2010 REGISTRATION DOCUMENT
ANNUAL FINANCIAL REPORT

eurazeo

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The elements of the Annual Financial Report can be clearly identified in the table of contents using the AFR pictogram.

2010 REGISTRATION DOCUMENT

ANNUAL FINANCIAL REPORT

eurazeo

PROFILE

Eurazeo is one of the leading listed investment companies in Europe, with more than €4 billion in diversified assets. Eurazeo is currently a majority or key shareholder in Accor, ANF Immobilier, APCOA, Edenred, Elis, Europcar, Fraikin and Rexel, and also holds investments in Banca Leonardo, Fonroche and Intercos.

Eurazeo has significant resources, a strong family-based shareholder structure, an absence of debt and a flexible investment horizon which allows it to support companies in the long term.

Its purpose and "*raison d'être*" is to detect, accelerate and enhance the transformation potential of the companies in which it invests.

Eurazeo's involvement is dynamic and based on a vision of companies' futures which is shared with their management. Commitment, respect and pragmatism are its trademarks and at the origin of its many successes.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Document is a free translation of the Registration Document that was filed with the French Financial Markets Authority (AMF) on April 19, 2011 pursuant to Article 212-13 of its General Regulations. It may be used in support of a financial transaction if supplemented by a prospectus approved by the AMF. This document contains all information relating to the Annual Financial Report. It was drawn up by the issuer and is binding upon the persons who signed it.

MESSAGE FROM THE CHAIRMAN OF THE SUPERVISORY BOARD

To the Shareholders,

The year 2010 has been very active for Eurazeo.

Eurazeo knew how to react in a difficult context of volatility in global economies and intense competition among investors. In this environment, we remained true to our investment and management principles, which are the source of the numerous successes of your Company since its inception. In fact, in 2010, Eurazeo realized several structuring operations, at the right time for the companies concerned, and, that being the case, at the right time for Eurazeo.

Thus, Accor and the newly created Edenred had to be given the chance to develop their strategies with the right team and a high quality manager. This was done with full conviction, in strict compliance with good governance and with excellent coordination with all teams of the companies concerned. That created a value that does not confine itself to being financial.

In 2010, B&B Hotels had become a visible brand name with a powerful network, a company that was being seen, ready to consider a new stage in its development. The time had come for Eurazeo to pass the baton. That was done under favourable conditions, both for B&B Hotels and for Eurazeo. In five years, B&B Hotels will have generated an annual rate of return of 22% for Eurazeo and a multiple of 2.1 times capital invested.

Our companies also needed to continue improving their operating performance. That has been done. It was the right time for our companies to strengthen their financial structure. They did that, as did Europcar, which proactively renegotiated the majority of its debt under very good conditions. 2010 was also the year to impose oneself as a consolidator in its sector, which both Rexel and Elis did.

Finally it was time for us to begin investing in small and medium sized companies with high growth potential which we did in renewable energy, by supporting the development of Fonroche, through Eurazeo Croissance.

Our financial structure is stronger than ever which allowed us to support the development of Group companies while crossing one of the worst economic crises the world has ever known.

A conservative debt policy has always been a key component of our strategy. That provides us visibility and permits us strong reactivity in adverse situations, and thus, to be strong and agile at the same time, at the moment that new investment opportunities appear.

Another Eurazeo strength is the quality of its governance. To further improve it, following the evaluation conducted in early 2010, the Supervisory Boards' operation will now be evaluated annually and, in accordance with the recommendations of best practice guidelines, the terms of Supervisory Board members have been adjusted by lottery to be renewed by thirds as of 2012. Eurazeo has also begun developing a social responsibility policy and has committed itself to supporting its companies in that area.

This year marks one hundred and thirty years of history under the name Eurazeo but also as Eurafrance and Azeo. We have thus been a shareholder of some first rate companies such as Air Liquide, Danone or Accor, or smaller companies. We have thereby contributed to the transformation of companies like Eutelsat, Terreal and Fraikin. Each of these companies met Eurazeo at an inflection point in their existence and has emerged comforted, developed and strengthened. As an example, let's look back at Eutelsat, for which Eurazeo piloted the change in governance, initiated the development plan and optimized the financial structure, prior to its stock market introduction, all of which at the origin of that company's current success.

That difference could be better reflected in the share price of your Company. It's true that the valuation of a company like Eurazeo is complex. In industry, the market looks at what the company earns and what it thinks it will earn. For a company like Eurazeo, the market looks at what it's worth, and what it believes it will be worth. For me, the real value of Eurazeo is intrinsic.

It is Eurazeo's capacity to detect the potential for transformation at the companies in which it invests, its competence to develop that potential and, ultimately, its ability to value it at the right time. These talents, combined with a long history, make Eurazeo a unique company.

Michel David-Weill
Chairman of the Supervisory Board

MESSAGE FROM THE CHAIRMAN OF THE EXECUTIVE BOARD

INTERVIEW WITH PATRICK SAYER, CEO

by Stéphane Soumier, journalist

Stéphane Soumier: I would like to begin with the term “investment company” that defines you. Is it a “vanity” or do you really put yourself above the real nuances regarding other venture capitalists?

Patrick Sayer: Of course, the legal structure differentiates us. But more fundamentally, the difference is the way we work. The point related to legal structure is that the money being invested is actually that of our shareholders. Eurazeo has no debt. Eurazeo has permanent capital it invests in the long term and the very long term, unlike companies that impose a deadline for resale to repay debts, or the funds which obey rules which are strict and very guided related to the terms of detention. We’re not bound by those constraints. And even if all our investments are made on the basis of three to five year business plans, nothing prevents us from extending them.

S.S.: The only criterion is the creation of value?

P. S.: The criterion is the potential for transformation that we detect in the business, and that effectively leads to value creation. Our contribution itself is not necessarily financial: It can be a management contribution, a strategic contribution or the contribution of our network as well. As an example, for Eutelsat (1), we had telecom engineers internally to continuously challenge development teams. We can also mention Europcar, which we have been encouraging to reflect on issues of urban mobility for several years, and which has just recently proposed an offer in that area.

S.S.: And if I understand correctly, one of the keys is that you only invest what you have?

P. S.: Absolutely. To be precise, for several years we have had a line of credit available for €1 billion that we systematically reconstruct when used. Basically, I believe, and I’m not the only one, that it’s against nature to leverage an investment company.

S.S.: Concretely, we can take the example of B&B Hotels which is the most spectacular achievement of 2010. How does this concept of an investment company express itself?

P. S.: For us, originally B&B Hotels was basically hotel walls and we put forth our expertise in real estate. And then we totally changed our approach when we realized the potential of being a budget hotel. We then gave B&B the resources for its transformation: B&B has doubled its number of hotels, doubled its revenue and almost doubled the number of employees. Similarly, we accompanied B&B in its international growth. B&B has more than doubled its profitability and doubled its value in a context where several have rather had the tendency to decline. But beyond that, B&B invested in advertising and positioned itself above the ultra-economic category – Moreover, I would like to underline that the job performed by management is key, even if we interact with them as often as necessary. In total, less than one in two French knew B&B when we bought it. Today, more than two out of three know it. That’s a sustainable result which is dear to my heart.

S.S.: So why was it sold this year?

P. S.: The value of B&B Hotels at the time of its divestiture is a sign of a successful transformation journey. One must know the right time to divest. And it became difficult to keep two companies competing more and more directly, especially since the spinoff of Accor and its refocus on the hotel business.

S.S.: Let’s talk about Accor, indeed. There’s so much to say: You’re pushing for a split. You obtained the CEO’s departure. What’s the next step? And above all, where’s the strategy?

P. S.: The strategy was defined from day one, totally openly, even before the purchase of the first Accor share. I said that we would be present in the medium/long term, that we aim to have two seats on the Board, that it was necessary to wake up the luxury hotel business to make it more profitable and that it was not normal for an entity like Accor to be worth less than the sum of its two businesses, the Hotel business and Services. We did what we said and supported the split when it proved to be not only possible, but necessary. That’s it. Today, Accor, right-sized without Edenred, is worth as much as the former entity that included the Services business. Now we have management teams which are totally incentivized in their own development and we’re working at creating value in the medium term. That’s why we put new financing in place at each of the entities and we have given ourselves a five year perspective up to 2015.

S.S.: These two transaction, B&B Hotels and Accor, do they summarize your year?

P. S.: No. The year 2010 was a year in which Eurazeo recovered in good shape for investment. In 2008 and 2009 we were focused on the ability of our businesses to overcome the crisis, and especially, we worked proactively on refinancing by taking advantage of low interest rates to push back deadlines. We wanted our investments to be in a position to benefit from the economic recovery when it comes. In 2010, the Eurazeo teams were able to look closely at investment opportunities. We can mention one which is modest but very interesting: The company Fonroche, where we invested under the Eurazeo Croissance label. I would like to emphasize the word “label” because it’s not a fund. We are convinced that there are a number of small and medium sized companies in France, considering their sector and their ecosystem, that have real growth

(1) Eurazeo was a shareholder of Eutelsat Communications from April 2003 to February 2007.

potential. And at a time when regulators are restricting investments by banks and insurance companies, our position as a private long-term investor makes good sense.

S.S.: Just a word on Fonroche, they manufacture and install solar panels. The industry has just exploded because the government realized it could not support everyone. Have you not invested at the wrong time?
P. S.: The Eurazeo investments, which we only consider for the medium or long-term, cannot be strictly based on opportunistic transactions based strictly on fiscal mechanisms which, by nature, are volatile – especially in France. Incidentally, we anticipated the outline of what's currently taking place. Whatever the case, Fonroche has a backlog of 18 months and the company is able to actively participate in the consolidation of its sector. Solar energy remains a renewable energy; it therefore has a future with or without tax breaks.

S.S.: For 2011, will the big transaction be Europcar?
P.S.: No. We need to be very clear that no timetable has been defined. Europcar's challenges are exciting. As an example, this company, which is by far the leader in Europe, suffers from a lack of brand name awareness: Nine out of ten persons place its two competitors in front of it, despite the fact that it holds a 26% market share as compared to a little over 15% for each of those competitors. Europcar has to work intensively on customer relationships, through a totally renewed range of services and a mobility offer which is radically innovative. The Germans are coming to realize, with the automobile, that which France has already realized with the Velib' bicycle sharing service. Europcar will be inspired by that. The objective that we established with the Europcar management is a growth in revenues of more than 6% and a return to a level of profitability in line with that of the best years, that is to say, above 14%. In any case, there are certainly companies which are more mature than Europcar in our portfolio, such as Rexel for example.

S.S.: You always feel mistreated by the markets. You continue to believe that the valuation of Eurazeo does not reflect the value of your assets?
P.S.: In fact, I do find the discount a little excessive and rather unjustified for anyone who knows enough to look closely: I believe that our investments in Eutelsat, Fraikin and B&B Hotels have well demonstrated what we know how to do: Identify the potential of businesses, develop it, and bring value to it. We are not just any investment company and are intent on proving it.

S.S.: 2010 highlights the return to positive net income. What's your analysis of this performance?
P.S. In 2010, the Group reported a significant improvement in operating performance, reflecting the improved economic environment and the measures implemented under our leadership. Thus, Eurazeo's Group share of net income rose sharply in 2010 to €115 million as compared to a loss of €201 million in 2009.

For 2011, we're confident regarding our growth outlook and margin improvements. We estimate Eurazeo's potential value creation at almost €2 billion up to 2014 (organic growth and targeted existing assets, new investments), mainly from the progress achieved by our equity investments.

S.S.: Regarding the outlook, to be precise, what resources do you have at your disposition and what are you going to do with them?
P.S. We're armed with an investment capacity of nearly €800 million and we expect to achieve 2 or 3 investments of significant size within 24 months by diversifying our portfolio with IRR objectives of 15 to 25% per year, while continuing to invest in promising small and medium sized companies at the same time.

Besides that, we're actively working on numerous projects in companies for which we can support development and bring value to their potential.

We're also studying sectors which display strong organic growth prospects and in which we want to develop skills. This approach will allow us to be very reactive during the sales process which is generally very short. We perform very extensive advance work and seek to further diversify our portfolio.

It's definitely not my objective to spend all our reserves. The economic environment remains turbulent and we can permit ourselves to keep some reserves for the day when others will have difficulties refinancing.

We don't invest to invest and we don't divest to divest.

We have a clear vision of what we can do with a company, we share it with its management and we work on it while devoting all necessary resources. Our criterion for investment and divestment is the potential for business transformation.

1

PRESENTATION OF THE GROUP

1

1.1 KEY FIGURES

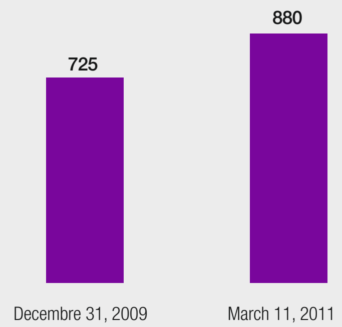
CHANGE IN CONSOLIDATED NET INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY

(In millions of euros)

Net income attributable to owners of the Company grew strongly in 2010, to €115 million, reflecting the significant improvement in the Group's operating performances.

CHANGE IN THE CASH POSITION [1]

(Cash and cash equivalents in millions of euros)



(1) See detail in Part 3.3.3.

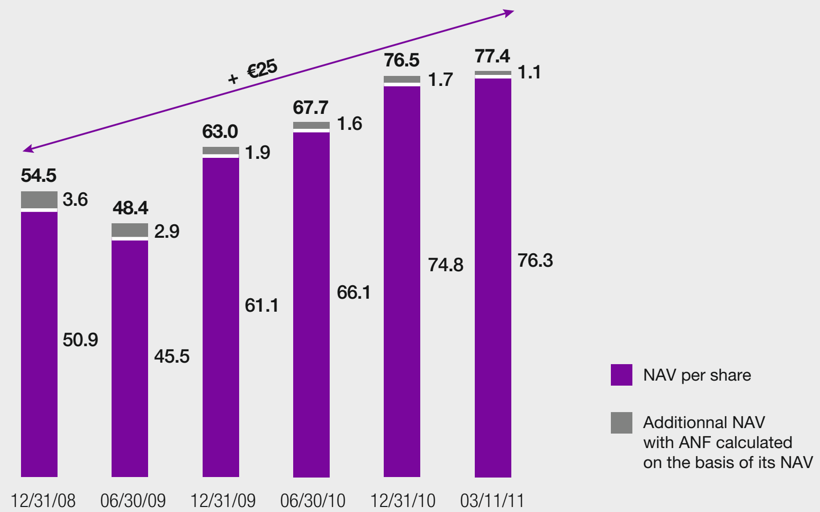
(In millions of euros)	As of March 11, 2011 [2]	As of December 31, 2010	As of December 31, 2009
Immediately available cash	861.6	880.4	435.2
Cash collateral	-	-	139.1
Accrued interest on bonds exchangeable for Danone shares	(33.0)	(24.6)	(24.6)
Other assets – liabilities	51.1	53.2	34.2
Cash	*879.7*	*909.0*	*583.9*
Available Danone shares	-	-	141.1
Cash and cash equivalents	**879.7**	**909.0**	**725.0**
Unallocated debt	(109.9)	(110.3)	(110.3)
Net cash	**769.8**	**798.7**	**614.7**

(2) Unaudited data.

As of March 11, 2011, Eurazeo had cash of €880 million, compared with €725 million as of December 31, 2009. Pro forma of the repayment of Immobilière Bingen debt, Eurazeo's cash position was €777 million. Eurazeo also still has access to an undrawn syndicated credit facility of €1 billion.

CHANGE IN NET ASSET VALUE (NAV)

(In euros per share)



As of December 31, 2010, Eurazeo's NAV was €74.8 per share, an increase of 22.4% compared with December 31, 2009. This performance reflects the success of our strategic decisions, the leadership position of each Group company in its industry and the operational efficiency of Group companies. Factoring in ANF Immobilier on the basis of its NAV and not its share price, NAV as of December 31, 2010 would be €76.5 per share. The methodology used to determine NAV is provided in Section 3.6.1.

1.2 BRIEF HISTORY AND REVIEW OF CORPORATE DEVELOPMENTS

Eurazeo was created by the 2001 merger of Gaz et Eaux (founded in 1881) and Eurafrance (founded in 1969). As of September 30, 1974, the Company's assets totaled €92.5 million, and its market capitalization was €41.0 million. Net assets per share amounted to €4.23 and shares traded at €1.88.

From 2001 to 2005, Eurazeo radically changed its corporate structure by (i) merging Azeo, La France Participations et Gestion, La Compagnie Française de Participation et d'Assurances, La Compagnie Centrale de Placement and Société de Participations et de Gestion de Courtage with it in 2001, (ii) merging Rue Impériale, the Group's former parent company, with it in 2004 and (iii) transferring the Real Estate business acquired with Rue Impériale to its ANF subsidiary in 2005.

Portfolio movements reflect the investment strategy introduced in 2002, under which Eurazeo has invested in private equity investments and leading listed companies, and disposed of its historical investments.

During fiscal years 2005 to 2009, the main movements impacting the investment portfolio were as follows:

1.2.1 INVESTMENTS

- Purchase of B&B Groupe shares for €51.3 million in 2005.
- Purchase of Ray France Investment shares for a net amount after syndication of €463.8 million in 2005.
- Purchase of 529,499 Air Liquide shares through Legendre Holding 11 for €83.9 million in 2005.
- Purchase of ANF through Immobilière Bingen for €97.4 million in 2005.
- Additional investment of €47 million in the Colyzeo Fund through Eurazeo Real Estate Lux in 2005.
- Payments totaling €17.7 million under existing commitments in the fund, particularly in the United States in 2005.
- Purchase of Europcar shares for a net amount of €681.0 million after syndication in 2006.
- Additional investment in Danone through the purchase of 4,259,509 shares at a cost of €425.3 million in 2006.
- Additional investment in Air Liquide through the purchase of 393,120 shares at a cost of €151.3 million in 2006.
- Investment of €93.2 million in Gruppo Banca Leonardo in 2006.
- Investment of €3.8 million in Eurazeo Partners SCA in 2006.
- Investment of €312.7 million in APCOA in 2007.
- Investment in Elis of €176.4 million in shares and €216.1 million in bonds in 2007.
- Investment of €72.5 million in Gruppo Banca Leonardo in 2007.
- Investment of €54.5 million in Veolia in 2007.
- Investment in Financières Truck Investissement of €17.6 million and €31.8 million in bonds in 2007.
- Additional investment in Air Liquide shares of €650 million, net of financing, through Legendre Holding 11 in 2007.
- Investment of €1,097.9 million in Accor through Legendre Holding 19 in 2008.
- Additional investment by subscribing to the Danone capital increase for €158.3 million and purchases of shares for €61.9 million in 2009.

1.2.2 DIVESTMENTS

- Disposal in 2005 of Eutelsat shares through the BlueBirds, RedBirds and WhiteBirds groups to the SatBirds group (now known as Eutelsat Communications), generating a net capital gain of €180.3 million at the time of the April 2005 refinancing, plus a dilution gain of €129.1 million resulting from the impact of the reserved capital increase at the time of the Eutelsat Communications IPO, *i.e.* a total of €309.4 million.
- Disposal in 2005 of the investment in Terreal through the Catroux subsidiary, generating a consolidated capital gain of €130.7 million.
- Disposal in 2005 of the direct and indirect investment in Lazard L.L.C. through the Malesherbes subsidiary for €610.2 million, resulting in a consolidated capital loss of €157.9 million.
- Disposal in 2005 of the investment in IRR Capital for €307.8 million, generating a consolidated capital gain of €118.0 million.
- Disposal in 2005 of 11,187,524 Pearson Plc shares at a carrying amount of €97.0 million and a selling price of €111.0 million, generating a consolidated capital gain of €14.0 million.
- Disposal in 2005 of 1,435,464 Saint-Gobain shares at a purchase price of €34.6 million and a selling price of €65.9 million, generating a capital gain of €31.4 million.
- Disposal in 2005 of the investment in Sandinvest, at a purchase price of €6.2 million and a selling price of €16.2 million, generating a capital gain of €10.0 million.
- Disposal in 2005 of 67,330 Gécina shares at a purchase price of €1.9 million and a selling price of €5.4 million, generating a capital gain of €3.5 million.
- Divestments through investment funds in 2005 at a purchase price of €107.1 million, of which €67.2 million in the BBS Capital venture capital fund, generating a net capital gain of €9.0 million.
- Disposal in 2006 of the majority of the investment fund portfolio for €181.7 million, at a purchase price of €216.8 million.
- Disposal in 2006 of the residual investment in Pearson Plc at a carrying amount of €5.2 million and a selling price of €9.2 million.
- Disposal in 2007 of the investment in Fraikin Groupe generating a consolidated capital gain (net of tax) of €205.1 million.
- Disposal in 2007 of the investment in Eutelsat Communications generating a consolidated capital gain (net of tax) of €576.2 million.
- Disposal in 2008 of the investment in Air Liquide at a selling price of €1,258.7 million, generating a consolidated capital gain of €53.4 million.
- Disposal in 2008 of the investment in Veolia Environnement at a selling price of €463.9 million generating a consolidated capital gain of €221.4 million.
- Disposal in 2009 of a 3.9% stake in ANF through Immobilière Bingen for €30 per share.
- Disposal in 2009 of 8,261,017 Danone shares for €310.6 million, generating a consolidated capital gain of €236.1 million.

1.3 IDENTITY

1.3.1 AN ACTIVE AND COMMITTED SHAREHOLDER

Seizing growth opportunities

Knowing how to evolve and anticipate market change has become fundamental to securing or winning market positions. That assertion is particularly valuable in times of economic recovery. And therein lies the heart of Eurazeo's profession: detecting, accelerating and providing value to the transformation potential of the companies in which it invests.

Eurazeo relies on a team of investment professionals with solid experience in finance and strategy to detect the companies with the most promising transformation potential. These experts apply both Eurazeo's in-house investment discipline and their specific knowledge of certain markets and sectors to support or stimulate reflection on turning points in companies' lives. Active dialogue with the managers provides them with the necessary technical or financial resources to seize the growth opportunities at the right time: Eurazeo's reactivity has already permitted the implementation, sometimes in less than two years, of transformations initially designed to take place in a much longer time period.

Eurazeo's on-going commitment has a triple benefit for the Company: First, it allows it to grow faster than its market and to acquire – or sustain – a leadership position. Afterwards, it provides improved control of the calendar, allowing it to better anticipate changes and keep a step ahead of its competitors. Finally, it may provide long-lasting protection for the Company in an unstable or uncertain business environment.

To be committed over time and at all levels

Being committed means developing a close relationship with management teams. For each Eurazeo investment manager, that means being permanently available and listening, in a framework of genuine dialogue and regular exchanges.

Being committed involved also requires Eurazeo's sustained presence and involvement in the transformation of each investment.

Being committed also means behaving as a responsible shareholder, that is to say providing support to companies in even the most difficult periods.

Finally, being committed means creating the conditions for good governance in the long term, by ensuring that all corporate bodies function optimally and in accordance with best practices.

1.3.2 A PARTNER TO COMPANIES

Sharing a vision

For Eurazeo, being a company's partner means above all sharing a vision with the management of its investment: a vision of the Company, market, growth and also potential for transformation. But it also means to act as an active shareholder in the upstream, that is to say detecting potential and operating alongside managers to identify the mutations necessary to create value.

Afterwards, it also means, with the adhesion of management, to be capable of providing all the tools and skills necessary to achieve change, either when it deals with structuring financing, making an external growth transaction, optimizing operating structures and processes or, when it involves the evolution of management teams. Finally, it's to ensure that once the decision's been taken, the course is maintained.

Acting in close contact with the management of our companies

Proximity, both geographic and cultural, is an Eurazeo trademark which is precious in a rapidly evolving economic environment. This proximity is reflected by commitment, respect and pragmatism.

Commitment and involvement of all resources and all expertise, respect for the intrinsic qualities of the Company, vigilance and pragmatism, allowing absolute reactivity in adverse situations such as seizing opportunities.

