Report of the Chairman
of the Supervisory Board

In application of Article L. 225-68 of the French Commercial Code, we remind you of Somfy SA corporate governance principles and inform you of current projects in terms of internal control.

All elements included in this report, which reflect our common intention to maintain responsible conduct of business in all company and group operations, primarily originate from indications provided by the Management Board and are based in particular on work performed by internal audit and the Group's financial services. These elements have been examined by the Audit Committee.

The objectives of the control organisation established are to ensure the control of operations and to prevent the various types of risks (damage or disappearance of assets, errors, irregular commitments, frauds, etc.).

Composition of Corporate Governance bodies

SOMFY is a French limited company (société anonyme), whose organisation is based on the "Management Board and Supervisory Board" formula, which entrusts company management to the former under the latter's control.

1. Composition of the Management Board

Management Board members are appointed by the Supervisory Board in accordance with legal provisions.

At 31 December 2008, the Management Board was chaired by Paul Georges Despature. Wilfrid Le Naour (Chief Executive Officer) and Nicolas Duchemin (Chief Financial Officer) are members of the Management Board.

2. Composition of the Supervisory Board

The Supervisory Board of Somfy SA is made up of five members:

Name	Position	Date appointed	Date term expires
Jean-Bernard GUILLEBERT*	Chairman	15 May 2007	2013
Jean DESPATURE	Vice-Chairman	15 May 2007	2013
Victor DESPATURE	Member	15 May 2007	2013
Xavier LEURENT	Member	15 May 2007	2013
Anthony STAHL	Member	15 May 2007	2013

** Independent member according to the definition of the AFEP-MEDEF framework.*

The list of other appointments held outside SOMFY SA is included in the Management Board report in respect of information required by Article L.225-102-1 of the French Commercial Code.

Conditions of preparation and organisation of the work of the Supervisory Board

The Supervisory Board performs its control mission in accordance with conditions provided by law.

A Chairman and Vice-Chairman are elected among its members, who may call meetings of the Supervisory Board by any means, even orally.

1. Independence of the members of the Supervisory Board

A group of family shareholders holds a majority stake in Somfy SA.

As provided by the AFEP/MEDEF framework and the Supervisory Board's internal regulations, the Board has assessed the independence of its members.

Based on the independence criteria suggested by the AFEP/MEDEF framework, the Supervisory Board notes that, to date, an independent member of the Board is a member who has no relationship of any nature whatsoever with Somfy SA and its management, or with a company consolidated by Somfy Group, that may affect his/her freedom of judgement, and who meets the following criteria:

- he/she is not an employee or has not held a general management position within the Group over the past five years,
- is not, directly or indirectly, a significant customer, supplier, investment or finance banker of Somfy SA or its Group, or for which Somfy SA or its Group represent a significant share of his/her business activity,
- is not closely related to a shareholder or Director,
- has not been a statutory auditor of a Group company over the past five years,
- is not a shareholder, or controls a shareholder who holds, individually or in concert, more than 10% of the share capital or voting rights at Somfy SA's general meetings.

In the light of these criteria, the Supervisory Board considered that only Jean-Bernard Guillebert qualified as an independent member.

The latter provides Somfy Group with all his experience in the fields of finance, management and risk monitoring.
The other members are part of the family; they own substantial investments in the Group and have a long-term commitment to the Group, their aim being the creation of value for all the stakeholders of Somfy SA.

2. Operation of the Supervisory Board

Company bylaws define and specify the terms and conditions governing the composition of the Supervisory Board. The main provisions are the following:

- Supervisory Board members, the numbers of which can never fall below the legal threshold or exceed the legal ceiling, are appointed in accordance with the conditions specified by law for a term of office of six years.
- All outgoing Supervisory Board members can be re-appointed.

All Supervisory Board members must own at least four Company shares for the duration of their term of office.

The term of office of a Supervisory Board member ceases at the end of the shareholders' Ordinary General Meeting called to approve the financial statements for the previous financial year and held in the year the term of office of the said member of the Supervisory Board expires.

