS 18, sales and earnings on project based contracts with a performance guarantee clauses attached are booked according to the stage of progress of the contract in question in compliance 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 revenue generated by the contract itself, a provision is immediately written to cover the losses that will 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.

1.20 Non-recurring earnings

Other non-recurring revenues and charges arise from activities that, by their nature, amount and/or frequency cannot be considered as part of the group's regular activities and earnings since they naturally impair the understanding of its operating performance. These are, therefore, revenues and charges that are considered to be unusual, abnormal, infrequent and hefty.

These mainly comprise:

- capital gains or losses on the disposal or one-off depreciation of current or fixed, tangible or intangible assets;

- restructuring charges and provisions which impair the clarity of operating income on operating activities before interest and tax, due to their size and unusual nature;
- other operating charges and revenue considered to be unusual, abnormal or infrequent.

1.21 Currency gains and losses

Realised and unrealised foreign exchange gains and losses from operations are booked under "Other revenues" or "Other operational 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".

1.22 Earnings per share

The group presents earnings per share on undiluted and diluted bases.

Undiluted earnings per share is 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 chosen for the calculation of diluted earnings factors in the conversion into ordinary shares of dilutive instruments outstanding at year-end (share-warrant options or convertible bonds) when they are likely to have a dilutive effect. This is the case for share-warrant options, when their exercise 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.

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 Tunisian company, Altran Telnet Corporation, which is consolidated by the equity method.

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
		ALTRAN DEUTSCHLAND ex BETEILIGUNGS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		EUROSPACE	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
		BERATA DEU	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
		CHS DATA SYSTEMS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		BERATA SERVICE GMBH	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
		ALTRAN CIS DEUTSCHLAND	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
		SUTHERLAND CONSULTING DEU	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN GMBH AND CO KG	IG	100.00	100.00	100.00	NI	3.13	3.13	3.13	Created
	Germany	ASKON CONSULTING GROUP GMBH	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
	Australia	ALTRAN AUSTRALIA	IG	100.00	100.00	100.00	IG	100.00	100.00	95.00	
		GT CONSULTING GMBH	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
	Austria	ALTRAN OSTERREICH GMBH	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		NSI ROUMANIE	IG	100.00	100.00	73.70	NI	3.13	3.13	3.13	Acquired
	Romania	ALTRAN ENGINEERING ROMANIA SRL	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN EUROPE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN CIS BELGIUM	NI	3.13	3.13	3.13	IG	100.00	100.00	98.97	Merged
Northern zone		DE VALCK CONSULTANTS	NI	3.13	3.13	3.13	IG	100.00	100.00	99.01	Merged
		ALTRAN BELGIUM	NI	3.13	3.13	3.13	IG	100.00	99.00	99.00	Merged
	Belgium	DCE CONSULTANTS BEL	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
		ALTRAN LUXEMBOURG	IG	100.00	99.9	94.91	IG	100.00	99.90	94.91	
		ALTRAN CIS LUXEMBOURG	NI	3.13	3.13	3.13	IG	100.00	100.00	94.91	Merged
	Luxembourg	DCE CONSULTANTS LUX	NI	3.13	3.13	3.13	IG	100.00	100.00	94.91	Merged
		ALTRAN INTERNATIONAL	IG	100.00	95.00	95.00	IG	100.00	95.00	95.00	
		ALTRAN BV	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		FAGRO CONSULTANCY	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Sold
		ALTRAN CIS B.V.	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
		ALTRAN NETHERLANDS	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
		DCE CONSULTANTS BV NLD ex Holding	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		INTERFOUR BV	IG	3.13	3.13	3.13	NI	3.13	3.13	3.13	Acquired/ merged
	The Netherlands	DCE CONSULTANTS BV NLD	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
	Norway	ALTRAN NORWAY AS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN SCANDINAVIA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN TECHNOLOGIES SWEDEN AB	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Sweden	ALTRAN SVERIGE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
	Denmark	CONSIGNIT DENMARK	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Switzerland	ALTRAN SWITZERLAND	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN AG CHE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		CSI SCHWEIZ	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Liquidated
Northern zone	UK	ALTRAN UK	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		HIGH INTEGRITY SYSTEMS	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Liquidated
		ALTRAN TECHNOLOGIES UK	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN PRAXIS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		I.B.D.	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Liquidated
		HILSON MORAN PARTNERSHIP	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		CAMBRIDGE CONSULTANTS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		DCE CONSULTANTS GBR	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Liquidated
		SYNECTICS UK	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		SUTHERLAND CONSULTING UK	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		CONSIGNIT LIMITED UK	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Liquidated
	Ireland	ALTRAN IRELAND	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN TECHNOLOGIES IRELAND	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Liquidated
	Czech Republic	ALTRAN CZECH REPUBLIC	NI	3.13	3.13	3.13	NI	3.13	3.13	3.13	Created/ sold

			Closing				Opening			
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
Southern zone	Brazil	ALTRAN DO BRASIL	IG	100.00	100.00	95.00	IG	100.00	100.00	95.15	
		TECNOLOGIA E CONSULTORIA BRASILEIRA TCBR	IG	100.00	100.00	95.00	IG	100.00	100.00	95.15	
		TDA DESENHO E ARTES	NI	3.13	3.13	3.13	IG	100.00	60.00	57.09	Sold
		ALTRAN CONSULTORIA EM TECNOLOGIA A.C.T	IG	100.00	100.00	95.00	IG	100.00	100.00	95.15	
	Spain	ALTRAN INNOVACION SICEDAD LIMITADA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN CIS SPAIN	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN TECHNOLOGIA E INNOVATION	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		CSI SPAIN	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Sold
		BARNAZ HOLDING	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		COBLENZA HISPANA DE SISTEMAS	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Liquidated
		AGENCIA DE CERTIFICATION INNOVATION	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		NSI Espagne	IG	3.13	3.13	3.13	NI	3.13	3.13	3.13	Acquired/ liquidated
		STRATEGY AND INNOVATION ADVISORS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Italy	ALTRAN HOLDING SRL ITALIA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ALTRAN UK	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		TQM CONSULT	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ATHENA ex OTBA ITALIE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		NSI Italie	IG	3.13	3.13	3.13	NI	3.13	3.13	3.13	Acquired/ liquidated
		HILSON MORAN ITALY	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Portugal	ALTRAN PORTUGAL SGPS	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN CIS Portugal	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
		ALTIOR CONSULTORIA E ENGENHARIA	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
		ALTRANTEC CONSULTORIA E ENGENHARIA TECNOLOGICA	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Liquidated
	Andorra	SERTEC INTERNATIONAL	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Liquidated

		Closing				Opening				
		Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
France	ALTRAN TECHNOLOGIES	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	ALTRAN CIS (France)	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	ARENDI CONSULTING	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
	ALTRAN INVOICING	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	DATACEP	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	EXCELLIA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Diorem	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	IMNET FRANCE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	GMTS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	LOGIQUAL SO	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	ALTRAN PROTOTYPES AUTOMOBILES	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	CSI France	NI	3.13	3.13	3.13	IG	100.00	100.00	100.00	Merged
	ALTRAN PRAXIS France	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	ALTRAN PARTICIPATIONS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	NSI SA	IG	100.00	73.70	73.70	NI	3.13	3.13	3.13	Acquired
	HILSON MORAN France	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
ADL	Germany	ARTHUR D. LITTLE (DEU)	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Austria	ARTHUR D. LITTLE AUSTRIA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Romania	ADL ROMANIA SRL	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Belgium	ARTHUR D. LITTLE BELGIUM	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	The Netherlands	ARTHUR D. LITTLE NETHERLANDS	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Sweden	ARTHUR D. LITTLE SWE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Switzerland	ARTHUR D. LITTLE SCHWEIZ	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	UK	ARTHUR D. LITTLE GBR	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Brazil	ARTHUR D. LITTLE BRESIL	IG	100.00	100.00	95.00	IG	100.00	100.00	95.15	
	Spain	ARTHUR D. LITTLE S.L. ESP (ESP)	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Italy	ARTHUR D. LITTLE ITA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	France	ARTHUR D. LITTLE FRA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ADL SERVICES	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Japan	ARTHUR D. LITTLE JAPAN	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Hong Kong	ARTHUR D. LITTLE HONG KONG (HKG)	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ADL JAPAN Holding	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	Korea	ARTHUR D. LITTLE YUHAN HOESA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Malaysia	ARTHUR D. LITTLE MALAYSIA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	Singapore	ARTHUR D. LITTLE SINGAPORE	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	USA	ARTHUR D. LITTLE (USA)	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
	UAE	ADL MIDDLE EAST DIFC	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	
		ADL MIDDLE EAST DMC	IG	100.00	100.00	100.00	NI	3.13	3.13	3.13	Created
	Venezuela	ARTHUR D. LITTLE DE VENEZUELA	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Sold
		CONSULTORES	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Sold
	China	ARTHUR D. LITTLE CHINA	IG	100.00	100.00	100.00	IG	100.00	100.00	100.00	

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	% change
ROW zone	UAE	ALTRAN MIDLE EAST	IG	100.00	100.00	100.00	NI	3.13	3.13	3.13	Created
	Hong Kong	ALTRAN Hong Kong	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN CONTROL SOLUTIONS HONG KONG	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Merged
	India	ALTRAN TECHNOLOGIES INDIA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	Japan	ALTRAN JAPAN KK	NI	3.13	3.13	3.13	IG	100.00	100.00	95.00	Liquidated
		ALTRAN CONTROL SOLUTIONS JAPAN	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	Korea	ALTRAN TECHNOLOGIES KOREA YUHAN	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	Singapore	ALTRAN HOLDINGS SINGAPORE	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN TECHNOLOGIES SINGAPORE	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	Tunisia	ALTRAN TELNET CORPORATION	IP	50.00	50.00	50.00	IP	50.00	50.00	50.00	
	Canada	ALTRAN CANADA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN CONTROL SOLUTIONS CANADA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		SYNECTICS CANADA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	USA	ALTRAN SOLUTIONS CORP	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN CONTROL SOLUTIONS USA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN USA HOLDINGS	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		IMAGITEK	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		CAMBRIDGE CONSULTANTS, INC	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		SYNECTICS INC	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
	China	ALTRAN SHANGAI	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	
		ALTRAN CHINA Ltd	IG	100.00	100.00	95.00	NI	3.13	3.13	3.13	Created
		ALTRAN CONTROL SOLUTIONS CHINA	IG	100.00	100.00	95.00	IG	100.00	100.00	95.00	

Changes in scope of consolidation

During 2009, the group completed several transactions affecting its scope of consolidation.

Acquisitions

In accordance with the protocol agreement signed on 12 December 2008, Altran Technologies finalised its acquisition of a controlling stake in the French company, NSI, on 9 January 2009 and now owns 73.70% of the company's capital and voting rights. Since its integration into the group on 1 January 2009, NSI has generated sales of €6m.

In addition, on 26 May 2009, the group acquired a Dutch company (comprising five engineers specialised in business intelligence), which has since been merged into Altran B.V.

Creations

The group created five new subsidiaries in 2009.

Disposals

Altran Czech Republic was sold on 30 September 2009. This company reported sales of €0.3m in the first three quarters of 2009. The disposal of this company had a negative impact of €0.2m on H2 2009 accounts.

Control Solution International Spain was sold on 18 October 2009. This company reported sales of €0.4m in the first nine months of the year, compared with €0.6m over the full year in 2008. Its disposal had a negative impact of €0.2m on H2 2009 accounts.

The sale of the sub-consolidated entity, Consultores – Arthur D. Little Venezuela, in 25 November 2009, boosted H2 2009 revenues by €0.3m.

TDA, a group Brazilian subsidiary, was sold on 21 December 2009. The disposal of this company, which reported full-year sales of €0.6m in 2009 (vs. €0.5m in 2008) did not have a significant impact on the group's H2 2009 accounts.

On 30 December 2009, Altran sold one of its Dutch subsidiaries, Fagro Consultancy, via a Leverage Management Buyout. This company reported full-year sales of €20.2m in 2009, exactly in line with 2008 levels. The disposal of this company had a €1.8m positive impact on H2 2009 accounts.

Mergers & liquidations

In line with management's strategy to streamline its basis of consolidation, the group carried out several mergers and liquidations, notably in France, Spain, the US, Italy and Japan.

Disposals and liquidations in 2009 had an impact of €1,867k on consolidated full-year income.

(in thousands of euros)			
Non-current assets	6,304	Shareholders' equity	(1,475)
Current assets	(4,537)	Proceeds from disposals and liquidations	1,867
		Non-current liabilities	2,721
Cash	(4,185)	Current liabilities	(5,531)
	(2,418)		**(2,418)**

3. Key events

The key events are described in note 1 of the Management Report.

4. Notes relative to certain balance sheet items

4.1 Net goodwill

Movements in net goodwill in 2008 are analysed in the table below:

Net value	
Balance at 31 December 2008	**431,413**
Earn outs	3,196
Loss in value	(38,635)
Changes in scope of consolidation	(5,303)
Exchange rate changes	5,161
Other transactions	
BALANCE AT 31 DECEMBER 2009	**395,832**

The increase in goodwill is due mainly to:

- earn-out commitments on acquisitions carried out before 2008, totalling €2,278k and;
- readjustments to earn-out estimates for 2008, paid in 2009, amounting to €468k.

Changes in the scope of consolidation include:

- goodwill of €428k on the acquisition of NSI group and of €251k on the acquisition of Interfour in the Netherlands;
- a reduction of €5,982k arising from the disposal of Fagro Consultancy in the Netherlands.

Impairment losses booked in the income statement Totalled €38,635k in 2009, of which €11,905k in H1 and €26,730k in H2.

The breakdown of sales by regional segment is given in the table below:

At 31/12/2009	France	Northern region	Southern region	ROW zone	Arthur D. Little, Inc.	Total
Impairment losses booked to 2009 income		(24,669)	(9,093)	(3,816)	(1,058)	(38,635)

Impairment losses recognised involved 8 CGUs (Cash Generating Units). At end-2009, net book value of goodwill before impairment Totalled €434,467k.

In view of the 2009 operating performances of Altran's various activities in Brazil, the group decided to implement reorganisation measures for its activities in this region, a strategy that could notably result in the disposal and discontinuation of certain activities and even some subsidiaries. As a result, residual goodwill amounting to €9.1m on these activities was fully written down at 31 December 2009.

At 31 December 2009, the goodwill impairment tests used to book the above losses in value were based on a discount rate after tax (WACC) of 9.22% (compared to 9.32% in 2008), implying a pre-tax discount rate of between 11% and 12%, and growth in sales to infinity of 2%.

Cash Generating Units recognising impairment losses in 2H 2009 (for €26,730k) were subject to sensitivity tests. The results of the sensitivity tests carried out to determine the need for goodwill impairment are given in the tables below ***(in thousands of euros)***:

WACC		8.22%	9.22%	10.22%
Growth rate to infinity	2.00%	24,314	26,730	46,660
	1.00%		35,853	

4.2 Intangible assets

	Brands	Development costs	Software	Other	Total
At 31 December 2008					
Gross value at opening	34,519	4,785	22,912	910	63,126
Amortisation and provisions	(1,975)	(2,523)	(17,424)	(435)	(22,357)
Net value at opening	32,544	2,262	5,488	475	40,769
Transactions during the period					
Acquisitions	272	1,390	2,238	525	4,425
Disposals	(17)	0	(26)	0	(43)
Net amortisation and provisions	(297)	(1,458)	(3,238)	(32)	(5,025)
Scope of consolidation changes	20	0	62	0	82
Exchange rate changes	1	(13)	95	3	86
Other transactions	0	0	333	(399)	(66)
TOTAL TRANSACTIONS (NET VALUE)	**(21)**	**(81)**	**(536)**	**97**	**(541)**
At 31 December 2009					
Gross value at opening	34,607	6,107	23,914	898	65,526
Amortisation and provisions	(2,084)	(3,926)	(18,962)	(326)	(25,298)
Net value at closing	32,523	2,181	4,952	572	40,228

The Arthur D. Little brand is valued at €31,968k. Using the same valuation criteria as applied to goodwill impairment testing, the Arthur D. Little brand revealed no loss in brand value in 2009.

In 2009, net depreciation on intangible assets Totalled €5,025k, of which €4,396k in net depreciation and provisions plus non-recurring operating income of €629k.

4.3 Tangible assets

	Land	Constructions	General facilities, fixtures and furnishings	Office & computer equipment & furniture	Other	Total
At 31 December 2008						
Gross value at opening	383	12,655	25,360	62,136	2,104	102,638
Amortisation and provisions		(5,322)	(13,656)	(43,271)	(1,301)	(63,550)
Net value at opening	383	7,333	11,704	18,865	803	39,088
Transactions during the period						
Acquisitions		364	3,318	5,181	370	9,233
Disposals		(1)	(234)	(276)	(99)	(610)
Net amortisation and provisions		(337)	(2,706)	(8,282)	(193)	(11,518)
Changes in scope of consolidation		(1,080)	15	(78)	(1)	(1,144)
Exchange rate changes		261	179	253	50	743
Other transactions		(23)	22	330	(287)	42
TOTAL TRANSACTIONS DURING THE PERIOD	**0**	**(816)**	**594**	**(2,872)**	**(160)**	**(3,254)**
At 31 December 2009						
Gross value at opening	383	11,135	26,559	64,514	1,981	104,572
Amortisation and provisions		(4,618)	(14,261)	(48,521)	(1,338)	(68,738)
Net value at closing	383	6,517	12,298	15,993	643	35,834

The group owns property in France, Italy and the UK worth a Total net value of €6.9m.

None of the group's fully amortised fixed assets that are still in use are worth a significant amount.

Net provisions for tangible asset amortisation Totalled €11,518k, of which €11,331k in net depreciation and provisions plus non-recurring operating income of €187k.

4.4 Non-current financial assets

Non-current financial assets are broken down as follows:

	31/12/2009	31/12/2008
Available for sale		
Cambridge Consultants incubator	4,392	2,809
Loans and credits generated by the group		
Pension fund assets	8,169	8,849
Construction-effort loans	5,694	4,812
Deposits and guarantees	11,989	9,837
	25,852	23,498
TOTAL	**30,244**	**26,307**

4.4.1 "Available-for-sale" assets

The €1,583k difference in "available-for-sale" assets was due notably to the rise in value of the Vectura shares, owned by CCL as part of its business-incubator activity.

4.4.2 Loans and receivables

"Construction-effort" loans Totalled €5,694k at 31 December 2009, compared with €4,812k at end-2008.

This €882k increase on 2008 levels was due notably to:

- the impact of the fair value of "construction effort" loans (€547k), booked in the income statement;
- payments of €1,429k in 2009.

Other loans and receivables include deposits and guarantees.

4.5 Other non-current assets

Other non-current assets mainly include:

- €651k placed in an escrow account in Brazil;
- doubtful debt, net of provisions, of €841k;
- social security receivables due in more than one years time of €2,416k.

4.6 Stocks

Inventories and work in progress are broken down as follows:

	31/12/2009	31/12/2008
Raw materials	506	150
Work in progress	1421	881
Finished goods	65	19
Provisions for inventory	(71)	(45)
TOTAL	**1,921**	**1,005**

4.7 Trade receivables net of provisions for impairment

Trade receivables are due within one year.

	31/12/2009			31/12/2008		
	Total	Matured	Not matured	Total	Matured	Not matured
Net accounts receivable	418,116	79,165	338,951	510,626	99,296	411,330

Changes in provisions for trade receivables are broken down as follows:

31/12/2008	Provisions booked over the period	Write backs	Exchange rate differences	Scope of consolidation changes	Other changes	31/12/2009
(9,936)	(5,455)	6,983	(9)	28	92	(8,297)

Trade receivables, net of depreciation, which are overdue are listed in the following table:

	2009	2008
Expiring in less than 1 month	39,880	49,422
Expiring in 1 - 3 months	23,596	33,172
Trade payables due in more than 3 months	15,689	16,702
TOTAL TRADE RECEIVABLES	**79,165**	**99,296**

With regards 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).

Impact of these elements on the financial statements is detailed in the table below *(in thousands of euros)*:

Assets

	31/12/2009	31/12/2008
Accounts receivable (client)	197,360	248,462
Cancellation of deposits	(37,621)	(43,964)
	159,739	204,498

Liabilities

	31/12/2009	31/12/2008
Current financial liabilities	159,739	204,498
	159,739	204,498

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

At 31 December 2009, Altran's share capital Totalled €71,789,663.50, for 143,579,327 ordinary shares, implying an increase of 402,226 shares on end-2008. This was due mainly to the capital increase carried out in December 2009 to fund the allocation of bonus shares to the group's beneficiaries in France. At end-2009, the weighted average number of ordinary shares outstanding Totalled 143,208,808 and the weighted average number of ordinary and dilutive shares Totalled 143,208,808.