This continuous proximity, guaranteeing success, is also expressed over time when Eurazeo encourages companies to develop projects whose the potential for value creation would materialize in the longer term. Eurazeo thus encourages, within its equity investments, a growing number of sustainable development initiatives for which the return on investment is well beyond its own foreseeable shareholding period.

Providing multiple opportunities

The reputation of Eurazeo, its image and its relationship network allow it to broaden the range of opportunities for its companies in the fields of industry, finance or even politics in France and internationally. This openness can be decisive at key moments in the evolution of companies.

Eurazeo is also an active partner when it accompanies its investment holdings in the recruitment of executives, in negotiations for acquisitions or financing, either when it involves supporting the on-going development of the Company or building more structural projects.

1.3.3 CONTRIBUTOR TO OVERALL VALUE CREATION

By accelerating the transformation of its companies, Eurazeo contributes to the development of entire economic sectors and job creation. Eurazeo therefore fosters overall value creation which includes and goes beyond the pure creation of financial value. That contribution can be analyzed through four axes of transformation, each of them participating in the creation of global value.

Strategy

This is the more adding-value transformation axis that creates the most value since the challenge is to turn our companies into sustainable leaders in their respective sectors; leaders by their numbers, but even more by their mindset and their ability to rethink their markets. Eurazeo's reflections are being carried out in close partnership with managers. The objective is to imagine and anticipate the future challenges and transformations that these companies will face, but also to identify the niches that will guarantee their future development.

The effectiveness of the Eurazeo's intervention relies on its core competencies: the quality of its teams, its rational and multi-sector approach, as well as its ability to match the ambitions of its companies with their environments and resources.

Corporate Governance

Eurazeo, as a listed company, encourages its holdings to apply the best practices in place and to adapt them to their size, whether or not they themselves are listed. This quest for "the best possible governance" fosters the creation of sustainable value, whose benefits will be measured well beyond its divestiture.

Organization and Human Resources

In this area, Eurazeo has launched a process of sustainable human and social development. More than ever, it brings its experience to improve global management of talent and to make sure that a conducive environment is implemented to foster positive dynamics within teams, to the company's benefit. Eurazeo pays close attention to the quality of the social environment and encourages its companies to improve the information feedback process towards human resource departments. Besides, in order to improve its knowledge on human resources management, Eurazeo will soon implement a reporting process which will improve the company's ability to anticipate CSR-related issues. Finally, Eurazeo contributes to identifying the best talent when recruiting leaders.

The environment

Whatever their industry, Eurazeo's companies' activities have an environmental impact, pushing Eurazeo to take this issue into consideration before the investment was made. Eurazeo's aim is to encourage its companies to tackle environment-related challenges from a risk perspective, but also to help them to leverage the new market opportunities arising from environmental constraints. This is for instance the case with Rexel in the renewable energy and high energy quality building sectors, with Europcar through the future development of innovative concepts for urban mobility, or through Fonroche, a photovoltaic energy producer.

1.4 ORGANIZATIONAL STRUCTURE

Organizational structure of Eurazeo as of December 31, 2010(1)

Concert	Crédit Agricole	Other
20.9% / 20.9%	18.2% / 24.6%	60.9% / 54.5%

Changes in shareholdings during the fiscal year are presented in Section 6.4.1 of the Registration Document.

Eurazeo as of December 31, 2010

Unlisted investments	Listed investments	Real Estate	Other listed securities
APCOA (81.2%)* Germany	Rexel** (21.7%)* France	ANF (59.0%)* France	Danone (2.5%)* France
Elis (81.8%)* France	LT Participations/Ipsos (25.0%)* France		
Europcar Groupe (85.1%)* France	Accor (8.9%)* France		
Financières Truck (Investissement) (Fraikin) (13.2%)* France	Edenred (8.9%)* France		
Gruppo Banca Leonardo (19.4%)* Italy			
Intercos (25.1%)* Italy			
Fonroche (20.0%)* France			

% share capital / % voting rights

(1) Data compiled on the basis of identifiable bearer shares as of February 4, 2010 and a simulation following the grant of one bonus share for 20 shares held on June 11, 2010.
* Percentage interest held by Eurazeo.
** By transparency in RAY INVESTMENT.

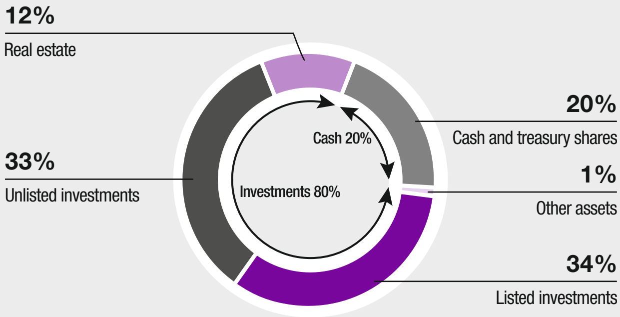
1.5 EURAZEO'S INVESTMENTS

1.5.1 INTRODUCTION

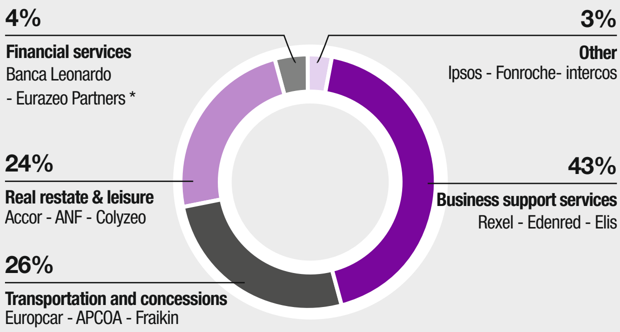
Eurazeo is currently the majority or core shareholder of Accor, ANF Immobilier, APCOA, Edenred, Elis, Europcar, Fraikin and Rexel. It also has stakes in Banca Leonardo, Fonroche and Intercos.

Eurazeo is a majority or core shareholder in more than three-quarters of its assets.

BREAKDOWN OF ASSETS BY TYPE (1)



BREAKDOWN OF INVESTMENTS BY BUSINESS SECTOR (1)



** Co-investment fund managed by Eurazeo*

(1) *On the basis of NAV as of December 31, 2010.*

1.5.2 ACCOR

European leader in hotels and number one hotel operator worldwide

Accor operates in 90 countries with 4,200 hotels and over 500,000 rooms. With a broad portfolio of brands which includes Sofitel, Pullman, MGallery, Novotel, Suite Novotel, Mercure, Adagio, Ibis, All Seasons, Etap Hotel, hotelF1 and Motel 6 as well as the associated activities, Thalassa sea & spa and Lenôtre, Accor offers a range which goes from luxury to low cost. With 145,000 employees, the Group provides its customers and partners with know-how and expertise acquired over nearly 45 years.

1.5.3 ANF IMMOBILIER

Inner city properties in Lyons and Marseilles and budget hotel buildings

ANF Immobilier is a major holder of real estate in downtown Lyons and Marseilles and has a portfolio of hotels in France. Valued €1,570 million, this asset base represents 248,000 sq. metres of buildings constructed, 130,000 sq. metres of projects in process and 168 hotels.

The company's strategy was redefined in 2005 to develop the ANF asset base and improve its profitability, while maintaining a safe financial risk profile.

Therefore, ANF Immobilier breaks down its strategy for the revalorisation of its rental assets as based on two main axes, the restructuring of buildings held as assets through their renovation and the exploitation of real estate reserves that have already undergone significant development.

1.5.4 APCOA

European leader in the management of paid car parks

APCOA is a European leader in the management of Europe's leading paid car park management company with nearly 6,300 parking places and over 1.3 million parking places in 18 countries. APCOA is a full car park operator with the principle of not owning any car park.

1.5.5 EDENRED

Inventor of the "Ticket Restaurant"®, a global leader in Prepaid Services for businesses

Edenred, inventor of Ticket Restaurant® and worldwide leader in Prepaid Services to businesses, designs and develops solutions facilitating the lives of employees and improving organizational efficiency. The solutions proposed by Edenred ensure that funds allocated by businesses will be assigned to a specific use.

They allow the management of:

- benefits to employees (Ticket Restaurant® Alimentación Ticket, Ticket CESU, Childcare Vouchers…);
- professional fees (Ticket Car, Ticket Cleanway…);
- motivation and rewards (Ticket Compliments, Ticket Kadeos…).

The Group also assists public institutions in managing their social programs. Listed on the Paris stock exchange, Edenred is present in 40 countries with 6,000 employees, nearly 530,000 corporate and institutional customers, 1.2 million affiliated providers and 34.5 million beneficiaries.

1.5.6 ELIS

Market leader in the rental and cleaning of textile and hygiene services in continental Europe

Elis is European market leader in the rental and cleaning of textile and hygiene services in continental Europe, with a market share of approximately 12%. Its network covers the whole of Western Europe through 86 industrial centres and 151 service centres, mainly in France but also spread across Germany, Belgium, Spain, Italy, Luxembourg, Portugal, the Czech Republic and Switzerland.

1.5.7 EUROPCAR

European market leader in vehicle rental services

As European market leader in short-term vehicle rental services, Europcar provides its six million customers with access to the world's number one rental network, with more than 10,000 outlets in 150 countries thanks to its franchisees and partnerships. With 6,600 employees and an average fleet of 200,000 vehicles, quality of service is a major strategic focus for Europcar.

Europcar's other strategic focuses are as follows:

- increasing brand visibility in key countries in which it operates (in particular through Team Europcar);
- increasing cross-border rentals;
- developing the company's presence in emerging economies;
- capitalising on innovative services (Car2go).

1.5.8 REXEL

Worldwide leader in the distribution of electrical equipment

As worldwide leader in the distribution of electrical equipment, Rexel operates in 36 countries through a network of around 2,200 branches, and has 28,000 employees. It achieved sales of almost €12 billion in 2010.

The Group's strategy is firstly to accelerate organic growth by focusing on value-added services and solutions, particularly in the energy efficiency, renewable energy and major projects segments, and secondly to expand through external growth, especially in higher-growth countries.

1.5.9 FRAIKIN

European leader in long-term industrial vehicle rentals

A service provider with just over 3,000 employees and a network of 206 service centres, Fraikin mainly offers long-term leasing (two to seven years) of industrial and commercial vehicles covering a wide range of services: fleet optimisation, maintenance, insurance, assistance, relief vehicle cover, regulatory monitoring, training, etc.

In addition, Fraikin offers short-term rentals (from one day to 12 months), fleet management and subcontracted vehicle maintenance solutions. Its customers consist of companies of all sizes in a wide variety of economic sectors. The Group operates in France, the United Kingdom, Belgium, Luxembourg, Spain, Poland, Slovakia and Switzerland.

1.5.10 FONROCHE

Developer of renewable energies

The Fonroche Energie group, which was formed in 2008, is now a market leader in the French photovoltaic sector.

The company is active:

- in every aspect of the upstream portion of the value chain (research and development, turnkey delivery of photovoltaic power stations to customers, proprietary operation of power stations, etc.);
- as well as some downstream aspects through its photovoltaic panel assembly business, which has a plant with an annual capacity of 90 MW (making it France's leading assembly plant).

1.5.11 INTERCOS

World's leading developer and subcontractor of make-up products

Intercos is the world's leading developer and subcontractor of make-up products for leading global players in the cosmetics industry.

The colour business (lipstick, powders and colour emulsions) accounts for 66% of total revenues, and make-up pencils for 24%. Since 2006, Intercos has also been operating in the skincare market through its Swiss subsidiary CRB (10%), whose business has seen constant growth since the acquisition.

Intercos focuses on R&D and innovation, which is carried out in nine production centres around the world. The company operates in Europe, North America and Asia. 25 of the top 30 global cosmetics companies are Intercos customers, representing more than 77% of the global market. Intercos employs approximately 2,300 people.

1.5.12 GRUPPO BANCA LEONARDO

Independent private investment bank

Gruppo Banca Leonardo is an independent private investment bank acquired and recapitalised in April 2006 by a group of European investors led by Gerardo Braggiotti.

The bank focuses on two main activities: advisory services (in connection with mergers and acquisitions and corporate finance) and wealth management. It also offers brokerage and financial analysis services.

1.5.13 COLYZEO

European fund created by Colony and Eurazeo

Colyzeo is a European fund created by Colony and Eurazeo whose day-to-day operational administration is performed by Colony. Colyzeo targets investments in Western Europe, of which the components are predominantly real estate in nature. In practice, these transactions may consist of acquiring real estate assets or investing in development projects and companies with underlying real estate assets.

1.5.14 EURAZEO PARTNERS

Co-investment fund

Eurazeo Partners is a €500 million fund which enables key partners to participate directly in investment operations alongside Eurazeo. Its creation in 2007 highlights a first step in the development of Eurazeo's activities in the field of management for third parties.

1.5.15 IPSOS

World's number five research group

As the world's number five research group, Ipsos is focused on a single profession – producing, interpreting and supplying information collected from individuals – broken down into six areas of specialisation: Measuring advertising effectiveness, Marketing Innovation, Media and Technologies, Opinion and Social Research, Customer and Employee Relationship Management, and Data Processing.

This business specialisation enables Ipsos to deliver the best possible service to its customers through expert staff who are completely focused on solving their research problems.

Ipsos's experts analyze the nuances that differentiate and mark out each individual, and cross-reference their expertise to build up an accurate portrait of consumers. This enables them to provide their customers with an understanding of their audiences, their markets and a changing world. This approach is summarised in Ipsos' slogan: **"Nobody's unpredictable"**.

1.6 EURAZEO, RESPONSIBLE SHAREHOLDER

1.6.1 INTRODUCTION

Eurazeo aspires to be part of a long-term vision which extends beyond the financial issues. That's why it's committed to supporting its companies in the implementation of best practices in the field of CSR, while defining a structured and consistent policy for itself.

CSR, creating sustainable value for businesses

In order to help its investment companies accelerate their transformation and create more overall value, Eurazeo has a double ambition: optimize their performance in terms of CSR (Corporate Social Responsibility) and strengthen its leadership role among Group companies. That commitment, which is built over time, began with the establishment of sound governance bodies and the development in 2008 of an environmental diagnosis of its investments.

In 2010, a new stage was reached with the launch of a reflection on sustainable development led by an Executive Board member. The preliminary consultation conducted in 2010 and which is continuing in close collaboration with Group companies in 2011, resulted in the operational deployment of several projects launched in 2011. This is mainly a matter of constructing a CSR reporting process for Eurazeo and its subsidiaries which provides access to regular information on the sustainable development activities of Group companies, and of playing a leadership and supportive role for companies less advanced in the logic of continually moving forward on this issue.

Eurazeo's objective is to proactively foresee changes in the regulatory environment and initiate a regular dialogue with Group companies which is broadened to include non-financial issues. These projects also include the implementation of an environmental policy at the

Eurazeo level through the establishment of a carbon assessment, actions to raise employers awareness as weel as CSR training and thereby the pursuit of social commitment.

Transmitting a culture of internal control and risk management

Eurazeo ensures that it transmits with a long-term perspective a culture of internal control and risk management at each of its investment holdings, by implementing governance that meets the highest standards in place, notably through the establishment of audit committees. Its conviction: the operational implementation of effective oversight of internal control and risk management is built over time in an iterative method with investment holdings.

Moreover, Eurazeo encourages the sharing of best practices and methodological tools such as standards in the field of internal control and a methodological approach to risk mapping. This structured approach constitutes one of the pillars of Eurazeo governance as a professional and responsible long term shareholder

1.6.2 EMPLOYEE INFORMATION

1. Employee information

A) HEADCOUNT

As of December 31, 2010, the Eurazeo parent company employed 48 people. This figure includes members of the Executive Board, the investment team, the Financial Communication Department, accounting, internal audit, legal staff and all other investment support personnel.

Eurazeo's investment team, which is led by a six-member Executive Board, comprises 20 professionals with proven know-how in financial engineering and segment-specific expertise.

Headcount (as of December 31)	2010			2009			2008		
	Paris			Paris			Paris		
	Men	Women	Total	Men	Women	Total	Men	Women	Total
Executives	21	18	39	19	20	39	21	17	38
Non-executives	4	5	9	7	5	12	5	7	12
TOTAL	**25**	**23**	**48**	**26**	**25**	**51**	**26**	**24**	**50**

The above figures show a good balance between male and female employees and a large proportion of executive-level staff, consistent with the highly specialized nature of Eurazeo's business and resources.

Women accounted for 46% of executive staff in 2010, compared with 51% in 2009 and 45% in 2008.

B) CHANGES IN HEADCOUNT DURING THE FINANCIAL YEAR

	Headcount *	Departures	New arrivals	Turnover rate for the year
12/31/2006	43	8	7	17.0%
12/31/2007	46	5	8	15.1%
12/31/2008	50	5	9	15.2%
12/31/2009	51	2	3	5.0%
12/31/2010	48	7	4	10.8%

* *Excluding temporary staff.*

C) STAFF ON TEMPORARY AND FIXED-TERM WORK CONTRACTS

	2010	2009	2008
Temporary staff as percentage of total headcount	2.50%	1.60%	3.90%
Employees on open-ended contracts as percentage of total headcount	100%	100%	98%
Employees on fixed-term contracts as percentage of total headcount	0%	0%	2%

Eurazeo employed slightly more than one full-time-equivalent temporary worker in 2010, to make up for absences and an increase in the workload.

2. Working time organization

A) WORKING TIME

Eurazeo applies the Convention Collective Nationale de la Banque (collective bargaining agreement for French Banks).

	2010	2009	2008
Part-time employees as percentage of total headcount	2.0%	2.0%	2.0%

Only one of Eurazeo's employees holding a permanent contract is employed on a part-time basis.

B) ABSENTEEISM

	2010	2009	2008
Rate of absenteeism as a result of sickness, maternity leave or travel accidents	4.0%	3.5%	1.4%

3. Compensation

(In euros)	2010	2009	2008
Payroll	15,033,702	12,827,268	12,689,395
Social security contributions	5,915,037	5,833,298	5,755,640
TOTAL	**20,948,739**	**18,660,566**	**18,445,035**

A performance-based voluntary profit-sharing agreement has been in place since 1998. A new agreement was signed on June 21, 2010, covering 2010, 2011 and 2012. It sets out job-related targets to involve all employees in the Company's success. Payments under this plan are calculated on the basis of quantitative and qualitative indicators of the Company's performance. Profit-sharing bonuses are paid into a PEE or PERCO employee savings accounts, to which Eurazeo adds substantial top-up payments, at the maximum level allowed since 2008.

Eurazeo introduced a bonus share plan in 2007. All employees have benefited since 2008.

The Company has no mandatory profit-sharing plan.

4. Employee cohesion policy

Eurazeo aims to foster its employees' motivation and loyalty on a long-term basis.

The Company does not have union representation or a collective bargaining agreement.

5. Health and safety

The nature of Eurazeo's business as an investment company limits the risk of serious accidents, and accident frequency is low. However, as with any sector, the risk of work-related illnesses cannot be ruled out, especially musculoskeletal disorders and stress.

Eurazeo has no formal health and safety policy, although its management is committed to ensuring that its employees enjoy the best possible working conditions.

Steps have therefore been taken to improve health and safety, ensure maximum prevention of accidents, and reduce the risk of work-related illnesses. The Company bought two defibrillators in early 2010; they were installed, and employees were trained to use them, during the year.

The Company took advantage of this to provide level-1 first-aid training for interested staff. Trainees who completed the full course were issued with a certificate attesting to their skills. The training was provided by *Protection civile de Paris* and the certificate issued by the same body.

6. Training and skills development

Eurazeo strives to offer its employees the opportunity to achieve and maintain their full potential and to meet their learning needs and expectations. Training courses are selected in relation to the investment projects underway and/or job-related issues. The most common courses cover capital investment, law, accounting and foreign languages. Eurazeo also offers staff the possibility of attending job-related training courses or conferences.

(In thousands of euros)	2010	2009	2008
Training expenditure	112	45	60
Contribution per employee	3.0	2.4	1.2
Percentage of employees trained	77%	37%	42%

In 2010, computer training was provided to nearly all Company employees.

7. Employment and integration of disabled workers

Eurazeo does not currently employ any handicapped people. The Group paid €26,580 in contributions to AGEFIPH (government-appointed body responsible for promoting the employment of disabled people in the private sector) in 2010.

8. Employee benefits and solidarity

Eurazeo's employees have unrestricted access to a sports center and gym classes given by a professional trainer. Other employee benefits include service payment vouchers, access to a canteen and gift vouchers for children at Christmas.

Moreover, Eurazeo is committed to supporting several associations involved in the fight against social exclusion and in healthcare. Its action takes the form of financial aid over a period of two to three years, helping these associations realize their projects and share the value created together. The Company supports the following associations: Solidarities Novellas face au Homage, Association Primo Levi, *Sport dans la Ville*, *L'Académie Christophe Tiozzo*, *Fondation Gustave Roussy*, *L'Envol*.

9. Subcontracting

Eurazeo primarily subcontracts non-core activities, such as reception and cleaning staff. Risk of accidents being passed on to subcontractors is therefore very limited.

1.6.3 ENVIRONMENTAL INFORMATION

As a private equity company, Eurazeo is not involved in any industrial activity. However, as a responsible and professional shareholder, the Company pays particular attention to environmental issues when making its investments as well as its own impact on the environment.

As regards the listed companies in which Eurazeo invests, decisions taken in connection with corporate governance are based not just on economic factors, but also take social and ecological concerns into account.

Eurazeo is highly sensitive to environmental risks, which it wishes to control as much as possible. Prior to any investment, the teams perform preliminary studies to identify and assess investment opportunities. The stringent due diligence process includes an analysis of environmental risks. Some projects have even been dropped due to environmental factors.

Eurazeo has introduced a sustainable development approach at its own level, and in close collaboration with its investments, with the aim of strengthening sustainable development policies in some Group companies. The main actions in respect of the environmental undertaken by the Company's investments in 2010 are described in Section 1.6.4. Sustainable development among investments.

Environment and health risks are described in Section 2.4 Risk factors.

1. Consumption of natural resources, emissions, waste production and biodiversity

The nature of Eurazeo's business and its location in central Paris means that its direct impact on the environment is limited. Noise pollution and effects on the soil and biodiversity as a result of its operations can be considered negligible. Water and energy consumption, greenhouse gas emissions and waste production are all low.

Most of the companies in which Eurazeo has invested operate in the services sector. Nevertheless, these companies do have a greater direct or indirect impact on the environment. These effects are described, for the Group's main companies, in Section 1.6.4. Sustainable development among investments, while those of listed companies in which Eurazeo has invested (Rexel, Accor and Danone) are described in these companies' own annual reports.

2. Environmental evaluation and certification

Eurazeo has not sought environmental certification at its own level in view of the nature of its business. However, most affiliates have initiated a certification process, specific to their activities and the countries in which they operate. Accor, for instance, has obtained Earth Check, ISO 14001 or HAC Green Key Eco-Rating certification for 495 hotels, representing almost 12% of its base, and aims to achieve Earth Check certification for 100% of the Novotel network by 2012. In addition, Europcar has completed the ISO 14001 certification process initiated in 2009 for nearly all of its operations, including the headquarters and seven of the eight country operations managed directly. These certification programs, audited by independent bodies, strengthen the credibility of the environmental commitment and can be part of a virtuous and determined approach to improving environmental performance.

3. Steps taken to ensure compliance with environmental regulations

Of the Group's investments, Elis, Europcar and ANF are affected by environmental regulations specific to their businesses (see Section 2.4.4.4 Environmental risks). However, only Elis operates Classified Environment Protection Facilities (*Installations Classées*

Protection de l'Environnement, ICPE) and as such carries out extensive environmental compliance work on its sites. Elis makes all efforts to comply with existing regulations and the recommendations made in the context of internal or external audits by accredited organizations. Elis records provisions for environmental compliance. The amount of provisions (€14.1 million as of December 31, 2010) is determined on the basis of consultants' reports and the Group's experience. They reflect the cost of studies and remedial work the Group will have to undertake in order to meet its environmental obligations. They apply to sites and/or types of work requiring attention in the foreseeable future.