Regular dialogue between the members of the Board enables the effectiveness of its operation to be assessed. A formal self-evaluation exercise concerning the functioning of the Supervisory Board was carried out in 2007. Six subjects were covered (Authority, Composition, Structure and Specialised Committees, Functioning and work of the Board, Role and responsibilities, duration of term of office). Certain areas for improvement were identified, notably the definition of rules relative to the composition of the Board (size, mix of expertise and other key qualities) or in training activities liable to enhance its members' contribution.

In addition, an internal regulation of the Supervisory Board was formalised and covers the following subjects: Mission of the Supervisory Board, Organisation and functioning of the Board, Specialised Committees.

3. Nature of information provided to Board members to prepare their work

The Supervisory Board meets at least once quarterly on an agenda drafted by the Chairman. At each meeting, the Management Board presents a report on operations and results of the Group and its major subsidiaries over the past quarter.
Additional meetings are called from time to time to consider specific matters.
A detailed and annotated income statement is presented by the Management Board at half-year and year-end.

The Supervisory Board also benefits from a monthly report on operations (sales).

Within 90 days following the end of each financial year, consolidated financial statements approved by the Management Board are communicated to the Supervisory Board for approval. The Supervisory Board subsequently submits to the General Meeting its comments on the Management Board report and on the financial statements for the financial year.
The Supervisory Board requests from the Management Board, as often as required, any information or analysis it deems necessary.
During 2008, it met four times with a 100% attendance rate.

4. Committees established by the Supervisory Board

The Supervisory Board established 2 specialised committees in 2002:

Audit Committee

The Audit Committee currently comprises 3 members, of which only one is independent in the light of the AFEP-MEDEF criteria. Its mission is to ensure the relevance of accounting methods adopted for the preparation of consolidated and company financial statements, and verify that information collection and internal control procedures meet this objective.
The Audit Committee supervises the internal audit department and validates the annual audit schedule. It proposes, directs and ensures the follow-up of internal audit assignments.
Since its creation, it has met at each half-year and year-end.

During the 2008 financial year, the audit Committee met on four occasions, three of which to approve financial statements and one for an extraordinary meeting called to ensure progress was being made on the analysis of risks by geographic region. Committee members had a 100% attendance rate.

Remuneration Committee

The Remuneration Committee currently comprises 2 members. Its mission is to provide advice to the Supervisory Board, in particular in respect of Directors' remuneration amount and calculation procedures. The Remuneration Committee met five times during the financial year and ensures, at least once a year, the validity of decisions made with external experts.

Corporate Governance framework

Following the example of its adherence to the corporate governance principles relating to directors and senior executives enacted by the AFEP and the MEDEF and amended by their recommendations of October 2008, SOMFY SA disclosed its opinion on the quoted company corporate governance framework also prepared by the AFEP and MEDEF organisations , published in December 2008. This framework is available for consultation from the following website: www.medef.fr.

Generally speaking, the Supervisory Board considers that the corporate governance policy implemented by SOMFY SA for many years is already very much consistent with the spirit of this code.

The Supervisory Board thus decided to adhere to this code and to refer to the specified principles.
However, three provisions were not complied with on the following grounds:

- The Supervisory Board expressed a reservation in relation to cumulating a term of office as a director and a contract of employment. Indeed, the Board wishes, in the Company's interest, to retain its capacity to determine, on a case by case basis, the most suitable terms and conditions for each executive concerned, in order in particular to avoid the extra expense that a breach or non-concession of a contract of employment may cause. This reservation would apply both to directors in office, upon renewing their terms of office, and to the appointment of new directors, either from within or outside the Group. In any event, the Board will ensure, as in the past, that the levels of remuneration and benefits granted to directors remain broadly in line with those granted by companies of a similar profile, based on performance and the achievement of objectives, which are sources of motivation.
- Similarly, the independence of Board members, as defined in this code, can not fully be transposed to SOMFY SA's historic model, as a company in which a group of family shareholders holds a majority shareholding. Board members who are also members of this family are very much involved in the Group and the quality of Board deliberations is guaranteed by the social and financial interest they have in the Company.
- Finally, in the same line, the term of office of Board members, set at a maximum of four years in the corporate governance framework, will remain set at six years within SOMFY SA, as stipulated in its bylaws. Given their specific situation, as indicated above, Board members are committed in the long term, with the objective of creating value for all SOMFY SA stakeholders.