Breakdown of equity capital	Number	Nominal value
Breakdown of equity capital at the opening of the fiscal year	143,177,101	€0.50
Capital increase – recognition of OCEANE bond conversion	1,234	€0.50
Capital increase linked to the employee shareholding plan	400,992	€0.50
SHARES COMPRISING EQUITY CAPITAL AT END OF FISCAL YEAR	**143,579,327**	**€0.50**

	31/12/2009	31/12/2008
Net earnings - Altran Technologies' share *(in thousands of euros)*	**(74,753)**	**11,438**
Impact of dilutive share-based payments	1,892	506
Number of ordinary shares	143,208,808	128,831,328
Number of options granted with a dilutive impact		785,678
Earnings per share (€)	**(0.52)**	**0.09**
Fully diluted earnings per share (€)	**(0.52)**	**0.09**

Given that the strike prices of all stock option plans outstanding at end-2009 were higher than the average share price over the year, these plans did not have a dilutive impact in 2009. This also applies to the 2015 OCEANE bond issued on 18 November 2009.

Although the stock-option plans with an exercise price higher than the average 2009 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 March 2003 stock-option plan involving a maximum of 1,003,723 stock-options;
2. the June 2003 stock-option plan involving a maximum of 170,155 stocks-options;
3. the June 2004 stock-option plan involving a maximum of 1,217,058 stocks-options;
4. the June 2005 stock-option plan involving a maximum of 132,369 stocks-options;

5. the December 2005 stock-option plan involving a maximum of 1,287,876 stocks-options;
6. the December 2007 stock-option and bonus-share plans (excluding France) involving a maximum of 2,111,892 stocks-options and 249,00 bonus shares;
7. The 1 January 2015 OCEANE bond involving a maximum number of 30,135,752 convertible bonds.

The characteristics of the 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.

	31/12/2009	31/12/2008
Cash and cash equivalent	**242,572**	**229,463**
Cash liabilities		
Net cash	**242,572**	**229,463**
Convertible bond loans (> 1 year)	100,422	
Credit establishment borrowings and debts (> 1 year)	92,414	13,474
Other non-current financial liabilities	17,925	9,392
Convertible bond loans (< 1 year)		
Current bond loans	1,069	192,345
Current borrowings	35,792	1,209
Current financial debt on leasing contracts		
Overdrafts (*)	177,665	219,315
Other current financial liabilities	2,579	1,988
GROSS FINANCIAL DEBT	**427,866**	**437,723**
NET FINANCIAL DEBT	**(185,294)**	**(208,260)**

(*) including factoring of €159.7m (for Total lines of €293.9m at end-2009 compared with €306.4m at end-2008).

Group net debt narrowed €22,966m on 2008 levels to €185,294k at end-December 2009.

Cash equivalents

At 31 December 2009, the market value of cash equivalents Totalled €198,630k and may be broken down as follows:

	31/12/2009	31/12/2008
Certificates of deposit and other	90,000	40,008
SICAV* and mutual funds	108,630	107,982
TOTAL	**198,630**	**147,990**

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:

	< 1 year	1 - 2 years	2 - 3 years	3 - 4 years	4 - 5 years	> 5 years
Convertible bond loans (> 1 year)						100,422
Credit establishment borrowings and debts (> 1 year)		31,789	31,922	28,703		
Other non-current financial liabilities		2,758	13,239	1,037	782	109
Long term financial liabilities		**34,547**	**45,161**	**29,740**	**782**	**100,531**
Current bond loans	1,069					
Current borrowings	35,792					
Overdrafts	177,665					
Other current financial liabilities	2,579					
Short-term financial liabilities	**217,105**					
TOTAL	**217,105**	**34,547**	**45,161**	**29,740**	**782**	**100,531**

In percentage terms, the maturity of the group's financial liabilities at 31 December 2009 may be broken down as follows:

- less than 1 year: 50.74%;
- 1 to 5 years: 25.76%;
- more than 5 years: 23.50%.

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. Interest is payable annually, either at the end of the period or on 1 January of every year. For the period running from 18 November 2009 au 31 December 2010, interest will be paid on 1 January on a prorata temporis basis.

- The company can 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 closing 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 1 share for 1 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;
- – exchange or convert their bonds 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 enhanced 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 date of issue: €99,851,000.

Financial expenses for 2009 Totalled €1,640,000.

Accrued interest at end-2009, payable in arrears on 1 January 2011, came out at €1,069,000.

An additional expense of €571,000 booked in the income statement at 31 December 2009 resulted 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.

Note that the convertible bond, redeemable in January 2009 for an initial amount of €230m, was repaid in full on 2 January 2009.

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 €123.8m on 31 December 2009. 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 from July 2009;
- a maximum Euribor coupon: Euribor coupon +2.25%.

This new €150m 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 euro, which was made available as of 1 January 2009.

(€m)	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**	**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**

A further amendment to the refinancing agreement with the group's bankers, determining new financial ratio thresholds, was signed on 9 November 2009. Margin levels will be revised every six months according 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/EBITDA	Net debt/equity
31.12.2009	<4.5	<1.0
30.06.2010	<5.5	<1.0
31.12.2010	<4.0	<1.0
30.06.2011	<3.75	<1.0
31.12.2011	<3.0	<1.0
30.06.2012	<2.5	<1.0
31/12/2012 -31/12/2013	<2.0	<1.0

These financial ratios are calculated on the basis of IFRS norms:

- the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares;
- net financial debt excludes employee profit-sharing and accrued interest on bond-related debt.

The credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- as of 2009, one third of net consolidated cash flow over €15m generated by the group must be allocated to pay down debt (excluding any future market operation);
- acquisitions are limited to a Total annual investment of €50m, unless the group obtains special permission from a majority of its lending banks.

Trends in the group's financial ratios in 2009 are given in the table below:

	31/12/2009	31/12/2008
Net debt/equity as defined in the credit agreement	0.38	0.33
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	3.83	1.14

Most of the group's bank debt is contracted on a variable-rate basis that is mainly indexed to the EURIBOR or EONIA benchmark rates, although a hedging strategy has been set up (see section 4 "Risks" of the registration document).

Fair value of interest rate swaps reduced shareholders' equity by a net amount of €997,000 (corresponding to €1,671,000 in gross value terms, less €674 in deferred taxes).

4.12 Provisions for liabilities and charges

Trends in short and long-term provisions for liabilities and charges over the period are given in the table below:

	31/12/2008	Provisions booked over the period	Write-backs (used)	Write-backs (not used)	Forex differences	Scope of consolidation changes	Other changes	31/12/2009
Provisions for labour disputes	4,259	835	(569)	(555)	332		(808)	3,494
Provision for other disputes	2,694	214	(66)	(400)	36		420	2,898
Provisions for warranties	211				15		(226)	
Provision for legal disputes and tax penalties	153	13	(10)		20		67	243
Provision for losses on completion								
Provision for other risks > 1 year	3,933	2,341	(537)	(2,853)	273	200	226	3,583
Provisions for restructuring	312	1,291	(185)		(20)		13	1,411
Other provisions for charges	469							469
TOTAL PROVISIONS FOR LONG-TERM RISKS AND CHARGES	**12,031**	**4,694**	**(1,367)**	**(3,808)**	**656**	**200**	**(308)**	**12,098**
Provisions for labour disputes	6,053	1,677	(1,970)	(1,365)			308	4,703
Provision for other disputes	244	582	(105)				(11)	710
Provisions for warranties							345	345
Provision for legal disputes and tax penalties	146	169	(85)		(1)	(9)		220
Provision for losses on completion	111	259	(77)					293
Provision for other disputes	4,349	717	(1,527)	(652)		(53)	(345)	2,489
Provisions for restructuring	19,462	27,968	(6,868)		129	(98)	(613)	39,980
Provision for other charges	46	35	(17)		(1)			63
TOTAL PROVISIONS FOR SHORT-TERM RISKS AND CHARGES	**30,411**	**31,407**	**(10,649)**	**(2,017)**	**127**	**(160)**	**(316)**	**48,803**

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 2009, net provision write backs for risks and charges Totalled €18,260k. The breakdown of these in terms of operating income on ordinary activities and non-recurring income is as follows:

- €3,511k booked as operating income on ordinary activities;
- €21,711k as non-recurring operating income.

Major litigation issues are detailed in note 4 "Risks" of the registration document.

Provisions for restructuring

Trends in the group's restructuring provisions in 2009 are set out in the table below:

Albatros Plan 2005	31/12/2008	Provisions	Write-backs	Exchange rate differential	31/12/2009
Payroll charges	2,248		457	12	1,803
Property lease rationalisation	155	(203)	322	14	50
Other					
TOTAL	**2,403**	**(203)**	**779**	**26**	**1,853**

2007/2009 Operational-efficiency plan	31/12/2008	Provisions	Write-backs	Exchange rate differential	31/12/2009
Payroll charges	4,564	(3,940)	4,251	(89)	4,164
Property lease rationalisation	3,304	(1,445)	1,918	109	2,940
Other	88	(448)	276	(4)	256
TOTAL	**7,956**	**(5,833)**	**6,445**	**16**	**7,360**

2009 Crisis-impact plan	31/12/2008	Provisions	Write-backs	Exchange rate differential	31/12/2009
Payroll charges		(22,253)		2	22,255
Property lease rationalisation		(1,224)		(14)	1,210
Other		(60)		(1)	59
TOTAL		**(23,537)**		**(13)**	**23,524**

4.13 Employee benefits

Liabilities arising from current and non-current employee benefits are detailed in the table below:

	31/12/2009	31/12/2008	% change
Personnel and social security charges	133,620	156,792	(23,172)
Other current end-of-career benefits (*)		8	(8)
	133,620	156,800	(23,180)
Non-current employee benefits	34,769	30,454	4,315
Other non-current end-of-career benefits (*)	3,411	2,088	1,323
	38,180	32,542	5,638
TOTAL	**171,800**	**189,342**	**(17,542)**

(*) *Employee benefits eligible for IAS 19.*

The group's Total commitments as regards retirement plans and post-employment benefits, booked as "non-current employee benefits" mainly concern France, Italy, Germany, Japan, and The Netherlands and Switzerland as follows:

Reconciliation of provisions

		Restated		End of contract	Other long-term benefits			Total
(in thousands of euros)	2009	2008	2009	2008	2009	2008	2009	2008
Provisions at beginning of period	**(20,145)**	**(17,045)**	**(8,156)**	**(9,753)**	**(2,160)**	**(2,484)**	**(30,462)**	**(29,282)**
Acquired/transferred	(435)	(50)	0	(181)	0	0	(435)	(231)
Charge (income) recognised	(5,792)	(5,500)	(976)	(636)	(678)	322	(7,446)	(5,814)
Employer contributions	2,641	2,700	862	2,414	34	5	3,538	5,118
Translation differences	36	(250)	0	0	0	(3)	36	(253)
COMMITMENTS AT END OF PERIOD	**(23,695)**	**(20,145)**	**(8,270)**	**(8,156)**	**(2,804)**	**(2,161)**	**(34,769)**	**(30,462)**

Financial situation at 31 December 2009

		Restated		End of contract	Other long-term benefits			Total
(in thousands of euros)	2009	2008	2009	2008	2009	2008	2009	2008
Commitments	(39,954)	(43,545)	(10,452)	(10,540)	(2,977)	(2,338)	(53,384)	(56,423)
Value of hedging assets	22,803	25,777	0	0	170	177	22,973	25,953
(Deficit)/surplus	**(17,151)**	**(17,769)**	**(10,452)**	**(10,540)**	**(2,807)**	**(2,161)**	**(30,410)**	**(30,470)**
Non-booked actuarial gains and losses	(9,291)	(4,374)	2,182	2,384	3	1	(7,106)	(1,989)
Cost of past services not booked	2,899	3,127	0	0	0	0	2,899	3,127
Surplus cash reserve	(151)	(1,130)	0	0	0	0	(151)	(1,130)
PROVISION AT CLOSING	**(23,695)**	**(20,145)**	**(8,270)**	**(8,156)**	**(2,804)**	**(2,160)**	**(34,769)**	**(30,462)**

Assessment of commitments and provisions at 31 December 2008 and 31 December 2009

Reconciliation of commitments

		Restated		End of contract	Other long-term benefits			Total
(in thousands of euros)	2009	2008	2009	2008	2009	2008	2009	2008
Commitments at beginning of period	**43,545**	**34,720**	**10,540**	**9,731**	**2,338**	**1,997**	**56,423**	**46,448**
Cost of services carried out	4,376	4,930	79	47	450	355	4,906	5,332
Net interest	1,849	1,810	510	589	125	96	2,484	2,495
Employee contributions	925	948	0	0	0	0	925	948
Change in pension scheme - rights acquired	0	(546)	0	0	0	0	0	(546)
Change in pension scheme - rights not acquired	0	0	0	0	0	0	0	0
Error correction/new plan impact	171	0	0	0	0	0	171	0
Reduction/liquidation	(14)	(57)	0	0	0	0	(14)	(57)
Acquisitions/(disposals)	(4,453)	5,498	0	181	0	37	(4,453)	5,716
Services paid	(561)	(1,735)	(862)	(2,414)	(46)	(18)	(1,469)	(4,167)
Actuarial gains & losses	(5,804)	(2,848)	185	2,406	110	(132)	(5,509)	(574)
Translation differences	(79)	825	0	0	(0)	3	(79)	828
COMMITMENTS AT END OF PERIOD	**39,954**	**43,545**	**10,452**	**10,540**	**2,977**	**2,338**	**53,384**	**56,423**

Reconciliation of financial assets

(in thousands of euros)	Restated 2009	2008	End of contract 2009	2008	Other long-term benefits 2009	2008	Total 2009	2008
Market value of assets at beginning of period	**25,777**	**17,460**	**0**	**0**	**177**	**182**	**25,953**	**17,642**
Acquisitions/(disposals)	(5,356)	5,404	0	0	0	0	(5,356)	5,404
Value of hedging assets	(558)	466	0	0	5	8	(553)	474
Employer contributions	2,629	2,700	862	2,414	12	5	3,503	5,118
Employee contributions	925	948	0	0	0	0	925	948
Services paid	(549)	(1,735)	(862)	(2,414)	(24)	(18)	(1,435)	(4,167)
Liquidation	(21)	0	0	0	0	0	(21)	0
Translation differences	(44)	534	0	0	0	0	(44)	534
MARKET VALUE OF ASSETS AT END OF PERIOD	**22,803**	**25,777**	**0**	**0**	**170**	**177**	**22,973**	**25,953**

Balance sheet commitments

(in thousands of euros)	Restated 2009	2008	End of contract 2009	2008	Other long-term benefits 2009	2008	Total 2009	2008
Pension schemes: Totally or partially financed	25,017	29,950	0	0	2,915	2,267	27,932	32,218
Pension schemes: not financed	14,938	13,595	10,452	10,540	62	70	25,452	24,206
TOTAL	**39,954**	**43,545**	**10,452**	**10,540**	**2,977**	**2,338**	**53,384**	**56,423**

Actuarial assumptions

	Eurozone 2009	2008	Japan 2009	2008	Switzerland 2009	2008	US 2009	2008
Discount rate	5.25%	5.25%	2.30%	2.00%	3.00%	3.10%	3.25%	6.00%
Rate of return on assets	4.00%-5.50%	4.00%-5.50%	0.75%	0.75%	2.00%	2.00%	N/A	N/A
Wage inflation	2.50%-5.00%	2.50%-5.00%	N/A	N/A	0.02	2.00%	N/A	N/A

The methodology used to set the expected rate of return on financial assets, used to hedge staff commitments is as follows.

The expected long-term rate of return on assets must reflect the average expected long-term return on investment of funds used to finance service provisions. Return on investment arises mainly from the following three factors:

- inflation;
- the actual return on bonds;
- the risk premium on funds invested in shares.

The expected rate of return may be obtained by taking the weighted average of expected return on funds invested in bonds and shares.

The allocation of each hedging asset is split between shares (and like securities such as property assets) and other investments:

- the rate of return of blue chip government or corporate bonds is considered as being equal to the discount rate;
- the return on shares and property assets estimated at 2% higher than blue chip corporate bonds;
- estimated long term return that may be obtained by taking the weighted average of expected return on shares and bonds.

In order to limit changes to the value of this assumption, it is recommended to leave the values unchanged, except in the event of a major reallocation of the hedging assets or a substantial and lasting change in the expected return on this class of assets.

Sensitivity to discount rates

A. Sensitivity to a -0.25% change in discount rates

	Impact on commitments at 31/12/2009 *(in thousands of euros)*	Impact as % of Total commitments at 31/12/2009
Europe	2,596	5.07%
USA	1	0.58%
Japan	83	4.38%
TOTAL	**2,681**	**5.02%**

B. Sensitivity to a +0.25% change in discount rates

	Impact on commitments at 31/12/2009 *(in thousands of euros)*	Impact as % of Total commitments at 31/12/2009
Europe	(1,900)	-3.71%
US	(1)	-0.58%
Japan	(79)	-4.19%
TOTAL	**(1,980)**	**-3.71%**

Allocation of financial assets

	Germany		Belgium		Japan		The Netherlands		Switzerland		Total	
(€m)	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Shares	0	0	0	0	0	0	0	0	0	0	0	0
Bonds	3,259	12,316	0	0	0	0	2,426	6,692	0	0	5,685	19,009
Property	0	0	0	0	0	0	0	0	0	0	0	0
Cash	0	0	0	0	0	0	0	0	115	104	115	104
Other	9,777	0	705	704	1,037	845	0	0	5,655	5,292	17,173	6,841
TOTAL	**13,036**	**12,316**	**705**	**704**	**1,037**	**845**	**2,426**	**6,692**	**5,770**	**5,395**	**22,973**	**25,953**

No financial hedging assets are invested in financial instruments, property assets or any other of the group's assets.

	Germany		Belgium		Japan		The Netherlands		Switzerland		Total	
%	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Shares	0.00%		0.00%		0.00%		0.00%		0.00%		0.00%	0.00%
Bonds	14.19%	47.50%	0.00%		0.00%		10.56%	25.70%	0.00%		24.74%	73.20%
Property	0.00%		0.00%		0.00%		0.00%		0.00%		0.00%	0.00%
Cash	0.00%		0.00%		0.00%		0.00%		0.50%	0.40%	0.50%	0.40%
Other [(a)]	42.56%		3.07%	2.70%	4.51%	3.30%	0.00%		24.62%	20.40%	74.75%	26.40%
TOTAL	**56.74%**	**47.50%**	**3.07%**	**2.70%**	**4.51%**	**3.30%**	**10.56%**	**25.70%**	**25.12%**	**20.80%**	**100.00%**	**100.00%**

(a) Total insurance company assets.

Experience gains & losses on financial assets

(in thousands of euros)	Germany		Belgium		Japan		The Netherlands		Switzerland		Total	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Expected return	701	600	31	26	7	5	293	240	109	103	1,140	975
Actual return	(51)	401	(28)	25	(10)	40	(147)	(104)	(316)	112	(553)	474
Gains & (losses) on financial assets	(752)	(199)	(59)	(1)	(17)	34	(440)	(344)	(425)	9	(1,693)	(501)

Historical trends

Actuarial differences

(in thousands of euros)	2009	2008	2007
Discounted value of commitments	53,384	56,423	46,448
Fair value of hedges	22,973	25,953	17,642
(Deficit)/surplus	**(30,410)**	**(30,470)**	**(28,806)**
Assumption differences	(1,159)	(2,185)	(6,455)
Experience differences on bonds	(4,351)	1,611	1,702
Experience differences on assets	(1,693)	(501)	(506)

Estimated employer contributions in 2010

(€m)	Restated	End of contract	Other long-term benefits
Unfunded plans	(100)	(960)	(18)
Externally funded plans: employer contributions	1,889	0	0

The impact on operating profit on ordinary activities and consolidated income is analysed as follows:

(in thousands of euros)	Restated		End of contract		Other long-term benefits		Total	
	2009	2008	2009	2008	2009	2008	2009	2008
Cost of services carried out	4,376	4,930	79	47	450	355	4,906	5,332
Net interest	1,849	1,810	510	589	125	96	2,484	2,495
Fair value of hedges	(1,133)	(967)	0	0	(7)	(8)	(1,140)	(975)
Depreciation of cost of past services not booked - rights acquired	0	(546)	0	0	0	0	0	(546)
Depreciation of cost of past services not booked - rights not acquired	228	224	0	0	0	0	228	224
Amortisation of actuarial losses/(gains)	512	(1,068)	387	0	110	(801)	1,009	(1,869)
Error correction/new plan impact	171	0	0	0	0	0	171	0
Reduction/liquidation	7	(13)	0	0	0	37	7	24
Changes in surplus management reserve	(219)	1,130	0	0	0	0	(219)	1,130
Recognised charge (revenue)	5,792	5,500	976	636	678	(322)	7,446	5,814

4.14 Other long-term liabilities

Other long-term liabilities are liabilities that are due in over 12 months.

4.15 Trade payables

Trade payables Totalled €63,716,000 at 31 December 2009, compared with €66,396,000 at 31 December 2008.

	31/12/2009			31/12/2008		
	Total	Matured	Not matured	Total	Matured	Not matured
Trade payables	63,716	16,867	46,849	66,396	6,794	59,602

Trade payables, net of depreciation, which are overdue are listed in the following table:

Matured	2009	2008
Expiring in less than 1 month	10,421	2,782
Expiring in 1 - 3 months	4,011	2,453
Trade payables due in more than 3 months	2,435	1,559
TOTAL TRADE RECEIVABLES	**16,867**	**6,794**

4.16 Other current liabilities

This item mainly comprises advance billing for products and services contributing to revenue.