4. Committed environmental expenditure

Eurazeo group's subsidiaries all have active environmental policies (see Section 1.6.4. Sustainable development among investments).

5. Employee awareness and training

The sustainable development approach, originally launched in 2008, was taken a step further in 2010, at Executive Board level, with the help of an external consultant; the new work is set to bear fruit in 2011. In addition, all members of Eurazeo's management team benefited from awareness training on sustainability issues specific to the investment business. Certain Group companies have also set up training plans tailored to their specific business.

6. Provisions and guarantees for environmental risks

Neither Eurazeo nor the companies it owns recorded significant provisions for environmental risks in 2010.

7. Damages paid over the fiscal year

Neither Eurazeo nor the companies it owns paid compensation relating to environmental disputes in 2010.

8. Targets set for international subsidiaries in relation to points 1 to 5 above

N/A.

1.6.4 SUSTAINABLE DEVELOPMENT AMONG INVESTMENTS

Accor

2010 HIGHLIGHTS:

- over five years, 50,000 employees have received training bearing on sexual tourism involving children;
- energy consumption cut by 5.5% and water consumption by 12% (vs. 2006);
- ISO 14001 and EarthCheck certification obtained for 12% of hotels; 1.7 million trees funded through savings on laundry costs under the "Plant for the Planet" program.

2015 GOAL: PURSUE AND STRENGTHEN LEADERSHIP IN SUSTAINABLE DEVELOPMENT

To define its new priorities and objectives over the 2011-2015 period, Accor is placing reliance on a more scientific and quantified vision of the impact of its actions. In 2010, Accor was the first hotel group to conduct a quantified study of its environmental impact inspiring itself from the multi-criteria life cycle analysis method. In addition, in May 2011, Accor launched the first international barometer on customer expectations in terms of sustainable development in the Hotel business. Another innovation: to contribute to the progress of the entire sector, Accor is sharing the results for free.

ANF Immobilier

ANF Immobilier has performed a comparative analysis of assets representative of its real estate assets to measure the impact of renovation work. This permits an average improvement of energy consumption of over 30% and of 82% on GHG emissions. Moreover, the HQE® is the standard for any new ANF Immobilier project which now has a wide network of expert partners who are associated as of the study phases. The year 2010 was also highlighted by the finalisation of a sponsoring partnership established with the CREPI, committed to professional reintegration in the region. Implemented through the involvement of ANF collaborators in the PACA region, it illustrates the commitment of teams and should be extended to Lyons in 2011.

2010 HIGHLIGHTS:

- environmental performance assessments before and after renovations;
- delivery of the first NF Bâtiments Tertiaires certificates covering the HQE® approach in renovations in France (program phase), with the aim of achieving *BBC Rénovation* label;
- involvement of staff in partnership with CREPI, a player dedicated to reinsertion.

APCOA

In 2010, APCOA installed infrastructure for the recharging of electric vehicles: thirty parking lots have already been equipped in Germany. APCOA also improved the identification of its parking lots within navigation systems which permits a decrease in gasoline consumption and the associated CO_2 emissions: over 1,300 parking lots are referenced in the Navteq navigation systems. In addition, APCOA has equipped a portion of its parking lots with low consumption lamps and installed payment systems which provide energy savings of over 70%. Finally, in airports where the company's present, APCOA has established bus lines which optimize fuel consumption, resulting in a reduction in CO_2 emissions.

2010 HIGHLIGHTS:

- rollout of recharging stations for electric vehicles in APCOA car parks;
- inclusion of APCOA car parks in carmakers' navigation systems;
- energy reductions in car parks.

Edenred

2010 highlights the will to federate sustainable development actions around an ambitious project at the Group level. The dialogue with our stakeholders is the first step to better understand their expectations and to build with them a relationship based on exchange, mutual interests and responsibility while taking into account the socio-economic and environmental considerations:

- businesses and communities sensitive to being attractive employers;
- beneficiaries, for which our solutions make life easier;
- affiliated service providers who would like to build customer loyalty;
- governments, looking for efficiency to put their social and economic policies in place.

2010 HIGHLIGHTS:

- Internal solidarity day known as "Eden for All", with staff from 31 countries mobilized to help their communities;
- Edenred Brazil measured its carbon footprint;
- FOOD project: more than 70 initiatives undertaken in Europe to promote healthy eating.

Elis

The investments made in 2010 enabled the Group to significantly reduce its consumption: a 6.5% reduction in water consumption per kilo washed was achieved by improving controls on quantities loaded into washing machines and tightening monitoring of sources of leakage in water consumption circuits. Similarly, the optimisation of washing programmes with the aim of reducing detergent consumption naturally led to energy savings (due to less water needing to be heated).

In addition, specific investments were made to minimise energy consumption: improving machine settings and installing energy-saving devices. Overall, energy consumption per kilo washed was reduced by 4.6% in 2010.

2010 HIGHLIGHTS:

- investment program to optimize washing cycles;
- implementation of Hazardous Substance Research procedures;
- start of work on the recycling of machines at the end of their lives;
- lifecycle analysis of the work wear activity.

Europcar

In 2010, Europcar continued to promote sustainable mobility:

- continued development of the "eco-citizen" fleet: 46% of the fleet emits less than 140g of CO_2 per kilometre;
- the Group has entered into two partnerships, one with Renault-Nissan and the other with the PSA Peugeot Citroën Group (Peugeot iON model), to order 500 electric vehicles from each, to be delivered in 2011;
- 85% of washing areas are fitted with waste water treatment or recycling stations;
- the Group has begun to switch over to paperless contracts, rental receipts and invoices: two thirds of airport rental outlets have been fitted with digital tablets, and two thirds of rental receipts are issued in paperless form.

2010 HIGHLIGHTS:

- partnership with PSA Peugeot Citroen for the acquisition of 500 electric vehicles to be rolled out in 2011;
- Europcar was recognized for the second consecutive time by the World Travel Award for the transportation sector's greenest company in 2010.

Rexel

Rexel has a dual environmental responsibility both through its own sustainable development policy and through its sales, by helping to spread the use of eco-efficient products (with a 35% increase in sales of eco-efficient lamps) and products linked to new energies (with photovoltaic sales up 72%). In 2010, Rexel extended the scope of its environmental reporting and improved the quality of its indicators. In particular, the Group carried out the first ever carbon assessment of its main businesses. The Group continued to revise its procurement policy, with the goal of minimising the environmental impact of energy consumption, consumables and its vehicle fleet. Finally, Rexel is careful to ensure that the products it sells are compliant with new regulations (REACh, RoHS, WEEE, etc.).

2010 HIGHLIGHTS:

- first carbon footprint measurement;
- scope of environmental reporting extended to 95% of Group entities.

2

GOVERNANCE

2

2.1 MANAGEMENT AND SUPERVISORY BODIES

2.1.1 ROLE AND ACTIVITIES OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD

2.1.1.1 Duties

At the Shareholders' Meeting of May 15, 2002, Eurazeo adopted a new corporate governance structure, with an Executive Board and a Supervisory Board.

Following the merger between Eurafrance and Azéo, it was deemed appropriate to modify the Company's management and supervisory structures, by separating the executive and supervisory functions and creating an Executive Board, which is a collegial managerial body, and a Supervisory Board, which has an oversight function.

The Supervisory Board oversees the Company's management in accordance with the applicable laws and regulations and the Company's Bylaws. Its distinguished members meet as frequently as the Company's interests require, and at least once a quarter.

Managerial functions are carried out by the Executive Board, which meets at least once a month.

Throughout the year, the Supervisory Board performs the checks and controls it deems warranted and may request any document it considers necessary to carry out its duties.

The Executive Board submits a monthly report to the Chairman of the Supervisory Board on the Company's investments, cash position, transactions and debt, if any.

In accordance with the Company's Bylaws, the Executive Board submits a report to the Supervisory Board at least once every quarter on the Company's main managerial acts and decisions, including all information needed to keep the Board aware of developments in the Company's business, along with the quarterly Company financial statements and half-year and annual Company and consolidated financial statements.

Within the prescribed regulatory time limit following the end of each fiscal year, the Executive Board submits the annual Company financial statements, consolidated financial statements and its report to the Shareholders' Meeting to the Supervisory Board for verification and review. The Supervisory Board reports its observations on the Executive Board's report and the annual Company and consolidated financial statements to the Shareholders' Meeting.

2.1.1.2 Activity report

The Supervisory Board met five times in 2010 with an average attendance rate of 96.90%.

The Executive Board met 36 times in 2010 with an average attendance rate of 93.45%.

2.1.1.3 Self-assessment of the activities of the Supervisory Board

A summary of the self-assessment of the activities of the Supervisory Board conducted with the help of the independent consulting firm, Ricol, was presented to the Supervisory Board on March 19, 2010. Each year, the agenda of a Supervisory Board meeting will include a point on the Board's activities, during which the improvements recommended by these procedures and the Board's activities in general will be discussed.

2.1.2 EXECUTIVE BOARD

2.1.2.1 Members of the Executive Board

First name	Name	Business address	Position at Eurazeo
Patrick	Sayer	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Chairman of the Executive Board
Bruno	Keller	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Chief Operating Officer
Philippe	Audouin	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Chief Financial Officer
Virginie	Morgon	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Director of Investments
Luis	Marini-Portugal	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Director of Investments
Fabrice	de Gaudemar	C/o Eurazeo 32, rue de Monceau - 75008 Paris	Director of Investments

2.1.2.2 Offices and positions – Management experience of members of the Executive Board

MEMBERS OF THE EXECUTIVE BOARD AS OF JANUARY 31, 2011 (1)

First name, last name and age	**Patrick Sayer** Age: 53 Chairman of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Chairman of the Executive Board of Eurazeo **. • Vice-Chairman of the Supervisory Board of ANF Immobilier **. • Chairman of the Board of Directors of Europcar Groupe. • Director of Holdelis. • Member of the Advisory Board of APCOA Parking Holdings GmbH (Germany). • Managing Director of Legendre Holding 19, Immobilière Bingen, and Legendre Holding 8. • Manager of Investco 3d Bingen (Partnership). • Chairman of Eurazeo Capital Investissement (formerly Eurazeo Partners SAS). **Current offices and positions held excluding companies controlled * by Eurazeo** • Vice-Chairman of the Supervisory Board of Rexel SA **. • Director of Gruppo Banca Leonardo (Italy). • Director of Accor **. • Director of Edenred **. • Director of Colyzeo Investment Advisors (UK). • Member of the Supervisory Board of SASP Paris-Saint Germain Football. **Other positions and offices held over the past five years** • Manager of Euraleo S.r.l. (Italy). • Permanent Representative of ColAce Sarl on the Supervisory Board of Groupe Lucien Barrière. • Chairman of the Board of Directors of Legendre Holding 18. • Chairman, Vice-Chairman, and member of the Supervisory Board of Groupe B&B Hotels. • Chairman of the Supervisory Board of Fraikin Groupe. • Chairman of the Board of Directors of BlueBirds Participations SA (Luxembourg). • Director of Rexel Distribution SA. • Director of Eutelsat SA and Eutelsat Communications. • Director of Ipsos. • Director of RedBirds Participations SA (Luxembourg). • Director of Rexel SA (formerly Ray Holding SAS) and Ray Acquisition (SAS). • Director of SASP Paris Saint-Germain Football. • Managing Director of Legendre Holding 11. • Member of the Supervisory Board of Presses Universitaires de France. • Chairman of the French Association of Private Equity Investors (AFIC). • Member of the Board of Lazard LLC (USA). • Managing Partner of Partena. • Manager of Investco 1 Bingen (Partnership). • Chairman of the Advisory Board of APCOA Parking Holdings GmbH (formerly Perpetuum Beteiligungsgesellschaft mbH) (Germany). • Chairman of the Supervisory Board of APCOA Parking AG (formerly AE Holding AG) (Germany)

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

(1) *Gilbert Saada was removed from the Executive Board by the Supervisory Board meeting of December 15, 2010.*

Management experience	• Patrick Sayer was appointed Chairman of the Eurazeo Executive Board on May 2002 to lead a new stage in the Company's development. With diversified assets of over €4 billion, substantial investment capacity and a long-term investment horizon, Eurazeo is one of the leading listed investment companies in Europe. It is thus a majority or core shareholder in Accor, ANF Immobilier, APCOA, Edenred, Elis, Europcar and Rexel. • Previously, he was Managing Partner of Lazard Frères et Cie in Paris, which he joined in 1982 and Managing Director of Lazard Frères & Co in New York, where he had global responsibility for the media and technology sectors. • His private investment experience dates back to the creation of Fonds Partenaires, where he was active from 1989 to 1993. • Patrick Sayer is Vice-Chairman of the Supervisory Board of ANF Immobilier and Rexel SA, member of the Advisory Board of APCOA Parking Holdings GmbH, Chairman of the Board of Directors of Europcar Groupe, Director of Accor, Edenred, Elis and Grand Théâtre de Provence, member of the Supervisory Board of Paris Saint-Germain (PSG), member of the Board of Directors of Gruppo Banca Leonardo (Italy), former Chairman (2006-2007) of the French Association of Private Equity Investors (AFIC), member of the Advisory Council of France-Investissement, Director of the Museum of Decorative Arts in Paris and a member of the Club des Juristes think-tank. • Patrick Sayer is a graduate of *École Polytechnique* (1980) and *École des Mines* (1982) in Paris.

First name, last name and age	**Bruno Keller** Age: 56 Chief Operating Officer Member of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Executive Board and Chief Operating Officer of Eurazeo **. • Chairman of the Executive Board of ANF Immobilier **. • Director of Europcar Groupe. • Chairman of La Mothe SAS. • Chairman of the Board of Directors of Société Française Générale Immobilière (SFGI). • Manager of Eurazeo Real Estate Lux S.à.r.l. (Luxembourg) and Investco 3d Bingen (Partnership). • Managing Director of Legendre Holding 21, Legendre Holding 22 and Legendre Holding 23. **Current offices and positions held excluding companies controlled * by Eurazeo** • Member of the Supervisory Board of Financière Truck (Investissement) SAS. **Other positions and offices held over the past five years** • Vice-Chairman of the Supervisory Board of Fraikin Groupe. • Director of Legendre Holding 18. • Chairman and Managing Director of ANF. • Chairman of Catroux, Rue Impériale Immobilier, and Société Immobilière Marseillaise SAS. • Member of the Advisory Board of APCOA Parking Holdings GmbH (formerly Perpetuum Beteiligungsgesellschaft mbH) (Germany). • Manager of Investco 1 Bingen (Partnership), Investco 2 Bingen (Partnership), BlueBirds II Participations Sarl (Luxembourg) and EREL Capital S.à.r.l. (Luxembourg) (now APCOA Finance Lux). • Managing Director of LH APCOA, Legendre Holding 12, Legendre Holding 9, Legendre Holding 10, Legendre Holding 24 and Legendre Holding 25. • Permanent representative of Eurazeo on the Board of Directors of France Asie Participations. • Director of Gruppo Banca Leonardo (Italy).
Management experience	• Bruno Keller has been Chief Operating Officer and a member of the Executive Board of Eurazeo since May 2002. • He joined the Eurazeo group in 1990 as Chief Financial Officer and was appointed Deputy Managing Director in 1998. Before joining Eurazeo, Bruno Keller held several positions as Auditor (Price Waterhouse: 1976-1982), Financial Manager (Finance Department of Elf Aquitaine: 1982-1989), and Asset Manager (Banque Indosuez: 1989-1990). • Bruno Keller is, in particular, Chairman of the Executive Board of ANF Immobilier and a Director of Europcar Groupe. • Bruno Keller is a graduate of the Rouen *Ecole Supérieure de Commerce* business school.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Philippe Audouin** Age: 54 Chief Financial Officer Member of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Executive Board and Chief Financial Officer of Eurazeo **. • Member of the Supervisory Board of ANF Immobilier **. • Member of the Board of Directors of Holdelis. • Director of Europcar Groupe. • Vice-Chairman of the Supervisory Board of APCOA Parking AG (formerly AE Holding AG) (Germany). • Managing Director of Perpetuum MEP Verwaltung GmbH (Germany). • Member of the Advisory Board of APCOA Parking Holdings GmbH (Germany). • Chairman of Immobilière Bingen, Ray France Investment, Legendre Holding 8, LH APCOA, Legendre Holding 19, Legendre Holding 21, Legendre Holding 22 and Legendre Holding 23. • Managing Director of Legendre Holding 25, La Mothe and Eurazeo Capital Investissement (formerly Eurazeo Partners SAS). • Director of Eurazeo Services Lux (Luxembourg). • Manager of Eurazeo Italia (Italy). • Permanent representative of Eurazeo on the Board of Directors of SFGI. **Other positions and offices held over the past five years** • Vice-Chairman of the Supervisory Board of Groupe B&B Hotels. • Member of the Supervisory Board of Ray Acquisition SCA and SatBirds Capital Participations SCA (Luxembourg). • Chairman and Director of LA I BV (Netherlands) • Managing Director of Legendre Holding 14 (now Europcar Groupe), Legendre Holding 18, and Catroux. • Chairman of the Board of Directors of France Asie Participations. • Director of Legendre Holding 18, Legendre Holding 17, Intermarine Holdings BV (Netherlands) and BlueBirds Participations SA (Luxembourg). • Chairman of Rue Impériale Immobilier, Legendre Holding 25, Legendre Holding 11, Legendre Holding 24, RedBirds France, Legendre Holding 12, Legendre Holding 7, Legendre Holding 9 and Legendre Holding 10. • Manager of Investco 2 Bingen (Partnership) and Legendre Holding 15. • Member of the Advisory Board of Perpetuum Beteiligungsgesellschaft mbH (now APCOA Parking Holdings GmbH) (Germany). • Managing Director of APCOA group GmbH (formerly Perpetuum Holding Management GmbH) (Germany).
Management experience	• Philippe Audouin joined Eurazeo in 2002. • He began his career by forming and developing his own company during 10 years. After selling it, Philippe Audouin became Chief Financial Officer and Signing Officer ("Prokurist") in Germany of the first joint venture between France Telecom and Deutsche Telekom. From 1996 to 2000, Philippe Audouin was Director of Finance, Human Resources, and Administration in France Telecom's multimedia division. He was also a member of the Supervisory Board of PagesJaunes. From April 2000 to February 2002, Philippe Audouin was the Chief Financial Officer of Europ@web (Arnault Group). He taught for five years at the HEC Business School, including a position as senior lecturer for third-year students in the Entrepreneurs program. • Philippe Andouin is a member of the Executive Board and Chief Financial Officer of Eurazeo. He is also Chairman of Immobilière Bingen, a Director of Europcar Groupe and Holdelis (Elis), and Vice-Chairman of the Supervisory Board of APCOA Parking AG (Germany). • Philippe Audouin is a graduate of the *Hautes Etudes Commerciales (HEC)* business school.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Virginie Morgon** Age: 41 Director of Investments Member of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Executive Board of Eurazeo **. • Chairwoman of the Supervisory Board of APCOA Parking AG (Germany). • Chairwoman of the Advisory Board of APCOA Parking Holdings GmbH (Germany). • Managing Director de APCOA group GmbH (Germany). • Managing Director of LH APCOA. • Chairwoman of the Board of Directors of Broletto 1 Srl (Italy). • Manager of Euraleo (Italy). **Current offices and positions held excluding companies controlled * by Eurazeo** • Permanent representative of Eurazeo on the Board of Directors of LT Participations. • Director of Accor **. • Director of Edenred **. • Manager of Intercos SpA (Italy). • Member of the Board of Directors of the Women's Forum (WEFCOS). **Other positions and offices held over the past five years** • Vice-Chairwoman of the Advisory Board of APCOA Parking Holdings GmbH (Germany). • Chairwoman of the Supervisory Board of Groupe B&B Hotels. • Managing Partner of Lazard Frères et Cie. • Member of the Board of Directors of the Club L-Femmes Forum.
Management experience	• Virginie Morgon has been a member of Eurazeo's Executive Board since January 2008. She co-leads the investment team. • Managing Partner at Lazard Frères et Cie in Paris from 2000 to 2007 after working as an investment banker in New York and London, Virginie Morgon was in charge of Lazard's Food, Retail, and Consumer Goods sector for Europe. • In the 15 years spent at Lazard, she advised numerous companies such as Air Liquide, Danone, Kingfisher/Castorama, Kesa/Darty, and Publicis and established close relationships with their senior executives. • Virginie Morgon is, in particular, a Director of Accor and Edenred, Chairwoman of the Advisory Board of APCOA Parking Holdings GmbH and the Supervisory Board of APCOA Parking AG, and Manager of Intercos SpA. • She is a member of the Board of Directors of the Women's Forum for the Economy & Society (WEFCOS). • She is a graduate of the *Institut d'Études Politiques* of Paris and has a master's degree in economics and management (MIEM) from the University of Bocconi (Milan, Italy).

First name, last name and age	**Luis Marini-Portugal** Age: 41 Director of Investments Member of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Executive Board of Eurazeo **. • Managing Director of Ray France Investment. • Chairman of the Board of Directors of Holdelis. • Manager of Investco 5 Bingen (Partnership). • Manager of Investco 4i Bingen (Partnership). **Current offices and positions held excluding companies controlled * by Eurazeo** • Class B Manager of RAY INVESTMENT S.à.r.l. (Luxembourg). • Member of the Supervisory Board of Rexel **. • Director of Passerelles & Compétences (non-profit organization). • Director of T&F (non-profit organization). **Other positions and offices held over the past five years** • Chairman of the Supervisory Board of Groupe B&B Hotels. • Manager of Eurazeo Entertainment Lux S.à.r.l. (Luxembourg). • Director of Legendre Holding 17, Arabelle and RedBirds Participations. • Representative of BlueBirds II Participations Sarl on the Board of Directors of Eutelsat Communications and Eutelsat.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

Management experience	• Luis Marini-Portugal has been a member of the Executive Board of Eurazeo since 2008. He joined Eurazeo in 1999 and has worked on numerous investments, including B&B Hotels, Elis, Eutelsat, Ipsos, Rexel, and Terreal. Before joining Eurazeo in 1999, Luis Marini- Portugal worked at JP Morgan in London and Paris on corporate advisory assignments and capital markets. • Luis Marini-Portugal is a member of the Supervisory Board of Rexel, a member of the Management Board of RAY INVESTMENT S.à.r.l. and Chairman of the Board of Directors of Holdelis (Elis). • He is a graduate of the *Hautes Etudes Commerciales* (HEC) business school in Paris.

First name, last name and age	**Fabrice de Gaudemar** Age: 37 Director of Investments Member of the Executive Board
End date of term of office	2014
Offices and positions held in other companies as of January 31, 2011	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Executive Board of Eurazeo **. • Member of the Supervisory Board of ANF Immobilier **. • Permanent representative of Eurazeo on the Board of Directors of Europcar Groupe. • Manager of Investco 5 Bingen (Partnership). • Chairman of Legendre Holding 25. • Member of the Strategy Committee of Fonroche Energie SAS. **Current offices and positions held excluding companies controlled * by Eurazeo** • Member of the Supervisory Board of Tag Technologies SAS. **Other positions and offices held over the past five years** • Manager of Eurazeo Entertainment Lux S.à.r.l. (Luxembourg). • Director of RedBirds Participations, Legendre Holding 18, and Legendre Holding 17. • Manager of ECIP Elis Sarl (Luxembourg) and ECIP Agree Sarl (Luxembourg). • Director of Eurazeo Management Lux (Luxembourg).
Management experience	• Fabrice de Gaudemar has been a member of the Executive Board of Eurazeo since 2010. • He joined Eurazeo in 2000 and participated in making or monitoring investments in Eutelsat, Cegid, Rexel, Europcar and APCOA. Before joining Eurazeo, Fabrice de Gaudemar was project manager at the Ministry of Defense, where he was responsible for designing and deploying new telecommunications networks. • Fabrice de Gaudemar is a permanent representative of Eurazeo on the Board of Directors of Europcar Groupe. • He is a graduate of *Ecole Polytechnique* and *Ecole Nationale Supérieure des Télécommunications*.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

2.1.3 SUPERVISORY BOARD

2.1.3.1 Members of the Supervisory Board

The Shareholders' Meeting of May 7, 2010 amended the duration of the terms of office of members of the Supervisory Board. The Supervisory Board meeting of June 17, 2010 adopted an Internal Rules provision providing for the staggered renewal of its members and during its meeting of August 30, 2010, the Board drew lots to determine which member terms of office would be renewed first.