Internal control procedures

1. Definition and scope of internal control

The Group's internal control procedures are drawn up in accordance with the AFEP-MEDEF reference framework published in October 2003 and available from the following website: www.medef.fr, with a view to provide the following guarantees:

- Reliable accounting and financial information;
- Efficient conduct of company operations;
- Compliance with applicable local laws and regulations;
- The preservation of company assets by ensuring, amongst other, suitable protection against fraud;
- Application of instructions and directions set by the General Management or Management Board.

The Group's internal control procedures apply to all subsidiaries that are more than 50% owned or fully consolidated.

2. Key elements of the internal control process

Somfy SA internal control process is based on the *Somfy Management Principles*, a charter defining Group values, as well as its management structure and operating rules.
Group values (International – Responsibility – Performance) provide guidance and a framework for all employee actions.

Delegations

In order to fulfil an objective of market development and coverage, Somfy SA seeks to reinforce enterprise and responsible management principles at the various hierarchical and geographical levels.
In compliance with Somfy SA bylaws, the powers of the Management Board, its Chairman and, if applicable, the managing director(s) are those granted by law.

In addition, but only by internal regulations and with no effect vis-à-vis third parties, decisions regarding the following operations are subject to unanimous decision by Management Board members:

- The purchase and disposal of property and businesses;
- The granting of loans, whose amount exceeds a third of the share capital;
- The contracting of borrowings, whose amount exceeds a third of the share capital;
- Deposits, endorsements and guarantees, whose amount exceeds a third of the share capital;
- Any agreement, pooling of interests, agreement or merger with other traders or companies, which goes beyond normal relationships of the company with its customers and suppliers.

Finally, the Management Board contracts all borrowings up to an amount equal to the share capital of the Company, in whichever form and terms and conditions it deems suitable. The authorisation of the Supervisory Board is required if this amount is exceeded. However, borrowings by means of non-exchangeable or non-convertible bonds and the related specific sureties to be granted must be decided and authorised by an Ordinary General Meeting of the shareholders, which may delegate to the Management Board the necessary powers to carry out the bond issue in one or several occasions, within the five year deadline, and set their terms and conditions.

Organisation

Over the first half-year 2008, the Group is organised in two separate divisions:

- Somfy Activities, which includes the companies whose operations come within the scope of Somfy's three traditional businesses (description follows);
- Somfy Participations, which is dedicated to investing in industrial companies outside Somfy's core business.

Since July 2008, Somfy Activities and Somfy Participations are each headed by a Chief Executive Officer. The Finance Department and the merger and acquisition team remain common to both divisions.

In regards to Somfy Participations, the Group has entered into a process of consideration of existing internal control systems in concerned companies, in order to make sure each of them operates securely.
Somfy Activities is organised around the following three major Business Groups:

- Automation of rolling shutters and awnings;
- Automation of interior blinds and solutions for commercial buildings;
- Automation of gates and garage doors.

These three groups of applications, or Business Groups, are responsible for their own marketing, quality, product offers, development and engineering functions.

On a global level, Somfy SA distribution facilities are divided into 9 Business Areas. Each of these Business Areas is subdivided into profit centres (Business Units).

Somfy SA also has, in addition to General Management and Financial Management, the following departments: Industry & Logistics, Business & Marketing South, Business & Marketing North, Organisation & Management, together with the Legal, Strategy, Quality, Alliances and Partnerships Departments, whose representatives are Strategic Committee members.
The objective of this organisation is to capitalise on the potential of market segments, increase Somfy's presence and proximity in all distribution channels, thus enhancing growth.
Within the framework of this new organisation, governance rules have been defined in order to specify the missions of Group decision-making bodies, comprising General Management (or Group Executive Board), the Group Management Committee and the Strategic Committee.

Principles and rules drawn up by the Supervisory Board to determine the remuneration and all benefits granted to senior executives

Directors' remuneration, which is detailed in the Management Board report, is proposed by the Remuneration Committee.
It is revised each year on the basis of expert advice and is in line with the market.
It comprises a fixed portion and a variable portion determined on the basis of objectives that take account of profit and return on capital employed.
A level of debt criterion only applies to the Chairman of the Management Board.