4.17 Short-term securities debt

Short-term security debt in 2009 mainly comprised earn-out commitments for a Total of €1,851k (vs. €791k in 2008). This mainly concerns an earn-out commitment of €1,337k relative to a subsidiary in Germany.

5. Notes to the income statement

5.1 Segment reporting at 31 December 2009

In accordance with IFRS 8 "Operating segments", which has replaced IAS 14, 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 application of this accounting standard has, above all, enabled the group to set up a specific operating segment for all of the Arthur D. Little activities, alongside its geographic zones. Prior to 2009, the results of each Arthur D. Little company were included in the regional performance of the country of purchase.

The primary reporting segment is divided into:

- 4 geographical regions (primary segment reporting):
  - **France;**
  - **Northern zone:** Germany, Austria, the Benelux countries, Denmark, Ireland, Norway, the Eastern European Countries, the UK, Sweden and Switzerland;
  - **Southern zone:** Brazil, Spain, Italy, Portugal, Venezuela;
  - **Rest of the World zone:** Asia, North America, the Tunisia;
  - **Arthur D. Little, Inc.**

Segment reporting by geographical region *(€m)*

At 31/12/2009	France	Northern zone	Southern zone	ROW zone	Arthur D. Little	Inter-sector eliminations	Total
Turnover							
External	622	356	284	37	105		1,404
Inter-segment	20	6	3	2	2	(33)	0
TOTAL INCOME	**642.2**	**362.3**	**287.3**	**38.5**	**106.6**	**(33.2)**	**1,403.7**
Total operating income	646	362	288	38	107	(33)	1,408
Total operating expenses	(629)	(344)	(278)	(43)	(117)	33	(1,377)
Operating income on ordinary activities	**17.9**	**18.0**	**9.8**	**(4.4)**	**(10.0)**	**(0.1)**	**31.0**
Operating income on ordinary activities (%)	**2.8%**	**5.0%**	**3.4%**	**-11.5%**	**-9.4%**		**2.2%**
Assets by region	1,140	207	191	15	282	(514)	1,321
Non-allocated assets							
Equity holdings							
TOTAL ASSETS	**1,140**	**207**	**191**	**15**	**282**	**(514)**	**1,321**

At 31/12/2008	France	Northern zone	Southern zone	ROW zone	Arthur D. Little	Inter-sector eliminations	Total
Turnover							
External	705	420	307	49	170		1,650
Inter-segment	17	7	4	2	2	(31)	(0)
TOTAL INCOME	**722.0**	**426.1**	**311.2**	**50.9**	**171.3**	**(31.3)**	**1,650.1**
Total operating income	724	427	312	51	172	(31)	1,655
Total operating expenses	(673)	(392)	(281)	(54)	(159)	31	(1,528)
Operating income on ordinary activities	**50.9**	**35.4**	**30.3**	**(2.8)**	**13.0**	**0.2**	**127.0**
Operating income on ordinary activities (%)	**7.1%**	**8.3%**	**9.8%**	**-5.6%**	**7.6%**		**7.7%**
Assets by region	1,254	271	202	25	314	(671)	1,396
Non-allocated assets							
Equity holdings							
TOTAL ASSETS	**1,254**	**271**	**202**	**25**	**314**	**(671)**	**1,396**

Note that the French zone includes operating subsidiaries as well as the group holding activities (head office and cross-functional services).

2009 sales fell 14.9% to €1,403,734k at 31 December 2009.

The breakdown of the group revenue by geographical region is given in the table below:

	2009				2008		
(in thousands of euros)	Total Sector	eliminations inter-segment	Total Income	% of sales	Total Income	% of sales	% change
France	642.2	(19.7)	622.5	44.3%	705.0	42.7%	-11.7%
Northern zone	362.3	(6.5)	355.8	25.3%	419.6	25.4%	-15.2%
Southern zone	287.3	(3.5)	283.8	20.2%	307.1	18.6%	-7.6%
ROW zone	38.5	(2.0)	36.6	2.6%	48.9	3.0%	-25.3%
ADL	106.6	(1.6)	105.1	7.5%	169.5	10.3%	-38.0%
TOTAL	**1,436.9**	**(32.9)**	**1,403.7**	**100.0%**	**1,650.1**	**100.0%**	**-14.9%**

This table shows the inter-segment eliminations between the four regional segments.

The breakdown of the group's 2009 revenue by country is as follows:

(in thousands of euros)	YTD 2009	% of sales	H2 2009	% of sales	1H 2009	% of sales	YTD 2008	% of sales	H2 2008	% of sales	1H 2008	% of sales	2009 vs 2008
France	622.5	44.3%	302.6	44.3%	319.9	44.4%	705.0	42.7%	350.9	42.8%	354.1	42.6%	-11.7%
Germany	97.1	6.9%	48.8	7.2%	48.2	6.7%	112,7	6.8%	58.0	7.1%	54.7	6.6%	-13.9%
Austria/Eastern Europe	3.1	0.2%	1.4	0.2%	1.7	0.2%	4.3	0.3%	2.0	0.2%	2.3	0.3%	-28.4%
UK/Ireland	91.6	6.5%	44.5	6.5%	47.2	6.5%	121.4	7.4%	59.3	7.2%	62.1	7.5%	-24.5%
Benelux Countries/ Norway	125.5	8.9%	61.0	8.9%	64.5	8.9%	136.9	8.3%	67.3	8.2%	69.6	8.4%	-8.3%
Switzerland	15.2	1.1%	7.1	1.0%	8.2	1.1%	17.3	1.1%	8.1	1.0%	9.3	1.1%	-12.1%
Sweden/Denmark	23.2	1.7%	11.2	1.6%	12.1	1.7%	26.9	1.6%	12.5	1.5%	14.4	1.7%	-13.6%
Romania	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.1	0.0%	0.0	0.0%	0.0	0.0%	-48.3%
Italy	147.0	10.5%	70.2	10.3%	76.8	10.7%	158.3	9.6%	81.7	10.0%	76.6	9.2%	-7.2%
Spain/Andorra	98.7	7.0%	49.0	7.2%	49.7	6.9%	104.7	6.3%	50.1	6.1%	54.6	6.6%	-5.8%
Portugal	19.6	1.4%	9.7	1.4%	9.9	1.4%	19.4	1.2%	9.8	1.2%	9.6	1.2%	1.2%
Brazil/Venezuela	18.5	1.3%	7.4	1.1%	11.1	1.5%	24.7	1.5%	13.3	1.6%	11.4	1.4%	-25.0%
Tunisia	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	0.0	0.0%	NA
Asia	5.4	0.4%	2.6	0.4%	2.8	0.4%	5.4	0.3%	3.3	0.4%	2.1	0.3%	0.2%
USA	31.2	2.2%	14.5	2.1%	16.6	2.3%	43.5	2.6%	22.2	2.7%	21.4	2.6%	-28.4%
ADL	105.1	7.5%	52.8	7.7%	52.3	7.3%	169.5	10.3%	80.5	9.8%	89.0	10.7%	-38.0%
TOTAL	**1,403.7**	**100.0%**	**682.6**	**100.0%**	**721.1**	**100.0%**	**1,650.1**	**100.0%**	**819.0**	**100.0%**	**831.1**	**100.0%**	**-14.9%**

Segment reporting by business

At 31/12/2009 *(in thousands of euros)*

Summary 31/12/2009	Technology consulting	Organisation & information systems consulting	Management & strategy consulting	Other	Group
Turnover	789	398	128	89	1,404
Total assets	458	101	113	649	1,321
Intangible and fixed asset investments	2	1	-	2	4
Sales	56.21%	28.33%	9.14%	6.31%	100.00%
Total assets	34.69%	7.62%	8.58%	49.11%	100.00%
Intangible and fixed asset investments	44.78%	12.53%	-2.89%	45.59%	100.00%

5.2 Sales

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

	31/12/2009	31/12/2008	% change
Sales of goods	5,801	8,078	(28.2%)
Sales of services	1,396,615	1,641,180	(14.9%)
Royalties	1,318	824	(60.0%)
TOTAL	**1,403,734**	**1,650,082**	**(14.9%)**

In 2009, project-based contracts generated revenue of €376,690k, compared with €453,205k in 2008. Note that project-based contracts may include fixed-rate contracts with an obligation to achieve a result as well as time-based contracts where the group is only bound by a best endeavour obligation.

5.3 External expenses

The breakdown of the group's external expenses at 31 December 2009 is given in the following table:

	31/12/2009	31/12/2008	% change
Outsourcing	105,187	114,546	(8.2%)
Operating leasing and related expenses	58,039	59,989	(3.3%)
Training	2,712	9,430	(71.2%)
Professional fees and external services	24,834	43,698	(43.2%)
Transport and travel expenses	62,937	80,780	(22.1%)
Other purchases and external services	39,587	43,316	(8.6%)
TOTAL	**293,296**	**351,759**	**(16.6%)**

External expenses narrowed 16.6% on end-2008 levels.

This decline mainly concerned professional fees (-43.2%) as well as transport and travel expenses (-22.1%) in almost all of Altran's operating zones. The reduction in transport and travel expenses also resulted from cost savings stemming from the purchasing policy implemented by the group over the past few years.

The €6.7m decline in training expenses was due notably to the reimbursements obtained by collection agencies and the financing of training schemes carried out by the group, mainly in the first half.

Outsourcing costs also narrowed sharply (-8.2%, equivalent to savings of €9.4m). This was the case in most countries, excluding those where group contracts require the intervention of services providers for which Altran acts as negotiator. In France, where group operations require specific skills, outsourcing expenses remained stable.

Rental costs Totalled €58,039k in 2009 (compared with €59,989k in 2008). As regards the group's lease commitments, these 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 2009 are analysed by maturity date in section 6.

5.4 Personnel costs

The breakdown of personnel costs at 31 December 2009 is as follows:

	December 2009	December 2008	% change	Note
Salaries and payroll taxes	1,031,195	1,120,778	-7.99%	
Employee profit-sharing	634	2,184	-70.97%	
	1,031,829	**1,122,962**	**-8.12%**	
Expenses related to share-based payments	1,892	506	273.91%	A
Long-term employee benefits	6,004	5,814	3.27%	B
TOTAL	**1,039,725**	**1,129,282**	**-7.93%**	

Personnel costs in 2009 were in line with trends in staff numbers and include an employee-profit-sharing commitment of €634k.

a) Share-based payments

Total share-based payments of €1,892,000 in 2009 (compared with 506,000 in 2008) were broken down as follows:

- €1,536k in stocks-options;
- €365k in bonus shares.

The main characteristics of the group's stock-option plans at 31 December 2009 are outlined in the tables below:

Stock-options and allocation bonus-share plans	Stocks-options				
	2003 [(a) (c)]	2003 [(a) (b) (c)]	2004 [(c)]	2005 [(c)]	2005 [(c)]
Date of General Meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004
Board Meeting date	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000
o/w available to corporate officers	*186,785*		*80,000*	*200,000*	*210,000*
o/w available to ten highest paid employees	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*
Total at 31 December 2009	*378,890*	*107,848*	*451,792*	*132,369*	*321,068*
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009
Deadline for granting bonus shares					
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013
End of lock-in period for bonus shares					
Purchase price of options/reference share price (€)	2.94	6.66	9.27	7.17	9.52
Valuation method used	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes
Number of shares available for subscription or allocation at 31/12/2008	1,098 ,33	174,823	1,400,222	132,369	1,499,073
Options forfeited in 2009	77,443	4,668	183,164		211,197
Options exercised in 2009	16,967				
Number of shares available for subscription or allocation at 31/12/2009	1,003,723	170,155	1,217,058	132,369	1,287,876

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20,807,584 new shares.

(b) The Ninth Resolution passed by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

Stock-options and allocation bonus-share plans	Stocks-options 2007 [c]	Bonus shares Plan 2007 France	Bonus shares Plan 2007 Outside France
Date of General Meeting	29/06/2005	29/06/2005	29/06/2005
Board Meeting date	20/12/2007	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	482,240	336,500
o/w available to corporate officers	100,000		
o/w available to ten highest paid employees	340,000	93,240	
Total at 31 December 2009	424,386		
Vesting date	21/12/2011		
Deadline for granting bonus shares		21/12/2009	21/12/2011
Maturity	20/12/2015		
End of lock-in period for bonus shares		20/12/2011	20/12/2011
Purchase price	4.25	4.00	4.00
Valuation method used	Hull&White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2008	2,453,681	433,740	329,000
Options forfeited in 2009	341,789	62,500	80,000
Options exercised in 2009			
Number of shares available for subscription or allocation at 31/12/2009	2,111,892	371,240	249,000

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise 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) Long-term employee benefits (cf. 4.13)

5.5 Depreciation and net provisions

	31/12/2009 (12 months)	31/12/2008 (12 months)
Amortisation of intangible and fixed assets	(15,727)	(16,688)
Provisions for current assets	2,689	(1,395)
Provisions for risks and charges	3,512	3,046
TOTAL	**(9,526)**	**(15,037)**

5.6 Other non-recurring operating income and expenses

	31/12/2009 (12 months)	31/12/2008 (12 months)
Net proceeds from disposal of the Cambridge Consultants Ltd incubator		23
Income from disposal of fixed and intangible assets	(217)	(75)
Income from divestment & liquidation of holdings in consolidated subsidiaries	1,867	(3,589)
Tax provisions		2,044
Indemnities paid to former sales staff		(2,220)
Write backs of provisions for legal disputes	577	671
Other	(72)	(11)
Restructuring costs	(43,424)	(17,742)
Provisions net of write-backs	(23,163)	(1,200)
TOTAL	**(64,432)**	**(22,099)**

Gains and losses on disposals and liquidation of consolidated shares (cf. 20.2.)

Restructuring costs

A non-recurring operating loss of €64,432k includes the net impact of €66,587k costs for the 2005, 2007 and 2009 restructuring plans detailed below:

Restructuring costs

	31/12/2009 (12 months)	31/12/2008 (12 months)
Restructuring costs		
Albatros Plan 2005		
Furnishing write-offs		(41)
Salaries	(441)	(1,275)
Property lease rationalisation	(65)	(139)
Other	(8)	(9)
	(514)	**(1,464)**
2007/2009 operational-efficiency plan		
Furnishing write-offs		(1,239)
Salaries	(11,652)	(10,942)
Property project	(2,028)	(2,006)
Other	(1,635)	(2,091)
	(15,315)	**(16,278)**
2009 Crisis-impact plan		
Furnishing write-offs		
Salaries	(22,763)	
Property project	(1,406)	
Other	(3426)	
	(27,595)	
	(43,424)	**(17,742)**

Provisions net of write-backs	31/12/2009 (12 months)	31/12/2008 (12 months)
Albatros Plan 2005		
Furnishing write-offs		12
Salaries	457	2,085
Property lease rationalisation	119	146
Other		
	576	**2,243**
2007/2009 operational-efficiency plan		
Furnishing write-offs	(735)	633
Salaries	311	(2,758)
Property lease rationalisation	473	(1,230)
Other	(171)	(88)
	(122)	**(3,443)**
2009 crisis-impact plan		
Furnishing write-offs	(79)	
Salaries	(22,254)	
Property lease rationalisation	(1,224)	
Other	(60)	
	(23,617)	
	(23,163)	**(1,200)**

5.7 Gains on cash & cash equivalents

	31/12/2009	31/12/2008
Gains on cash & cash equivalents		
Interest income generated by cash and cash equivalent	3,152	1,146
Income from disposal of cash equivalents	1,051	2,230
	4,203	**3,376**
Cost of gross financial debt		
Interest expenses on bond loans	(1,533)	(16,276)
Interest expenses on other financing operations	(16,982)	(11,969)
	(18,515)	**(28,245)**
COST OF NET FINANCIAL DEBT	**(14,312)**	**(24,869)**

The cost of net financial debt (€14,312k) mainly includes interest on overdrafts and medium-term credit (€16,982k).

5.8 Other financial income and expenses

	31/12/2009	31/12/2008
Financial revenue		
Profit from other financial asset disposals		14
Financial gains from conversion to present value	251	232
Forex gains	4,245	13,475
Write backs of provisions on non-consolidated assets and other non-current financial assets	741	596
Gains on financial instruments		366
Other financial income	251	691
	5,488	**15,374**
Financial expenses		
Loss on financial asset disposals	(685)	(607)
Depreciation of non-consolidated holdings and other non-current financial assets	(332)	
Employee benefit provisions	(1,344)	
Forex losses	(6,960)	(8,519)
Financial charges from conversion to present value	(798)	(587)
Loss on financial instruments	(355)	(314)
Other financial expenses	(223)	(345)
	(10,697)	**(10,372)**

5.9 Tax expenses

Deferred taxes

An analysis of the net changes in deferred taxes in the balance sheet is given in the table below *(in thousands of euros)*:

	2008	Earnings impact	Other changes	Equity impact	Scope of consolidation changes	Translation adjustments	2009
Deferred tax assets	50,743	40,185	(4,573)	(10,637)	1,023	490	77,231
Deferred tax liabilities	12,155	7,529	(3,962)	0	683	(115)	16,290
TOTAL	**38,588**	**32,656**	**(611)**	**(10,637)**	**340**	**605**	**60,941**

Deferred taxes booked as equity over the period are as follows:

Fair value reserve: IAS 32/39	(10,637)
TOTAL	**(10,637)**

Tax loss carry forwards likely to be deducted from future earnings Totalled €222,901k, representing a tax saving of €72,348k.

Tax losses booked as deferred tax assets, and provisioned at 31 December 2009, as it was uncertain whether they would be deducted in the future, Totalled €147,785k:

Tax losses	
• expiring in less than 1 year	2,612
• expiring in 1 to 5 years	16,271
• expiring in over 5 years	82,746
• with no expiration date	46,156
TOTAL	**147,785**

Deferred tax assets and liabilities at 31 December 2008 are listed below *(in thousands of euros)*:

	2009	2008
Deferred tax assets by timing difference		
Employee benefits	11,634	11,269
Other assets and liabilities	22,554	29,519
Other	3,834	6,519
Unused tax losses	72,348	31,443
	110,371	**78,750**
Deferred tax liabilities by timing difference		
Assets	(34,906)	(30,590)
Provisions for risks and charges	(14,524)	(9,572)
	(49,430)	**(40,162)**
NET ASSETS	**60,941**	**38,588**

Analysis of tax expenses on earnings

Tax expenses are broken down as follows *(in thousands of euros)*:

	2009	2008
Current taxes:	**(16,558)**	**(29,470)**
• for the period	(7,340)	(22,657)
• adjustment of current taxes based on previous reporting periods	(3,433)	496
• other tax	(5,881)	(7,838)
• carry back	96	529
Deferred taxes:	**32,656**	**(16,635)**
• deferred taxes associated with changes in taxable base	46,676	(5,895)
• deferred taxes associated with changes in rates	1,578	(381)
• impact of taxes associated with prior fiscal years	(1,278)	(7,369)
• change in amortisation of deferred tax assets	(14,320)	(2,990)
Tax credit (family and patronage)	**161**	**273**
TOTAL	**16,259**	**(45,832)**

Deferred tax income is broken down as follows:

(in thousands of 'euros)	2009	2008
Timing differences	(5,735)	(1,661)
Tax losses	40,905	(12,001)
Consolidation restatements	(2,514)	(2,973)
TOTAL	**32,656**	**(16,635)**

Deferred taxes arising from changes in the tax base are mainly ascribable to tax losses activated in 2009 due to their imminent convertibility.

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)	2009	2008
Net income attributable to the group	(74,753)	11,438
Equity share in net income of associates	0	0
Minority interests	567	(1,272)
PRE-TAX PROFIT BEFORE GOODWILL AMORTISATION	**(52,944)**	**85,054**
Theoretical tax charge at rate applied to parent company (34.43%)	18,229	(28,351)
• other tax	(5,624)	(7,838)
• change in amortisation of deferred tax assets	(9,542)	(2,990)
• difference in tax rates in foreign countries	198	(104)
• other permanent differences	12,999	(6,549)
EFFECTIVE TAXES PAID	**16,259**	**(45,832)**
Effective tax rate	**31%**	**54%**

Other taxes mainly include secondary tax credits of €3.4m in Italy and €1.4m in Germany.

French business tax reform

The 2010 French Finance Act has replaced the liability of French tax-paying entities to pay business tax (*Taxe Professionnelle*) by two new contributions:

- a property contribution (*Cotisation Foncière des Entreprises - CFE*) assessed exclusively on the rental value of the real estate assets that were subject to business tax;
- a Value Added Contribution (*Cotisation sur la Valeur Ajoutée des Entreprises - CVAE*), assessed on the value added derived from the company accounts.

Following the fiscal changes mentioned above, the group has reviewed the accounting treatment of its French subsidiaries' tax liability to take into account the most recent recommendations on the treatment of tax according to IFRS norms and interpretations of IFRIC.

In accordance with the provisions set out in IAS12, therefore, the Added Value Contribution (CVAE) is regarded as a tax on income. This resulted in the booking of a €130k deferred tax charge in the income statement arising from existing timing differences at that date. This deferred tax charge is booked under "Tax expenses". As of 2010, the Total amount of current and deferred CVAE tax will be booked under tax expenses in the income statement.