The results of this draw were as follows:

- The following members of the Supervisory Board will end their terms of offices at the close of the Ordinary Shareholders' Meeting held in 2012:
  > Georges Pauget,
  > Richard Goblet d'Alviella,
  > Antoine Bernheim,
  > Roland Du Luart.

- The following members of the Supervisory Board will end their terms of offices at the close of the Ordinary Shareholders' Meeting held in 2013:
  > Kristen van Riel,
  > Jean Laurent,
  > Jean Gandois,
  > Jacques Veyrat.
- The following members of the Supervisory Board will continue their terms of offices until the close of the Ordinary Shareholders' Meeting held in 2014:
  > Olivier Merveilleux du Vignaux,
  > Anne Lalou,
  > Bertrand Badré,
  > Michel David-Weill.

First name	Last name	Business address	Position at Eurazeo	Independent
Members of the Supervisory Board				
Michel	David-Weill	C/o Eurazeo 32, rue de Monceau – 75008 Paris	Chairman	
Jean	Laurent	C/o Eurazeo 32, rue de Monceau – 75008 Paris	Vice-Chairman	X
Bertrand	Badré	Crédit Agricole SA 12, place des États-Unis – 92120 Montrouge		
Antoine	Bernheim	Leonardo & Co 73, rue d'Anjou – 75008 Paris		
Jean	Gandois	C/o Eurazeo 32, rue de Monceau – 75008 Paris		X
Richard	Goblet d'Alviella	SOFINA SA Rue de l'Industrie, 31 – B -1040 Brussels, Belgium		X
Anne	Lalou	Nexity 1, terrasse Bellini – TSA 48200 – La Défense 11 92919 Paris La Défense Cedex		X
Roland	du Luart	Sénat Palais du Luxembourg – 75291 Paris Cedex 06		X
Olivier	Merveilleux du Vignaux	MVM Avenue Franklin Roosevelt, 6 – B – 1050 Brussels, Belgium		
Georges	Pauget	C/o Eurazeo 32, rue de Monceau – 75008 Paris		
Kristen	van Riel	IRR France SAS 17, avenue Georges V – 75008 Paris		
Jacques	Veyrat	Louis Dreyfus 7, rue Képler – 75116 Paris		X
Non-voting members				
Jean-Pierre	Richardson	Richardson 2, place Gantès – BP 41917 13225 Marseilles Cedex 02		n/a
Bruno	Roger	Lazard Frères 121, boulevard Haussmann – 75008 Paris		n/a
Marcel	Roulet	C/o Eurazeo 32, rue de Monceau – 75008 Paris		n/a

The Supervisory Board meeting of March 24, 2011 reviewed the independence of its members. All AFEP-MEDEF recommended criteria for assessing the independence of Supervisory Board members were applied, except for the criteria "has not been a Director of the Company in the last 12 years."

A Supervisory Board member is therefore considered to be independent if he or she:

- is not an employee or corporate officer of the Company, or an employee or Director of its parent or a company that it consolidates, and has not been for the previous five years;
- is not a corporate officer of a company in which the Company holds a directorship, either directly or indirectly, or in which an employee or corporate officer of the Company (currently in office or having held such office for less than five years) is a Director;
- is not to a material extent a client, supplier, investment banker or corporate banker of the Company or its Group of companies, or any of its subsidiaries, or a company that relies on the Company for a significant proportion of its business;
- is not bound by close family ties to a corporate officer;

- is not, and has not been over the previous five years, a statutory auditor of the Company.

In addition, in the case of major shareholders holding over 10% of the Company's share capital or voting rights, the AFEP-MEDEF Code stipulates that "the Board, upon a report from the Appointment Committee, should systematically review such Directors' independent status, taking into account the Company's shareholding structure and the existence of a potential conflict of interest". The Supervisory Board followed this recommendation.

In accordance with the above criteria, the Supervisory Board decided that the following members qualify as independent:

- Jean Laurent ;
- Jean Gandois ;
- Richard Goblet d'Alviella ;
- Anne Lalou ;
- Roland Du Luart ;
- Jacques Veyrat.

Supervisory Board members must own a minimum of 250 shares.

As of January 31, 2011, Supervisory Board members and non-voting members together held a total of 159,549 shares, representing 0.28% of the share capital and 0.29% of voting rights.

2.1.3.2 Offices and positions – Management experience

MEMBERS OF THE SUPERVISORY BOARD AS OF DECEMBER 31, 2010

First name, last name and age	**Michel David-Weill** Age: 78 Chairman of the Supervisory Board
Date of initial appointment	May 15, 2002
End date of term of office	2014
Main position held excluding Eurazeo	Company Director.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Director and Chairman of the Appointment and Compensation Committee of Groupe Danone **. • Director of Gruppo Banca Leonardo Spa. • Manager of Parteman (SNC). **Other positions and offices held over the past five years** • Member of the Supervisory Board of Publicis Groupe. • Director of Fonds Partenaires-Gestion. • Manager and then liquidator of BCNA SNC. • Member of the Audit Committee of Publicis Groupe. • General Partner and Manager of Partena (limited partnership).
Management experience	• Chairman of Lazard LLC until May 2005, Michel David-Weill has also been Chairman and Chief Executive Officer of Lazard Frères Banque and Chairman and Managing Partner of Maison Lazard SAS. • Michel David-Weill is recognized as one of the foremost international investment bankers. He is also a Director of Groupe Danone. • In the United States, he is a member of the Board of Directors of the Metropolitan Museum of Art and Director of the New York Hospital. In France, Michel David-Weill is a member of the Institut (*Académie des Beaux-Arts*) and Chairman of the *Conseil Artistique des Musées Nationaux* and holds various positions in several arts and cultural organizations. • Michel David-Weill is a graduate of *Lycée Français de New York* and of the *Institut des Sciences Politiques*.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Jean Laurent** Age: 66 Vice-Chairman of the Supervisory Board
Date of initial appointment	May 5, 2004
End date of term of office	2013
Main position held excluding Eurazeo	Chairman of the Supervisory Board of Foncière des Régions.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman of the Supervisory Board of Foncière des Régions. • Member of the Supervisory Board of M6 Télévision. • Director and Chairman of the Social Responsibility Committee and Member of the Appointment and Compensation Committee of Groupe Danone **. • Chairman of the Board of Directors of Institut Europlace de Finance. • Director of Crédit Agricole Egypt SAE. • Director of Unigrains. **Other positions and offices held over the past five years** • Chairman of the Finance Innovation Competition Cluster. • Director and Vice-Chairman of Banco Espirito Santo (Portugal) • Chairman of the Board of Directors of Calyon.
Management experience	• Jean Laurent is a graduate of *École Nationale Supérieure de l'Aéronautique* (1967) and holds a master of sciences degree from Wichita State University. • He has spent his entire career with the Crédit Agricole group, beginning with the Toulouse and then the Loiret and Ile de France (Greater Paris) regional offices of Crédit Agricole, where he was directly involved in or supervised various retail bank businesses. • He then joined Caisse Nationale du Crédit Agricole, firstly as Deputy Managing Director (1993-1999) and then as Managing Director (1999-2005). In this role, he was responsible for the Crédit Agricole SA IPO (2001), followed by the acquisition and integration of Crédit Lyonnais in the Crédit Agricole group. • A Director of several companies, he was recently appointed Chairman of the Supervisory Board of Foncière des Régions.

First name, last name and age	**Bertrand Badré** Age: 43
Date of initial appointment	May 7, 2010
End date of term of office	2014
Main position held excluding Eurazeo	Group Chief Financial Officer of Crédit Agricole SA.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Director of CACEIS, Crédit Agricole Assurances, Crédit Agricole Covered Bonds and Emporiki Bank. • Group Chief Financial Officer of Crédit Agricole SA **. • Member of the Executive Committee of Crédit Agricole SA **. • Independent Director of Haulotte group ** and Sofiouest. **Other positions and offices held over the past five years** • Managing Partner of Lazard Frères Banque. • Director of Amundi (formerly Crédit Agricole Asset Management) and Newedge Group. • Member of the Supervisory Board of CACEIS. • Director and Vice-Chairman of SFEF. • Member of the Executive Committee of Crédit Agricole SA.
Management experience	• Bertrand Badré began his career in 1989 as Assistant Group Controller of BFI-Ibexa, a French-American Company that sells electronic components. After graduating from ENA in 1995, he joined the French National Audit Office, where he was primarily in charge of the report that led to the reform of the Caisses d'Epargne (1997-1998), thus gaining valuable insight into the French banking sector. • In 1999, he joined Lazard, first in London, where he spent 18 months as an Assistant Director, then in New York, where he was appointed Vice-Chairman then Director in the Mergers and Acquisitions Department, specializing in the financial services sector. • In early 2003, Bertrand Badré joined the French Presidency's diplomatic team, led by Michel Camdessus (former Managing Director of the IMF). He was closely involved in the preparation of the G8 summit in Evian and was general coordinator of the working group on the new international financial contributions (Landau report). • In 2004, he joined Lazard in Paris as Managing Partner in the Financial Services Department. In July 2007, Bertrand Badré was appointed Chief Financial Officer of Crédit Agricole SA. • He is a graduate of ENA, HEC business school and *Institut d'Etudes Politiques* in Paris and holds a masters in history from Sorbonne University.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Antoine Bernheim** Age: 86
Date of initial appointment	May 15, 2002
End date of term of office	2012
Main position held excluding Eurazeo	Company Director.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Vice-Chairman and Director of LVMH (Moet Hennessy Louis Vuitton) **, Bolloré **, LVMH Fashion Group and LVMH Finance. • Vice-Chairman and Member of the Supervisory Committee of Financière Jean Goujon. • Vice-Chairman of Alleanza Toro (Italy) **. • Director of Europacorp, BSI: Banca della Svizzera Italiana (Switzerland), Generali France, Christian Dior SA **, Christian Dior Couture, Generali España Holding (Spain), Generali Holding Vienna (Austria), Generali Deutschland Holding AG (Germany), Ciments Français **, Graafschap Holland (Netherlands), LVMH Inc. (USA), Mediobanca (Italy) ** and Havas **. • Member of the Supervisory Board of Le Monde SA and Société Éditrice du Monde. • Managing Director of Société Française Générale Immobilière (SFGI). • Representative of Assicurazioni Generali SpA as Director of Banco Santander. **Other positions and offices held over the past five years** • Vice-Chairman of the Supervisory Board of Intesa Sanpaolo (Italy). • Chairman of Assicurazioni Generali SpA (Italy). • Vice-Chairman of Alleanza Assicurazioni (Italy). • Vice-Chairman and Director of Bolloré Investissement. • Director of Compagnie Monégasque de Banque and Banca Intesa SpA (Italy). • General Partner of Partena. • Partner of Lazard LLC (USA). • Member of the Supervisory Board of Mediobanca (Italy).
Management experience	• From 1973 to 2010, Antoine Bernheim was Director, Vice-Chairman (1990 to 1995 and 2001 to 2002) and Chairman (June 1995 to April 1999 and 2002 to 2010) of Assicurazioni Generali SpA. • He was Senior Partner of Lazard Frères (1967-1999), Partner of Lazard LLC (2000-2005), Chairman and Managing Director of La France (1972-1997), and Chairman and Managing Director of Euromarché (1981-1991). • He is a Grand Cross of the French Legion of Honor, Commander of Arts and Letters, *Knight* of the *Grand* Cross of the Order of Merit of the Italian Republic, and Commander of the Order of Cruzeiro do Sul of Brazil. • Antoine Bernheim holds a bachelor's degree in science, is a graduate at law, and has a graduate degree in private and public law.

First name, last name and age	**Jean Gandois** Age: 81
Date of initial appointment	May 15, 2002
End date of term of office	2013
Main position held excluding Eurazeo	Member of the Board of Directors of Institut Curie and Vigeo.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Member of the Board of Directors of Institut Curie and Vigeo. **Other positions and offices held over the past five years** • Director of Suez and Groupe Danone. • Member of the Board of Directors of Suez Tractebel (Belgium).
Management experience	• Jean Gandois was the Chairman of CNPF (MEDEF) from 1994 to 1997. • He was Chairman and Managing Director of several French listed companies, including Rhône Poulenc and Pechiney (1986-1994). He was previously Chairman of the Supervisory Board of Suez, a member of the Board of Directors or Supervisory Boards of BNP, Paribas, PSA, Schneider Electric, Groupe Danone (France), Siemens A.G. (Germany), and Akzo-Nobel and Rodamco (Netherlands), and Chairman of the Board of Directors of Cockerill Sambre (Belgium). • He served as Chairman of the Audit Committee of Groupe Danone for several years until 2005.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Richard Goblet d'Alviella** Age: 62
Date of initial appointment	May 15, 2002
End date of term of office	2012
Main position held excluding Eurazeo	Vice-Chairman and Chief Executive Officer of Sofina SA.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Vice-Chairman and Chief Executive Officer of Sofina SA (Belgium) **. • Chief Executive Officer of Union Financière Boël SA (Belgium) and Société de Participations Industrielles SA (Belgium). • Director and Member of the Audit Committee of Groupe Danone **and Caledonia Investments (UK) **. • Director and Member of the Compensation Committee of Delhaize Group (Belgium) **. • Director of Henex (Belgium) **. • Non-voting member of the Board of Directors of GDF/Suez (France) **. **Other positions and offices held over the past five years** • Director of Société Européenne des Satellites (Luxembourg), ADSB Telecommunications NV/ Belgacom (Netherlands), Tractebel (Belgium), Glaces de Moustier sur Sambre (Belgium), Suez (France) and Finasucre (Belgium).
Management experience	• Since 1989, Richard Goblet d'Alviella has been the Vice-Chairman and Chief Executive Officer of Sofina SA and a Director of various listed companies in the Sofina group's portfolio, such as Delhaize (Belgium), Danone (1) (France) and Caledonia Investments (1) (United Kingdom). • He is also Executive Director of Union Financière Boël (Belgium) and Société de Participations Industrielles (Belgium), a Director of Henex (Belgium) and a non-voting member of the Board of Directors of GDF/Suez (France). • Richard Goblet d'Alviella holds a business degree from Université Libre de Bruxelles and an MBA from Harvard Business School (1974).

(1) Member of the Audit Committee.

First name, last name and age	**Anne Lalou** Age: 47
Date of initial appointment	May 7, 2010
End date of term of office	2014
Main position held excluding Eurazeo	Managing Director, Distribution Division, Nexity.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairwoman of SAS Nexity Solutions. • Director of SAS Naxos. • Permanent representative of Nexity Franchises on the Board of Directors of Guy Hoquet L'Immobilier SA. • Member of the Supervisory Board of SAS Century 21 France. **Other positions and offices held over the past five years** • Director of SAS Neximmo 39, SA Guy Hoquet L'Immobilier, SAS Financière Guy Hoquet L'Immobilier and SAS Naxos. • Member of the Executive Board of SAS Neximmo 39. • Vice-Chairwoman and Member of the Supervisory Board of SA Financière de la Baste. • Permanent representative of Nexity as Chairwoman and member of the Supervisory Board of SAS Parcoval. • Permanent representative of Nexity Initiale as a member of the Supervisory Board of SAS Parcoval. • Co-manager of Sarl FDC Holdings. • Independent liquidator of Sarl FDC Holdings.
Management experience	• Anne Lalou, Managing Director of the Distribution Division of Nexity, began as Signing Officer then Deputy Director within the Mergers and Acquisitions Department of Lazard in London and then Paris before becoming Director of Forecasting and Development at Havas. • She was Chairwoman and Managing Director of Havas Edition Electronique before joining Rothschild & Cie as Manager. • She joined Nexity in 2002, where she held the offices of corporate secretary and Director of Development before taking over the General Management of Nexity- Franchises in 2006. • She is a graduate of the *Ecole Supérieure des Sciences Economiques et Commerciales* (ESSEC) business school.

** Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

*** Listed company.*

First name, last name and age	**Roland Du Luart** Age: 71
Date of initial appointment	May 5, 2004
End date of term of office	2012
Main position held excluding Eurazeo	Vice-President of the French Senate and Chairman of the Sarthe General Council [(1)].
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Vice-President of the French Senate. • Chairman of the Sarthe General Council [(1)]. • Chairman of the Huisne Sarthoise Business Park Inter-Communal Authority (SMPAD PHS) [(1)], the Le Mans 24 Hours Circuit Inter-Communal Authority [(1)] and the Perche Sarthois Authority. **Other positions and offices held over the past five years** • Director of Gestion du Circuit des 24 Heures du Mans (SEM).
Management experience	• Roland du Luart is Senator of Sarthe and member of the UMP party, Vice-President of the French Senate, Member of the French Finance, Budget and National Accounts Commission, Special Budget Reporter for the Justice Ministry, a permanent member of the Penitentiary Administration Advisory Council, a permanent member (for the Senate) of the Board of Directors of *Établissement public de financement et de restructuration* and a permanent member of the Financial Sector Advisory Committee. • He is also a member of the French section of the *Assemblée Parlementaire de la Francophonie* and Chairman of the France-Brazil Friendship Group. He is the UMP Chairman of the Sarthe General Council [(1)], Municipal Counselor of Tuffé, and Deputy Mayor of Luart. • He was the Mayor of Luart from 1965 to 2001, Chairman of the Sarthe Hunting Federation from 1976 to 1998 and Chairman of the Pays de l'Huisne Sarthoise municipalities association from 1996 to March 2006.

(1) Term of office ends in April 2011.

First name, last name and age	**Olivier Merveilleux du Vignaux** Age: 54
Date of initial appointment	May 5, 2004
End date of term of office	2014
Main position held excluding Eurazeo	Manager of MVM Search Belgium.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Manager of MVM Search Belgium. **Other positions and offices held over the past five years** • Director of Lazard LLC (USA). • Manager of MVM – Merveilleux du Vignaux Michaux. **Other information** • Mr. du Vignaux is the son-in-law of Michel David-Weill.
Management experience	• In 1993, Olivier Merveilleux du Vignaux created MVM, a direct recruitment firm, of which he is the Manager. • He was a Director of SAFAA until 1993, established and developed a recruitment firm with a partner from 1984 to 1992 and worked for Korn Ferry from 1980 to 1984, where he recruited senior executives through the direct recruitment method. • He is a business school graduate.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Georges Pauget** Age: 63
Date of initial appointment	May 7, 2010
End date of term of office	2012
Main position held excluding Eurazeo	Chairman of AMUNDI and Chairman of SAS Economie, Finance et Stratégie.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman of the Board of Directors of Amundi Group and Viel & Cie. • Director of Danone Communities, Cub Med and Valeo **. • Representative of Crédit Agricole SA within the TSE Club des Partenaires. • Chairman of Insead OEE data service, SAS *Économie Finance et Stratégie*, the Finance Innovation Competition Cluster (Europlace), IEFP (*Institut pour l'Education Financière du Public)* and the European bank card Monet Project. • Honorary Chairman of LCL. **Other positions and offices held over the past five years** • Chairman of Crédit Agricole Corporate and Investment Bank. • Director of Banca Intesa. • Managing Director of Crédit Agricole SA. • Managing Director and then Chairman of Crédit Lyonnais. • Chairman of the French Banking Federation
Management experience	• Georges Pauget has spent most of his career with the Crédit Agricole group. He held positions of responsibility within Crédit Agricole SA and its subsidiaries before joining the senior management of several regional offices of Crédit Agricole then, in 2003, Crédit Lyonnais. • In 2005 he became Chairman of LCL (Crédit Lyonnais) and Crédit Agricole CIB. • Georges Pauget is currently Chairman of Amundi, Viel & Cie and SAS Economie, Finance et Stratégie and Honorary Chairman of LCL. • He holds a PhD in economics and teaches courses at Paris-Dauphine University and at Beijing University as associate professor. He is Director of the Management Research Chair at Paris-Dauphine University. In 2010, he received the Turgot prize for the best financial economics book for his work "*La banque de l'après crise*."

First name, last name and age	**Kristen van Riel** Age: 60
Date of initial appointment	May 7, 2010
End date of term of office	2013
Main position held excluding Eurazeo	Chairman of IRR France SAS and Edouard Family Trust Company, Inc.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman of Edouard Family Trust Company, Inc. and IRR France SAS. • Manager of Montreux LLC, Lakonia Management LLC, IRR K LLC, SHY LLC, and Mainz Holdings LLC. • Director of HF Investments Ltd, Finance & Trading Ltd, and Investor International Ltd. **Other positions and offices held over the past five years** None.
Management experience	• Kristen van Riel was a partner attorney and founder of the firm Salans Hertzfeld Heilbronn & van Riel from 1979 to 1989 before joining the firm Willkie Farr & Gallagher as partner attorney from 1989 to 1997. • He was the Managing Director of Sotheby's France from 1997 to 1998. • Kristen van Riel has been Chairman of IRR France since 1999 and Chairman of EFTC Ltd. since 2005. • He is a member of the Pierre Gianadda, Martigny Foundation (in Switzerland), Vice-Chairman of the Henri Cartier Bresson Foundation, Director of the Museum of Decorative Arts and Director of AROP. • Kristen van Riel holds a bachelor's degree in law, is a graduate of *Institut d'Etudes Politiques* in Paris, and has a Master of Law degree from New York University.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Jacques Veyrat** Age: 48
Date of initial appointment	May 14, 2008
End date of term of office	2013
Main position held excluding Eurazeo	Chairman and Managing Director of Louis Dreyfus SAS.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman and Managing Director of Louis Dreyfus SAS. • Director of Direct Energie SA and IMERYS **. • Director of HSBC France. • Chairman of Louis Dreyfus Holding BV. • Chairman of IMPALA Holding SAS. **Other positions and offices held over the past five years** • Chairman of the Board of Directors of Neuf Cegetel. • Managing Director of Neuf Cegetel. • Member of the Supervisory Board of Jet Multimédia and Altamir Amboise. • Director of TAJAN SA.
Management experience	• Jacques Veyrat is a graduate of *École Polytechnique* and *École des Ponts et Chaussées* in Paris. He has held various managerial positions in the companies of the Louis Dreyfus group since 1995, especially within Louis-Dreyfus Armateurs SNC. • Before joining the Louis Dreyfus group, he served in the Treasury Department at the French Ministry of Finance from 1989 to 1993, then at the French Ministry of Infrastructure from 1993 to 1995. • In 1998, he founded LDCom, later renamed Neuf Telecom in 2004 then Neuf Cegetel in 2005. • Jacques Veyrat has been Chairman and Managing Director of the Louis Dreyfus group since the sale of Neuf Cegetel to SFR in April 2008.

NON-VOTING MEMBERS AS OF DECEMBER 31, 2010

First name, last name and age	**Jean-Pierre Richardson** Age: 72
Date of initial appointment	May 14, 2008
End date of term of office	2014
Main position held excluding Eurazeo	Chairman and Managing Director of SA Joliette Matériel.
Other offices and positions held in other companies as of December 31, 2010	**Current positions and offices held in companies controlled * by Eurazeo** • Member of the Supervisory Board of ANF Immobilier **. **Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman and Managing Director of SA Joliette Matériel. **Other positions and offices held over the past five years** • Member of the Supervisory Board of Eurazeo.
Management experience	• Jean-Pierre Richardson is the Chairman and Managing Director of SA Joliette Matériel, a family holding company and Chairman of SAS Richardson. • He joined SAS Richardson in 1962, a 51%-owned subsidiary of Escaut et Meuse, which later merged with Eurazeo. He managed its operations from 1969 to 2003. • From 1971 to 1979, he served as a judge at the Marseilles Commercial Court. • Jean-Pierre Richardson is a 1958 graduate of the *Ecole Polytechnique*.