Other benefits, approved by the Supervisory Board, comprise:
- share options plans, which will be the subject of a special report prescribed by Article L. 225-184 of the French Commercial Code. The Chairman of the Management Board does not benefit from the Group's share option plans.
- a so-called "Article 39" supplementary retirement scheme for members of the Management Board. Senior executives and directors, including the Chairman of the Management Board, benefit for their part from a separate supplementary pension scheme put into place by Damart System ICC, a company that has now become DSG SA.

These matters are discussed in more detail in the Management Board report.

Conditions of shareholders' participation in General Meetings

The following provisions taken from Company bylaws are applicable:
"All shareholders have a right to attend General Meetings and participate in their deliberations, in a personal capacity of by proxy, regardless of the number of shares they hold."
However, the Company may, if it deems it necessary, provide shareholders with nominative and personal admission card.
The attendance in person by a shareholder cancels any proxy or postal vote the shareholder may have sent."
Other conditions of shareholders' participation in General Meetings are subject to applicable regulatory provisions.

Elements liable to have an impact in the event of a public offering

The disclosures referred to by Article L225-100-3 of the French Commercial Code relating to elements liable to have an impact in the event of a public offering are published in the paragraphs entitled "Information on shareholders and share capital", "Bylaw provisions relating to the appointment and replacement of members of the Management Board" and "Bylaw provisions relating to bylaw amendments" of the Management Report prepared by the Management Board in respect to the financial year ended 31 December 2008.

Strategic, budget and reporting process

The budget is drafted within the framework of an annual strategic process involving all Business Groups, Business Areas and Business Units, as well as all departments, which specify their key objectives and their 3 year plan, in line with the strategic framework determined by General Management.
The overall budget results from the consolidation of local budgets and is prepared within the framework of a repeated procedure involving all Group participants.
Following approval by Group General Management, each manager becomes responsible for meeting his/her own budget.

Measurement of the achievement of objectives set out in budgets is performed through a monthly and quarterly matrix reporting system, enabling the production of results according to a number of areas (Business Area, Business Unit and Business Group). Traditional financial items are included, such as operating accounts and balance sheet indicators, as well as non financial performance indicators.
Reporting is supplemented by strategic reports and a revised forecast of quarterly sales and results for the current year. These reports enable the monitoring of the achievement of objectives and to apply corrective actions, on a matrix basis and at all responsibility levels (consolidated, Business Areas, Business Units, Business Groups, Corporate entities, Departments, Services).

In addition, Management is in charge of the following three 3 year plans, in line with Group strategy and reviewed annually:
- the product master plan which relates to the development of the product offer;
- the industrial and logistic master plan, in terms of industrial resources;
- the IT system master plan.

Treatment of accounting and financial information

Preparation of financial statements

Somfy has defined a Management Information System (MIS), a unique and common universal system for the recording of accounting and financial information.
The MIS results in the definition and application to all subsidiaries of a chart of accounts, as well as the definition and application of major management procedures (inventories, non-current assets, trade receivables…), which are formalised in the Group Procedure Manual relayed through and updated on the Group's 'Teepee' intranet.
The proper application of the chart of accounts, procedures and reporting reliability is monitored by at least annual visits to subsidiaries, planned by head office Accounting and Management Control departments, within the context of year-end and half-year closing. It is also verified during the budget preparation and monthly reporting processes.

The Group team responsible for financial statements and control comprises the Group Financial Department and Accounting Department, Group Management and Tax, represented by their managers and comprising:

- The consolidation team;
- The central control team that also includes two controllers for the Business and Marketing Area South and two for the Business and Marketing Area North.

This team relies on controllers based in each Business Area reporting to the Group in its 9 geographical areas. Every business area controller has a functional correspondent at head office.
Since their creation, each of the 3 Business Groups also benefits from a dedicated controller.
Particular care was taken with risk analysis, through a review of asset provisions and provisions for liabilities and charges, as well as off-balance sheet commitments.