6. Off-balance sheet commitments

The group's off-balance sheet commitments at 31 December 2009 are listed in the table below:

(in thousands of euros)	Total 31/12/2009	< 1 yr	1 -5 years	> 5 years	Total 31/12/2008
Commitments granted:					
• pledges, security deposits and guarantees	50,050	36,513	10,217	3,319	71,285
• minimum payments for operational leases (see 5.3)	180,529	42,790	111,213	26,526	177,893
• non-competition clause concerning former employees:					
gross amount					75
social security contributions linked to non-competition clauses concerning former employees					34
Commitments received:					
• pledges, security deposits and guarantees	None				26,000

Individual Right to Training – DIF *(Droit Individuel à la Formation)*

The off-balance sheet commitment concerning the Individual Right to Training for all group employees is estimated at 493,000 hours.

Commitment to buy out minority interests

The group has no commitments to buy out minority interests, or any non-consolidated special purpose entities.

7. Related-party transactions

Compensation of executive officers

Overall compensation and benefits paid to executive officers by Altran and the companies it controls, Totalled €1,603,793 in 2009:

- short-term benefits: 1,600,533;
- end-of-career benefits: 3,260;
- other long-term benefits: none;
- end-of-contract benefit: none;
- share-based payments: 93,240 bonus shares.

Commitments made by the company to its corporate officers

The group made no commitment 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.

Transaction carried out with reference shareholder

None.

Other

Altran Technologies booked €78k in payment of services supplied by Alter, in which one of the directors has an interest.

8. Risk exposure and risk management

Group exposure to risks and risk management are detailed in note 4 "Risks" of the present registration document.

9. Significant post-closure events

With respect to Altran's Personalised Voluntary Departure Plan (PPDV), the date-limit for employees wishing to file for voluntary departure was set for 31 January 2010. A number of departure applications have been examined since then.

Although certain dossiers still have to be reviewed, the plan could result in around 550 departures in 2010. Note that the group booked a provision for the departure of 500 employees in 2009 and that, in the context of the plan, 95 persons had already left the company by end-December 2009.

10. Statutory auditors' fees

Statutory auditors' fees Totalled €2,574k (excluding expenses and disbursements) in 2009.

ALTRAN TECHNOLOGIES' FINANCIAL STATEMENTS AT 31 DECEMBER 2009

I – Company financial statements

Balance sheet - Assets

(€)	Notes	31/12/2009 Gross	31/12/2009 Amort. Prov.	31/12/2009 Net	31/12/2008 Net
Intangible assets	3.1	**217,170,291**	**18,040,478**	**199,129,813**	**245,278,839**
Intangible assets					
Patents, licences, brands		8,645,261	6,278,166	2,367,096	2,594,023
Other intangible assets		41,374,441	304,898	41,069,544	41,069,543
Work in progress		558,480		558,480	171,310
Tangible assets					
Other tangible assets		19,100,652	10,165,525	8,935,127	9,855,269
Work in progress		90,882		90,882	193,935
Long term investments					
Investments and advances		136,278,133	1,191,200	135,086,933	133,212,016
Loans and other long term investments		11,122,439	100,690	11,021,749	58,182,742
Current assets		**642,092,829**	**5,125,677**	**636,967,152**	**664,875,282**
Work in progress for services provided				0	55,778
Advances		2,839		2,839	19,376
Trade receivables	3.3	25,438,665	1,578,187	23,860,478	34,974,816
Other receivables	3.3	610,788,388	3,547,490	607,240,898	613,901,943
Cash in hand and marketable securities		5,862,937		5,862,937	15,923,368
Adjustment accounts		**5,688,373**		**5,688,373**	**5,976,971**
Prepaid expenses	3.14	5,612,530		5,612,530	5,976,971
Deferred expenses				0	0
Unrealised foreign exchange gains/losses		75,843		75,843	0
TOTAL ASSETS		**864,951,493**	**23,166,155**	**841,785,337**	**916,131,091**

Balance sheet - liabilities

(€)	Notes	31/12/2009	31/12/2008
Shareholders' equity	3.4	**409,218,897**	**524,532,838**
Capital	3.5	71,789,663	71,588,550
Share premium		318,916,004	318,843,413
Statutory reserve		7,158,855	5,865,723
Retained earnings		126,755,783	59,319,824
Net profit (loss) for the period		(115,458,454)	68,915,328
Tax-driven reserve		57,046	
Provisions for risks and charges	3.2	**45,094,071**	**25,249,706**
Liabilities		**381,887,754**	**359,544,445**
Convertible bond loans	3.7	133,068,999	192,237,025
Bank borrowings	3.8	128,274,232	18,660,093
Other borrowings	3.8	8,478,981	9,820,398
Advances received		296,885	179,475
Trade payables	3.9	23,731,788	24,950,535
Tax and social security liabilities	3.9	83,627,513	107,916,737
Payables to suppliers of fixed assets	3.9	1,389,316	802,556
Other payables	3.9	3,020,039	4,977,626
Adjustment accounts		**5,584,615**	**6,804,102**
Deferred income	3.14	5,584,615	6,804,102
Unrealised foreign exchange gains/losses			
TOTAL LIABILITIES		**841,785,337**	**916,131,091**

II - Income statement

(€)	Notes	31/12/2009	31/12/2008
Total revenues	4.1	486,213,723	556,911,334
Production inventory		(55,778)	(194,998)
Capitalized in-house production			
Grants and subsidies		153,474	21,936
Reversals of provisions, depreciation and transfer of charges		32,465,201	13,364,757
Other revenue		1,128,486	1,864,365
Operating revenue		**519,905,107**	**571,967,394**
Other purchases and external costs		(113,723,505)	(117,119,882)
Taxes & duties		(16,902,294)	(17,613,612)
Payroll taxes		(261,220,644)	(272,066,889)
Staff overheads		(110,611,988)	(117,044,137)
Depreciation and provisions		(8,272,503)	(10,908,626)
Other costs		(5,858,902)	(2,989,209)
Operating expenses		**(516,589,837)**	**(537,742,355)**
OPERATING INCOME		**3,315,271**	**34,225,039**
Recorded profit or transferred loss		1,940	0
Financial income		26,051,706	54,412,983
Financial expenses		(109,360,627)	(28,047,875)
FINANCIAL INCOME	4.2	**(83,308,921)**	**26,365,108**
INCOME ON ORDINARY ACTIVITIES		**(79,991,710)**	**60,590,147**
Exceptional revenue		3,626,640	56,616,610
Exceptional expenses		(43,448,839)	(45,241,115)
EXCEPTIONAL INCOME	4.3	**(39,822,199)**	**11,375,495**
Employee profit sharing		0	0
Corporate income tax	4.4	4,355,455	(3,050,314)
NET INCOME		**(115,458,454)**	**68,915,328**

APPENDIX TO THE COMPANY FINANCIAL STATEMENTS

1. Key events

1.1 Restructuring plans

1.1.1 The "Action 4" strategic plan and the 2007/2009 Operational Efficiency Plan

Build up of the "Action 4" strategic plan and the 2007/2009 Operational Efficiency Plan

The "Action 4" strategic plan, launched in January 2008, is designed to foster growth, while enhancing the value of the group's expertise and its state-of-the-art services offering.

This is at the very heart of Altran's expansion and profitability strategy which should help the group to emerge from the global economic crisis on the back of the following four factors:

- growth bolstered by a more cooperative and client-focused approach;
- greater financial clout thanks to a more transparent organisational structure. In this respect, Altran pursed efforts to simply its legal structures in 2009 via mergers in Germany, Belgium, Luxembourg, the Netherlands and Portugal;
- the ability to sustain a high level of client differentiation, notably by upgrading the service offering and the rapid development of new forms of commitment;
- the group's determination to retain its status as a reputed employer, coupled with the redeployment of the Altran brand.

Altran is pursuing its 2007/2009 operational efficiency plan (announced at the 29 June 2007 Annual General Meeting), targeting performance enhancement and a sharp reduction in indirect costs.

Within the current economic environment, group efforts to step up this plan resulted in a further narrowing in overheads as a percentage of sales to 23.1% in 2009 (from 23.8% in 2008 and 26.3% in 2007), ahead of its initial target of 25%.

1.1.2 Measures enabling the group to adapt to the economic downturn

In a bid to counter the deterioration in the economic environment and the limited visibility on activity since end-2008, Altran implemented a number of specific action plans before the beginning of 2009 and stepped up this strategy throughout the year. The aim of these plans is to:

- reduce the number of inter-contracts as rapidly as possible and adapt the workforce to the reality of the economic environment through the implementation of in-house mobility solutions (notably via training schemes), voluntary departure plans and a controlled recruitment policy;
- step up the cost-reduction programme.

These measures introduced mainly in the worst hit sectors of activity (automobile), enabled the company to reduce its operating costs and partially offset the decline in sales.

At the end of June, the group launched a Personalised Voluntary Departure Plan focused on the automobile activity.

This plan, which was approved by employee representatives of the Central Works Council and the Works Councils in Paris, Lyon and Sophia Antipolis was cancelled by the High Court of Toulouse (*Tribunal de Grande Instance*) on 15 October 2009, notably on the grounds that, in the case of some departures, certain external job-transfer conditions would have to be improved upon and completed.

Altran Technologies decided not to appeal the Court's decision and took immediate steps to launch a new Voluntary Departure Plan.

This new plan was approved, within the legal time frame, by all of the companies Works Councils, including Altran South West which had contested the first plan.

The new plan went into effect in December 2009 and applications for voluntary departure closed on 31 January 2010.

1.1.3 2009 restructuring costs

Associated restructuring costs amounted to a net charge of €36.82m (the Total cost of €38.53m being partly offset by provision write-backs of €1.71m). The net costs break down as follows:

- €14.45m in wage costs;
- €3.62m in fees, rents and sundry expenses;
- €18.75m in provisions for risks and charges.

1.2 Financing agreement and new OCEANE bond issue

The convertible bond, redeemable in January 2009, for a nominal value of €230m, was repaid in full on 2 January 2009 at a cost of €192.3m.

On 9 November 2009, Altran signed an agreement with its pool of bankers to adjust the covenants on its medium-term debt (€124m). The maximum margin applicable to medium-term credit remains unchanged for leverage of less than 3.5 (140 bp maximum), increasing each time leverage rises above the 3.5 mark to 225 bp maximum (implying a maximum increase of 85 bp).

On 18 November 2009, Altran Technologies issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow Altran to meet the group's overall funding requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, build up equity in the event of bond conversion. These additional resources were supplemented by short-term credit lines of around €25m granted by Altran's pool of bankers.

1.3 Scope of consolidation changes

In accordance with the protocol agreement signed on 12 December 2008, Altran Technologies finalised its acquisition of a controlling stake in the French company, NSI, on 9 January 2009 and now owns 73.7% of the company's capital and voting rights.

In 2009, Altran Technologies transferred all of the assets and liabilities of CSI France and Arendi into the company.

The group also created two new subsidiaries, which are still, without activity: Madox Technologies (France) and Altran Middle East (E.A.U.).

Altran Technologies announced its intention to buy the UK subsidiary of the dormant company, Altran Australia Pty. Ltd.

1.4 Debt write offs

Altran Technologies decided to write off the financial debt of three of its subsidiaries - Altran Czech Republic, Altran (Switzerland) and Altran Estudios Servicios y Proyectos (Spain) - for a Total of €82,217,000 without a condition subsequent on a return to better fortune.

2. Basic accounting principles

2.1 Basis for the preparation of the annual financial statements

The 2009 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;

and in compliance with 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 historic cost method.

2.2 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 actual situations at the time when the financial statements were prepared and could turn out to differ from future reality. At end-December 2009, therefore, the business plan used factors in the assumptions of the impact of the current economic and financial crisis. Recession is making it more difficult both to make economic forecasts and achieve the aims of the business plans.

These estimates mainly concern provisions and assumptions underpinning the business plans used to value the group's fixed assets and certain intangible assets (notably, goodwill).

2.3 Intangible assets

Intangible fixed assets include brands, licenses, software and goodwill. These are booked at acquisition or production cost.

2.3.1 Brands

These are valued at brand-registration cost. Since these costs are not amortised they are subject to at least one impairment test per year.

2.3.2 Software

This includes software that is either bought or created by the Group.

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, programme, 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 historic 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.

Essentially, the company's technical losses relate to the merger of 26 companies in 2006, which are subject to impairment tests.

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 fixed assets.

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;
- vehicles: 5 years;
- IT equipment: 3 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 (revenue, EBIT, cash flow, growth rate) based on the business plans. 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 Work in progress

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 register production and the stage of progress have not been entirely met.

Depreciation is recorded when the inventory value thus defined is lower than the nominal cost.

2.7 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 thus defined is lower than the nominal cost.

2.8 Provisions for liabilities 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 group 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 group has announced, drawn up or started to implement a detailed restructuring plan before the close of the fiscal year.

2.9 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 a benefit in accordance with the law and provisions laid down in the collective agreement.

Retirement commitments, based on the SYNTEC convention and the new 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:

- death rate: TG HF 2005;
- change in headcount: 3%;
- staff turnover from 30% (20-24 years) to 0% (> 50 years);
- discount rate: 5.25%;
- inflation rate: 2%.

2.10 Foreign currency operations and translation differences

Revenue 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.

2.11 Long-term operations and revenue recognition

Revenue includes all income generated by the group's services offering.

The accounting treatment of revenues and costs depends on the nature of the services.

Cost-plus services

Revenues on cost-plus services are identified as the project advances.

The majority of the group's services are carried out on a cost-plus basis.

Project based contracts

For project-based contracts with a performance guarantee clause attached, sales 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 revenue generated by the contract itself, a provision is immediately written to cover the losses that will be incurred when the contract is completed.

2.12 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, 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, the group's subsidiaries must, as far as possible, book all tax charges and credits during their period of consolidation, that they would have paid or received had they not been consolidated.

Subsidiary tax consolidation

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 any 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

Subsidiary receivables on loss carry backs prior to their consolidation within the group cannot be added to their tax charge.

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.

Subsidiary deconsolidation

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 during which the disqualifying incident occurred.

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 group's scope of consolidation.

3. Notes relative to certain balance sheet items

3.1 Fixed assets and depreciation

Intangible assets (€)	Opening gross value	TUP	Acquisitions	Sold / discarded / transferred assets	Closing gross value
Intangible assets					
Goodwill	2,083,699				2,083,699
Other intangible assets [(a)]	39,290,742				39,290,742
Patents, licences, brands	9,065,248	3,378	966,284	1,389,647	8,645,262
Intangible assets in progress	171,310		558,480	171,310	558,480
TOTAL 1	**50,610,999**	**3,378**	**1,524,763**	**1,560,958**	**50,578,182**
Tangible assets					
Other tangible assets	19,155,258	31,518	2,236,535	2,322,656	19,100,654
Tangible assets under construction	193,936		90,882	193,936	90,882
TOTAL 2	**19,349,193**	**31,518**	**2,327,417**	**2,516,591**	**19,191,537**
Long term investments					
Investments and advances	133,226,406		4,169,665	1,117,938	136,278,133
Loans and other long term investments	59,013,931		1,492,736	49,384,228	11,122,439
TOTAL 3	**192,240,337**	**0**	**5,662,401**	**50,502,166**	**147,400,572**
TOTAL (1+2+3)	**262,200,529**	**34,895**	**9,514,581**	**54,579,715**	**217,170,291**

(a) Other intangible assets Totalling €39m correspond to the technical loss incurred on the merger of 26 companies in Altran Technologies at end-2006.

Asset depreciation and provisions (€)	Opening amount	TUP	Increase	Decreases	Closing amount
Intangible assets					
Patents, licenses, brands	6,471,225	3,378	1,333,287	1,529,724	6,278,165
Goodwill	304,898				304,898
TOTAL 1	**6,776,123**	**3,378**	**1,333,287**	**1,529,724**	**6,583,063**
Fixed assets					
Other intangible assets	9,299,989	30,914	3,286,529	2,451,908	10,165,525
TOTAL 2	**9,299,989**	**30,914**	**3,286,529**	**2,451,908**	**10,165,525**
TOTAL (1+2)	**16,076,112**	**34,292**	**4,619,816**	**3,981,632**	**16,748,588**

3.2 Balance sheet provisions & depreciation

Balance sheet provisions & depreciation (€)	Opening amount	TUP	Reclassification	Increase	Decreases	Closing amount
Investments and related receivables	14,389			1,176,811		1,191,200
Other long-term investments	831,190				730,499	100,691
TOTAL FINANCIAL INVESTMENTS	**845,579**			**1,176,811**	**730,499**	**1,291,891**
Inventories and work in progress	**0**					**0**
Trade receivables	**8,437,711**		**-3,547,490**	**572,626**	**3,884,661**	**1,578,187**
Other provisions for depreciation	0		3,547,490			3,547,490
Provisions for charges and litigation [(a)]	15,185,772			24,405,716	6,350,023	33,241,464
Provisions for pensions and similar commitments	10,063,934	9,542		1,765,548	62,260	11,776,764
Provisions for foreign exchange losses	0			75,843		75,843
TOTAL PROVISIONS FOR RISKS AND CHARGES	**25,249,706**	**9,542**		**26,247,107**	**6,412,283**	**45,094,071**
TOTAL	**34,532,996**	**9,542**	**0**	**27,996,543**	**11,027,443**	**51,511,638**

(a) *Including provision write-back taken up Totalling €3,328,065 (of which €3,265,805 for liability, €0 for exchange differences and €62,260 for deferred tax liabilities). Including provision write-back not taken up Totalling €3,084,218 (of which €3,084,218 for liability and €0 for exchange differences).*

3.3 Schedule of receivable payments

Schedule of receivable payments (€)	Gross amount	Up to 1 year	More than 1 year
Long-term receivables	**24,752,568**	**13,820,542**	**10,932,026**
Receivables from controlled entities	13,633,653	13,633,653	
Loans	9,110,873	38,186	9,072,687
Other long-term investments	2,008,042	148,703	1,859,339
Short-term receivables	**641,839,583**	**639,015,502**	**2,824,082**
Trade receivables	25,438,665	23,501,675	1,936,990
Personnel and social security charges	853,524	853,524	
State	10,639,484	9,752,392	887,092
Group and associates	561,968,253	561,968,253	
Other receivables	37,327,126	37,327,126	
Prepaid expenses	5,612,530	5,612,530	
TOTAL	**666,592,151**	**652,836,044**	**13,756,107**

Altran Technologies has significant recourse to factoring. Outstanding receivables sold to the factor are booked as off-balance sheet commitments. At 31 December 2009, these stood at €82,955k, compared with €108,876k at 31 December 2008.

(see note 6).

Factoring operations included:

	2008	2009
Client receivables:	€108,875,961	€82,954,885
Current account and factor's guarantee	€19,104,932	€13,375,017
Factor's short-term advances	€89,771,029	€69,579,868

3.4 Changes in Shareholders' Equity

Account		Equity movements		Approbation	Net profit/loss	
(€)	Opening value	Increases	Decreases	Results N-1	year N	Closing value
Capital	71,588,550	201,113				71,789,663
Share premium	296,761,707	72,592				296,834,299
Merger premium	22,081,706					22,081,706
Statutory reserve	5,865,723			1,293,132		7,158,855
Retained earnings	59,319,824		(186,237)	67,622,196		126,755,783
Net profit (loss) for the period	68,915,328			(68,915,328)	(115,458,454)	(115,458,454)
Regulated provisions	0	57,046				57,046
SHAREHOLDERS' EQUITY	**524,532,838**	**330,751**	**(186,237)**	**0**	**(115,458,454)**	**409,218,897**

3.5 Shareholding Structure

Share capital	Number of shares	Nominal value
Number of shares at opening	143,177,101	€0.5
Increase in share capital via creation of new shares	402,226	€0.5
Number of shares at closing	143,579,327	€0.5

3.6 Stocks-options

The main characteristics of the group's stock-option and bonus-share plans at 31 December 2009 are outlined in the tables below:

Stock-options and allocation bonus-share plans	Stocks-options						Bonus shares	
							2007	2007
	2003 (a) (c)	2003 (a) (b) (c)	2004 (c)	2005 (c)	2005 (c)	2007	France	Outside France
Date of General Meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004	29/06/2005	29/06/2005	29/06/2005
Date of Management Board or Board of Directors meeting	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005	20/12/2007	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000	2,589,830	482,240	336,500
• *o/w available to corporate officers*	186,785		80,000	200,000	210,000	100,000		
• *o/w available to ten highest paid employees*	875,218	106,734	510,000	340,000	635,000	340,000	93,240	
Total at 31 December 2009	378,890	107,848	451,792	132,369	321,068	424,386	-	-
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009	21/12/2011		
Deadline for granting bonus shares							21/12/2009	21/12/2011
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013	20/12/2015		
End of lock-in period for bonus shares							20/12/2011	20/12/2011
Purchase price of options/ reference share price (€)	2.94	6.66	9.27	7.17	9.52	4.25	4.00	4.00
Valuation method used	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes	Hull&White	Binomiale	Binomiale
Number of shares available for subscription or allocation at 31/12/2008	1,098,133	174,823	1,400,222	132,369	1,499,073	2,453,681	433,740	329,000
Options forfeited in 2009	77,443	4,668	183,164		211,197	341,789	62,500	80,000
Options exercised in 2009	16,967							
Number of shares available for subscription or allocation at 31/12/2009	1,003,723	170,155	1,217,058	132,369	1,287,876	2,111,892	371,240	249,000

(a) *Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20.8m new shares.*

(b) *The Ninth Resolution passed by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.*

(c) *Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24.9m new shares.*

3.7 Convertible bond issues

The convertible bond, redeemable in January 2009, with a nominal value of €230m, was repaid in full on 2 January 2009 at a cost of €192.3m.