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

First name, last name and age	**Bruno Roger** Age: 77 Honorary Chairman of Eurazeo
Date of initial appointment	May 5, 2004
End date of term of office	2014
Main position held excluding Eurazeo	Chairman of Lazard Frères (SAS) and Compagnie Financière Lazard Frères (SAS) and Chairman and Managing Director of Lazard Frères Banque.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Chairman of Lazard Frères (SAS) and Compagnie Financière Lazard Frères (SAS). • Chairman and Managing Director of Lazard Frères Banque. • Managing Partner of Lazard Frères and Maison Lazard et Compagnie. • Chairman of Global Investment Banking of Lazard **. • Member of the Executive Committee of Lazard Frères Group **. • Managing Director of Lazard Frères Group **. • Director of Cap Gemini **. **Other positions and offices held over the past five years** • None.
Management experience	• Bruno Roger was Manager of Lazard (1973), then Managing Partner (1978), Vice-Chairman and Executive Director (2000-2001) and Chairman (since 2002). • He has been a Managing Partner of Maison Lazard et Cie (1976), a Managing Partner of Lazard Partners Ltd Partnership (1984-1999), Managing Partner (1992) then Managing Director (1995-2001) of Lazard Frères and Co, New York and Co-Chairman of the European Advisory Board of Lazard (2005-2006). He is Chairman of Lazard Frères SAS and Compagnie Financière Lazard Frères SAS (since 2002), Chairman and Managing Director of Lazard Frères Banque (since 2009), Chairman of Global Investment Banking of Lazard (since 2005), and Managing Director and Executive Committee Member of Lazard Frères Group. • After serving as Vice-Chairman and Managing Director of Eurafrance (1974-2001) and Chairman and Managing Director of Financière et Industrielle Gaz et Eaux then Azeo (1990-2002), he was Chairman of the Eurazeo Supervisory Board (2002-2003) after Azeo merged with Eurafrance. • He has been a member of the Supervisory Board of UAP (now Axa) (1994-2005) and Pinault-Printemps (1994-2005) and has served on the Board of Directors of Saint-Gobain (1987-2005), Thomson CSF (now Thales) (1992-2002), Sofina (1989- 2004), Marine Wendel (1988-2002), SFGI (1987-2001), and Sidel (1993- 2001). He has also been a Director of Cap Gemini since 1983. • He is the Honorary Chairman of the French Society of Financial Analysts. • He is Chairman of the Aix-en- Provence International Music Festival. • Bruno Roger is a graduate of the *Institut d'Études Politiques* (IEP) in Paris.

First name, last name and age	**Marcel Roulet** Age: 78
Date of initial appointment	May 7, 2010
End date of term of office	2014
Main position held excluding Eurazeo	Consultant, Company Director.
Other offices and positions held in other companies as of December 31, 2010	**Current offices and positions held excluding companies controlled * by Eurazeo** • Director of HSBC France and France Télécom **. • Chairman of the Supervisory Board of GIMAR Finance & Cie SCA. **Other positions and offices held over the past five years** • Member of the Supervisory Board of Eurazeo. • Non-voting Director of PagesJaunes, Cap Gemini and Technicolor (formerly Thomson). • Director of Thomson and Thalès (permanent representative of TSA).
Management experience	• Marcel Roulet was the Chairman and Managing Director of THOMSON-CSF from 1996 to 1998 and of THOMSON SA from 1996 to 1997. He was previously the Chairman of France Télécom (1991-1995), Managing Director of Telecommunications (1986-1990), Managing Director of Postal Services (1984–1986), Deputy Managing Director of Telecommunications and Director of Financial Programs and Affairs (1981-1984), and Head of the Financial Programs and Affairs Department at the Telecommunications Directorate (1978-1981). He was the Regional Director of Telecommunications in Clermont-Ferrand (1975-1977), Director of Telecommunications Operations in Annecy (1973-1975), Chief Engineer at the Regional Telecommunications Division in Lyons (1969-1973), an Official Representative with the Secretariat of State for Technical Cooperation (1968-1969), and Director of Telecommunications for Côte d'Ivoire (1962-1964) and Senegal (1964-1968). • He is a graduate of *École Polytechnique* (class of 1954) and of *École Nationale Supérieure des Télécommunications* (class of 1959).

* *Articles L. 225-21 para. 2, L. 225-77 para. 2 and L. 225-94 para. 1 of the French Commercial Code.*

** *Listed company.*

2.1.3.3 Declarations relating to corporate governance

PERSONAL INFORMATION REGARDING EXECUTIVE BOARD AND SUPERVISORY BOARD MEMBERS

There are no family ties between members of the Supervisory Board and/or members of the Executive Board.

One member of the Supervisory Board, Olivier Merveilleux du Vignaux, is the son-in-law of the Chairman of the Supervisory Board.

To the best of Eurazeo's knowledge, no member of its Supervisory Board or Executive Board has been convicted of fraud in the past five years. No member of the Supervisory Board or Executive Board has been involved in a bankruptcy, receivership or liquidation in the past five years and no member has been charged with or publicly sanctioned for an offense by a legal or regulatory authority, with the exception of the situations specified in the section entitled "Litigation".

No member has been barred by a court order from serving as a Director or member of an Executive or Supervisory body of an issuer or from participating in the management or governance of an issuer in the past five years.

CONFLICTS OF INTEREST

To the best of the Company's knowledge and as of the date of this Registration Document, there are no potential conflicts of interest between the duties of the members of the Supervisory Board or Executive Board towards Eurazeo and their private interests or other duties.

To the best of the Company's knowledge, there are no arrangements or agreements with shareholders, customers, suppliers or others under which a Supervisory Board or Executive Board member was appointed in this capacity.

Except for shares resulting from the exercise of options by members of the Executive Board, which are subject to the holding requirements referred to in Section 7.1 and the obligations pursuant to the Agreement (presented in Section 6.5 of the Chapter, "Information on the Company and the Share Capital") to which the Supervisory Board member party to this Agreement is subject, to the best of the Company's knowledge, no member of the Supervisory Board or the Executive Board has agreed to any restriction on the sale of some or all of the shares held by him/her within a given period of time.

2.1.4 BOARD COMMITTEES

The Supervisory Board has set up three specialized, permanent committees to help in the decision-making process. Although the length of Committee membership coincides with the member's term of office on the Supervisory Board, the Supervisory Board may change the composition of its committees at any time, thereby removing a member from a Committee. The duties and operating rules of these three committees are set out in charters, the basic terms of which are summarized below.

Audit Committee

Composition: 4 members (including 3 independent members) and 2 non-voting members.

The Audit Committee is chaired by Jean Laurent. In addition to its Chairman, Committee members are Jean Gandois, Richard Goblet d'Alviella, Marcel Roulet (1), Jean-Pierre Richardson (1) and Bertrand Badré (2).

In compliance with the law, the Audit Committee assists the Supervisory Board in examining questions relative to the preparation and verification of accounting and financial information, which involves monitoring:

- the preparation of financial information;
- the effectiveness of internal-control and risk-management procedures;
- the audit of the annual Company and consolidated financial statements by the Statutory Auditors; and
- the independence of the Statutory Auditors.

Audit Committee meetings are called by its Chairman. They may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

The Audit Committee met five times in 2010, with an average attendance rate of 100%.

During its meetings, the Committee dealt in particular with the following topics:

- production and communication of accounting and financial information:
  - > review of the annual Company and consolidated financial statements for the year ended December 31, 2009 (with a specific focus on financial asset valuation procedures and impairment tests on goodwill and indefinite life intangible assets), review of the Company financial statements for the quarters ended March 31 and September 30, 2010, review of the half-year Company and consolidated financial statements for the six months ended June 30, 2010 and review of the schedule and closing options for the 2010 annual consolidated financial statements,

(1) Non-voting member.
(2) Appointed to the Audit Committee by the Supervisory Board on August 30, 2010.

- > review of the method used to determine NAV,
- > review of the cash balances and financing situation at the date of each Committee meeting,
- > review of draft media releases relative to the 2010 half-year financial statements;

- risk management and internal controls:
  - > review of the draft 2010 report by the Chairman of the Supervisory Board on internal control and risk management procedures,
  - > half-yearly review of risks and litigation,
  - > review of Eurazeo's risk mapping and methodology,
  - > review of the 2011 Internal Audit plan and of the findings of Internal Audit assignments,
  - > review of the internal control self-assessment mechanism implemented in investments and findings of procedures performed;
- activities of the Audit Committee:
  - > review and approval of the Audit Committee's 2010 Annual Review, included in the Registration Document,
  - > interviews of the financial team and Internal Audit;
- presentation and points raised by the Statutory Auditors:
  - > the Statutory Auditors were heard at each meeting and budgeted fees for 2010 were reviewed,
  - > review and validation of the call for tenders process to select the Statutory Auditors.

Attendance fees allocated to Committee members in respect of 2010, in proportion to their attendance at meetings, totaled €57,000 (including €15,000 for the Chairman).

Compensation and Appointment Committee

Composition: 4 members (including 2 independent members).

The Compensation and Appointment Committee is chaired by Jean Gandois. Its other members are Olivier Merveilleux du Vignaux, Richard Goblet d'Alviella and Georges Pauget (1).

The Committee makes proposals to the Supervisory Board concerning the compensation of its Chairman and Vice-Chairman and Executive Board members, the amount of attendance fees presented for approval to the Shareholders' Meeting and Company share subscription or purchase options granted to Executive Board members.

The compensation of Executive Board members is determined individually for each member. The Committee determines, on the basis of quantitative and qualitative criteria related to the previous year's performance, the amount of variable compensation, which may range from 0% to 150% of the basic bonus. Tables showing the fixed/variable breakdown of each Executive Board member's compensation are presented on pages 54 to 57 of this document.

The Compensation and Appointment Committee also reviews grants of stock options to individual Executive Board members and overall grants of stock options to Eurazeo's salaried employees. To ensure the continued loyalty of its key executives, Eurazeo has a policy of granting stock options on a regular basis. Calculated in accordance with IFRS, the amount granted to each person must not exceed 2 times his or her annual compensation.

Reference to market practice is also made.

The Committee also makes recommendations on the appointment, re-appointment and dismissal of Supervisory and Executive Board members. It is kept informed of the recruitment of senior executives and their compensation.

Committee meetings are convened at least once a year by its Chairman. They may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

The Committee met four times in 2010. It was consulted on the appointment and renewal of the terms of office of Executive Board members, the implementation of the stock option plan for 2010, the determination of the basic bonus and the quantitative and qualitative criteria used to set the variable portion of Executive Board members' compensation for 2010, the independent status of each Board member, the self-assessment review performed by Supervisory Board members, the corporate officer succession plan in the event of an unexpected vacancy, the Compensation and Appointment Committee's charter and the fixed compensation of Executive Board members for 2011. The attendance rate was 94%.

Attendance fees allocated to Committee members in respect of 2010, in proportion to their attendance at meetings, totaled €10,500. The Chairman received €4,500.

Finance Committee

Composition: 9 members (including 4 independent members) and 2 non-voting members.

The Finance Committee is chaired by Michel David-Weill. Its other members are Anne Lalou, Jean Gandois, Jean Laurent, Jacques Veyrat, Bertrand Badré, Kristen van Riel, Marcel Roulet and Bruno Roger, the latter two individuals being non-voting members.

The Finance Committee reviews and issues opinions on certain investment projects and transactions that are subject to the Supervisory Board's approval as required by law, or the Company's Bylaws.

Finance Committee meetings are convened by its Chairman whenever necessary. They may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

The Committee met three times in 2010, with an attendance rate of 83%.

Attendance fees allocated to Committee members in respect of 2010, in proportion to their attendance at meetings, totaled €31,000.

(1) Appointed to the Compensation and Appointment Committee by the Supervisory Board on August 30, 2010.

2.1.5 INTERNAL RULES OF THE SUPERVISORY BOARD

2.1.5.1 Internal Rules of the Supervisory Board

These rules, as set out in Article 13 of the Company's Bylaws, may be modified at any time by decision of the Supervisory Board.

ARTICLE 1: MEMBERSHIP AND RENEWAL OF THE SUPERVISORY BOARD

1. Pursuant to Article 11 of the Company's Bylaws, the Supervisory Board has three (3) to eighteen (18) members appointed by Shareholders' Meetings for a term of four years.
2. The Supervisory Board ensures the implementation and continuation of the staggered renewal of its members in as equal fractions as possible. Where necessary, the Board may invite one or several of its members to resign in order to implement a staggered renewal system.

ARTICLE 2: BOARD ATTENDANCE - INDEPENDENCE

1. Each Supervisory Board member must devote the time and attention required for the exercise of his/her duties and participate regularly in the meetings of the Board and any committees of which he/she may be a member. In the absence of exceptional reasons, any Supervisory Board member failing to attend half of the Board meetings and/or relevant Committee meetings held during one year will be deemed to wish to terminate his/her term of office, and will be invited to resign from the Supervisory Board.
2. The Supervisory Board determines the independence of its members and reviews their independence annually.

   It acts on the advice of the Compensation and Appointment Committee. Members of the Supervisory Board are considered independent if they have no direct or indirect relationship of any kind with the Company, its consolidated group or its management that might affect or detract from their ability to make independent judgments.

A Supervisory Board member is considered to be an independent member if he/she:

- is not currently, and has not been during the previous five years, a corporate officer or employee of the Company or of a company within its consolidated group;
- is not currently, and has not been during the previous five years, a corporate officer of a company in which the Company or one of its employees or representatives serves or has served as a Director;
- does not currently serve, and has not served during the previous five years, as the Statutory Auditor of the Company or of any of its subsidiaries;
- is not, either directly or indirectly and in a material manner, either a client, a supplier, or an investment or corporate banker of the Company or of any of its subsidiaries;
- is not a close relative of a corporate officer of the Company.

The Board may rule that a member who meets the above criteria cannot be considered an independent member due to specific circumstances and, conversely, that a member who does not meet all of these criteria may be considered an independent member.

ARTICLE 3: SUPERVISORY BOARD MEETINGS

1. In accordance with paragraph 3 of Article 12 of the Bylaws, the Board appoints a secretary nominated by the Chairman. The secretary may be a non-member.
2. The Supervisory Board meets as often as necessary and at least once every quarter. Meetings are notified by letter, telegram, fax, e-mail or orally. Notices of meeting may be issued by the secretary to the Supervisory Board.

   Meetings are called by the Chairman, who sets the agenda. The agenda may be agreed only at the time of the meeting. In the absence of the Chairman, the meeting is chaired by the Vice-Chairman, who then assumes all the powers of the former.

   The Chairman must call a Supervisory Board meeting within fifteen days of being asked to do so for a valid reason by at least one-third of its members. If such a request remains unsatisfied, the members who submitted the request may themselves call the meeting and set its agenda.

   Meetings are held at the location indicated in the notice of meeting.
3. Any Supervisory Board member may authorize another member by letter, telegram, fax or e-mail to act on his/her behalf at a meeting. No member may represent more than one other member at the same meeting.

   These provisions also apply to the permanent representative of a legal entity.

   Supervisory Board proceedings are valid only when at least half of its members are present. Decisions are adopted by the majority of members present or represented. Where voting is tied, the Chairman will have the casting vote.
4. Except when adopting resolutions relating to the appointment or replacement of its Chairman and Vice-Chairman, and those relating to the appointment or dismissal of Executive Board members, Supervisory Board members participating in Board meetings by means of video conferencing or another form of telecommunications shall be considered present for the purpose of quorum and voting rules, subject to the provisions of relevant law and regulations.
5. The Supervisory Board may authorize non-members to attend its meetings, whether in person or by means of video conferencing of another form of telecommunications.
6. An attendance register signed by the Supervisory Board members attending meetings is held at the registered office.

ARTICLE 4: MINUTES

Minutes are recorded of all Board meetings, in accordance with applicable legal provisions.

The minutes indicate any use of video conferencing or other form of telecommunications, and the names of all those participating in the meeting through those methods.

The secretary to the Board is authorized to distribute and certify copies or extracts of the minutes.

ARTICLE 5: THE EXERCISE OF SUPERVISORY BOARD POWERS

The Supervisory Board permanently oversees the management of the Company by its Executive Board. In doing so, it exercises the powers conferred upon it by the law and the Bylaws.

Information provided to the Supervisory Board

Throughout the year, the Supervisory Board performs the checks and controls it deems warranted and may request any document it considers necessary to carry out its duties.

The Chairman receives a monthly report from the Executive Board on the Company's investments, cash position, transactions and debt, if any.

At least once every quarter, the Executive Board submits a report on the above matters to the Supervisory Board to which it also presents the Company's business activities and strategy.

The Executive Board also supplies the Supervisory Board with six-monthly budgets and investment plans.

Prior authorizations granted by the Supervisory Board

1. In accordance with Article 14 of the Bylaws, the Supervisory Board communicates in writing to the Executive Board, the duration, amounts and conditions under which it gives prior authorization for one or more of the transactions covered by paragraph 4, sub-paragraphs a) and b) of Article 14 of the Bylaws.
2. In the event of urgency between Supervisory Board meetings, the Chairman of the Supervisory Board may, if so authorized by the Supervisory Board and subject to approval by the Finance Committee, authorize the Executive Board to carry out the transactions covered by paragraph 4, sub-paragraph a) and b) of Article 14 of the Bylaws, provided they are for an amount (defined as the amount considered when applying thresholds, in accordance with Article 14 paragraph 4 of the Bylaws) of between €175 million and €350 million for transactions described in the final and penultimate bullet points of b).

   Such authorization must be given in writing. The Chairman will report on this authorization at the next Supervisory Board meeting, which will be asked to ratify the decision.
3. Acting on behalf of the Supervisory Board, the Chairman authorizes the appointment of any new company representative to the Board of any company in France or abroad in which Eurazeo holds an investment of at least €175 million.
4. The Supervisory Board Chairman may advise the Executive Board at any time on any transaction, whether past, present or future.
5. Prior agreements and/or authorizations granted to the Executive Board under the terms of Article 14 of the Bylaws and this Article must be detailed in the minutes of the proceedings of the Supervisory and Executive Boards.

ARTICLE 6: CREATION OF COMMITTEES - COMMON PROVISIONS

1. Under the terms of paragraph 6 of Article 14 of the Bylaws, the Supervisory Board resolves to set up an Audit Committee, Finance Committee and Compensation and Appointment Committee. All three committees are permanent committees. Their duties and rules are set out in their charters.
2. Each Committee has between three and seven members appointed in a personal capacity, who may not be represented by other members. They are chosen freely by the Board, which ensures that they include independent members.
3. Although the term of Committee membership coincides with the member's term of office on the Supervisory Board, the latter can change the composition of its committees at any time and remove a member from a Committee if necessary.
4. The Board may also appoint one or more non-voting members to sit on one or more committees for whatever duration it sees fit. In accordance with the Bylaws, these non-voting members may take part in Committee proceedings in a solely consultative capacity. They may not act on behalf of Supervisory Board members and may only advise.
5. The Board appoints the Committee Chairman from among its members, and for the duration of his/her appointment as a Committee member.
6. Each Committee reports on the performance of its duties at the next meeting of the Supervisory Board.
7. Each Committee sets the frequency of its own meetings, which are held at the registered office or any other location selected by the Chairman, who also sets the agenda for each meeting. The Committee Chairman may invite Supervisory Board members to attend one or more of its meetings. Only Committee members may take part in deliberations. Each Committee may invite any guest of its choice to attend its meetings.
8. In the absence of specific provisions, the minutes of each Committee meeting are recorded by the secretary appointed by the Committee Chairman, under the authority of the Committee Chairman. The minutes are distributed to all Committee members. The Committee Chairman decides on the conditions governing the way in which the work of the Committee is reported to the Supervisory Board.
9. Each Committee puts forward proposals, recommendations and/or advice within its own field of expertise. For this purpose, it may undertake or commission any studies likely to assist the deliberations of the Supervisory Board.
10. Compensation of Committee members is set by the Supervisory Board, and paid from the total amount of attendance fees for the year.

ARTICLE 7: SUPERVISORY BOARD COMPENSATION

1. The Chairman and Vice-Chairman may receive compensation, the nature, amount and payment methods of which are determined by the Supervisory Board acting upon recommendation of the Compensation and Appointment Committee.

2. The amount of attendance fees set by the Shareholders' Meeting under the terms of Article 15 of the Bylaws is shared between the Supervisory Board, its committees and, where applicable, their advisors in accordance with the following principles:

- the Supervisory Board sets the amount of attendance fees allocated to Supervisory Board members, and the amount allocated to the Chairman and members of each Committee;
- half of the attendance fees allocated to Supervisory Board and Committee members are distributed uniformly, and the remaining half in proportion to actual presence at Board and Committee meetings;
- the Supervisory Board may decide that a proportion of the attendance fees should be allocated to non-voting members, the amount and conditions of such allocation being set by the Supervisory Board itself.

ARTICLE 8: ETHICS

1. Supervisory Board and Committee members, and any person attending Supervisory Board and/or Committee meetings, are bound by a general obligation of confidentiality concerning the proceedings attended, and in respect of any confidential information or information described as such by the Chairman of the meeting concerned or the Chairman of the Executive Board.
2. More particularly, where the Supervisory Board receives precise confidential information capable, when published, of affecting the share price of the Company or one of the companies it controls, then the members of the Board must refrain from communicating this information to any third party until after it has been made public.
3. Every Supervisory Board member must inform the Company by sealed letter conveyed via the Chairman of the Supervisory Board, of any transaction involving his/her shares in the Company. This letter must include details of the number of Company shares held and be submitted within five working days of the transaction to which it refers. Supervisory Board members must also inform the Company of the number of shares they hold as of December 31 of each year, and at the time of any financial transaction, so that the Company can publish this information.
4. The Company may request any Supervisory Board member to provide full information concerning transactions in the shares of listed companies, where such information is necessary to satisfy reporting obligations to national regulatory bodies, and more specifically, market regulators.
5. Where a transaction is planned in which a Supervisory Board member or a non-voting member of the Supervisory Board has a direct or indirect interest (e.g. where a Board member is affiliated with the seller's advisory or funding bank, or the bank advising or funding a Eurazeo competitor in respect of the same transaction, or with a major supplier or customer of a company in which Eurazeo is considering acquiring an investment), the Supervisory Board member or the non-voting member of the Supervisory Board concerned must inform the Chairman of the Supervisory Board of his/her knowledge of the planned transaction, specifying whether his/her interest is direct or indirect and the nature of the interest. The Supervisory Board member or the non-voting member of the Supervisory Board concerned is then required to abstain from participating in Supervisory Board or Committee meetings at which the planned transaction is discussed. Consequently, he/she takes no part in the proceedings of the Supervisory Board or in the vote concerning the planned transaction, and does not receive the relevant section of the minutes.

ARTICLE 9: NOTIFICATION

The Executive Board will be informed of these rules, and will take due note of them under a specific resolution.

2.1.5.2 Audit Committee Charter

ARTICLE 1: DUTIES

In accordance with the law, the general duties of the Eurazeo Audit Committee, acting under the exclusive and collective responsibility of the members of the Eurazeo Supervisory Board, are to assist the Supervisory Board with the monitoring of issues concerning the preparation and control of accounting and financial information.

More specifically, the duties of the Audit Committee include monitoring:

- the preparation of financial information;
- the efficiency of internal-control and risk-management procedures;
- the audit of the annual Company and consolidated financial statements by the Statutory Auditors; and
- the independence of Statutory Auditors.

The Audit Committee also issues a recommendation on the Statutory Auditors proposed for appointment to the Shareholders' Meeting.

The Audit Committee reports regularly to the Supervisory Board on the performance of its duties and informs it immediately of any difficulties encountered.