At each year-end, inventories are checked by either a complete physical stock-take or a physical rolling stocktaking procedure.
Trade receivables are the subject of credit risk analyses with respect to the measurement of provisions. In addition, the company hedges this risk by entering into insurance contracts, both in France and abroad.
Intra-group purchases, sales and balance sheet items are confirmed quarterly. Inventory amounts originating from the Group are determined in all entities in order to eliminate internal profit margins on inventories.
A pre-closing meeting is organised twice yearly with the legal department, in order to identify all potential or declared risks and litigations and measure corresponding provisions for liabilities and charges, depending on how issues have progressed.

The objective of the various contract, endorsement and guarantee reviews is to identify off-balance sheet commitments.
Consolidation files that include: balance sheet, income statement, all cash flow statements and notes to the consolidated financial statement items are then forwarded to the Consolidation department according to a pre-defined schedule.

Financial statement control

The Consolidation department, after checking the exhaustiveness of financial information, the proper application of closing procedures and restatements, performing intra-group account reconciliation and checking net asset justification, performs financial statement consolidation using dedicated software.
Consolidated financial statements are prepared in accordance with IFRS. In addition, options selected were presented to and approved by the Audit Committee, followed by the Supervisory Board.

Financial communication

Following their approval by the Supervisory Board, the half-year and full-year financial statements are presented to the financial community under the care of the SFAF (French financial analyst society) and published in a report posted on the financial issuer's website (www.somfyfinance.com) as well as on a regulatory professional publishing network (www.lesechos-comfi.fr).
The other disclosures required by the Transparency Directive, in particular quarterly information and reports on internal control and corporate governance are also posted on these two websites.

IT systems

In replacing the local accounting and management software, Somfy SA continued the deployment of the BaaN ERP integrated package in the majority of European countries.
Already installed in the Middle East, Italy, the US, Morocco and certain Eastern European countries, BaaN was deployed in Greece in 2007 and in the Czech Republic in 2008. The rollout will continue in 2009 in Russia, Turkey and Brazil.
As concerns Asia, the Accpac ERP has already been installed in Australia, Korea, Singapore, Hong Kong, China and India, and was deployed in Taiwan in 2008. In 2009, Japan will also benefit from this rollout.

Configuration, comprising a chart of accounts, analytical follow-up and procedures, is included for companies where ERP BaaN or Accpac is deployed, in accordance with the MIS.

The combination of budget, monthly reporting, profit margin analysis by product family and statutory consolidation within a single platform (Hyperion) enable us to improve information consistency and ease of analysis.
In 2008, a significant project team successfully implemented the migration of the GPAO Tolas software to the BaaN Manufacturing module, with a view to providing higher level of integration of all of Somfy Group's production operations (from procurement to distribution) with logistics and finance. Only the main site of Cluses was concerned by this first step. In 2009 and 2010, the migration will continue to the Zriba site, Tunisia and the Gray site, France for Simu SAS.

Audit Committee – Internal Audit

Organisation

The Internal Audit Department is under the supervision of the Audit Committee and reports to the Chairman of the Board.
This department comprises the Internal Audit Officer and two auditors, and carries out audits that evaluate the correct application of accounting

principles and organisation and systems implemented in the audited entities.
An audit assignment schedule is established annually in conjunction with Somfy SA's Management. It is subject to approval by the Management Board and validation by the Audit Committee.
These assignments provide an independent appraisal of the efficiency of the internal control system of each entity.
If necessary, the main internal control weaknesses noted are communicated and recommendations are put forward.
A follow-up of the implementation of recommendations is performed 1 or 2 years after the final report is issued.
At 31 December 2007, virtually all Group subsidiaries had thus been subject to an audit.

At the end of 2007, Internal Audit carried out a study, on the basis of key internal control criteria, on the principal weaknesses of entities audited. This reporting led in 2008 to the management of action plans at both a local (Business Units, Business Areas) and Group level, under the direction of the Internal Control Committee (comprising the Accounting-Management Control Department and BMA Controllers).

In addition, emergency assignments not included in the audit schedule may be carried out during the year upon a request from the Management Board or from the Audit Committee.

The Internal Audit Officer submits a report on his activities to the Audit Committee twice yearly.

The Chairman of the Management Board, the Chairman of the Audit Committee and the Internal Audit Officer signed an internal audit charter at the beginning of February 2005. It specifies the role and scope of intervention of internal audit.
The scope of internal audit is similar to that of internal control described above (see 1 *Definition and scope of internal control*).