On 18 November 2009, Altran Technologies issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow Altran to meet the group's overall funding requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, build up equity in the event of bond conversion.

The new convertible bond with a 5 year and 44 day maturity, 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. For the period running from 18 November 2009 au 31 December 2010, interest (first coupon of €0.33) will be paid on 1 January 2011 on a prorata temporis basis.

Accrued interest at end-2009 came out at €1,069,000.

Bond issue costs are booked to the income statement and therefore not subject to amortisation over the duration of the bond.

3.8 Main changes in credit lines

3.8.1 Medium-Term Credit: Revolving credit

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 €123.8m on 31 December 2009.

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

(€m)	Dec-08	June-09	Dec-09	June-10	Dec-10	June-11	Dec-11	June-12	Dec-12	June-13	Dec-13
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**	**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**

The credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- as of 2009, one third of net consolidated cash flow over €15m generated by the group must be allocated to pay down debt (excluding any future market operation);
- acquisitions are limited to a Total annual investment of €50m, unless the group obtains special permission from a majority of its lending banks.

The financial ratios at 31 December 2009 pertaining to the group's medium-term credit lines are given in the table below:

	31/12/2008	31/12/2009
Net debt/equity as defined in the credit agreement	0,33	0.38
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	1.14	3.83

Note that 1/ the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares (€45.6m) and that 2/ net financial debt excludes employee profit-sharing and accrued interest on bond-related debt (€174.8m). Calculations are based on Altran's consolidated financial statements, drawn up according to IFRS standards. A further amendment to the refinancing agreement with the group's bankers, determining new financial ratio thresholds, was signed on 9 November 2009.

	Net debt/EBITDA	Net debt/equity
31/12/2009	<4.5	<1.0
30/06/2010	<5.5	<1.0
31/12/2010	<4.0	<1.0
30/06/2011	<3.75	<1.0
31/12/2011	<3.0	<1.0
30/06/2012	<2.5	<1.0
Exchange rate at 31/12/2013	<2.0	<1.0

The maximum margin applicable to medium-term credit remains unchanged for leverage of less than 3.5 (140 bp maximum), increasing each time leverage rises above the 3.5 mark to 225 bp maximum (implying a maximum increase of 85 bp).

At end-December 2009, Altran had respected all of its banking covenant obligations.

3.8.2 Other Credit Lines

In addition, the group has factoring lines of credit amounting to €293.9m (of which €159.7m drawn down). These are free of any long-term commitment and are automatically renewed.

These additional resources were supplemented by short-term credit lines of around €25m granted by Altran's pool of bankers.

3.8.3 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 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 uses these funds to cover debt payments of the group and its subsidiaries and/or to invest, on their behalf, in money market instruments with sensitivity and volatility rates of less than 1%.

The group believes that it currently has the financial resources to guarantee its development.

Liquidity risk management is ensured by the group's financial management team.

3.8.4 Interest cover

At end-2009, the bulk of Altran's net debt (€185.3m) in Altran Technologies consolidated financial statements mainly included 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:

(€m)	< 1 yr	1 - 5 yrs	> 5 yrs
Financial liabilities	(217)	(110)	(101)
Financial assets	243	-	-
Net position before hedging	26	(110)	(101)
Off-balance sheet (interest rate hedge)	200	200	-

By the credit agreement signed in July 2008, the group is bound to set up an interest-rate hedging strategy to cover at least 50% of its Total revolving credit commitments for a minimum period of three years. Given the level of group debt, which is composed of medium-term credit lines and factoring resources, all of which at variable interest rates, it was decided to set up a €200m swap over three years with the aim of transforming the Company's net debt interest from variable to fixed rates.

At 31 December 2009, the main characteristics of the group's hedging contracts were as follows:

	Start date	Maturity Date	Deal	Type	Fixed rate	Nominal	Initial rate	Currency
SG	02/01/2009	02/01/2012		Swap	4.2925%	50,000,000	EURIBOR 3M	(€)
BNP	02/01/2009	02/01/2012		Swap	4.3050%	50,000,000	EURIBOR 3M	(€)
Sales	02/01/2009	02/01/2012		Swap	4.2900%	50,000,000	EURIBOR 3M	(€)
NATIXIS	02/01/2009	02/01/2012		Swap	4.2700%	50,000,000	EURIBOR 3M	(€)

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

3.9 Liabilities payable

(€)	Gross amount	Due within 1 year	Due in more than 1 year
Convertible bond loans	133,068,999	0	133,068,999
Bank borrowings	128,274,232	36,204,424	92,069,808
Other borrowings	5,698,192	1,991,371	3,706,821
Group and associates	2,780,789	2,780,789	
Trade payables	23,731,788	23,731,788	
Tax and social security liabilities	83,627,513	83,627,513	
Payables to suppliers of fixed assets	1,389,316	1,389,316	
Other payables	3,020,039	3,020,039	
Deferred income	5,584,615	5,584,615	
TOTAL	**387,175,483**	**158,329,856**	**228,845,628**

3.10 Associates and equity holdings

(€)	
Equity holdings	122,643,381
Asset depreciation	1,176,811
Receivables from controlled entities	13,620,362
Loans	0
Work in progress	0
Trade receivables	6,875,702
Other receivables and prepaid expenses	562,242,014
Cash and equivalent	1,939,869
Provisions for risks and charges	696,351
Bank borrowings	4,325
Other borrowings	2,775,273
Advances and down payments	0
Trade payables	3,257,268
Payables to suppliers of fixed assets	317,535
Other payables and deferred income	1,187,431

Accrued income and expenses

(€)	
Operating revenue	36,894,655
Operating expenses	26,953,700
Financial income	25,247,654
Financial charges	91,197,811
Exceptional income	0
Exceptional charges	501,724

3.11 Accrued income

(€)	
Long term investments	0
Trade receivables	9,277,272
Other receivables	318,461
Tax and social security receivables	2,172,371
Asso operations carried out in conjunction with GIE	1,940
Cash and equivalent	1,939,869
TOTAL	**13,709,913**

3.12 Accrued charges

(€)	
Convertible bond loans	1,069,000
Bank borrowings	1,781,263
Other borrowings	919,069
Trade payables	6,595,483
Tax and social security liabilities	46,978,872
Other payables	1,748,534
TOTAL	**59,092,221**

3.13 Accrued income and charges

Accrued income and charges (€)	Charges	Income
Operating expenses/income	5,612,530	5,584,615
TOTAL	**5,612,530**	**5,584,615**

4. Notes to the income statement

4.1 Breakdown of net revenue

(€)	
By activity segment	
Sales of bought-in goods	
Contracts to supply goods and services	486,213,723
TOTAL	**486,213,723**
By geographical segment	
Sales in France	454,973,104
Sales abroad	31,240,619
TOTAL	**486,213,723**

4.2 Financial income (charges)

(€)	Financial charges	Financial income
Interest on group current account	8,311,108	
Interest on revolving credit	421,234	
Interest on bank borrowings	175,627	
Interest on bond loan	1,069,000	
Interest on employee profit-sharing	308,590	
Interest on revolving loan and swaps	11,086,170	
Loss on investments and related receivables	82,216,626	
Discounts allowed	176,133	
Foreign exchange losses	44,853	
Financial expenses on factoring activities	1,061,424	
Other financial expenses	53,435	
Provisions for merger losses (TUP)	2,055,643	
Provisions for risks and charges	696,351	
Provisions for financial asset write-downs	1,176,811	
Provision for retirement commitments	431,780	
Provision for forex losses	75,843	
Dividends received		7,002,449
Interest on group current account		18,235,496
Write-back of financial provisions		730,499
Income from group loans		9,709
Forex gains		12,093
Other financial income		61,460
TOTAL FINANCIAL INCOME & CHARGES	**109,360,628**	**26,051,706**

4.3 Exceptional items

(€)	Exceptional expenses	Exceptional income
Exceptional restructuring expenses	20,152,990	
Other exceptional costs associated to management of non-group operations	229,271	
NAV of assets withdrawn from the balance sheet for restructuring purposes	48,683	
NAV of assets withdrawn from the balance sheet	77,190	
NAV of financial assets	920,586	
Provisions for risk and charges	584,078	
Provisions for restructuring risk and charges	21,378,994	
Provisions for accelerated depreciation	57,046	
Exceptional income from restructuring		418,950
Income on asset disposals		10,001
Write backs of restructuring provisions		1,711,677
Write backs of other exceptional provisions		1,486,012
TOTAL EXCEPTIONAL INCOME AND EXPENSES	**43,448,840**	**3,626,640**

Operating cost transfers mainly concern restructuring costs (staff costs, fees, rental payments and sundry charges), which, after analysis, are written back as exceptionals in the income statement.

4.4 Corporate tax and the impact of tax consolidation in 2009

(€)	Base	Tax	Net Income
Income on ordinary activities	(79,991,710)	26,663,903	
Exceptional income	(39,822,199)	13,274,066	
Pre-tax income	(119,813,909)		(119,813,909)
Corresponding corporate tax		39,937,970	
Impact of non-liability for current taxes			
• Permanent differences	5,296,966	(1,765,655)	
• Temporary differences	17,657,890	(5,885,963)	
• Impact of tax consolidation - Contribution from beneficiary subsidiaries		2,652,638	
Other tax			
Social Security contributions		36,306	
Tax credit for research		1,505,221	
Patronage tax credit		161,406	
Other		(115)	
TAX	**(96,859,053)**		
Creation of tax-loss carry-forwards	96,859,053	(32,286,351)	
TAX ON ACCOUNTING INCOME		**4,355,455**	**4,355,455**
NET INCOME			**(115,458,454)**

Altran Group's tax consolidation agreement is based on the principle of neutrality according to which, 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 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 2009, no tax charge was booked by the parent company.

The tax contributions from profit-making subsidiaries, Totalling €2,688,944, were booked as revenue by Altran Technologies

Altran Technologies also booked a research tax credit of €1,505,221 and a patronage tax credit of €161,406.

4.5 Increases/decreases in the deferred tax base

Type of temporary difference (€)	Amount	Tax
Tax relief: Organic 2009 corporate contribution	942,841	314,280
Non-deductible provisions 2009	28,486,872	9,495,624
TOTAL	**29,429,713**	**9,809,904**

4.6 Staff

Salaried personnel	At 31/12/2009	At 31/12/2008
Management	5,600	6,073
Employees	313	251
TOTAL	**5,913**	**6,324**

4.7 Directors' fees

In 2009, Altran Technologies paid Total fees of €1,143k (including €345k in attendance fees) to the members of the Board of Directors.

No loans or advances were granted to directors in 2009.

5. Information on significant ongoing disputes

Altran Technologies is involved in an ongoing dispute with Ilyad Value. Altran Technologies is claiming an outstanding payment (€3.5m) for studies and training modules sold to Ilyad Value in 2001. This outstanding amount has been fully provisioned in Altran Technologies accounts. Ilyad Value is counter-claiming repayment of amounts it has already paid to Altran Technologies plus interest for late payment. On the advice of its counsel, Altran Technologies' has stated that Ilyad Value's claim is unfounded. Apparently Ilyad Value filed a complaint and a civil claim for damages against Altran Technologies in March 2003 concerning some of the service provision contracts signed by Altran Technologies and Ilyad Value at the end of 2001. Altran Technologies has no information concerning these proceedings.

In August 2001, E-Consulting Group (ECG) filed a complaint with the Paris Commercial Court against Altran Technologies, claiming €2.3m in damages and interest. This action was prompted by Altran Technologies' decision in June 2001 not to acquire an interest in ECG's capital. ECG considered this decision to be unjustified and that Altran Technologies should be held liable for the prejudice caused to ECG.

Following the judicial liquidation of ECG in September 2001, these proceedings were turned over to the company's liquidator, who appealed the court's ruling.

The Court of Commerce subsequently dismissed this appeal.

In addition, several ECG shareholders filed a class action suit against Altran Technologies with the Paris Commercial Court in August 2001. At the time they were demanding damages and interest of around €3m. This claim has since risen to €64.4m. Like ECG's liquidator, these shareholders are claiming that Altran Technologies' decision not to acquire a stake in ECG was prejudicial to them.

The Commercial Court dismissed all of the demands of these shareholders. This ruling was confirmed by the Court of Appeal. This ruling was confirmed by the Court of Appeal. The appeal filed by the former shareholders of ECG was dismissed by the French Supreme Court.

In the summer of 2002, the *Commission des Opérations de Bourse* (now the AMF) opened an inquiry into movements in the Altran Technologies' share price.

The Company received a notification of grievances and submitted its defence arguments in October 2004.

On 29 May 2007, the AMF Enforcement Committee imposed a fine on Altran of €1.5m (as opposed to €500,000 recommended by the reporter), which the company paid in full in 2008. Altran filed an appeal, which was subsequently dismissed. The company then lodged an appeal with the French Supreme Court. On 23 June 2009, the Supreme Court upheld the ruling of the Appeal Court.

Further investigations of the group's 2001 full-year and its 2002 interim accounts, carried out by the former Board of Auditors, resulted in adjustments being made to the 2002 interim accounts.

A preliminary inquiry was opened by the Paris Public Prosecutor's Office. By January 2003, this inquiry had turned into a fully-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 extended in June 2004 to include misrepresentation of financial accounts, failing to give a true picture of the company.

The scope of the investigation was extended a second time in September 2004 to cover insider trading. As part 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 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 for 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. The investigating magistrate notified all parties concerned that the case had been closed.

As part of this investigation, 13 persons or corporate bodies have filed a civil suit.

The French minority shareholder group, APPAC, has also lodged a complaint and a civil claim for damages.

Finally, two complaints joining a civil action 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.

6. Off-balance sheet commitments

6.1 Commitments given

Commitments given	*(in thousands of euros)*
Deposits and guarantees	102,160
Swaps	200,000
Factoring commitments	82,955
Other commitments: vehicle rental	3,314
Non-competition clauses	7
Revolving credit	0
Commitments given	Number of hours
Individual Right to Training	356,628

6.2 Commitments received

Commitments received	*(in thousands of euros)*
Revolving credit	0

7. Key post-closure events

With respect to Altran's Personalised Voluntary Departure Plan (PPDV), the date-limit for employees wishing to file for voluntary departure was set for 31 January 2010. A number of departure applications have been examined since then.

Although certain dossiers still have to be reviewed, the plan could result in around 550 departures in 2010. Note that the group booked a provision for the departure of 500 employees in 2009 and that, in the context of the plan, 95 persons had already left the company by end-December 2009.

8. Information on group subsidiaries and holdings

Altran Subsidiaries	Share capital	Other shareholder equity	Altran's equity holding (%)	Book value of investment Gross	Book value of investment Net	Loans & advances granted by the company still outstanding	Guarantees provided by the company	2008 nets sales	2008 profit or loss	Dividends received by company in 2008
Stakes of more than 50% ***in French subsidiaries (in thousands of euros)***										
Altran CIS	3,000	40,961	100.00	2,874	2,874			130,665	7,416	5,000
Altran Invoicing	470	121	100.00	419	419			240	14	
Diorem	40	(736)	100.00	1,103	0			1,699	(438)	
A.D.L. Services	10,000	(15,315)	100.00	16,374	16,374			5,079	(13,677)	
Logiqual	37	228	100.00	37	37			974	27	
Altran Prototypes Automobiles	37	(18)	100.00	37	0			0	(3)	
Altran Praxis France	37	(2,040)	100.00	37	37			6,173	(1,870)	
Altran Participations	37	(18)	100.00	37	0			0	(3)	
Hilson Moran France	37	11	100.00	37	37			267	11	
G.M.T.S.	200	(32,234)	80.00	160	160			0	3,065	
NSI	680	3,120	73.70	4,970	4,970			7,637	(1,775)	
Madox Technologies	0	0	100.00	0	0			0	0	
Stakes of less than 50% in French subsidiaries ***(in thousands of euros)***										
Foreign subsidiaries ***(IFRS norms, in thousands of euros)***										
Altran Innovacion (Spain)	1,000	10,627	100	34,142	34,142			11,555	31,616	
Altran (Belgium)	62	22,706	99.84	31	31			79,274	3,170	
Altran UK (UK)	12,500	(12,723)	100	20,928	20,928			2,392	3,014	
Altran Deutschland (Germany)	200	31,664	100	202	202			3,361	(2,251)	7,000
Altran Holding (Italy)	98	6,531	100	40,305	40,305	403		4,406	(32,662)	
Altran Scandinavia (Sweden)	100	114,431	100	12	12			9,504	(784)	
Altran Switzerland (Switzerland)	500	(155)	100	298	298			706	5,830	
Altran International (The Netherlands)	20	131,000	95	18	18			3,336	21,460	
Altran do Brasil (Brazil)	92,007	(38,535)	3.04	1	1			4,747	(1,218)	
Altran Engineering Romania (Romania)	702	241	100	200	200			406	26	
Altran Norway (Norway)	100	(607)	100	13	13			2,929	(765)	
Altran Telnet Corporation (Tunisia)	360	(680)	50	400	400			535	(627)	
Altran Australia (Australia)	0	0	100	0	0	0		0	1	2
Altran Middle East	10	0	100	10	10			0	0	
Stakes ***(in thousands of euros)***										
CQS										

9. Altran Technologies' annual results over the last five years

Closing date	31/12/2005	31/12/2006	31/12/2007	31/12/2008	31/12/2009
Capital at year end					
Share capital	57,221,107	58,658,118	59,100,650	71,588,551	71,789,663
Number of ordinary shares	114,442,214	117,316,237	118,201,300	143,177,101	143,579,327
Operations and results (€)	160,781,329	490,850,486	493,969,709	556,911,334	486,213,724
Sales (net of tax)					
Profit (loss) before tax, profit-sharing, depreciation, amortisation and provisions	(2,675,935)	(15,916,378)	9,617,839	73,592,836	(98,216,625)
Tax on income	(13,003,418)	(16,453,304)	(7497479)	3,050,314	(4,355,456)
Employee profit-sharing	0	5,508,709	0	0	0
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	(5,174,588)	(3,294,619)	9,869,014	68,915,327	(115,458,454)
Dividends paid	0	0	0	0	0
Earnings per share (€)					
Profit (loss) after tax, profit sharing, before depreciation, amortisation and provisions	0.09	(0.04)	0.14	0.49	(0.65)
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	(0.05)	(0.03)	0.08	0.48	(0.80)
Dividends paid (€)	0.00	0.00	0.00	0.00	0.00
Employees					
Total staff	1,545	5,579	5,877	6,324	5,913
Total wages and salaries (€)	77,865,245	255,590,645	258,657,556	272,066,888	261,220,644
Social commitments (€) (social security, charities, etc.)	32,429,870	110,575,847	109,698,754	117,044,137	110,611,988

20.4 Verification of the financial statements

The statutory auditors' reports on Altran Technologies consolidated and corporate annual 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 2009 revenue press release (published 4 May 2009)

Altran reported consolidated Q1 2009 revenue of €371.4m down 4.9% on year-earlier levels (excluding Management Consulting). With this activity included, the organic decline is 8.2% (-9.1% published).

The group's French operations reported Q1 revenue of €169.5m, down 6.9% on Q1 2008 levels. Note that sales remained virtually stable throughout the different sectors of activity, excluding the Management Consulting and automobile segments. Moreover, the French market was particularly penalised by difficulties experienced by car manufacturers and suppliers.

The group's international operations marked up Q1 2009 revenue of €201.9m. On a like-for like basis (i.e. stripping out the impacts of acquisitions and disposals, forex and the number of working-days) and excluding Management Consulting, this figure represents a decline of 2.8%. Including the Management Consulting activity, the organic decline is 7.1% on year-earlier levels (-10.8% published).

(€m)	Q1 2008	Q2 2008	Q3 2008	Q4 2008	2008	Q1 2009
Revenue, excluding contributions of companies acquired and/or divested (A)	402.5	416.0	388.2	420.0	1,626.7	369.7
Contribution of companies acquired (B)	3.6	4.1	4.2	4.3	16.2	1.7
Contribution of companies divested (C)	2.4	2.5	2.2	-	7.2	-
TOTAL REVENUE (A)+(B)+(C)	**408.5**	**422.6**	**394.6**	**424.3**	**1,650.1**	**371.4**

At 31 March 2009, the Total headcount stood at 18,030, down 492 employees on end-2008 levels.

The invoicing rate was 77.9% in Q1 2009.

	Q1 2008	Q2 2008	Q3 2008	Q4 2008	2008	Q1 2009
Invoicing rate	84.0%	85.0%	84.6%	82.3%	84.0%	77.9%

Outlook

The outlook for industry and the economy remains uncertain, particularly for activities linked to the automotive sector and Strategy and Management Consulting, which accounted for the bulk of the decline in the group's first quarter sales.

Altran's action strategy is now in full swing.