ARTICLE 2: SCOPE OF ACTIVITIES

In the performance of its duties, the Audit Committee intervenes in the following areas:

- review of the scope of consolidation and draft Company and consolidated financial statements presented to the Supervisory Board for approval;
- review with the Executive Board and the Statutory Auditors of the generally accepted accounting policies and methods applied in the preparation of the financial statements and any amendments to these accounting policies, methods and rules, ensuring the appropriateness thereof;
- review and monitoring of the processes for the production and processing of the accounting and financial information used to prepare the financial statements;
- assessment of the validity of the methods selected to process major transactions;
- review of the Executive Board's presentation on exposure to material off-balance sheet risks and commitments during the review of the financial statements by the Audit Committee;
- review and appraisal, at least once annually, of the efficiency of internal control and risk management procedures implemented, including those relating to the preparation and processing of accounting and financial information;
- periodic review of the cash position;

- approval of the internal audit plan, monitoring of its progress, review of the conclusions of internal audit assignments and follow-up of progress with resulting action plans;
- review, with the Statutory Auditors, of the nature, scope and results of audit procedures performed and their observations and suggestions, particularly with respect to internal control and risk management procedures, accounting practices and the internal audit plan;
- review of the draft report of the Chairman of the Supervisory Board on internal control and risk management procedures implemented by Eurazeo;
- review of the call for tenders procedure for the selection of the Statutory Auditors and issue of a recommendation to the Supervisory Board on the Statutory Auditors proposed for appointment to the Shareholders' Meetings and on the amount of audit fees Eurazeo proposes to pay;
- Statutory Auditor independence.

ARTICLE 3: MEETINGS

The Audit Committee meets at least four times a year and is convened by its Chairman. Meetings may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

For the purposes of quorum and majority rules, Audit Committee members may participate in Committee meetings through video conferencing or another form of telecommunications, in accordance with the conditions authorized or required by prevailing laws and regulations applicable to meetings of the Supervisory Board.

2.1.5.3 Finance Committee Charter

ARTICLE 1: DUTIES

The Finance Committee reviews and issues an opinion on all proposed transactions, actions or proposals to be made to Shareholders' Meetings, submitted to it by the Chairman of the Supervisory Board, particularly in the context of Article 4.2.2 of the Supervisory Board internal rules.

ARTICLE 2: MEETINGS

Finance Committee meetings are convened by its Chairman whenever necessary. They may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

For the purposes of quorum and majority rules, Finance Committee members may participate in Committee meetings through video conferencing or another form of telecommunications, in accordance with the conditions authorized or required by prevailing laws and regulations applicable to meetings of the Supervisory Board.

2.1.5.4 Compensation and Appointment Committee Charter

ARTICLE 1: DUTIES

The Compensation and Appointment Committee is responsible for preparing the decisions of the Supervisory Board regarding corporate officer compensation and the share subscription and purchase option grant policy (and, where applicable, the bonus share grant policy), preparing changes in the composition of the Company's management bodies and overseeing the correct application of market principles with respect to corporate governance.

To this end, the Committee performs the following tasks in particular:

- Compensation:
  - > it makes proposals to the Supervisory Board regarding the various components of Executive Board members' compensation, including fixed and variable compensation, grants of share subscription or purchase options, pension provisions and all other benefits in kind,
  - > it reviews the definition and implementation of the rules for setting the fixed and variable compensation of Executive Board members,
  - > it advises the Board on the general share subscription or purchase option grant policy,
  - > it issues a recommendation to the Board on the total amount of attendance fees for members of the Supervisory Board proposed to the Company's Shareholders' Meeting. It proposes rules for the allocation of these attendance fees and the individual amount payable in this respect to Board members, taking account of their attendance rate at Board and Committee meetings,
  - > it approves information presented to shareholders in the Annual Report on corporate office compensation and the principles and methods guiding the setting of management compensation and the grant to and exercise of share subscription and or purchase options by the latter;
- Appointments:
  - > it issues recommendations on the appointment and re-appointment of members of the Supervisory and Executive Boards,
  - > it is also issues recommendations on the corporate office succession plan,
  - > it is informed of the recruitment of senior executives and their compensation;
- Corporate Governance:
  - > it appraises the work of the Board,
  - > it regularly reviews the position of Supervisory Board members with regard to independence criteria defined by the Board and issues recommendations should the reclassification of members of the Supervisory Board appear necessary,
  - > it considers and issues recommendations on changes in the composition of the Supervisory Board.

ARTICLE 2: MEETINGS

The Committee meets at least once a year and is convened by its Chairman. Meetings may also be called at the request of the Chairman of the Supervisory Board or the Chairman of the Executive Board.

For the purposes of quorum and majority rules, Compensation and Appointment Committee members may participate in Committee meetings through video conferencing or another form of telecommunication, in accordance with the conditions authorized or required by prevailing laws and regulations applicable to meetings of the Supervisory Board.

2.2 COMPENSATION AND OTHER BENEFITS RECEIVED BY CORPORATE OFFICERS

2.2.1 PRINCIPLES GOVERNING THE COMPENSATION OF CORPORATE OFFICERS

The compensation policy for Executive Board members is set by the Supervisory Board on the basis of recommendations made by the Compensation and Appointment Committee.

The compensation paid to Executive Board members is based on the following main principles:

- it comprises a fixed portion, a variable portion, job-related benefits in kind and grants of stock options and/or bonus shares;
- fixed compensation levels for 2010 were set at the Supervisory Board meeting of December 3, 2009, on the basis of Compensation Committee recommendations issued on November 17, 2009;
- fixed compensation levels for 2011 were set at the Supervisory Board meeting of December 15, 2010, on the basis of Compensation and Appointment Committee recommendations issued on December 6, 2010. This fixed compensation was set after commissioning an internationally-reputed external firm to review compensation policies for similar positions in a sample of SBF 120 companies, as well as listed and unlisted private equity companies;
- variable compensation payable in respect of fiscal year 2009 was decided by the Supervisory Board meeting of March 19, 2010, on the basis of Compensation Committee recommendations issued on March 10, 2010;
- variable compensation payable in respect of fiscal year 2010 was decided by the Supervisory Board meeting of March 24, 2011, on the basis of Compensation and Appointment Committee recommendations issued on March 16, 2011;

This variable compensation – identification of bonus objectives and range of quantitative and qualitative criteria applicable for 2010 decided by the Supervisory Board meeting of June 17, 2010 on the basis of recommendations of the Compensation and Appointment Committee issued on May 25 and June 15, 2010 – was determined based on the following items:

- a bonus objective set individually for each member of the Executive Board based on his/her position and responsibilities;
- calculated 60% based on criteria linked to Eurazeo's performance: NAV and EBIT trends of consolidated and equity-accounted companies;
- linked 25% to satisfying individual criteria;
- based 15% on the discretionary appraisal of the Chairman of the Executive Board;
- the variable compensation of the Chairman of the Executive Board, based on qualitative criteria and a discretionary appraisal, was set by the Compensation and Appointment Committee.

It was decided during the Compensation Committee meetings on May 25 and June 15, 2010 to restrict the variable compensation to 150% of the bonus objective attributed to each Executive Board member.

Stock options

The Compensation and Appointment Committee also sets the total number of stock options to be granted to all employees and the number of stock options to be granted to each Executive Board member.

Stock options vest in tranches of one-third from the end of the second year following their grant, subject to the beneficiary being employed by the Company at the end of each vesting period.

When the beneficiary of the options has not been employed by the Company for at least four years at the expiry date of one of the vesting periods, the options corresponding to this period do not definitively vest until the beneficiary has four years' service.

Furthermore, the vesting of the third tranche is subject to Eurazeo's stock market performance, as described in the special report on share subscription and purchase options (Section 7.1).

Share purchase options are granted at the same time each year and with no discount.

For the various stock option plans currently in force (excluding the 2001/2 and 2008/1 plans), the Executive Board granted such options at the meeting held after the Shareholders' Meeting.

Furthermore, stock options, measured in compliance with IFRS, may not represent more than two-times each individual's total compensation. The use of hedging instruments is strictly prohibited.

Bonus shares granted under the stock options plan

Since the 2009 plan, the Compensation Committee has authorized Executive Board members and executive-level staff holding stock options, who so wish, to convert part of their stock options to bonus share grants under the following conditions:

- 1 bonus share for 4 stock options;
- this possibility is restricted to 50% of total stock options granted (except for managerial staff not members of the Executive Board, who can convert all stock options held);
- 2-year vesting period subject to the performance conditions set out in Section 7.2.2;
- 2-year lock-up period.

Bonus share plan for employees

In 2007, the Executive Board decided to grant bonus shares to employees not receiving stock options, representing the equivalent of one-month's salary.

Since 2008, bonus share grants represent the equivalent of two month's salary for employees not receiving stock options.

Also since 2008, bonus share grants have been extended to employees and Executive Board members already benefiting from stock option grants. However, such bonus share grants are limited to the equivalent of 7.5% of the French social security ceiling.

The extension of the bonus share plan to all employees of the Company (including Executive Board members) enables employees who so wish to pay these shares into the Company Savings Plan (*Plan d'Épargne Entreprises*) after the vesting period.

The bonus shares are subject to a 2-year vesting period and a 2-year lock-up period (Section 7.2.1).

Black-out periods

Pursuant to the Stock Market Ethics Charter updated by the Supervisory Board meeting of March 24, 2011, all corporate officers must refrain from performing share transactions, either directly or indirectly, on their own behalf or on behalf of third parties:

- during the 30 calendar days preceding the date of publication of the annual or half-year financial statements;
- during the 15 calendar days preceding the publication of quarterly information;
- during the period commencing the date a Supervisory Board meeting is called to approve an investment project of the Company and terminating the date of formal publication of this investment by the Company or another party.

Corporate officers may only perform share transactions the day following the publication of the information concerned.

Management shareholding policy

Pursuant to the provisions of the fourth paragraph of Article L. 225-185 of the French Commercial Code, Executive Board members are required to hold in a registered account, throughout their term of office, either directly or indirectly, through wealth management or family structures, a minimum number of shares resulting from the exercise of stock options corresponding to the equivalent of 36-months' compensation (fixed and variable) for the Chairman of the Executive Board and 24-months' compensation (fixed and variable) for other members of the Executive Board. These levels must be reached within one year for the Chairman and five years for other members, from the first date of exercise of options following their appointment to the Executive Board. This quantity will be calculated based on the share price on the date of exercise.

Defined benefit pension plans

In common with senior executives and in recognition of their contribution to the business, the Executive Board members are covered by a supplementary defined benefit pension plan designed to provide them with additional retirement income.

The amount of this additional pension is related to the level of compensation received by the individual concerned and his or her length of service at the time he or she retires.

The total amount of the additional pension allocated to a beneficiary meeting all the applicable pension payment conditions is equivalent to 2.5% of the benchmark compensation per year of service (capped at 24 years). The granting of this benefit is subject to the beneficiary completing his or her career with the Company. However, Executive Board members and senior executives dismissed after 55 years of age may continue to benefit from this plan provided they do not undertake any professional activity before the payment of their pension.

Executive Board members were authorized to receive this benefit under the same conditions as senior executives.

In accordance with the AFEP-MEDEF recommendations, the collective arrangements applicable to all Eurazeo senior executives were amended at the Supervisory Board meeting of December 9, 2008 to include an additional condition of four years' service with Eurazeo and the adoption of the average gross compensation (fixed and variable) for the previous 36 months as the benchmark when setting the compensation used to calculate pension entitlements, in accordance with the applicable rules governing pension payments.

The benchmark compensation used to calculate pension entitlements includes the following items, to the exclusion of all others: gross annual compensation and variable compensation. The benchmark compensation selected to calculate income is in all cases capped at two-times the gross annual compensation.

In conjunction with the renewal of Executive Board members' terms of office, the Supervisory Board, at its meeting on March 19, 2010, once again authorized each individual Executive Board member to benefit from the defined benefit pension plan.

At the recommendation of the Compensation and Appointment Committee, the Supervisory Board meeting of March 24, 2011 closed the plan to any potential new arrivals. The Company's commitments will nonetheless be respected towards individuals who are already beneficiaries, in compliance with current rules.

Other contracts

In common with all Company staff, Executive Board members are covered by the same contribution and benefit conditions under Group health, provident and accident insurance plans.

In common with all Company staff, Executive Board members benefit from a defined contribution pension plan, subject to the same contribution conditions as those applicable to the category of executive with which they are assimilated.

2.2.2 TABLES REQUIRED IN ACCORDANCE WITH AMF RECOMMENDATIONS

Table 1 – Summary of Compensation, Stock Options and Bonus Shares granted to each Corporate Officer

(In euros)

PATRICK SAYER - Chairman of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	1,458,730	1,555,493
Value of stock options granted during the fiscal year (see table 4 for details)	1,302,914	908,350
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	2,337
TOTAL	**2,764,151**	**2,466,181**

(In euros)

BRUNO KELLER - Chief Operating Officer	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	994,089	926,250
Value of stock options granted during the fiscal year (see table 4 for details)	427,046	452,655
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	77,466
TOTAL	**1,423,642**	**1,456,371**

(In euros)

PHILIPPE AUDOUIN - Chief Financial Officer - Member of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	691,545	667,710
Value of stock options granted during the fiscal year (see table 4 for details)	285,341	198,945
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	2,337
TOTAL	**979,393**	**868,992**

(In euros)

VIRGINIE MORGON - Director of Investments - Member of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	1,102,870	1,207,046
Value of stock options granted during the fiscal year (see table 4 for details)	445,435	308,538
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	2,337
TOTAL	**1,550,812**	**1,517,921**

(In euros)

LUIS MARINI-PORTUGAL - Director of Investments - Member of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	954,711	965,504
Value of stock options granted during the fiscal year (see table 4 for details)	368,550	263,962
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	2,337
TOTAL	**1,325,768**	**1,231,803**

(In euros)

FABRICE DE GAUDEMAR - Director of Investments - Member of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	579,502	561,550
Value of stock options granted during the fiscal year (see table 4 for details)	224,644	65,225
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	17,885
TOTAL	**806,653**	**644,660**

Fabrice de Gaudemar joined the Executive Board on March 22, 2010. The compensation indicated for 2010 concerns the whole fiscal year, both before and after his appointment to the Executive Board.

(In euros)

GILBERT SAADA - Director of Investments - Member of the Executive Board	2010	2009
Compensation due in respect of the fiscal year (see table 2 for details)	1,044,419	1,209,217
Value of stock options granted during the fiscal year (see table 4 for details)	445,435	308,538
Value of bonus shares granted during the fiscal year (see table 6b for details)	2,507	2,337
TOTAL	**1,492,361**	**1,520,092**

The Supervisory Board meeting of December 15, 2010 terminated Gilbert Saada's term of office as a member of the Executive Board.

Table 2 – Summary of Compensation paid to each Executive Corporate Officer

(In euros)

	Amounts for 2010		Amounts for 2009	
PATRICK SAYER	payable (1)	paid (2)	payable (1)	paid (2)
Fixed compensation	700,000	700,000	700,000	700,000
Variable compensation	746,676	842,640	842,640	600,000
Special payments				
Attendance fees				
Benefits in kind (company car)	12,054	12,054	12,853	12,853
TOTAL	**1,458,730**	**1,554,694**	**1,555,493**	**1,312,853**

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

(In euros)

BRUNO KELLER	Amounts for 2010 payable [1]	Amounts for 2010 paid [2]	Amounts for 2009 payable [1]	Amounts for 2009 paid [2]
Fixed compensation	500,000	500,000	500,000	500,000
Variable compensation	490,032	421,320	421,320	300,000
Special payments				
Attendance fees				
Benefits in kind (company car)	4,057	4,057	4,930	4,930
TOTAL	**994,089**	**925,377**	**926,250**	**804,930**

At the recommendation of the Eurazeo and ANF Compensation Committees, the Supervisory Boards of these two companies decided that from 2012, Bruno Keller's compensation would be split between Eurazeo and ANF and would no longer be rebilled.

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

(In euros)

PHILIPPE AUDOUIN	Amounts for 2010 payable [1]	Amounts for 2010 paid [2]	Amounts for 2009 payable [1]	Amounts for 2009 paid [2]
Fixed compensation	325,000	325,000	325,000	325,000
Variable compensation	361,548	338,325	338,325	187,500
Special payments				
Attendance fees				
Benefits in kind (company car)	4,997	4,997	4,385	4,385
TOTAL	**691,545**	**668,322**	**667,710**	**516,885**

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

(In euros)

VIRGINIE MORGON *	Amounts for 2010 payable [1]	Amounts for 2010 paid [2]	Amounts for 2009 payable [1]	Amounts for 2009 paid [2]
Fixed compensation	500,000	500,000	500,000	500,000
Variable compensation	597,600	702,200	702,200	500,000
Special payments				
Attendance fees				
Benefits in kind (company car)	5,270	5,270	4,846	4,846
TOTAL	**1,102,870**	**1,207,470**	**1,207,046**	**1,004,846**

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

** The terms of the loans granted in 2007 prior to Virginie Morgon's appointment to the Executive Board remain unchanged.*

(In euros)

LUIS MARINI-PORTUGAL	Amounts for 2010 payable [1]	Amounts for 2010 paid [2]	Amounts for 2009 payable [1]	Amounts for 2009 paid [2]
Fixed compensation	433,333	433,333	400,000	400,000
Variable compensation	517,522	561,760	561,760	254,700
Special payments				
Attendance fees				
Benefits in kind (company car)	3,856	3,856	3,744	3,744
TOTAL	**954,711**	**998,949**	**965,504**	**658,444**

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

(In euros)

FABRICE DE GAUDEMAR	Amounts for 2010 payable (1)	Amounts for 2010 paid (2)	Amounts for 2009 payable (1)	Amounts for 2009 paid (2)
Fixed compensation	265,000	265,000	220,000	220,000
Variable compensation	314,078	341,550	341,550	297,000
Special payments				
Attendance fees				
Benefits in kind (company car)	424	424		
TOTAL	**579,502**	**606,974**	**561,550**	**517,000**

Fabrice de Gaudemar, Director of Investments, joined the Executive Board on March 22, 2010.

Compensation indicated for 2010 concerns the whole fiscal year, both before and after his appointment to the Executive Board.

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

(In euros)

GILBERT SAADA	Amounts for 2010 payable (1)	Amounts for 2010 paid (2)	Amounts for 2009 payable (1)	Amounts for 2009 paid (2)
Fixed compensation	500,000	500,000	500,000	500,000
Variable compensation	540,100	702,200	702,200	487,500
Special payments				
Attendance fees				
Benefits in kind (company car)	4,319	4,319	7,017	7,017
TOTAL	**1,044,419**	**1,206,519**	**1,209,217**	**994,517**

The Supervisory Board meeting of December 15, 2010 terminated Gilbert Saada's term of office as a member of the Executive Board.

(1) Variable compensation payable in respect of a given fiscal year is paid in the next fiscal year.

(2) Variable compensation paid in a given fiscal year is that payable in respect of the previous fiscal year.

Table 3 – Attendance Fees and Other Compensation paid to Non-Executive Corporate Officers

Supervisory Board members		Amounts in euros paid in 2010	Amounts in euros paid in 2009
Michel David-Weill	Attendance fees	51,000	48,000
	Other compensation	300,000	300,000
Jean Laurent	Attendance fees	57,000	57,000
	Other compensation	-	-
Antoine Bernheim	Attendance fees	24,000	20,571
	Other compensation	-	-
Noël Dupuy (3)	Attendance fees	4,500	17,143
	Other compensation	-	-
Jean Gandois	Attendance fees	44,500	44,500
	Other compensation	-	-

(1) Hervé Guyot resigned on February 11, 2009.

(2) Supervisory Board members until May 14, 2008.

(3) Supervisory Board members until May 7, 2010.

(4) Béatrice Stern resigned on March 17, 2010.

(5) Supervisory Board members from May 7, 2010.

(6) Kristen Van Riel was co-opted on the Executive Board on March 19, 2010.

** Company controlled by Eurazeo within the meaning of Article L. 233-16 of the French Commercial Code.*

*** Compensation paid under a consultant contract with Eurazeo.*

Supervisory Board members		Amounts in euros paid in 2010	Amounts in euros paid in 2009
Richard Goblet d'Alviella	Attendance fees	33,850	30,586
	Other compensation	-	-
Hervé Guyot (1)	Attendance fees	-	1,500
	Other compensation	-	-
Roland du Luart de Montsaulnin	Attendance fees	24,000	24,000
	Other compensation	-	-
Olivier Merveilleux du Vignaux	Attendance fees	27,000	27,000
	Other compensation	-	-
Jean-Pierre Rosso (3)	Attendance fees	6,900	18,857
	Other compensation	-	-
Marcel Roulet	Attendance fees	-	40,000
	Other compensation **	-	91,164
Henri Saint Olive (3)	Attendance fees	6,900	24,000
	Attendance fees paid by ANF *	11,500	11,875
	Other compensation	-	-
Béatrice Stern (4)	Attendance fees	2,500	20,571
	Other compensation	-	-
Jacques Veyrat	Attendance fees	30,000	22,286
	Other compensation	-	-
Théodore Zarifi (3)	Attendance fees	6,900	24,000
	Attendance fees paid by ANF *	12,500	12,500
	Other compensation	-	-
Bertrand Badré (5)	Attendance fees	19,100	-
	Other compensation	-	-
Anne Lalou (5)	Attendance fees	17,100	-
	Other compensation	-	-
Georges Pauget (5)	Attendance fees	17,850	-
	Other compensation	-	-
Kristen Van Riel (6)	Attendance fees	21,500	-
	Other compensation	-	-
Bruno Bonnell (2)	Attendance fees	-	-
	Attendance fees paid by ANF *	-	6,125
	Other compensation	-	-

(1) Hervé Guyot resigned on February 11, 2009.

(2) Supervisory Board members until May 14, 2008.

(3) Supervisory Board members until May 7, 2010.

(4) Béatrice Stern resigned on March 17, 2010.

(5) Supervisory Board members from May 7, 2010.

(6) Kristen Van Riel was co-opted on the Executive Board on March 19, 2010.

** Company controlled by Eurazeo within the meaning of Article L. 233-16 of the French Commercial Code.*

*** Compensation paid under a consultant contract with Eurazeo.*

Non-voting members		Amounts in euros paid in 2010	Amounts in euros paid in 2009
Bruno Roger	Attendance fees	25,600	22,286
	Other compensation	-	-
Georges Ralli (1)	Attendance fees	6,900	17,143
	Other compensation	-	-
Marcel Roulet (2)	Attendance fees	40,000	-
	Other compensation **	91,164	-
Jean-Philippe Thierry (2)	Attendance fees	2,500	13,714
	Other compensation	-	-
Jean-Pierre Richardson	Attendance fees	34,000	34,000
	Attendance fees paid by ANF *	10,000	7,125
	Other compensation	-	-

(1) Non-voting member until May 7, 2010.

(2) Non-voting member from May 7, 2010.

(3) Jean-Philippe Thierry resigned on March 10, 2010.

** Company controlled by Eurazeo as defined by Article L. 233-16 of the French Commercial Code.*

*** Compensation paid under a consultant contract with Eurazeo.*

Table 4 – Share subscription or purchase options granted to each Corporate Officer during the Fiscal Year

Stock options granted to each executive corporate officer	Plan number and date	Type of stock options	Options valued using the method applied in the consolidated financial statements	Number of options granted during the year (1)	% of share capital granted to each corporate officer	Strike price (1)	Exercise period
Patrick Sayer (3) (4)	05/10/2010 - 2010 Plan	Purchase options	€1,302,914	123,387	0.21%	€48.81	05/10/2012 - 05/10/2020
Bruno Keller (3) (4)	05/10/2010 - 2010 Plan	Purchase options	€213,810	20,248	0.03%	€48.81	05/10/2012 - 05/10/2020
	15/12/2010 (3)	Purchase options	€213,236	84,283	0.31%	€31.16	12/15/2014 - 12/15/2020
Philippe Audouin (3) (4)	05/10/2010 - 2010 Plan	Purchase options	€285,341	27,022	0.05%	€48.81	05/10/2012 - 05/10/2020
Virginie Morgon (3) (4	05/10/2010 - 2010 Plan	Purchase options	€445,435	42,183	0.07%	€48.81	05/10/2012 - 05/10/2020
Luis Marini-Portugal (3) (4)	05/10/2010 - 2010 Plan	Purchase options	€368,550	34,902	0.06%	€48.81	05/10/2012 - 05/10/2020
Fabrice de Gaudemar (4)	05/10/2010 - 2010 Plan	Purchase options	€224,644	21,274	0.04%	€48.81	05/10/2012 - 05/10/2020
Gilbert Saada (3) (4)	05/10/2010 - 2010 Plan	Purchase options	€445,435	42,183	0.07%	€48.81	05/10/2012 - 05/10/2020

(1) Purchase options, adjusted for share capital transactions.