Internal audit monitoring

The monitoring of the Internal Audit ensures a better knowledge, communication and follow-up of risks and associated controls, is initiated through the following dedicated tools:

- An Intranet platform that brings together the data used, registered and collected by Internal Audit in terms of internal control.
- A self-assessment tool for subsidiaries including a list of key control points. Monitoring programmes are carried out on an annual basis and the results, following detailed analysis, form the basis of any recommendations if necessary. The objective is to cover all Group subsidiaries and processes. The years 2006 to 2008 were used mainly to focus on distribution subsidiaries and related processes. 2009 will focus more specifically on group-wide matters for which an improvement potential has been identified.

The development of this project, which was approved by the Audit Committee at the beginning of 2005, is subject to regular follow-up by this Committee.
In addition, an Internal Control Committee, supervised by the Accounting-Management Control Department was created in 2005 and entrusted in particular with the following missions:

- implementation of reliable internal control within the Group: making statutory and reporting data secure and reliable (risk identification, control procedure definition), and validate the Group's accounting and management procedures, while at the same time ensuring their feasibility within the IT systems;
- internal audit mission follow-up: review of internal audit reports, identification of action plans to be implemented, action plan follow-up;
- organisation of a plan to make half-year closings more secure: subsidiary visit schedule, identification of matters requiring attention, review of visit reports and action plan follow-up).

This Committee meets five times a year.

Analysis of risks by geographical area

An analysis of Group risks by geographical area was conducted during the second half of 2005 and listed all potential risks.
Therefore, the possibility was taken into account that an event, action or failure to act may affect the following:

- Group capacity to deploy its strategy and meet its objectives;
- major assets required to implement our business plan (property, plant and equipment, intangible assets, human resources, corporate image…);
- Group capacity to comply with its value charter, a well as applicable laws and regulations.

Risks thus identified are classified in two different categories: risks related to core strategic aspects and operating risks generated by normal conduct of Group business.
The follow up of the first point was assigned to the Strategy Committee and included in the Strategic Review.
The second was subject to analysis to ensure the existence of adequate action plans (prepared, in progress or in draft) to enable their follow up and to deal with them. These risks and their treatment are followed up by the Group's governing bodies.

This analysis by geographical area highlights risks related to the Group's position on its market (risks affecting market share and profit margins, transitory risks related to new growth driving segments, risks related to the deployment of activities abroad, foreign exchange risk), risks related to the Group's core business operations (customer default on payment,

product risks, industrial risks) and risks related to support activities (human resources, IT systems, finance).
At the Audit Committee's request, the operational risk identification and follow-up process will continue to be organised by management at the different levels of hierarchy in 2009 under the control of Internal Audit, so that the update of the Group's analysis of risks by geographic region is as exhaustive as possible and in order to help everyone make risk management his/her own concern.

Treasury Committee – Group Cash Management

The Treasury Committee was created in March 2003. It includes Management Board members and the Treasury Officer.
It meets once a month to fulfil its role of observation, decision and implementation of the cash management policy.
It has the following two types of missions:

- strategic missions, with the objective of defining the overall policy in terms of Group Cash Management, financing, interest and exchange rate and deposit rate risk management. They also include the follow-up of Group subsidiary equity balance sheet items;
- operating missions, which guarantee regular monitoring of Group Cash Management. They are detailed in a monthly trend chart.

The optimisation, at international level, of the financial management of Group cash has resulted in the introduction of a cash pooling system incorporating almost all of the Euro zone subsidiaries (with the exception of Austria and Greece).
In the US, a dollar cash pooling for the Group's three subsidiaries was set up during 2007.
The methodology implemented is the so-called D-Zero Cash, which consists in transferring daily, back and forth subsidiaries' cash surplus or requirements.
This system has a number of clear advantages, including optimisation of net financial revenues, reduced financial charges, as well as the reduction in overall Group indebtedness.
Group Cash Management now has and will have increased visibility on all involved subsidiary cash flows and will be able to optimise the use of cash.
Therefore, subsidiaries will be both free of daily cash flow management issues and get better return on their cash deposits.
Finally, these subsidiaries will be able to focus on optimising working capital requirements, which is what really is at stake in cash flow management.
Flow optimisation and, in particular, the reduction in the number of bank accounts will contribute to improved safety of this process.