The specific action plans, set up before the beginning of the year, have been stepped up. The aim of these plans is to:

- reduce the number of inter-contracts as rapidly as possible and trim the workforce to meet current market demand by implementing short-time employment measures, reinforcing in-house mobility (notably via training scheme the voluntary departure plans. Out of a Total net reduction of 495 employees between end-December 2008 and end-March 2009, consultants accounted for 452 departures;
- step up the cost-reduction programme.

20.6.2 Q2 2009 revenue press release (published 27 July 2009)

The group reported consolidated H1 2009 revenue of €721.1mn, down 13.2% (-12.3% in organic terms) on H1 2008 levels (€831.1mn). Excluding the impact of the Management Consulting business, interim revenue fell 9.7%.

Publication of Q2 2009 sales

Q2 2009 revenue came out at €349.7m (compared with €422.6m in Q2 2008), making for a decline of 17.2% (-16.4% in organic terms). This Q2 2009 figure factors in an unfavourable working-day impact of -2.4% (almost 2 working days less than in Q2 2008). Excluding this negative effect, the organic decline would have been limited to -14%.

Stripping out the Management Consulting activity, but including the working-day impact, the organic decline in Q2 2009 revenue was 13.1% on Q2 2008 levels.

The group's French operations reported Q2 revenue of €153.1m down 14.3% on year-earlier levels. Excluding the working-day impact, sales fell 10.9%, and in organic terms the decline was 15.3%. The French market is still being heavily penalised by difficulties of manufacturers and suppliers in the automobile industry. Stripping out the car activity, the decline in sales of Altran's French operations would have been limited to around 4.8% (non-audited operating figures).

Altran's international operations reported Q2 2009 revenue of €196.7m, down 8.4%, excluding Management Consulting and on a like-for-like basis (i.e. stripping out the impacts of disposals and acquisitions, forex and the number of working days). On a comparable basis, Q2 sales were down 15.4% on year-earlier levels, representing a decline of -19.4% in gross terms and of -17.2% in organic terms.

(€m)	Q1 2008	Q2 2008	Q3 2008	Q4 2008	2008	Q1 2009	Q2 2009
Revenue, excluding contributions of companies acquired and/or divested (A)	402.5	416.0	388.2	420.0	1,626.7	369.7	347.9
Contribution of companies acquired (B)	3.6	4.1	4.2	4.3	16.2	1.7	1.8
Contribution of companies divested (C)	2.4	2.5	2.2	-	7.2	-	-
Total revenue (A)+(B)+(C)	408.5	422.6	394.6	424.3	1,650.1	371.4	349.7

At end-June 2009, the Total headcount stood at 17,548, down 482 employees on Q1 2009 levels.

The invoicing rate was 77.6% in Q2 2009.

	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009
Invoicing rate	84.0%	85.0%	84.6%	82.3%	77.9%	77.6%

Financial situation at 30 June 2009

Altran's efforts to adapt its structures and control costs should enable the group to generate a positive operating margin on ordinary activities of around 1% in H1 2009 despite the harsh economic backdrop that is penalising a number of its clients.

In addition, Altran's financial position remains solid and the group is able to respect its bank covenants.

Outlook

The industrial and economic environment shows no signs of a significant improvement in visibility in the second half of 2009. As such, the group has launched a number of in-depth measures in a bid to adapt its business to the current market conditions. These measures include:

- the launch of a Personalised Voluntary Departure Plan in France geared to significantly reducing the number of employees in the group's automobile activity;
- a reduction in inter-contract rates throughout all of the Group's regional markets by implementing the various regulations in effect in the countries in question;
- a drastic reduction in the breakeven point of the Management Consulting activity.

The impact of these different measures was already felt in H1 with headcount levels down sharply at end-June, a trend that is expected to continue throughout the second half of 2009.

In addition, Altran is to maintain its indirect-cost reduction strategy and should easily surpass its initial target of €15m additional savings in 2009.

20.6.3 H1 2009 results (published 31 August 2009)

- H1 09 operating income on ordinary activities: €8.9m;
- Operating margin on ordinary activities equivalent to 1.2% of sales;
- significant reduction in all operating costs:
  - €59m reduction in operating costs in H1 09 compared with H1 08, implying a decline of 7.6%,
  - further narrowing of indirect costs (-€32m) as a percentage of sales to 23.3%;
- Solid balance sheet:
  - net financial debt of €197.6m compared with €374.2m in 1H 2008,
  - gearing of 0.35 and debt leverage of 2.15.

Simplified income statement

(€m)	H1 2008	H2 2008	31.12.2008	H1 2009
Revenue	831.1	819.0	1,650.1	721.1
Operating income on ordinary activities	58.7	68.3	127.0	8.9
% of sales	*7.1%*	*8.3%*	*7.7%*	*1.2%*
Operating income	35.7	42.7	78.4	(20.7)
% of sales	*4.3%*	*5.2%*	*4.8%*	*(2.9%)*
GROUP NET INCOME	**6.9**	**4.5**	**11.4**	**(30.2)**
Net debt	374.2	208.3	208.3	197.6

H1 2009 revenue came out at €721.1m, down 13.2% on year-earlier levels as a result of the sharp decline in the automobile sector and the Management Consulting business. Excluding the forex impact and changes in the group's scope of consolidation, the decline in turnover comes out at 11.5%.

H1 09 operating costs narrowed €59m on year-earlier levels due to the two-pronged positive impact of:

- a decline in direct operating costs;
- continued efforts to reduce indirect costs (- €32m), which contracted to 23.3% of sales at the interim stage (compared with 24.4% in H1 2008 and 26.3% in 2007).

Altran's tight management of operating items and staff numbers enabled the group to mark up income on ordinary activities of €8.9m in H1 2009, equivalent to 1.2% of sales over the period.

Factoring in a non-recurring operating loss of €17.5m (linked mainly to restructuring costs) and exceptional goodwill depreciation of €12.1m, the group reported an operating loss of €20.7m at the interim stage.

The cost of net financial debt narrowed from €12.4m in H1 2008 to €5.5m in H1 2009, in line with the reduction in consolidated net debt to €197.6m. This was achieved thanks to an improvement in working capital requirement and the capital increase carried out in 2008.

At end-June 2009, Altran had respected all of its banking covenant obligations.

After a tax charge of €1.6m, net income attributable to the group was negative at -€30.2m in H1 2009.

Outlook

In the still difficult and uncertain economic environment, Altran is stepping up its efforts to adapt its client positioning as part of its Action 4 strategic plan.

As such, Altran has redefined its strategy for the automobile sector to focus on high value-added specialist activities, thus exploiting to the full the acquisitions made at end-2008 in the embedded systems sector.

In addition, Altran has strengthened its positions with several large clients and won some new important referencing approved-supplier agreements.

As part of its ongoing cost-cutting strategy the group launched a Personalised Voluntary Departure Plan aimed at reducing the number of employees in its automobile division in France.

Within this context Altran is looking for a strong improvement in margins

20.6.4 Toulouse High Court decision press release (published 15 October 2009)

Altran Technologies, hereby announces that the High Court of Toulouse (*Tribunal de Grande Instance*) has cancelled the company's Personalised Voluntary Departure Plan launched in June 2009.

For the record, the group's voluntary departure plan had been approved by the Central Works Council and the Works Councils in Paris, Lyon and Sophia. By 9 October, the group had received written notification from 528 employees wishing to benefit from the voluntary departure plan.

According to the court, the procedures used by Altran to inform and consult the group's South-West Workers Council did not call the plan into question.

In particular, the court judged that in-house transfers were not obligatory in the context of a voluntary departure plan.

The court did, however, consider that in the case of some departures, certain external job-transfer conditions would have to be improved upon and completed.

Consequently:

- Altran has reserved the right to appeal this decision;
- the Group will meet with the Central Workers Council on 16 October to ensure the immediate implementation of supplementary measures demanded by the court.

20.6.5 Q3 2009 revenue press release (published 2 November 2009)

The group reported consolidated revenue of €327m in Q3 2009, implying a decline of 17.1% on year-earlier levels. In organic terms, and excluding the impact of Arthur D. Little, sales fell 14.5% over the period.

These Q3 2009 figures factor in a favourable working-day impact of 1.1% on Q3 2008, but also a greater number of days-off taken during the period (3%[1] on year-earlier levels).

The group's French operations reported Q3 revenue of €143.3mn, down 16.1% on Q3 2008 levels. Excluding Arthur D. Little, the organic decline in sales came out at 16%.

Altran's international operations reported a 17.9% decline in Q3 sales to €183.7m. Excluding Arthur D. Little, sales fell 12.5% in organic terms.

(€m)	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009	Q3 2009
Revenue, excluding contributions of companies acquired and/or divested and Arthur D. Little (A)	362.9	371.4	352.1	380.4	324.6	322.6	301.0
Contribution of companies acquired and/or divested (B)	3.5	4.1	3.8	2.1	1.7	1.8	1.2
Contribution of Arthur D. Little (C)	42.1	46.9	38.7	41.8	27.0	25.3	24.8
TOTAL REVENUE (A)+(B)+(C)	**408.5**	**422.6**	**394.6**	**424.3**	**371.4**	**349.7**	**327.0**

Headcount and invoicing rate

At 30 September 2009, the Total headcount stood at 17,227, implying a decline of 321 in the number of group employees in Q3 2009 and of 1,295 since the beginning of the year. This reduction in staff numbers does not include any voluntary departures within the context of the group's Personalised Voluntary Departure Plan.

The invoicing rate improved for the first time since the beginning of the year, rising to 78.2% in Q3 2009.

	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009	Q3 2009
Invoicing rate	84.0%	85.0%	84.6%	82.3%	77.9%	77.6%	78.2%

Personalised Voluntary Departure Plan in France

Altran's first voluntary departure plan, launched in June 2009 was a success. Within the space of two and a half months, the plan, which was approved by the Central Works Councils and the Paris-Lyon-Sophia Works Council, (representing 95% of the employees concerned) generated 551 letters of intent from employees wishing to benefit from the voluntary departure plan. In addition, the group completed 291 end-of-contract agreements and validated 330 employee-departure projects. This plan, which was initially scheduled to end on 15 October, has been cancelled by the Toulouse Court of Justice.

The group decided to take immediate steps to launch a new Voluntary Departure Plan to incorporate the supplementary measures demanded by the court.

Two meetings were scheduled (for 30 October and 2 November) with representatives from the various Works Councils to state their position on the new plan. If accepted, this plan could be implemented as early as 30 November and remain open until 31 January, 2010. With this extension, the group would be able, via the two departure plans, to confirm its initial objective of 500 employee departures.

Bank debt

Altran negotiated an agreement with its pool of bankers to adjust the covenants on its medium-term debt.

The revised medium-term financial ratios, as determined by the new agreement, are listed in the table below:

	Net debt/EBITDA	Net debt/equity
31/12/2009	<4.5	<1.0
30/06/2010	<5.5	<1.0
31/12/2010	<4.0	<1.0
30/06/2011	<3.75	<1.0
31/12/2011	<3.0	<1.0
30/06/2012	<2.5	<1.0
Exchange rate at 31/12/2013	<2.0	<1.0

The maximum margin applicable to medium-term credit remains unchanged for leverage of less than 3.5 (155 bp maximum), increasing each time leverage rises above the 3.5 mark to 225 bp maximum (implying a maximum increase of 70 bp).

(1) *non-audited sales figures.*

Outlook

Invoicing-rate improvement in 3Q 2009 and the reduction in the number of inter-contracts are both encouraging signs. While it seems that the general situation has stabilised and further deterioration appears unlikely,

visibility in the industrial and economic environment remains uncertain in the short term. In the light of this, management is pursuing its direct and indirect cost-reduction programme and the strategy geared to adapting the group so that it will be prepared at all times to accompany its clients throughout the recovery of their activities.

Management has confirmed that it expects to see a strengthening in operating margin in H2 on H1 levels.

20.6.6 Personalised Voluntary Departure Plan press release (published 17 December 2009)

Altran announced that it would not appeal the court decision demanding the cancellation of the group's first Personalised Voluntary Departure Plan, and immediately took steps to launch a new plan, integrating the modifications handed down by the court.

This revised plan has been approved by all of the company's Works Councils (including the South West Works Council, which contested the first plan) and within the legal time-frame.

The national monitoring commission, set up to validate all requests submitted by employees wishing to benefit from the voluntary departure plan, met for the first time on 15 December. As required, the commission validated all of the departures carried out within the framework of the first plan, and began examining the new departure requests received by the group.

The second Personalised Voluntary Departure Plan is, therefore, now in force and will remain open until 31 January 2010.

20.6.7 2009 revenue press release (published 8 February 2010)

The group reported consolidated revenue of €1,403.7m in 2009, implying a decline of 14.9% on year-earlier levels. In organic terms, and excluding the impact of Arthur D. Little, sales fell 12.3% over the period.

In Q4 2009, Altran reported turnover of €355.7m, down 16.2%, or -14.6% in organic terms, excluding the impact of Arthur D.Little. Note that the group achieved a quarterly record high in Q4 2008, with sales of €424.8m.

The group's French operations reported Q4 revenue of €163.1m, down 12.0% on Q4 2008 levels. Excluding Arthur D. Little, the organic decline in sales came out at 12.3%.

The group's international operations reported a 19.4% decline in Q4 sales to €192.6m. Excluding Arthur D. Little, sales fell 15.8% in organic terms.

(€m)	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009	Q3 2009	Q4 2009
Revenue, excluding contributions of companies acquired and/or divested and Arthur D. Little (A)	364.1	373.2	353.6	382.5	342.7	322.6	301.0	326.6
Contribution of companies acquired and/or divested (B)	2.3	2.5	2.3	-	1.7	1.8	1.2	1.3
Contribution of Arthur D. Little (C)	42.1	46.9	38.7	41.8	27.0	25.3	24.8	27.8
TOTAL REVENUE (A)+(B)+(C)	**408.5**	**422.6**	**394.6**	**424.3**	**371.4**	**349.7**	**327.0**	**355.7**

Headcount and invoicing rate

Within the context of Altran's Personalised Voluntary Departure Plan (launched in France and effective until 31 January 2010), more than 450 consultants plan to leave the group, 92 of which in Q4 2009.

At 31 December 2009, the Total headcount stood at 17,149 persons, implying a decline of 1,373 in the number of group employees since the beginning of the year.

Excluding voluntary departures related to the Personalised Voluntary Departure Plan, the number of consultants increased slightly in Q4.

The invoicing rate continued to improve, rising to 80.8% in Q4.

	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009	Q3 2009	Q4 2009
Invoicing rate	84.0%	85.0%	84.6%	82.3%	77.9%	77.6%	78.2%	80.8%

Outlook

Invoicing rates should continue to improve in the coming months, reflecting a strengthening in client demand despite the fact that visibility remains limited.

Moreover, against this backdrop, the group will benefit from efforts carried out in 2009 to adapt the workforce and reduce indirect costs.

20.7 Dividend payout policy

	31/12/2004	31/12/2005	31/12/2006	31/12/2007	31/12/2008	31/12/2009
Number of shares	114,441,715	114,442,214	117,316,237	118,227,961	143,177,101	143,579,327
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

The legal and arbitration proceedings are described in section 4.7 "Legal risks" of this registration document.

20.9 Significant changes in the group's financial and commercial positions

Since the close of the 2009 financial year, there have been no events liable to have a significant impact on the group's financial or commercial positions.

21 Additional information

21.1 Share Capital

Changes in share capital and rights attached to shares

All changes in Altran's share capital and rights attached to the group's shares are subject to governing regulations. Altran's Articles of Association do not impose any conditions that are more restrictive than those in the governing regulations.

Share capital

At 31 December 2009, Altran's share capital stood at €71,588,550.50 comprising 143,177,101 fully paid up shares, all of the same category.

Taking into account the Board of Director's 5 February 2009 report concerning the number of stocks-options exercised in H2 2008, the group's share capital came out at €71,600,336, comprising 143,200,672 shares.

Taking into account the Board of Director's 18 December 2009 report concerning the number of stocks-options exercised between 5 February and 18 December 2009, the group's share capital came out at €71,603,426.50, comprising 143,206,853 shares.

On 21 December 2009, in accordance with the authorisation granted by the Board of Directors on 18 November 2009 to this effect, the Chairman and Chief Executive Officer declared that following:

- the Total amount of bonus shares awarded under the 2007 bonus-share plan to beneficiaries in the group's French companies, and;
- the conversion of OCEANE bonds in December 2009,

Altran's share capital had increased to €71,789,663.50, comprising 143,579,327 shares for a nominal value of €0.50, all of the same category.

Authorised, unissued shares

1) Authorisations valid until 23 June 2009:

The Combined Annual General Meeting on 30 June 2008 resolved to:

- pursuant to the Seventeenth Resolution, Altran shareholders authorised the Board of Directors to grant the company's Board members and its employees stocks-options for the acquisition of new company shares to be issued in the context of a capital increase. This authorisation, capped at 6% of the company's share capital, is granted for a period of 38 months;
- pursuant to the Eighteenth Resolution, Altran shareholders authorised the Board of Directors to grant bonus shares to the company Board members and employees selected by the Board within a period of 38 months. The number of bonus shares issued is capped at 6% of the company's share capital and deducted from the stock-option threshold fixed by the Seventeenth Resolution;
- pursuant to the Nineteenth Resolution, Altran shareholders authorised the Board of Directors to issue bonds and similar securities, or other securities granting the same lien to the company, within a period of 26 months, and with a maximum nominal amount capped at €250m in France and/or on the international market via a public issue or private investment;

- pursuant to the Twentieth Resolution, Altran shareholders authorised the Board of Directors to increase the share capital by issuing shares and other securities with pre-emptive subscription rights attached giving access to the company's capital. The nominal value of the capital increase is capped at €15m and the debt securities giving access to the company's capital at €250m. This authorisation is granted for a period of 26 months;
- pursuant to the Twenty-first Resolution, Altran shareholders authorised the Board of Directors to increase the share capital by issuing new ordinary shares to be paid by incorporation of reserves, profits or premiums on shares, or by increasing the nominal value of the shares constituting the share capital, or by simultaneous use of both procedures. The amount of the capital increase is capped at €15m and the authorisation is granted for a period of 26 months;
- pursuant to the Twenty-second Resolution, Altran shareholders authorised the Board of Directors to issue an over-allotment option ("greenshoe") for up to 15% more shares if the capital increases cited in the Nineteenth and Twentieth Resolutions are oversubscribed, at the same share price as the initial offerings. This authorisation is granted for a period of 26 months;
- pursuant to the Twenty-third Resolution, Altran shareholders authorised the Board of Directors to issue shares or securities convertible or exchangeable into shares to be used for the payment of contributions-in-kind within a period of 26 months. This authorisation is capped at 10% of the company's share capital and with a nominal value of €10m;
- pursuant to the Twenty-fourth Resolution, Altran shareholders authorised the Board of Directors to issue up to €1.2m in shares for members of Altran's employee-savings plan, within a period of 26 months;
- pursuant to the Twenty-fifth Resolution, Altran shareholders authorised the Board of Directors to buy back shares equivalent to up to 10% of the company's share capital, either for cancellation or for the proportional reduction of the company's share capital. This authorisation is granted for a period of 18 months.

2) Authorisations valid as of 23 June 2009.

The Combined Annual General Meeting on 23 June 2009 resolved to:

- annul, with immediate effect, the unused portion of the 2007 and 2008 authorisations cited above and renew them through Resolutions 6 to 15 listed below:

- pursuant to the Sixth Resolution Altran shareholders authorised the Board of Directors to grant the company's corporate officers and its employees stocks-options for the acquisition of new company shares to be issued as part of a capital increase. This authorisation, capped at 6% of the company's share capital, is granted for a period of 38 months;
- pursuant to the Seventh Resolution, Altran shareholders authorised the Board of Directors to grant bonus shares to the corporate officers and employees selected by the Board within 38 months. The number of bonus shares issued is capped at 6% of the Company's share capital and deducted from the stock-option threshold fixed by the Sixth Resolution
- pursuant to the Eighth Resolution, Altran shareholders authorised the Board of Directors to issue bonds and similar securities, or other securities granting the same lien to the company, within a period of 26 months, and with a maximum nominal amount capped at €250m in France and/or on the international market via a public issue or private investment;
- pursuant to the Ninth Resolution, Altran shareholders authorised the Board of Directors to increase the share capital by issuing shares and other securities with pre-emptive subscription rights attached giving access to the company's capital. The nominal value of the capital increase is capped at €15m and the debt securities giving access to the company's capital at €250m. This authorisation is granted for a period of 26 months;
- pursuant to the Tenth Resolution, Altran shareholders authorised the Board of Directors to increase the share capital by issuing bonds convertible into new or existing shares (OCEANE convertible bonds) without any pre-emptive subscription rights but with a priority subscription period reserved for shareholders. The nominal amount of OCEANE convertible bonds issued is capped at €250m, and the capital increase at €15m [(1)]. This authorisation is granted for a period of 26 months;
- pursuant to the Eleventh Resolution, Altran shareholders authorised the Board of Directors to increase the share capital by issuing new ordinary shares to be paid by incorporation of reserves, profits or premiums on shares, or by increasing the nominal value of the shares constituting the share capital, or by simultaneous use of both procedures. The amount of the capital increase is capped at €15m and the authorisation is granted for a period of 26 months;
- pursuant to the Twelfth Resolution, Altran shareholders authorised the Board of Directors to issue an over-allotment option ("greenshoe") for up to 15% more shares if the capital increases cited in the Ninth and Tenth Resolutions are oversubscribed, at the same share price as the initial offerings. This authorisation is granted for a period of 26 months [(1)];
- pursuant to the Thirteenth Resolution, Altran shareholders authorised the Board of Directors to issue shares or other securities convertible or exchangeable into shares to be used for the payment of contributions-in-kind within a period of 26 months. This authorisation is capped at 10% of the company's share capital and with a nominal value of €10m;
- pursuant to the Fourteenth Resolution, Altran shareholders authorised the Board of Directors to issue up to €1.2m in shares for members of Altran's employee-savings plan, within a period of 26 months;
- pursuant to the Fifteenth Resolution, Altran shareholders granted the Board of Directors the right to buy back shares equivalent to up to 10% of the company's share capital, either for cancellation or for the proportional reduction of the company's share capital. This authorisation is granted for a period of 18 months.