(2) ANF purchase options granted in respect of his role as Chairman of the Executive Board of ANF.

(3) Vesting and triggering date for progressive exercise of options by tranche: one-third in 2011, one-third in 2012 and one-third in 2013.

(4) Vesting and triggering date for progressive exercise of options by tranche: one-third in 2012, one-third in 2013 and one-third in 2014.

Table 5 – Share subscription or purchase options exercised by each Corporate Officer during the Fiscal Year

Options exercised by each executive corporate officer	Plan number and date	Number of options exercised during the year	Strike price	Year granted
Patrick Sayer				
Bruno Keller	2004 Plan	26,039	€35.54	2004
Philippe Audouin				
Virginie Morgon				
Luis Marini-Portugal				
Fabrice de Gaudemar				
Gilbert Saada (1)	2004 Plan	6,430	€37.32	2004

(1) Options exercised before the grant of one bonus share for 20 shares held.

Table 6 – Performance shares granted to each Executive Corporate Officer

Performance shares granted to each executive corporate officer during the fiscal year	Plan number and date	Number of shares granted during the fiscal year	Options valued using the method applied in the consolidated financial statements	Vesting date	Date of availability
		None			

Table 6b – Bonus Shares granted to each Executive Corporate Officer during the Fiscal Year

Stock options granted to each executive corporate officer (1)	Plan	Number of shares granted during the fiscal year (2)	Shares valued using the method applied in the consolidated financial statements	Vesting date (3)	Date of availability
Patrick Sayer	2010	55	2,507	01/25/2012	01/25/2014
Bruno Keller	2010	55	2,507	01/25/2012	01/25/2014
Philippe Audouin	2010	55	2,507	01/25/2012	01/25/2014
Virginie Morgon	2010	55	2,507	01/25/2012	01/25/2014
Luis Marini-Portugal	2010	55	2,507	01/25/2012	01/25/2014
Fabrice de Gaudemar	2010	55	2,507	01/25/2012	01/25/2014
Gilbert Saada	2010	55	2,507	01/25/2012	01/25/2014

(1) Bonus shares granted to all employees, including corporate officers, to be paid into the Company Savings Plan.

(2) Adjusted for share capital transactions.

(3) After a two-year vesting period.

Table 7 – Performance shares becoming available to each Executive Corporate Officer during the Fiscal Year

Performance shares becoming available to each executive corporate officer	Plan number and date	Number of shares becoming available during the fiscal year	Vesting conditions	Year granted
		None		

Table 8 – Historical data relating to share subscription or purchase options granted (Executive Board members)

Plans	2002 Plan	2003 Plan	2004 Plan	2005 Plan	2006 Plan	2007 Plan	2008/1 Plan	2008/2 Plan	2009 Plan	2010 Plan
Date of Executive Board meeting	07/01/2002	06/03/2003	06/25/2004	07/05/2005	06/27/2006	06/04/2007	02/05/2008	05/20/2008	06/02/2009	05/10/2010
Total number of shares available for subscription or purchase	638,534	133,790	89,793	69,386	165,593	154,475	55,125	241,813	280,808	311,199
of which number of shares that can be subscribed or bought by (6):										
Patrick Sayer (7)	510,827	-	-	-	90,323	83,031	-	123,023	123,650	123,387
Bruno Keller	63,854	66,895	49,173	37,997	32,366	33,213	-	19,688	10,144	20,248
Philippe Audouin	-	-	-	-	15,054	13,321	-	26,201	27,082	27,022
Virginie Morgon	-	-	-	-	-		55,125	36,451	42,000	42,183
Luis Marini-Portugal	-	-	-	-	-	-	-	-	35,932	34,902
Fabrice de Gaudemar	-	-	-	-	-	-	-	-	-	21,274
Gilbert Saada	63,854	66,895	40,620	31,389	27,850	24,910	-	36,451	42,000	42,183
Beginning of option exercise period	07/01/2006	06/03/2007	06/25/2008	07/06/2009	06/28/2010	(2)	02/05/2010	(3)	(4)	(5)
Expiry date	06/30/2012	06/03/2013	06/25/2014	07/06/2015	06/27/2016	06/04/2017	02/05/2018	05/20/2018	06/01/2019	05/09/2020
Strike price	34.28	29.93	35.54	54.02	66.43	100.19	67.86	76.79	31.14	48.81
Terms of exercise (when the plan has several tranches)	(1)	-	-	-	-	(2)	-	(3)	(4)	(5)
Total number of shares subscribed or purchased as of December 31, 2009	638,534	133,790	89,793	-	-	-	-	-	-	-
Number of share subscription or purchase option cancelled or expired	-	-	-	-	-	-	-	-	-	-
Share subscription or purchase options remaining at the year end	-	-	-	69,386	165,593	154,475	55,125	241,813	280,808	311,199

(1) *Options definitively granted in four equal tranches on July 1, 2002, 2003, 2004 and 2005.*

(2) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2009, one-third in 2010 and one-third in 2011.*

(3) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2010, one-third in 2011 and one-third in 2012.*

(4) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2011, one-third in 2012 and one-third in 2013.*

(5) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2012, one-third in 2013 and one-third in 2014.*

(6) *As from date of appointment of each new member to the Executive Board.*

(7) *The 2002 grant covers 2002, 2003, 2004 and 2005.*

Table 9 – Options granted to and exercised by the ten employees other than corporate officers holding the most options

Share subscription or purchase options granted to/exercised by the ten employees other than corporate officers holding the most options	Total number	Strike price	Plan
Options granted during the fiscal year	51,042	€48.81	2010 Plan
Options exercised during the fiscal year	2,394	€34.28	2002 Plan

Table 10 – Summary of Information required in compliance with AFEP-MEDEF recommendations

Executive corporate officers	Employment contract		Supplementary pension plan		Special allowances and benefits due or liable to become due as a result of the termination or a change of duties		Special allowance relative to a non-competition clause	
	YES	NO	YES	NO	YES	NO	YES	NO
Patrick Sayer Chairman of the Executive Board Start of term: 2010 End of term: 2014		X	X		X			X
Bruno Keller (1) Chief Operating Officer Start of term: 2010 End of term: 2014	X		X		X		X	
Philippe Audouin Chief Financial Officer Member of the Executive Board Start of term: 2010 End of term: 2014	X		X		X		X	
Virginie Morgon Director of Investments Member of the Executive Board Start of term: 2010 End of term: 2014	X		X		X		X	
Luis Marini-Portugal Director of Investments Member of the Executive Board Start of term: 2010 End of term: 2014	X		X		X		X	
Fabrice de Gaudemar Director of Investments Member of the Executive Board Start of term: 2010 End of term: 2014	X		X		X		X	
GILBERT Saada Director of Investments Member of the Executive Board Start of term: 2010 End of term: December 15, 2010	X		X		X		X	

(1) As the salaried Deputy Chief Operating Officer, Bruno Keller had a permanent employment contract with the Company signed on April 25, 2001. Mr. Keller's appointment as a member of the Executive Board and Chief Operating Officer of the Company resulted in the suspension of his employment contract with the Company until the date of termination of his duties as a member of the Executive Board. The terms governing Bruno Keller's compensation, benefits and special allowances as a member of the Company's Executive Board will apply to Bruno Keller's employment contract with the Company when this contract once again comes into effect, that is, when Bruno Keller ceases to be a member of the Company's Executive Board. At this same date, the non-competition clause currently contained in the first amendment to Bruno Keller's employment contract will again become applicable.

2.2.3 SEVERANCE PAY AND OTHER TERMINATION BENEFITS PAYABLE IN THE EVENT OF INVOLUNTARY RESIGNATION OR TERMINATION OF THE EMPLOYMENT CONTRACT

2.2.3.1 Criteria for the payment of severance pay and termination benefits in the event of involuntary resignation or termination of the employment contract

The criteria for determining severance pay and termination benefits (hereinafter collectively referred to as "termination benefits") in the event of involuntary resignation or the termination of the employment contract, described below for the individual Executive Board members, were set by the Supervisory Board at a meeting on March 19, 2010 in order to ensure their compliance with Article L. 225-90-1 of the French Commercial Code.

The criterion adopted makes payment of termination benefits conditional on the beneficiary's individual performance, based on that of the Company.

The amount of such termination benefits payable to all Executive Board members is calculated on the basis of the change in Eurazeo's share price compared with the LPX index, between the most recent appointment date of the relevant person and the end of his or her term of office, as follows:

- if Eurazeo's share price achieves 100% or more of the performance of the LPX index, the Executive Board member shall receive the full termination benefits;
- if Eurazeo's share price achieves 80% or less of the performance of the LPX index, the Executive Board member shall receive two-thirds of the termination benefits;
- between these limits, the termination benefits due to the Executive Board member shall be calculated on a proportional basis.

2.2.3.2 Patrick Sayer, Chairman of the Executive Board

Patrick Sayer is not bound to the Company by an employment contract.

In the event of involuntary resignation before the end of his term of office, Patrick Sayer shall be entitled to termination benefits equivalent to two (2) years' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

Due to the nature of the termination benefits, they shall not be paid in the event of misconduct.

Payment shall also not be made if he leaves the Company at his own initiative to take up another position, if he changes his position within the Group or if he is soon to be eligible for a pension.

Patrick Sayer is not bound by non-competition, non-solicitation or any other obligations of any sort regarding his future activity.

It is also agreed that all outstanding stock options granted to Patrick Sayer shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.3.3 Bruno Keller, Chief Operating Officer

Bruno Keller is bound to the Company by the terms of a permanent employment contract, in his capacity as Deputy Chief Operating Officer, signed on April 25, 2001.

Pursuant to public policy and labor law, his period of employment is deemed to have begun on November 19, 1990, when he signed an employment contract with the company Azeo, subsequently acquired by Eurazeo.

Bruno Keller's appointment to the Executive Board on May 15, 2002 suspended his employment contract with the Company until the expiry of his term of office as a member of the Executive Board.

It is also noted that Bruno Keller, in his capacity as Chief Operating Officer, is not covered by the October 2008 AFEP-MEDEF recommendation that the employment contracts of individuals appointed as corporate officers should be terminated, as this recommendation only applies to the Chairman of the Executive Board or the sole Chief Executive Officer in companies with both a Supervisory Board and an Executive Board.

In the event of involuntary resignation before the end of his term of office, Bruno Keller shall be entitled to termination benefits equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

Due to the nature of the termination benefits, they shall not be paid in the event of misconduct.

It is noted that these termination benefits shall include, and shall be at least equivalent to the contractually-stipulated termination benefits to which Bruno Keller would have been entitled in the event of the termination of this employment contract, following the expiry of his term of office.

The termination benefits shall not be paid if he leaves the Company at his own initiative to take up another position, if he changes his position within the Company or if he is soon to be eligible for a pension.

In the event of his resignation before March 20, 2014, Bruno Keller shall be subject to non-competition obligations for a period of six (6) months, the terms of which are set out in his employment contract, from the date at which such contract again becomes applicable. During this entire period, he shall be paid monthly compensatory termination benefits equivalent to 33% of his average monthly compensation over the 12 months preceding the termination of his employment contract.

He shall also be subject to non-competition and non-solicitation obligations for a period of one (1) year from the termination of his employment contract.

It is also agreed that all outstanding share subscription or purchase options granted to Bruno Keller shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.3.4 Philippe Audouin

In the event of his dismissal, except for gross or willful misconduct, before the expiry of his term of office, Philippe Audouin shall be entitled to termination benefits equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

The termination benefits include legal and contractual severance payments that would be due on the termination of his employment contract.

The termination benefits shall not be paid if he leaves the Company at his own initiative to take up another position, if he changes his position within the Company or if he is soon to be eligible for a pension.

In the event of his resignation before March 20, 2014, Philippe Audouin shall be subject to non-competition obligations for a period of six (6) months, the terms of which are set out in his employment contract. During this entire period, he shall be paid monthly compensatory termination benefits equivalent to 33% of his average monthly compensation over the 12 months preceding the termination of his employment contract.

He shall also be subject to non-competition and non-solicitation obligations for a period of one (1) year from the termination of his employment contract.

It is also agreed that all outstanding share subscription or purchase options granted to Philippe Audouin shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.3.5 Virginie Morgon

In the event of her resignation (on the understanding that resignation subsequent to a change in control is not deemed to be a resignation for these purposes), Virginie Morgon shall be subject to a non-competition obligation of six (6) months with respect to her future activity, the terms of which are set out in her employment contract. This prohibition is applicable inside the European Union, Switzerland and the Channel Islands.

During the entire period of this obligation, Virginie Morgon shall be entitled to termination benefits equivalent to 33% of her fixed and variable compensation over the preceding twelve (12) months. The Company shall be entitled to free itself of this obligation and release Virginie Morgon from the non-competition obligation within two weeks of notification of the termination of her employment.

Virginie Morgon is also subject to a one (1) year non-solicitation obligation in the event of the termination of her employment contract.

These obligations shall apply for four (4) years from the date of signature of the employment contract.

Except in the event of dismissal for gross or willful misconduct, Virginie Morgon shall, in the event of her dismissal, be entitled to compensation equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the 12 months preceding the termination of her employment contract. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

These termination benefits include legal and contractual severance payments that may be due on the basis of her service in other companies since February 1, 1992.

It is also agreed that all outstanding share subscription or purchase options granted to Virginie Morgon shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

In the event of a change of control within four (4) years of the day on which Virginie Morgon began employment, she may ask the Company, during a period of six (6) months from the date of the effective change of control, to terminate her employment contract according to the terms set out in her employment contract (see Section 6.7, Factors affecting a potential takeover bid).

2.2.3.6 Luis Marini-Portugal

In the event of his dismissal, except for gross or willful misconduct, before the expiry of his term of office, Luis Marini-Portugal shall be entitled to termination benefits equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

The termination benefits include legal and contractual severance payments that would be due on the termination of his employment contract.

The termination benefits shall not be paid if he leaves the Company at his own initiative to take up another position, if he changes his position within the Company or if he is soon to be eligible for a pension.

In the event of his resignation before March 20, 2014, Luis Marini-Portugal shall be subject to non-competition obligations for a period of six (6) months, the terms of which are set out in his employment contract. During this entire period, he shall be paid monthly compensatory termination benefits equivalent to 33% of his average monthly compensation over the 12 months preceding the termination of his employment contract.

He shall also be subject to non-competition and non-solicitation obligations for a period of one (1) year from the termination of his employment contract.

It is also agreed that all outstanding share subscription or purchase options granted to Luis Marini-Portugal shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.3.7 Fabrice de Gaudemar

Fabrice de Gaudemar was appointed to the Executive Board on March 19, 2010, for a period of four years expiring on March 18, 2014.

In the event of his dismissal, except for gross or willful misconduct, before the expiry of his term of office, Fabrice de Gaudemar shall be entitled to termination benefits equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

These termination benefits include legal and contractual severance payments that would be due on the termination of his employment contract.

The termination benefits shall not be paid if he leaves the Company at his own initiative to take up another position, if he changes his position within the Company or if he is soon to be eligible for a pension.

In the event of his resignation before March 20, 2014, Fabrice de Gaudemar shall be subject to non-competition obligations for a period of six (6) months, the terms of which are set out in his employment contract. During this entire period, he shall be paid monthly compensatory termination benefits equivalent to 33% of his average monthly compensation over the twelve (12) months preceding the termination of his employment contract.

He shall also be subject to non-competition and non-solicitation obligations for a period of one (1) year from the termination of his employment contract.

It is also agreed that all outstanding share subscription or purchase options granted to Fabrice de Gaudemar shall become exercisable in advance on the date of involuntary resignation, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.3.8 Gilbert Saada

In the event of his dismissal, except for gross or willful misconduct, before the expiry of his term of office, Gilbert Saada shall be entitled to termination benefits equivalent to eighteen (18) months' compensation, based on the total compensation (fixed and variable) paid in respect of the previous 12 months. The payment of these termination benefits is subject to the criteria set out in paragraph 2.2.3.1 above.

The termination benefits include legal and contractual severance payments that would be due on the termination of his employment contract.

The Supervisory Board meeting of December 15, 2010 terminated Gilbert Saada's term of office as a member of the Executive Board.

Following the dismissal of Gilbert Saada from the Executive Board and the termination of employement contract, he will receive on his departure from the Company at the end of the notice period, contractual severance pay calculated in accordance with the criteria set out in Section 2.2.3.1 and representing 15.88 months' salary.

He shall also be subject to non-competition and non-solicitation obligations for a period of one (1) year from the termination of his employment contract.

It is also agreed that all outstanding share subscription or purchase options granted to Gilbert Saada shall become exercisable in advance on the date of his dismissal, subject to the performance conditions laid down in the rules governing the stock option plan.

2.2.4 OTHER BENEFIT-RELATED INFORMATION

As of December 31, 2010, the total amount of fully outsourced defined benefit pension commitments in respect of Executive Board members was €20,913,000, excluding taxes of 30%.

All Executive Board members benefit from the use of a company car. The amount shown in the "Benefits in kind" line of Table 2 above for each Executive Board member refers exclusively to the use of a company car.

Patrick Sayer and Bruno Keller continue to be covered by a senior executive insurance policy (*garantie sociale des chefs d'entreprises* or "GSC"), the premiums for which are paid by the Company.

Patrick Sayer also benefits from all other entitlements and benefits commensurate with his position as Chairman of the Company's Executive Board, and in particular from public liability insurance covering all action taken by him in his capacity as Chairman of the Executive Board for the full duration of his appointment with Eurazeo.

Bruno Keller continues to benefit from all other entitlements and benefits commensurate with his position as a member of the Company's Executive Board and as Chief Operating Officer of Eurazeo, and in particular from public liability insurance covering all action taken by him in his capacity as Chief Operating Officer for the full duration of his appointment with Eurazeo.

Virginie Morgon, member of the Executive Board, is eligible for an exceptional bonus representing a variable net amount equivalent to the difference between €1 million and the sum that would be due to her under a co-investment plan scheduled to be settled by December 31, 2014 at the latest.

The bonus shall be due to Virginie Morgon if, at December 31, 2014, she is still employed by the Company or is still a corporate officer, except in the event of involuntary resignation stemming from a change in control or her dismissal other than for gross or willful misconduct.

The Company's obligation in this respect was authorized by the Supervisory Board meeting of March 19, 2010, pursuant to Article L. 225-86 of the French Commercial Code, on the basis of an opinion issued by the Compensation and Appointment Committee. The Statutory Auditors have been informed.

2.3 SHARE CAPITAL INTERESTS IN AND TRANSACTIONS ON THE COMPANY'S SHARES

2.3.1 INTERESTS HELD BY MEMBERS OF THE SUPERVISORY AND EXECUTIVE BOARDS IN THE COMPANY'S SHARE CAPITAL AS OF JANUARY 31, 2011

As of January 31, 2011

Name	Total shares	As a % of share capital	Total voting rights	As a % of voting rights
Supervisory Board members				
Antoine Berheim	2,959	0.0051%	5,918	0.008%
Michel David-Weill	43,089	0.0743%	86,178	0.120%
Bertrand Badré	315	0.0005%	315	0.000%
Jean Gandois	401	0.0007%	802	0.001%
Richard Goblet d'Alviella	431	0.0007%	838	0.001%
Jean Laurent	400	0.0007%	800	0.001%
Roland du Luart	1,102	0.0019%	1,943	0.003%
Olivier Merveilleux du Vignaux	321	0.0006%	642	0.001%
Georges Pauget	250	0.0004%	250	0.000%
Kristen van Riel	250	0.0004%	250	0.000%
Anne Lalou	262	0.0005%	262	0.000%
Jacques Veyrat	250	0.0005%	250	0.000%
TOTAL	**50,030**	**0.0863%**	**98,448**	**0.137%**
Non-voting members				
Marcel Roulet	561	0.0010%	1,065	0.001%
Jean-Pierre Richardson	428	0.0007%	856	0.001%
Bruno Roger	108,530	0.1871%	108,729	0.151%
TOTAL	**109,519**	**0.1888%**	**110,650**	**0.153%**
Executive Board members				
Patrick Sayer (1)	330,929	0.5705%	616,999	0.856%
Bruno Keller (2)	100,532	0.1733%	179,836	0.249%
Philippe Audouin (3)	18,811	0.0324%	29,556	0.041%

As of January 31, 2011 (continued)

Name	Total shares	As a % of share capital	Total voting rights	As a % of voting rights
Luis Marini-Portugal (4)	30,676	0.0529%	30,676	0.043%
Virginie Morgon	1,775	0.0031%	1,775	0.002%
Fabrice de Gaudemar (5)	4,432	0.0076%	4,443	0.006%
TOTAL	**487,155**	**0.840%**	**863,285**	**1.197%**

(1) Including116,044 shares held by persons closely connected with the individual within the meaning of the AMF directive of September 28, 2006.

(2) Including 89,628 shares held by persons closely connected with the individual within the meaning of the AMF directive of September 28, 2006.

(3) Including 10,745 shares held by persons closely connected with the individual within the meaning of the AMF directive of September 28, 2006.

(4) Including 13,409 shares held by persons closely connected with the individual within the meaning of the AMF directive of September 28, 2006.

(5) Including 829 shares held by persons closely connected with the individual within the meaning of the AMF directive of September 28, 2006.

2.3.2 TRANSACTIONS CARRIED OUT BY SUPERVISORY AND EXECUTIVE BOARD MEMBERS ON THE COMPANY'S SHARES

Summary of Eurazeo share transactions covered by the provisions of Article L. 621-18-2 of the French Monetary and Financial Code performed during the fiscal year *.

Name and position	Type of financial instrument	Type of transaction	Number of shares
Patrick Sayer, Chairman of the Executive Board	Shares	Sale	20,000
Bruno Keller, Chief Operating Officer	Shares *	Sale *	16,674
	Shares	Exercise of options	26,039
Gilbert Saada (1), Member of the Executive Board	Shares	Exercise of options	6,430
Georges Pauget, Member of the Supervisory Board	Shares	Purchase	250
Kristen van Riel, Member of the Supervisory Board	Shares	Purchase	250
	Shares	Sale	262
	Shares	Consumer loan	250
Théodore Zarifi (2), Member of the Supervisory Board	Shares	Sale	1,465

** Including transactions performed by persons closely connected with the individual, within the meaning of the AMF directive of September 28, 2006.*

(1) The Supervisory Board meeting of December 15, 2010 terminated Gilbert Saada's term of office as a member of the Executive Board.

(2) Théodore Zarifi was a member of the Supervisory Board until the Shareholders' Meeting of May 7, 2010.

2.4 RISK MANAGEMENT – RISK FACTORS AND INSURANCE

The Company conducts regular reviews of its risks. The risk management process is based in large part on the formalized presentation of Eurazeo's major risks provided by risk mapping, which is an integral part of the implementation and monitoring of priority action plans.

The risks set out below are those that may have a material impact on the Company's operations, financial position or outlook. This section addresses risks factors, in turn, specific to:

- *Eurazeo's business sector, private equity investment: risk factors related to the macro-economic environment, the vetting of investment projects, the bank debt market, competition from other market players and the legal and tax environments;*
- *its portfolio: risk factors related to the valuation and liquidity of unlisted assets, co-investment strategies and market risks;*
- *its operating model: investment capacity, dependence on key people and counterparty risk;*
- *controlled investments: credit risk, dependence on key people in the investments, risks related to the economic environment, environmental risks, health risks and legal risks.*

This presentation is supplemented by an overview of litigation involving the Company and the main insurance policies subscribed by Eurazeo and its majority-owned investments.