The strengthening of cash management procedures is under consideration in the current financial environment, It should lead to a limitation on the nature of instruments used by the Group Treasurer.

Accreditation and quality procedures

Somfy SA has been ISO 9001 (Lloyd Register Quality Assurance - LRQA) certified since 1995, which implies the identification and monitoring of procedures.
To date, the ISO 9001-certified companies are the following (not all are LRQA-certified, others were accredited by other organisations): Somfy SAS, Simu SAS, Spirel SAS, et WAY (merger of Asa and Mingardi), Somfy Germany and Somfy Holland. SITEM will be certified in March 2009.
These companies represent a majority of Group purchases and production.

A large number of Group personnel are thus involved in this process, including all technical services, as well as the R&D, purchasing, manufacturing, production, selling and logistics departments.
Internal quality audit is defined in the annual quality audit schedule, as a function of company strategic direction and product plan; company management plays a major part in quality procedures.
Corrective or preventive action is managed within each operating or support department.
The list of operating and support processes coming within the scope of application of quality management, as well as indicators, reference documents and monitoring committees are defined in the company's quality manual.
Processes control is implemented through compliance with the provisions specified in the various items of the quality framework (Directives, procedures, departmental methodological guides…) and the continuous improvement principle applied to each of them.

Risk coverage – Insurance

The Group risk prevention and protection policy is determined by central services, in partnership with its brokers and insurers. The large majority of facilities are insured by group policies with the objective of guaranteeing adequate coverage of risks at best market conditions. These risks notably include direct risks (fire, theft…) loss of profit, general civil liability (including Directors' civil liability) and transported goods. Other facilities are covered by local insurance policies.

The Chairman of the Supervisory Board

Statutory Auditors' Report, prepared in application of the last paragraph of Article L. 225-235 of the French Commercial Code, on the Report of the Chairman of the Supervisory Board of Somfy S.A.

Dear shareholders,

As Statutory Auditors to Somfy S.A., and in application of the provisions of the last paragraph of Article L. 225-235 of the Commercial Code, we present to you our report on your Company Chairman's Report in accordance with Article L. 225-68 of the French Commercial Code for the year ended 31 December 2008.

It is the responsibility of the Chairman to submit his Report for approval by the Supervisory Board, including the internal control and risk management procedures implemented within the Group and the other disclosures required by Article L. 225-68 of the Commercial Code on corporate governance procedures.

It is our responsibility:

- to communicate to you any observations we may have concerning information and declarations contained in the Chairman's Report regarding internal control procedures relating to the preparation and processing of financial and accounting information and
- certify that this report includes all other disclosures required by Article L. 225 68 of the Commercial Code, it being specified that is not our responsibility to verify the fairness of these disclosures.

We have carried out our work according to the professional standards in France.

Information contained in the Chairman's report, concerning the internal control procedures relative to the preparation and processing of financial and accounting information

The professional standards in France require diligence procedures to be implemented to verify the fairness of the information contained in the Chairman's report, concerning the internal control procedures relative to the preparation and processing of financial and accounting information. This diligence notably consists of:

- becoming aware of the internal control procedures relative to the preparation and processing of financial and accounting information supporting the information presented in the Chairman's report as well as existing documentation;
- becoming aware of the work leading to the preparation of this information and the existing documentation;
- determining whether major deficiencies in the internal control relating to the preparation and processing of accounting and financial information that we have revealed as part of our assignment are appropriately dealt with in the Report of the Chairman.

On the basis of our work, we have no observations to make on the description of internal control procedures relating to the preparation and processing of financial and accounting information, as contained in the Chairman's Report, prepared in accordance with the provisions of the last paragraph of Article L. 225-68 of the French Commercial Code.

Other information

We certify that the report of the superisory Board includes all disclosures required by Article L. 225-68 of the Commercial Code.

Paris and Lyon, 28 April 2009
The staturory Auditors

LEDOUBLE
Dominique Ledouble

ERNST & YOUNG Audit
Daniel Mary-Dauphin