(1) In accordance with the authorisation granted by the Tenth and Twelfth Resolutions, the Board of Directors decided on 9 November 2009, to issue OCEANE bonds: the bonds thus issued (and the resulting capital increase) have been deducted from the thresholds fixed by these two resolutions; the remaining capital authorised by these resolutions has not yet been issued and has thus been reduced in equal proportions.

Potentially dilutive securities

Stocks-options

Altran did not grant any stock-option or bonus-share plans in 2009.

	11 March 2003	24 June 2003	29 June 2004	15 June 2005	20 December 2005	20 December 2007
Date of General Meeting	17 June 1999	17 June 1999	28 June 2004	28 June 2004	28 June 2004	29 June 2005
Date of Management Board or Board of Directors meeting	11 March 2003	24 June 2003	29 June 2004	15 June 2005	20 December 2005	20 December 2007
N° of shares that can be subscribed	3,948,993	336,191	2,770,000	340,000	2,630,000	3,408,570
o/w options granted to corporate officers	*186,785*	*-*	*80,000*	*200,000*	*210,000*	*100,000*
*o/w options granted to top 10 employees***	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*	*433,240*
Vesting date	12 March 2007	25 June 2007	30 June 2008	16 June 2009	21 December 2009	21 December 2011
Maturity	11 March 2011	24 June 2011*	29 June 2012	15 June 2013	20 December 2013	20 December 2015
Purchase price [(a) (b)] (€)	2.94	6.66	9.27	7.17	9.52	4.25
N° of shares subscribed	990.252	-	-	-	-	

* *The Ninth Resolution passed by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.*

(a) *Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20,807,584 new shares.*

(b) *Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the exercise prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.*

Details of the adjustments made to the group's stock-option plans following the 23 December 2003 capital increase are given in the table below:

Stock-option plans (€)	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
11 March 2003	3.17	2.97	3,699,845	3,948,993	1.06734
24 June 2003	7.18	6.73	314,980	336,191	1.06734

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
11 March 2003	2,97	2.94	1,182,134	1,193,800	1.01043
24 June 2003	6.73	6.66	188,154	190,169	1.01043
29 June 2004	9.37	9.27	1,614,998	1,632,020	1.01043
15 June 2005	7.24	7.17	131,000	132,369	1.01043
20 December 2005	9.62	9.52	1,767,500	1,786,061	1.01043
20 December 2007	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 time of issue	Number of securities outstanding at 31/12/2009	Dilution (%)
Stocks-options	11 March 2003	2.94	3,948,993	1,003,723	0.70%
Stocks-options	24 June 2003	6.66	336,191	170,155	0.12%
Stocks-options	29 June 2004	9.27	2,762,000	1,217,058	0.85%
Stocks-options	15 June 2005	7.17	340,000	132,369	0.09%
Stocks-options	20 December 2005	9.52	2,630,000	1,287,876	0.90%
Stocks-options	20 December 2007	4.25	2,589,830	2,111,892	1.47%
Total stocks-options			**12,607,014**	**5,923,073**	**4.13%**
Bonus shares	**20 December 2007**	**4.00**	**818,740**	**249,000**	**0.17%**
1 January 2015 OCEANE	**18 November 2009**	**4.38**	**30,136,986**	**30,135,752**	**20.99%**
TOTAL			**43,562,740**	**36,307,825**	**25.29%**

Note that the group issued a new OCEANE on 18 November 2009, redeemable on 1 January 2015. The potential dilution of the group's outstanding dilutive securities would be 25.29%, if all of the outstanding stocks-options, bonus shares and convertible bonds (36,307,825) were exercised.

Share buybacks

This faculty, authorised by Altran shareholders at the Combined Annual General Meeting on June 2008, was not exercised in H1 2009.

In addition, the Annual General Meeting on 23 June 2009, in accordance with the quorum and majority conditions of the Annual General Meetings, resolved to:

- annul, with immediate effect, the unused portion of the share buyback authorised by the Combined General Meeting on 30 June 2008; and
- authorise the company to trade its own shares on the market in order, among other things, to regulate the Altran share price (as specified in the Sixteenth Resolution). This authorisation (validated for 18 months) has not been used.

OCEANE convertible bond

1 January 2009 OCEANE

Altran redeemed all of the OCEANE bonds outstanding on 2 January 2009.

1 January 2015 OCEANE

Pursuant to the authorisation granted by the Tenth and Twelfth Resolutions of the Combined General Meeting on 23 June 2009, the Board of Directors decided on 9 November 2009 to 1/ issue bonds convertible into new or existing shares (OCEANE convertible bonds) 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 2) to grant the Chairman full powers to carry out the issue, 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 General 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. According to the planned schedule, the Chairman of the Board finalised the 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.

- **Vesting period, coupon dates and maturity:**

Vesting period runs 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 (ie, those which have 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 face value of €4.38 per unit.

- **Bond Conversion:**

Bondholders 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 during the conversion period.

The company can decide whether or not to grant bondholders new and/or existing shares.

- **Callability:**

The company can decide to redeem bonds before their scheduled maturity date (1 January 2009) 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 the maturity of the bonds at their face value plus all accrued interest, if Altran Technologies average share price on Euronext SA's Paris Premier Marché over 20 consecutive trading days within a period of 30 days preceding the notice of early redemption of attribution, is more than 130% higher than the face value of the bond. Note that the 20 consecutive-day period used to calculate the average 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 bonds may be redeemed at any time at par value plus all accrued interest between the last coupon date on the condition that the number of outstanding bonds is less than 10% of the Total amount issued.

Group acquisition of outstanding OCEANE bonds

The group 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 capital	Issue premium or additional paid-in capital	Number of shares issued
25 March 1998	Bonus 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	Bonus shares	20,010,188	20,010,188	30,015,282.00		30,015,282
02 January 2001	Two-for-one share split	30,015,282	30,015,282	30,015,282.00		60,030,564
02 January 2001	Allocated to 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
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
09 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 the 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
04 February 2008	Option exercise	37,070	18,535	59,119,185.00	91,562.90	118,238,370
02 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
05 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	Bonus shares	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

21.2 Deed of incorporation and Articles of Association

Date of incorporation and lifetime

Altran Technologies S.A. was created on 14 February 1970 for a period of 75 years 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 General Meeting on 23 June 2009, Altran shareholders voted, in the Fifth 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;
- the design and marketing of software and/or software packages;
- component and equipment design, supply, production and/or distribution;
- related support services including maintenance, human-resource consulting and/or training;
- more generally, all manufacturing, sales, financial trading or real estate activities that are directly or indirectly associated with the activities included in the group's corporate purpose listed above or which are likely to facilitate their development and expansion."

Trade and company registration

Paris Trade and Companies Register No. 702 012 956

Company registration number (Siret): 702 012 956 00042

Business Activity Code: 7112 B

Shareholders' right to information

In accordance with the legal and regulatory dispositions in force, shareholders have the right to obtain information about the company at all times. This information is available for consultation at company 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 annual earnings (less previous losses) are 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 less 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 General Meeting of Shareholders 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, the shareholders may vote to allocate funds from reserves. In this case, the specific reserves from which the funds are to be taken must be clearly indicated.

If necessary, an exception may be made to this Article for the allocation of earnings to a special employee profit-sharing reserve, as required by law.

Upon the recommendation of the Board of Directors, the General Meeting of Shareholders may decide to carry forward all, or part of, the group's annual earnings to the next year, or 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

2005	None
2006	None
2007	None
2008	None
2009	None

General Meetings of Shareholders (Article 19 of the Articles of Association)

General Meetings of Shareholders are convened and deliberate under the conditions provided for by law.

General Meetings take place at company headquarters unless another location is explicitly specified in the Meeting Notice. The Board of Directors may decide 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 Board's decision will be stated in the Notice of Meeting.

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 third and fourth 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 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 event, 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 postal-voting form may be obtained are indicated in the Notice of Meeting. According to 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, upon the request of the Company, have not met the disclosure requirements stipulated in Article L. 233-7 of the French Commercial Code and own at least 5% of the company's shares, will not have voting rights attached. This 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 specially appointed administrator will be delegated by the Board of Directors to preside over the meeting. Failing this, the Chairman will be elected by the members of the meeting.

The Board of Directors may decide 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 Meeting Notice published in the French official legal announcement bulletin (*BALO*). All shareholders may participate at General Meetings, via video-conferencing or any other remote transmission system, including the Internet, in accordance with the legislative and regulatory directives in force at that time of broadcasting, if the Board of Directors so decides. In this event, the decision will be stated in the Meeting Notice published in the French official legal announcement bulletin (*BALO*).

The minutes of 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 established by the Annual General Meeting of Shareholders on 20 October 1986.

Each share in the company carries one voting right. In principle, 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 Annual General Meetings 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 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 vivos 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 shareholders who have crossed the threshold without declaring that they have done so. 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 three 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 Code of Commerce may be applied.

Any shareholder, acting alone or in concert, whose capital stake or voting rights fall below one of the thresholds mentioned in the second part of the present paragraph must inform the company.

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.

22 Material contracts

The only material contract concluded by the group to date (other than those entered into during the normal course of business), is the refinancing agreement referred to in note 4.2. “Liquidity risk and management of convertible bond-related debt” of the present registration document.

23 Third-party information, expert statements, and declarations of interest

None.

24 Documents available to the public

Altran issues financial press releases to news agencies and the press. All company financial information (press releases, investor presentations, annual reports, etc.) is available on Altran's website: http:// www.altran.com.

Press releases issued since 1 January 2009

Publication	Date
Publication of 2008 sales	6 February 2009
Publication of 2008 annual results	16 March 2009
Publication of Q1 2009 sales	4 May 2009
Annual General Meeting	23 June 2009
Publication of Q2 2009 sales	27 July 2009
Publication of H1 2009 results	31 August 2009
Publication of Q3 2009 sales	2 November 2009
Personalised Voluntary Departure Plan press release	17 December 2009
Publication of 2009 sales	8 February 2010
Publication of 2009 results	15 March 2010

Investor calendar

Publication	Date
Publication of Q1 2010 sales	3 May 2010
Annual General Meeting	29 June 2010
Publication of Q2 2010 sales	27 July 2010
Publication of H1 2010 results	1 September 2010

25 Information on equity holdings

For information on the group's scope of consolidation, please refer to " The Organisational Chart" in section 7 of the present Registration Document.

A1

Appendix 1

Internal controls

Chairman's report at year ended 31 December 2009 (Article L. 225-37 of the French Code of Commerce)

In accordance with Article L. 225-68 of the French Commercial Code, this report, approved by the Board of Directors on 12 March 2010, lists the members of the Board of Directors, outlines the manner in which the work of the Board is prepared and organised, and gives an overview of the company's internal control and risk management procedures.

This report covers the following topics:

- the company's corporate governance and the manner in which the work of the Board and the Special Committees is prepared and organised;
- the limitations imposed by the Board on the powers of the Chief Executive Officer
- the rules used to determine the compensation and benefits in kind granted to the Directors of the Board;
- the conditions of shareholder participation at Shareholders' General Meetings;
- the group's internal controls, 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

On 12 December 2008, the Board of Directors adopted the AFEP/MEDEF Corporate Governance Code as the company's reference code and, in particular, the AFEP/MEDEF 6 October 2008 recommendations concerning the corporate officer compensation.

In 2009, management examined the measures required to assess the conformity of group governance to the AFEP/MEDEF code and took the necessary steps to improve the company's governance system by adopting a new set of internal controls for the Board of Directors and its advisory committees.

The latest version of the Board of Directors' internal code of procedures, adopted on 25 July 2008, was thus approved at the Board meeting held on 12 March 2010 to define, in keeping with the French Commercial Code and the AFEP/MEDEF, the principles and rules governing:

- the composition of the Board of Directors and notably the notion of the 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 and the Chief Executive Officer;
- the periodic assessment of work carried out by the Board and of the contribution of its members;
- the right to information and the duty to inform of group directors and censors;
- the prevention of insider trading, with a "guide to the prevention of insider trading" in the appendix to the company's bylaws;
- the special committees, of which 3 permanent (the Appointment and Remuneration Committee, the Investment and Acquisitions Committee, the Audit Committee), as well as the regulations pertaining to their composition and attributions;
- the confidentiality of information collected, both during and outside Board and Committee meetings.

1.1 Corporate governance

Since the 30 June 2008 Annual General Meeting, the company has been administered by a Board of Directors comprising eight members appointed at the AGM for a period of four years. In accordance with the internal rules of procedure of the Board, at least one third of the Board's Directors are independent.

- Mr Yves de Chaisemartin, Chairman and Chief Executive Officer;
- Mr Roger Alibault;
- Mr Jean-Pierre Alix;
- Apax Partners, represented by Mr Edgar Misrahi until 15 September 2009, and by Mr Maurice Tchenio thereafter;
- Mr Dominique de Calan;
- Mr Gilles Rigal;
- Mr Michel Senamaud;
- Mr Jacques-Etienne de T'Serclaes.

The independent directors meet all 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. On 4 February 2010, the status of independent directors was debated by the Appointment and Compensation Committee and examined by the Board of Directors, which appointed Messrs Sénamaud, de Calan and de T'Serclaes as independent directors.

Independent directors must have no relationship with the company, the group, or the management that could compromise their objective judgement in any way.

The criteria reviewed by the Appointment and Compensation Committee and the Board of Directors to determine independent director status and prevent the risk of conflicts of interest between the director and the management, the company and its group, are described below. The independent director must not:

- be an employee or executive officer of the company or any of the group's entities either at present or have held such a position at any time during the past five years;
- be an executive 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 executive officer of the company holds a mandate as director either at present or have held such a position during the past five years;
- be a client, supplier, retail or investment banker of the company or its group, notably for whom the company represents a substantial proportion of sales, nor have any direct or indirect ties with any of the aforementioned persons;
- have close family ties with an executive 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 independent-director status only occurs on the expiry of a mandate exceeding the twelve-year limit;
- be, or represent, a director holding a stake of more than 10% in the capital or voting rights of the company or the parent company.

The Board of Directors is assisted by a censor, Mr Thomas de Villeneuve. In his capacity as censor, 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' term of office and functions are given in note 14 of the Management Report.

The Board of Directors meets as often as is required in the interests of the group. In the first half of 2009, the Management Board met thirteen times, with an attendance rate of 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;
- group restructuring;
- quarterly revenue performances as well as the 2008 full-year and the 2009 interim financial statements;
- internal audit monitoring;
- major ongoing legal disputes;
- group financing;
- authorisations granted with respect to guarantees and sureties

At the Board of Directors' meetings, the Works Council was represented by:

- Mr Heni Massouri;
- Mr Bertrand Cahuzac.

On 12 March 2010, the Board of Directors agreed to implement, during the forthcoming months, a quality control system based on a questionnaire to assess the work carried out by the Board.

1.2 Limitations to the power of the Chief Executive Officer

The Board of Directors appointed Mr Yves de Chaisemartin as Chairman and Chief Executive Officer of the company on 1 July 2008, in keeping with the Board's decision not to separate the functions of Chairman and CEO.

The scope of the Chief Executive Officer's powers is restricted by existing legal and regulatory limitations and operations and decisions requiring prior approval from the Board of Directors, as stipulated in the internal control procedures (notably regarding equity operations, securities issues, stock-option and bonus-share plans, mergers, acquisitions, disposals and financing projects). The Board of Directors has not imposed any further restrictions to the CEO's powers and no statutory limitations have been introduced other than those mentioned above.

1.3 Compensation of 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 executive officers are detailed in section 15 of the registration document.

1.4 Special Committees

The Board of Directors created three Special Committees in 2008: an Audit Committee, an Appointment and Remuneration Committee and an Investment and Acquisition Committee. Each of these committees is governed by an internal set of rules of procedure outlining its specific purpose and means 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 regulations of the AFEP/MEDEF code.

The Audit Committee

The Audit Committee is made up of four members specialised in finance and accounting, of which three directors. In keeping with the internal regulations of the Board, two thirds of the directors are independent.

The Audit Committee is made up of:

- Mr Jacques-Étienne de T'Serclaes (Director and Chairman of the Audit Committee);

- Mr Roger Alibault, (Director);
- Mr Michel Sénamaud (Director);
- Mr Thomas de Villeneuve (Censor).

The purpose of the Audit Committee is to support the Board of Directors regarding the accuracy and reliability of consolidated accounts; it assess major risk and oversees the quality of internal controls and the information communicated both to shareholders and to the market.

The committee reviews the accounts and notably assesses the relevance and continuity of the accounting regulations and principles used in drawing up the accounts. It also ensures that the procedures used for the elaboration of financial data are respected. The Audit Committee examines major risks and gives its opinion on the organisation of the internal audit department and its work plan. It ensures that the regulations applying to the independence of the statutory auditors are respected and gives its opinion on the choice of auditors, their work and their fees.

In 2009, the Audit Committee met six times, with an attendance rate of 96%. The Company's statutory auditors attended all of these meetings.

The main points examined by the Audit Committee were:

- the 2008 full-year and the 2009 interim financial statements, the 2008 quarterly revenue performances and, more generally, the company's financial communication;
- major litigation risks;
- risks related to intangible assets (goodwill, brand, etc.);
- the Chairman's report on internal controls in 2008;
- the overhead cost-reduction plan;
- the group's fiscal situation;
- the internal audit work plans and findings;
- statutory auditors' fees;
- the Audit Committee's self-assessment system.

The Audit Committee initially examined the present report during the 4 February and 12 March 2010 meetings. At the 12 March meeting, the committee also reviewed the 2009 annual 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 Audit Committee ensures that all participants receive the necessary information concerning the items on the agenda at least three days before the scheduled meeting. Preparatory reunions are held the day before the official meeting to review this information.

The committee carries out a self-assessment survey every year, based on the responses of its members to a questionnaire designed to evaluate the composition, procedures and efficiency of the committee. The plans of action, based on the results of this self-assessment are monitored and evaluated.

Appointment and Remuneration Committee

The Appointment and Remuneration Committee was operational throughout 2009.

The committee is made up of five members, of which at least half are independent directors, in compliance with the internal regulations of the Board of Directors:

- Mr Dominique de Calan (Director and committee chairman);
- Mr Roger Alibault (Director);
- Mr Gilles Rigal (Director);
- Mr Michel Sénamaud (Director);
- Mr Jacques-Etienne de T'Serclaes (Director).

The Committee advises the Board of Directors on the subject of appointments and the allocation and amount of compensation and benefits in kind paid to members of the Board, the Chairman, the CEO, the Managing Directors, and the Executive Vice Presidents. The Committee also makes recommendations as to the Total and individual amount of attendance fees to be paid to the Directors of the Board as well as the allocation of stock-option and bonus-share plans and employee profit-sharing schemes.

The status of independent director was debated by the Appointment and Remuneration Committee upon the recommendation of the committee, the status of independent directors was reviewed by the Board of Directors on 4 February 2010.

In 2009, the Committee met six times with an attendance rate of 96%.

The Investment and Acquisition Committee

The Investment and Acquisition Committee has been operational since July 2008.

It is made up of four members:

- Mr Yves de Chaisemartin (Director and committee chairman);
- Mr Jean-Pierre Alix (Director);
- Mr Gilles Rigal (Director);
- Mr Jacques-Etienne de T'Serclaes (Director).

The purpose of the Investment and Acquisition 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 and new operations in France and abroad. The committee assesses the company's organic and external growth policies, strategic partnership projects and investment and divestment projects likely to have a significant impact on the group.

In 2009, the committee met twice, with an attendance rate of 87%.

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 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 its own internal control system and for drawing-up this registration document.

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 the 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 Altran anticipate and keep a check on the risks that could prevent it 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, this is able to 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 and access to adequate resources and competencies, and which is supported by appropriate procedures, 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 1/ identifying and analysing the main risks related to the company's objectives and 2/ 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;
- the permanent monitoring of the internal control system and regular revision of its functioning allowing 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.

3.1 Organisation, IT systems and procedures

3.1.1 Organisation

The group's activities and operating changes are organised by geographical zone, with a specific operating segment set up for Arthur D. Little's activities.

The Chairman/CEO is assisted by four other people, who, together, make up the Executive Committee.

In 2009, Altran continued its policy of carrying out major operational changes. Progressively tailored to meet local requirements, this strategy, which was implemented in 2006, has helped clarify Altran's organisation and its client offering. The pursuit of mergers made for a further reduction in the number of operating companies generating non-group sales of more than €1m from 54 companies at end-2009, compared with 63 at end-2008. This implies a sharp reduction on the end-2005 figure of 132 companies.

New management units were set up within Altran's financial department in March 2009:

- the International Financial Management Division, in charge of the financial management of the group's regional operations;
- the Accounts Management Department for Altran companies, which is responsible for the accounts of all the group's subsidiaries;
- the Operations Management Department, responsible for the administrative procedures for the treatment of sales operations and the grouping together of French sales administration services and the company's credit management;
- Management of Projects and Financial Management Procedures. This department is responsible for systems upgrading and reliability, as well as the development of new functionalities and associated internal control procedures.

3.1.2 Information systems

In 2009, Altran pursued its programme to standardise and upgrade the group's IT systems architecture.

A plan to step up Altran's systems information management (SIM) was drawn up in Q4 2009, the objectives being to align IT functions with group strategy, while ensuring the global coherence and professionalisation of IT practices within the group. The plan is designed to develop an internal control framework for the different SIM components. The company thus uses the AMF internal-controls application guide, published by the CIGREF (*Club Informatique des Grandes Entreprises Françaises*) and the Institute of Internal Auditors.

At the group level, the implementation of the Magnitude reporting and consolidation tool throughout the company's subsidiaries in 2004 allowed Altran to centralise communication and build up a common database.

In addition, the group finalised its plan to install ERP software in the operating entities in 2009.

For its French activities (excluding Arthur D. Little), the company has standardised its accounting and payroll procedures by using single applications in both cases, thereby facilitating operational data exchange.

In the European subsidiaries (excluding France and Arthur D. Little), the company installed an ERP software programme to monitor projects, billing and accounting procedures in Europe (excluding the UK and Italy).

In terms of human resources, since April 2009, Altran has progressively implemented at the group level, an integrated software programme supplying data on staff recruitment and in-house skills. This tool allows for access to a central data bank and the pooling of recruitment procedures.

Efforts to ensure the progressive upgrading and rationalisation of the IT tool are designed to improve the structure of the group's internal control system.

3.1.3 Procedures

The efficiency of Altran's corporate governance, both at the group and subsidiary level, 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 the essential controls for the company procedures deemed critical by management. 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 internal control self-assessment questionnaire for the operating-entity procedures considered by management as crucial. This enables subsidiaries to better assess risks and to adhere to an ongoing-progress plan in order to achieve group objectives.

The internal audit analyses the self-assessment questionnaires completed by the managements of Altran's subsidiaries, support functions and shared services centres and draws up specific plans of action on the basis of the findings.

Procedures for the treatment and the presentation 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 the communication of results). These procedures are designed to generate information that is reliable and compliant with legal and regulatory specifications as well as the company's own standards and to protect Altran's assets.

The objective of the rules defined within the group's internal control procedure framework for the statement of financial accounts is to guarantee their reliability and accuracy. An update including organisational changes within the group will be published during the first half of 2010.

This procedure is completed by additional notes and instructions from the group's Accounting Department on specific subjects, such as the company's accounting calendar (closing dates), methods for intra-group reconciliations, specific points related to complex subjects, and new internal procedures, etc. These notes are sent to Altran subsidiaries at the end of each quarterly, half-year and full-year period.

Altran's Corporate Accounting Methods Guide outlines the main accounting principles used within the group, and the accounting methods used to treat the most important operations.

Altran has streamlined the number of operating subsidiaries, gradually extended the scope of its shared services and progressively improved the procedures implemented to enhance the quality of its financial information and reduce financial data production time.

The group uses *Magnitude*, a combined reporting and consolidation system, to process financial information. This tool ensures the reliability and regular transmission of data as well as the exhaustiveness of the information elaborated. The subsidiaries prepare individual financial statements that are consolidated at the group level, on a standalone basis.

Altran's operating managers are involved in preparing the group's budget, which is based on General Management's strategic recommendations. Budgets for each of Altran's regional markets are drawn up and 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 forecasts to upgrade full-year estimates are carried out on a monthly basis by General Management. These forecasts are included in the monthly management report for General Management.

Other group procedures

With regards authorised commitments, Altran implemented a strategy in 2008, which defines the level of commitments authorised for all of the group's entities. The operating scope of these commitments covers all activities: business proposals, contractualisation, recruitment and investment.

In 2009, Altran progressively set up a Shared Services Centre at corporate level for purchases, allowing the group to standardise its procurement policy and tools thanks to the pooling of resources, the capitalisation and transmission of information, as well as procedures geared to facilitate the choice of suppliers based on a wide range of criteria.

3.2 Information distribution

A page dedicated to internal control procedures has been set up on Altran's intranet site, giving the group's collaborators and operational and functional managers real-time access to its internal control procedures. On a wider scale, all Altran employees have access to a dedicated intranet site designed to facilitate communication and the pooling of information.

The internal control procedure framework and the specific notes and instructions related to the statement of the financial accounts enable group subsidiaries to receive reliable and accurate accounting and financial information.

The reporting system used by all of the group's operating entities to communicate operating performances and accounting and financial data on a monthly, quarterly and yearly basis, provides General Management and the Operational and Functional divisions with reliable and accurate information.

3.3 Risk management

In 2009, Altran updated its risk map as is the case every year. This year, special attention was paid to the analysis of risks related to, or exacerbated by, the economic crisis.

This identification process was based on the group's existing risk-map which was updated to take into account the outcome of meetings held between group management and regional managers, as well as the findings of the 2008 internal and external audits. The findings of these audits were presented to the Audit Committee.

These risk trends were taken account of in the elaboration of the internal audit plan.

The main risk factors identified, as well as risk management procedures, are described in section 4 of this registration document.

3.4 Control activities

The Operational and Functional divisions implement the appropriate controls designed to meet group objectives.

The reporting system used across the group to communicate budget, operating, accounting and financial information, on a monthly, quarterly and yearly basis, is geared to providing an efficient control of the activities of the group's subsidiaries and their respective managements.

The budget process, being the top priority in terms of management control, is deliberated at the different 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 carried out automatically via the combined consolidation/reporting tool, *Magnitude*, or via the analysis of the Consolidation department, the Management-control department, the International Financial Management department and the Accounts Management department for Altran companies.

In 2009, management was thus able to identify the failure of certain operating subsidiaries to adhere to Altran's control procedures. The impact of this was recorded in Altran's accounts, and the necessary steps have been taken to rectify this situation.

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 effect.

With respect to Information Systems Management, the controls implemented involve the protection and confidentiality of information, and notably systems access security.

3.5 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, acquisitions, disposals and major projects, as well as the preparation of annual General Meetings. In addition, the Board monitors the main trends in terms of shareholder policy with respect to employee ownership, the group's development strategy and corporate governance regulations. Furthermore, the Board of Directors guarantees the correct functioning of the governing bodies and, in this respect, examines all questions relative to nominations.

The Audit Committee

The Audit Committee is kept informed on the development of the group's internal control framework, It approves the work plans drawn up for the annual internal audit, and reviews the main conclusions of the internal audit once completed.

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 1) is regularly informed of the difficulties (dysfunctional problems, inadequacies, main incidents observed, etc.) as well as in-house audits, and 2) presents its findings to the Board and recommends necessary corrections.

Internal Audit

Having outsourced its internal auditing activity for a number of years to PricewaterhouseCoopers, Altran brought internal auditing controls back in house in 2008 in order for the company to supplement its main monitoring function by an additional layer of control objectives designed to verify the efficiency of operations.

The Internal Audit department is accountable to the Chairman of the Board and, on his delegation, to the Chairman of the Audit Committee, regarding the functioning of internal controls. The Internal Audit department recommends measures to improve internal control procedures.

In 2009, the internal audit department audited nineteen Altran entities (in Germany, Belgium, France, Portugal and the UK).

Auditing priority was given to entities in regions that had undergone organisational changes resulting from mergers (notably in Germany, Belgium and Portugal). Multi-company mergers were also carried out at corporate level.

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 were 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 campaign designed to evaluate the internal control procedures of Altran's subsidiaries.

External Audit

With regards external controls, the group's statutory auditors, Deloitte and Mazars, certified that they had implemented the appropriate quality control of the group's financial statements. 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.

Mr Yves de Chaisemartin

Chairman of the Board of Directors

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Appendix 2

Human resources and environmental information

1. Staff

Altran Technologies had 5,858 employees at 31 December 2009, of which 99.60% employed on a permanent basis. The company hired 654 permanent employees and 38 employees were hired under fixed-duration contracts in 2009.

2. Redundancies

In 2009, there were 252 redundancies.

3. Overtime

Given that 96.15% of Altran's workforce benefit from executive status and, as such, a fixed annual 218-day working quota, 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 a quota of between 9 and 13 paid days-off (*R.T.T.s*) per annum.

This compares with 12 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 December 2009, costs of sub-contracted labour through temporary employment amounted to €735,858.

5. Working hours

The standard working week is 35 hours.

However, most of the group's executive employees work a fixed number of 218 days per year and a 38.5 hour working week, with overtime compensated on a time-off with pay, comp-time basis.

Out of a Total of 5,818 employees, 195 work on a part-time basis.

6. Compensation and salary increases

In line with group efforts to control wage costs, management pursued its strategy of personalised compensation in 2008. Annual performance reviews are now mandatory, and a Career Management Committee has been set up.

7. Personnel expenses

Personnel costs Totalled €250,571,629 in 2009.

Employee benefits accounted for €24,443,582 (of which €4,351,848 for health and complementary insurance and €20,091,734 for supplementary pension schemes).

Other personnel costs include social security contributions, unemployment insurance, medical visits, etc.

8. Sexual equality in the workplace

There is still a slight difference in salary between Altran's male and female staff members, depending on the job position held.

Statistics show however, that Altran has made a concerted effort to reduce the gap between men and women's salaries.

9. Labour relations and collective agreements

In 2009, 256 meetings were held with:

- representatives from Altran's works councils, corporate works councils and the central works councils;
- trade union representatives;
- staff representatives;
- members of the Health, Safety and Working Conditions Committee (*CHSCT*).

A French National Day of Solidarity agreement was signed on 28 May 2009.

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 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. Legal disputes

In 2009, 149 disputes were settled out of court and 56 legal proceedings were ongoing at 31 December 2009.

12. Hygiene and safety in the workplace

Altran Technologies' Hygiene, Safety and Working Conditions Committee met 51 times in 2009.

Further steps were taken by the group in 2009 to ensure the implementation of prevention programmes at client sites and the monitoring of employees travelling in countries that are politically unstable or present health-related risks.

13. Workplace and commuting accidents

14 lost-time accidents occurred in 2009.

None of these accidents involved any temporary workers or service providers or resulted in permanent disability.

14. Work-related illnesses

No work-related illnesses were reported to the French Social Security.

15. Training

In 2009, the group allocated 2.30% of wage costs (representing a global budget of €5,746k) to continuing training schemes, of which:

- €3,208k for in and out-house training;
- €2,538k in contributions made to the FAFIEC and the FONGECIF (vocational training budget funds).

2,212 Altran Technologies' employees received a Total of 71,265 hours of training.

Training costs were financed directly by Altran Technologies or via the FAFIEC training-budget fund, depending on the payments made by the company.

16. Disabled workers

In 2009, 13 employees, whose handicaps were recognised by COTOREP (the French body responsible for the recognition of disable status), were officially declared as being disabled.

17. Employee schemes

Altran Technologies allocated €1,205,676 to its works council in 2009 of which:

- €705,200 for employee schemes;
- €500,476 to the operating budget.

18. Recourse to subcontractors

At 31 December 2009, outsourcing costs amounted to €35,052,989.

for services provided to Altran through centralised agreements, secondment agreements and outside services.

19. Effect on community employment and regional development

Altran Technologies is aware of the effect that its businesses may have on local employment and regional development.

Furthermore, the group provides a support system for its employees who are transferred to other sites, which notably covers health and insurance benefits, repatriation assistance, and 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

Altran Technologies pursued its dynamic recruitment strategy in 2009.

The group hired 692 employees in 2009, mainly executives on a permanent contract basis.

Altran Technologies' consultants are hired on the basis of their expertise, communication skills and career potential. All of the group's consultants and managers are graduates with a minimum of five years of university studies.

In general, consultants hold science degrees, and managers either science or management degrees.

In addition, Altran Technologies is reorganising its automobile activity to limit losses in this sector and thus benefit from future growth prospects in the car market. The group thus set up a Personalised Voluntary Departure Plan targeting the departure of between 500 and 550 employees. The number of departures will be determined by specific criteria used to validate each departure.

A3

Appendix 3

Statutory auditors' Report

Statutory Auditors ' Report on the Consolidated Financial Statements for the year ended 31 December 2009

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 December 31, 2009 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 December 31, 2009 and of the results of its operations for the year then ended in accordance with the IFRSs as adopted by the European Union.

Without qualifying the above opinion, we draw your attention to Note 1.1 to the consolidated financial statements, which outlines the changes in accounting policies arising from the application of IAS 1 revised "*Presentation of Financial Statements*" and IFRS 8 "*Operating Segments*" as from January 1, 2009.

II. Justification of our assessments

The accounting estimates adopted for the consolidated financial statements for the year ended December 31, 2009 were prepared in a context of uncertain economic outlooks. These conditions are described in Note 1.4 to the consolidated financial statements. It is in this context and in accordance with Article L. 823-9 of the French Commercial Code that we conducted our own assessments, which we bring to your attention:

- As indicated in Note 1.4 "Use of estimates", the preparation of the financial statements requires the use of estimates and assumptions. These estimates and assumptions are primarily used in the valuation of provisions and the preparation of business plans for the purposes of impairment tests on intangible assets and the recognition of deferred tax assets arising from tax loss carry-forwards.

  Our procedures consisted in assessing the reasonableness of the data and assumptions on which the estimates are based.

- Note 1.7 to the financial statements "Goodwill" describes the goodwill valuation policies and methods adopted and the corresponding impairment recognized in the financial year.

  The Company performs impairment tests annually on goodwill balances and intangible assets with indefinite lives, and at interim period-ends in the event of an indication of loss of value.

  We have examined the implementation of these impairment tests and the activity forecasts and assumptions used and verified the inclusion of the appropriate disclosures in the note to the financial statements.

  Our procedures enabled us to assess the consistency of the estimates performed with the assumptions adopted.

- Note 1.18 to the financial statements "Deferred taxes" describes the valuation policies and methods applied to deferred tax assets.

  At each year-end, the Company systematically analyzes the value of deferred tax assets arising from tax losses and impairments recorded in accordance with the procedures set out in this note. We examined the implementation of these analysis procedures and the activity forecasts and assumptions used and verified the inclusion of the appropriate disclosures in the note to the financial statements.

  Our procedures enabled us to assess the consistency of the estimates performed with the assumptions adopted.

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.

Courbevoie and Neuilly-sur-Seine, April 6, 2010

The Statutory Auditors

Mazars		Deloitte & Associés
Guy Isimat-Mirin	Jérôme de Pastors	Henri Lejetté

Statutory Auditors' Report on Altran Technologies' Financial Statements for the year ended 31 December 2009

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 December 31, 2009 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 December 31, 2009 and of the results of its operations for the year then ended in accordance with French accounting regulations.

II. Justification of our assessments

The accounting estimates adopted for the financial statements for the year ended December 31, 2009 were prepared in a context of uncertain economic outlooks. These conditions are described in Note 2.2 to the financial statements. It is in this context and in accordance with Article L. 823-9 of the French Commercial Code that we conducted our own assessments, which we bring to your attention:

- As indicated in Note 2.2 to the financial statements "Use of Estimates", the preparation of the financial statements requires the use of estimates and assumptions. These estimates and assumptions are primarily used in the valuation of provisions and the preparation of business plans used to determine the value of equity investments.

  Our procedures consisted in assessing the reasonableness of the data and assumptions on which the estimates are based.

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 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 favor, 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 are able to confirm the information's accuracy and fairness.

In accordance with the law, we verified that the information relating to the identity of holders of share capital and voting rights was disclosed in the management report.

Courbevoie and Neuilly-sur-Seine, April 6, 2010

The Statutory Auditors

Mazars		Deloitte & Associés
Guy Isimat-Mirin	Jérôme de Pastors	Henri Lejetté

Statutory Auditors' Special Report on Regulated Agreements and Commitments for the year ended 31 December 2009

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 readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements and commitments reported on 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,

In our capacity as statutory auditors of your company, we hereby report to you on regulated agreements and commitments.

The terms of our engagement do not require us to identify such agreements and commitments, if any, but to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention, without expressing an opinion on their usefulness and appropriateness. 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.

Agreements and commitments authorized during the year

We hereby inform you that no agreement or commitment to which Articles L. 225-38 and L.225-42 of the French Commercial Code would be applicable has been brought to our attention.

Agreements and commitments authorized in previous years and having continuing effect during the year

In addition, pursuant to the French Commercial Code, we have been advised that the following agreements and commitments authorized in previous years have had continuing effect during the year.

I. Participating loan agreement concluded with Altran International B.V

Nature and purpose: On December 29, 2004, your company concluded a €30,000,000 participating loan agreement for an indefinite term with Altran International B.V, a subsidiary 95% held by Altran Technologies. The loan was repaid on February 4, 2009.

Terms and conditions: The loan bore 0% interest if the borrower was in a deficit situation, and interest at EONIA +2.5% if the borrower posted a profit. During 2009, Altran Technologies did not receive any interest income with respect to this loan.

II. Participating loan agreement concluded with Altran Estudios Servicios y Proyectos

Nature and purpose: On December 23, 2004, your company concluded a €16,600,000 participating loan agreement for a term of two years with Altran Estudios Servicios y Proyectos, a subsidiary 100% held by Altran Technologies. The agreement was extended on December 22, 2006, the loan now maturing on December 31, 2011. The loan was the subject of a debt waiver by Altran Technologies on September 15, 2009.

Terms and conditions: The interest on this loan represented 0.5% of the net income of the borrowing company when it posted a profit, and was nil in the event of a loss. During 2009, Altran Technologies did not receive any interest income with respect to this loan.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors *(Compagnie nationale des commissaires aux comptes)* relating to this engagement. Those procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Neuilly-sur-Seine and Courbevoie, April 6, 2010

The Statutory Auditors

Mazars

Guy Isimat-Mirin Jérôme de Pastors

Deloitte & Associés

Henri Lejetté

Statutory auditors' report prepared in accordance with Article L. 225-235 of the French Commercial Code *(Code de Commerce)*, on the report prepared by the Chairman of Altran Technologies' Board of Directors For the year ended December 31, 2009

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 users.

This report should be read in conjunction with, and construed in accordance with, French law and the relevant professional 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 *(Code de commerce)*, we hereby report to you on 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 December 31, 2009.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on 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, particularly in terms of corporate governance.

It is our responsibility to:

- report to you on the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of accounting and financial information, and
- attest that this report contains the other disclosures required by Article L. 225-37 of the French Commercial Code, it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional practice standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information.

These procedures mainly consisted in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining whether any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the Company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in accordance with Article L. 225-37 of the French Commercial Code.

Neuilly-sur-Seine and Courbevoie, April 6, 2010

The Statutory Auditors

Mazars

Guy Isimat-Mirin Jérôme de Pastors

Deloitte & Associés

Henri Lejetté

Statutory auditors ' fees

(in thousands of euros)	Mazars				Deloitte			
	Gross amount		(%)		Gross amount		(%)	
Years: Exchange rate at 31/12/2008	2008	2009	2008	2009	2008	2009	2008	2009
Audit								
Statutory Auditor, certification, validation of corporate and consolidated year-end financial statements [(a)]	1,762	1,237	95%	93%	1,694	1,239	99%	100%
• Altran Technologies S.A.	874	549			878	550		
• Subsidiaries	888	688			816	689		
Other duties and services directly related to the Statutory Auditor's mission [(b)]	92	98	5%	7%	12	0	1%	0%
• Altran Technologies S.A.								
• Subsidiaries	92	98			12	0		
SUB-TOTAL (I)	**1,854**	**1,335**	**100%**	**100%**	**1,706**	**1,239**	**100%**	**100%**
Other services rendered to subsidiaries								
• Legal, taxation, corporate [(c)]								
• Other [(d)]								
SUB-TOTAL (II)								
TOTAL = (I) + (II)	**1,854**	**1,335**	**100%**	**100%**	**1,706**	**1,239**	**100%**	**100%**

(a) Audit services include all services invoiced by the statutory auditors for the audit of consolidated year-end financial statements and services provided by these auditors as required under legal or regulatory provisions or with regard to the group's commitments. They particularly include a review of the interim financial statements of the company and its subsidiaries.

(b) Other services related to the statutory auditors' mission and involving, for example, consultations on the matter of accounting standards applicable with regard to the publication of financial information and due diligence required with regard to acquisitions.

(c) Taxation consultations represent all services concerning compliance with taxation regulations and taxation advice provided with regard to actual or potential transactions, payroll processing for expatriated employees or the analysis of transfer prices.

(d) Other services include consulting provided on matters such as HR, cost-cutting measures and asset valuations for the purpose of disposals, in respect of the provisions of Article 24 of the Code of Ethics.

Cross-reference table

Cross-reference table with annual financial report

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