2.4.1 RISK FACTORS INHERENT TO EURAZEO'S BUSINESS SECTOR, PRIVATE EQUITY INVESTMENT

In the course of its operations, Eurazeo invests its own funds and is accordingly exposed to risk factors specific to private equity investment activities.

2.4.1.1 Risks related to the macroeconomic environment

Adverse change in the economic environment and deterioration in the economic climate can alter investment and divestment conditions – and the valuation of Eurazeo's investments.

Generally speaking, Eurazeo aims to reduce its sensitivity to this risk factor by diversifying its assets. As such, its investments cover sectors as diverse as car rentals, distribution of electrical materials, hotels, linen rental and cleaning services, and management of car parks. The Company also aims to balance the weighting of the various assets comprising its portfolio. Except in rare cases, it will not allocate more than 10-15% of its Net Asset Value to a single investment. In terms of geographical spread, its investments are based primarily in France and Europe, making their performance particularly sensitive to the economic environment in that region. The leadership position held by most of the individual investments in their respective markets and their capacity to respond proactively in an environment which has been more challenging since 2009 demonstrate the resilience of their respective business models in an unfavorable economic environment.

2.4.1.2 Risks relating to the vetting of investment projects

Making investments in target companies may expose the Company to a number of risk factors, potentially leading over time to a loss of value for the relevant investment. These risks include:

- the overvaluation of the target company, due for example to:
  - > the insufficient capacity of the target company and its management to meet business plan targets,
  - > the undermining of the target company's business model (*i.e.* disruptive technology, adverse change in the regulatory environment, etc.) or any other unknown factor liable to lessen the consistency and reliability of management's business plan,

> the failure to identify a significant liability or the incorrect valuation of certain assets;

- the lack of reliability of financial and accounting information relative to the target company: erroneous information may be provided when prospective investments are vetted, deliberately or otherwise;
- litigation and disputes liable to arise with sellers or third parties: these may relate to the insolvency of the seller and his or her guarantors where applicable (making it difficult to implement guarantees), or to a change in management (which may threaten contracts with key suppliers or clients).

Eurazeo's policies for managing these risks rely in large part on in-depth due diligence and compliance with strict investment criteria. Prior to any acquisition, during the period when a prospective investment is vetted, Eurazeo commissions exacting due diligence procedures on strategic, operational, legal and fiscal issues from independent experts. This comprehensive work goes well beyond the standard areas of concern, and extends to environmental, social and governance issues. On a case-by-case basis, risks identified can be covered by warranties negotiated with sellers. At the same time, in reviewing prospective investments, Eurazeo places a great deal of importance on the following investment criteria: quality of management, barriers to entry, profitability and sustainability of cash flows and the equity story. While a project is undergoing vetting, the risks associated with the target investment are assessed, documented and reviewed on a weekly basis by the Investment Committee and the Executive Committee.

2.4.1.3 Risks related to the bank debt market

Eurazeo's private equity business requires it to secure bank debt to finance some of its acquisitions. For example, a tightening of market conditions could prompt a long-term structural deterioration in average internal rates of return on investments across the entire private equity sector. It could also affect individual investments' capacity to refinance their debt.

In the prevailing market conditions, at an early stage, Eurazeo's teams work on the renegotiation of financing, the engineering of alternative financing sources and/or the preparation of divestment timetables (initial public offerings, sale, etc.). The relationship network developed with partner banks and the quality of its balance sheet put Eurazeo in a very favorable position.

2.4.1.4 Risks related to competition from other market players

Eurazeo operates in the private equity market, which is a competitive market characterized by the existence of large numbers of players. For example, in order to offer sellers the most attractive prices, market pressure can lead to investments being acquired at expensive conditions, thereby having an adverse impact on average returns on the Company's investment portfolio. Furthermore, competition can lead to significant amounts of time and money being devoted to prospective targets for which Eurazeo's price offer is not accepted.

In the prevailing market conditions, Eurazeo's financial capacity, its size and its positioning as a key force in the French market give it a competitive advantage over many of the other players, which can help it win attractive investment opportunities.

2.4.1.5 Risks related to the legal and tax environments

As a private equity investor and a listed company on a regulated market, Eurazeo could be adversely affected by changes to the legislative, regulatory and tax environments. For instance, a reinforcement of prudential rules applicable to the banking industry could reduce the availability of financing for private equity transactions. Similarly, buyouts could become less attractive in the event of adverse change to tax laws, particularly in relation to the deductibility of interest payable on acquisition debt or the taxing of capital gains from disposals.

2.4.2 RISK FACTORS RELATED TO EURAZEO'S PORTFOLIO

2.4.2.1 Risks related to the valuation of unlisted assets

Unlisted assets account for roughly half of Eurazeo's investments. Within the framework of the evaluation of the Company's Net Asset Value (NAV), these assets are valued twice annually at their fair value, in accordance with the recommendations of the IPEV (International Private Equity Valuation Board). Assets are valued primarily on the basis of peer multiples. Such multiples can relate to market capitalization or to recent transactions, which by definition are very sensitive to changes in the financial markets and the economic environment. Accordingly, by their very nature and however much caution is used in determining them valuations can prove to be eventually very different from the exit price.

In order to bring this risk down to an acceptable level, valuations are made in accordance with a methodical and rigorous internal process, the results of which are reviewed by an independent appraiser on the basis of a multi-criteria approach. In addition, the Statutory Auditors have issued an opinion on the Company's NAV as of December 31, 2010 following the completion of due diligence related to the consistency of the accounting data used as well as the correct application of the methodology used to determine the NAV.

2.4.2.2 Risks related to the liquidity of unlisted assets

The portfolio of unlisted private equity investments carries specific risks relating to this type of security, namely the existence of a less liquid market than for listed investments.

The ease with which an investment in an unlisted company can be sold depends on market conditions (number of players, intermediaries, availability of financing, etc.). This can make it harder to gauge the true value of an asset, and can have an adverse impact on the amount of time an asset is held and its sale under favorable conditions.

Accordingly, at the appropriate time, Eurazeo's teams work upstream on the options and prospects for the sale of individual investments, with a view to optimizing the process in response to the various scenarios (initial public offering, full or partial sale to private, industrial or financial buyers, etc.).

2.4.2.3 Market risks related to the portfolio

Eurazeo is exposed to market risk, particularly in relation to the management of the cost of its debt and the value of its assets.

Information on market risks is provided in Notes 14, 15 and 23 to the consolidated financial statements, in accordance with the requirements of IFRS 7, and these notes are covered by the Statutory Auditors' opinion on the consolidated financial statements.

2.4.2.3.1 EQUITY RISK

Eurazeo is directly exposed to equity risk in direct proportion to the acquisition cost of its portfolio of listed investments, *i.e.* €2,294 million as of December 31, 2010.

It sometimes uses derivative instruments to manage its positions. For example, in December 2009, it initiated an optimized disposal program covering all available Danone shares, which terminated in July 2010.

It should be noted that the bonds exchangeable for Danone shares are treated for accounting purposes as instruments comprising a debt component and a derivative. Changes in Danone's share price have an impact on the fair value of this derivative. Here too, this simply reflects an opportunity cost, the strike price (€42.59) being below the last quoted price (€47.02), but significantly above the acquisition cost of the securities.

Unrealized capital gains on listed assets (based on the consolidated financial statements) are equal to 45% of their acquisition cost. Eurazeo's investment portfolio is monitored at all times, and assessment procedures and fluctuation alerts are in place.

(In thousands of euros)

	Value in the consolidated balance sheet as of 12/31/2010	Valued based on the share price as of 12/31/2010	Acquisition cost	Change in consolidated shareholders' equity (aggregate)		Before-tax impact of a 10% fall in the share price	
				(in thousands of euros)	%	(in thousands of euros)	Comments
Danone	772,697	772,697	641,615	131,082	20%	(77,270)	Impact on the change in the fair value reserve: a 10% fall in the share price would not bring the fair value under the acquisition cost.
Other listed shares	62,026	62,026	18,980	43,046	227%	(6,203)	
Available-for-sale assets	**834,723**	**834,723**	**660,595**	**174,128**	**26%**	**(83,472)**	
Accor	793,325	767,941	676,466	116,859	17%	No direct impact on the accounts apart from the need to conduct impairment tests when the share price is below the consolidated value.	
Edenred	195,236	408,531	404,521	(209,285)	(52%)		
Ray Investment/ Rexel	860,092	966,495	484,365	375,727	78%		
Equity-accounted securities	**1,848,653**	**2,142,967**	**1,565,352**	**283,301**	**18%**		
ANF	637,269	502,455	67,729	569,540	841%	No direct impact on the accounts. The fair value of real estate assets is supported by a report by two independent experts.	
Listed subsidiary	**637,269**	**502,455**	**67,729**	**569,540**	**841%**		
TOTAL LISTED ASSETS	**3,320,645**	**3,480,145**	**2,293,676**	**1,026,969**	**45%**	**(83,472)**	
Derivative associated with the Danone exchangeable bond	(143,656)	(143,656)	-	(143,656)		44,876	Impact on consolidated net income. These derivatives only reflect an opportunity cost.
Other equity derivatives	(3,231)	(3,231)	-	(3,231)		(1,173)	
TOTAL EQUITY DERIVATIVES	**(146,887)**	**(146,887)**	**-**	**(146,887)**		43,703	

The Company is also liable to be indirectly affected by a fall in the securities markets. Depending on the extent of possible decreases in the Accor and Edenred share prices, the Company may need to make temporary cash payments in order to finance its investments. In addition, market fluctuations have an impact on listed comparable companies used to value unlisted assets (see above) and could therefore have a negative impact on the Company's Net Asset Value.

2.4.2.3.2 INTEREST RATE RISK

Eurazeo's exposure to interest rate risk mainly concerns medium and long-term floating-rate loans. The Group has a policy of managing its interest rate risk by combining fixed- and floating-rate loans. It has accordingly taken out a number of swap contracts, under which it undertakes to exchange the difference between fixed- and floating-rate loans based on a given notional principal amount.

This policy allows Eurazeo to prioritize the hedging of future cash flow risk. By contrast, the Company chooses not to hedge the risk of a change in the fair value of fixed-rate net debt; financial liabilities are recorded at their initial value in the event of change in interest rates (*i.e.* opportunity cost risk in the event of a fall in interest rates).

As of December 31, 2010, consolidated debt broke down as follows:

(In millions of euros)

Company		2010	Fixed rate	Floating rate hedged	Floating rate not hedged	Debt maturity
Eurazeo	Bond issue	644.1	644.1	-	-	2014
Eurazeo	Loan	110.3	110.3	-	-	2013
	Other debt and interest	48.3	48.3	-	-	
Holding company sub-total		**802.7**	**802.7**	**-**	**-**	
ANF/Imm. Bingen	Loan	580.3	0.2	533.6	46.5	2012/2019
	Other debt and interest	7.8	2.3	-	5.5	
Real Estate sub-total		**588.1**	**2.5**	**533.6**	**52.1**	
LH19	Loan	566.6	-	506.6	60.0	2015
APCOA	Loan	629.1	-	464.5	164.7	2014
Europcar	Bond issue	1,059.8	642.7	314.1	103.0	2013/2018
Europcar	Vehicle fleet	1,317.6	-	617.7	699.9	2013/2014
Elis	Loan	1,897.5	-	1,500.0	397.5	2014/2017
	Other debt and interest	139.6	71.3	36.2	32,1	
Industry & Services sub-total		**5,610.2**	**714.0**	**3,439.0**	**1,457.3**	
TOTAL CONSOLIDATED DEBT		**7,001.1**	**1,519.2**	**3,972.5**	**1,509.3**	

78% of Eurazeo's consolidated debt is either hedged or at a fixed rate (74% for the Industry & Services business and 91% for the Real Estate business).

Moreover, in accordance with IFRS 7, a sensitivity analysis of the impact of a change in interest rates (instant impact of a +/-100 basis point shock along the entire yield curve, occurring on Day 1 of the fiscal year and remaining constant thereafter) is presented in Note 15 to the consolidated financial statements. This analysis reflects the quality of the hedging strategy implemented by the Group:

- if interest rates had been 100 basis points higher than those recorded during the year, the impact on shareholders' equity (including minority interests) and the net finance cost would have been 1.9% and 0.6%, respectively;
- if interest rates had been 100 basis points lower than those recorded during the year, the impact on shareholders' equity (including minority interests) and the net finance cost would have been -1.6% and -0.5%, respectively.

The Company does not have any significant interest-bearing assets.

2.4.2.3.3 FOREIGN EXCHANGE RISK

Eurazeo's foreign exchange rate risk is limited to the presence of Europcar and APCOA outside the Euro zone (United Kingdom, Scandinavia and Australia) and the operations of equity-accounted groups outside the Euro zone (in particular Accor, Edenred, Rexel and Intercos). Group companies operate exclusively in local currencies.

For Europcar and APCOA, the Company keeps its total foreign exchange risk exposure to a minimum by borrowing in pounds sterling and Norwegian kroner.

2.4.2.4 Liquidity risk

The Eurazeo group must have sufficient financial resources at all times to finance not only its day-to-day operations, but also to maintain its investment capacity. It manages liquidity risk by constantly watching the duration of its financing activities, closely monitoring the financing terms of its investments, ensuring that it always has available credit facilities and diversifying its resources.

The Group also manages its available cash balance with prudence by primarily investing it in liquid money-market investments. Eurazeo has cash-management agreements in place with its investment vehicles in order to optimize the centralization and mobilization of available resources. As of December 31, 2010, Eurazeo SA has available cash and cash equivalents of over €900 million and an undrawn credit line of €1 billion. The soundness of its cash position should allow the Company to make new investments and help its existing investments seize any external growth opportunities that may arise.

Eurazeo's consolidated debt was €7,001 million as of December 31, 2010. This debt was secured under loan agreements containing the usual legal and financial covenants for this type of transaction, providing for early repayment if undertakings are breached. It should be noted that subsidiaries' debts are without recourse in respect of Eurazeo's balance sheet. However, within the framework of insolvency proceedings, creditors sometimes attempt to invoke the responsibility of the parent company, which is the head Company of the Group.

Maturities are a relatively long way off for most of the Company's investments, extending from 2012 to 2018, and are generally aligned to the relevant investment's anticipated timeframe. The ability to retain or extend these facilities is hinged largely on market forces. As maturities approach, investment teams take action upstream to negotiate the extension of the financing, the implementation of alternative resources or the optimization of scenarios bearing on the sale of the relevant investments.

Information on liquidity risk is included in Note 14 to the consolidated financial statements, in accordance with the requirements of IFRS 7, and is covered by the Statutory Auditors' opinion on the consolidated financial statements.

2.4.2.5 Risks related to co-investment strategies

Under its investment strategy, the Company prioritizes strong positions in a company's share capital or a material influence. As such, companies in which Eurazeo is the majority or core shareholder or has significant influence account for more than three-quarters of its assets.

For certain investments in which it does not have a majority, Eurazeo acts in concert with other shareholders within the framework of co-investment strategies. In order to protect its interests in such investments, the Company has set up shareholders' agreements (Accor, Edenred, Rexel) or co-investment agreements (Euraleo), which lay down the terms of the implementation of the co-investment strategy and investment exit options.

2.4.3 RISK FACTORS INHERENT TO THE COMPANY'S OPERATING MODEL

2.4.3.1 Risks related to investment capacity

Investors must have resources if they are to make equity investments. As such, the Company must maintain adequate investment capacity so as to be able to seize the best opportunities in carrying out its value-creation strategy.

To be able to continue investing and creating value in the years to come, Eurazeo must have access to the necessary resources. With available cash and cash equivalents of over €900 million (as of December 31, 2010), Eurazeo SA has significant investment capacity and is actively working on projects of companies which it could accompany in their development and enhance their potential.

2.4.3.2 Risk of dependency on key people

Eurazeo's capacity to seize the right investment opportunities, to optimize the engineering of its acquisitions and to capitalize on the value-creation potential of its investments relies on its reputation, its networks, the skill and expertise of its Executive Board members and its Directors of Investments. As such, the departure of one or several of these key people could have an adverse impact on Eurazeo's business and organization. Such a departure could alter not only the deal flow and projects underway at the time, but could also affect the management of Eurazeo's teams and the Company's relations with the management of its investments or with its partners.

2.4.3.3 Counterparty risk

Eurazeo's counterparty risk with respect to its liquidities and marketable securities is limited to well-known and respected banks; its liquid investments are timed in accordance with its projected needs. Notwithstanding these caveats, short-term investments must comply with limits, reviewed regularly, in terms of both credit risk and the volatility of investment supports.

In managing its cash balances, Eurazeo monitors risk diversification on a permanent basis, using dedicated software. It invests its available cash in swapped negotiable debt securities, shares of mutual funds and term accounts.

Three levels of prudential rules aimed at protecting investments from interest-rate and counterparty risks (default) have been established:

- selection of banks and issuers (minimum rating of A2/P2 unless approved by the Treasury Committee, which includes three members of the Executive Board);
- nature of authorized investments;
- liquidity of investments.

2.4.4 RISK FACTORS INHERENT TO THE CONTROLLED INVESTMENTS

Risks incurred specifically by the companies controlled by Eurazeo leave it indirectly exposed as the majority shareholder. The main risks, in that they may have an impact on the monetization of the various investments, are set out below.

2.4.4.1 Credit risk

Each Eurazeo group subsidiary has developed a system for monitoring outstanding trade receivables that suits its organization and business. Some subsidiaries are not highly exposed to credit risk because they collect payment for services immediately (payment for parking spaces for APCOA). Other subsidiaries routinely use the services of reputed insurance companies to reduce this risk.

The greatest exposure to trade receivables risk is borne by Europcar (76% of trade and other consolidated receivables) and Elis (20%).

EUROPCAR

Europcar basically has two types of client receivables: carmakers under their buyback commitments and receivable related to the vehicle rental business. Europcar has implemented specific procedures to monitor credit risk related to carmakers.

ELIS

Elis insures against trade receivables risk in France with a reputed insurance company. It manages outstanding debt in a decentralized manner based on delegation and subsidiarity principles. Outstanding debt management is included in the monthly reporting system.

ANF IMMOBILIER

ANF Immobilier makes virtually all its revenues by leasing its real estate assets to third parties, and the profitability of its leasing business depends on its tenants' solvency. Accordingly, tenants' financial difficulties could lead to payment delays, or even rental payment defaults, which could affect ANF Immobilier's earnings. ANF Immobilier therefore monitors its trade receivables on a weekly basis and follows up any missed payments on a case-by-case basis.

In broad terms, among these examples, only defaults by one or several major carmakers for Europcar would be liable to constitute a significant risk for Eurazeo.

Information on credit risk is included in Note 8 to the consolidated financial statements, in accordance with the requirements of IFRS 7, and is covered by the Statutory Auditors' opinion on the consolidated financial statements.

2.4.4.2 Risk of dependency on key people in investments

The quality of a target company's management is one of Eurazeo's investment criteria. It represents a substantial part of the due diligence carried out during the examination of a prospective investment. During the development phase, Eurazeo's teams and the management teams of each investment work in a completely open manner to set out a clear vision of the goals to be achieved and action to be taken in the short, medium and long terms. The management of the Company's investments has played – and continues to do so – a critical role in adapting to the economic environment.

As such, the departure, prolonged absence or loss of confidence of key people in a management team, for whatever reason, could have a material impact on operations and the implementation of the investment's strategy. To minimize this risk, Eurazeo makes the alignment of the shareholder and management interests a key factor in promoting the continuity of management teams and value creation. The Company also places emphasis on its close, regular and strong relations with management teams in its investments and the preparation of the replacement of key people.

2.4.4.3 Risks related to the economic environment

Activities of Eurazeo majority-owned investments are more or less sensitive to changes in the economic environment.

For example, Europcar, as a renter of leisure and utility vehicles, is directly exposed to declining demand stemming from economic downturns. A critical success factor is its capacity to adapt its resources swiftly to market conditions. During periods of crisis, it is essential to adjust the size of the fleet in line with demand; when the environment picks up, it is vital to be able to offer the fleet required by customers. As demonstrated in 2009, Europcar has the ability to minimize the impact of falling demand on its earnings by taking quick steps to improve the client mix, adjust the size of its fleet and cut costs.

Similarly, in adverse economic environments, falling demand in specific markets can penalize the activities of some majority-owned investments. Elis, for instance, is sensitive to downturns in demand in hotels and catering; APCOA's performances are sensitive to significant falls in passenger traffic in airports; change in the value of ANF Immobilier's real estate assets, as assessed by experts, is closely correlated to trends in the property market and numerous economic factors (economic environment, interest rates, etc.).

2.4.4.4 Environmental risks

Eurazeo's teams examine environmental issues thoroughly when looking into prospective investments. The identification of a material risk could cause projects to be reconsidered.

Europcar and Elis are the main Eurazeo subsidiaries with exposure to environmental risks.

EUROPCAR GROUP

Europcar's business has many environmental implications that require it to make sustained efforts in the area of environmental protection.

The environmental regulations and legislation applicable to Europcar mainly cover:

- the operation and maintenance of its cars, trucks and other types of vehicles, such as buses and minibuses;
- the use of tanks for storing petroleum products such as gasoline, diesel and spent fuel;
- the use, storage and handling of hazardous substances including fuel and lubricants;
- the regeneration, storage, transportation and destruction of waste, including used fuel, spent oil, waste from car washing products and water and other hazardous products; and
- the cleanliness and operation of the buildings where Europcar operates.

Europcar takes care to implement all measures required to comply with environmental regulations.

The use of cars and other vehicles is subject to many governmental regulations aimed at limiting damage to the environment, including noise pollution and carbon dioxide emissions. As a general rule, the carmaker is responsible for these obligations, with the exception of maintenance and mechanical failures that require repairs by Europcar.

Environmental legislation and regulations have changed rapidly in recent years, as have administrative obligations. It is very likely that governmental obligations and their application will become increasingly stringent in the future, thereby increasing operating costs. Europcar could also be the subject of legal action by government agencies or private institutions related to the environment. Although Europcar currently complies with environmental regulations and laws, maintaining this compliance could become more costly in the future, thereby having a material impact on the company's financial statements, operating income and cash flows.

Europcar has obtained ISO 14001 certification for its environmental management system at its global headquarters, and for all its European subsidiaries.

In particular, each subsidiary has drawn up a registration and compliance program for the maintenance and replacement of gasoline tanks in accordance with local legislation. However, in spite of these precautions, Europcar cannot be fully assured at all times that there are no leaks and that none of its facilities are being incorrectly used.

ELIS GROUP

Elis' French production sites are listed as classified facilities under environmental protection arrangements (*Installations Classées au titre de la Protection de l'Environnement*, ICPE). Large sites are subject to prefectural authorization; smaller sites simply need to be reported to the competent authority.

Elis' traditional industrial laundries are exposed to a small measure of chronic or accidental pollution risk because of the small quantities of dangerous products used or stored:

- since the first quarter of 2008, all sites use natural gas to produce steam, instead of heavy fuel oil;
- wastewater from the laundry business (the main impact of the business) is qualitatively compatible with domestic wastewater. The sites are therefore connected to the local water treatment network.

Under the Discharge of Dangerous Substances Research and Reduction (RSDE) program, the Ministerial circular of January 5, 2009, resulting from the enactment in French law of the European Water Framework Directive, requires industrial laundries subject to Authorization, to implement an effluent analysis program, known as "initial monitoring", between 2010 and 2012. These analyses concern a list of 22 to 25 substances drawn up for the industrial laundry business following an initial phase of the RSDE program between 2003 and 2007. Around 10 Elis sites have launched this program in accordance with additional RSDE prefectural orders.

In the past, some Elis sites had activities with a high risk of pollution such as the use of hydrocarbons or solvents, in particular dry-cleaning with chlorinated solvents such as tetrachloroethylene. Since these past activities may have polluted the soil or the water table, special precautions are taken upon discontinuance of business or disposal. Industrial activity on a site is discontinued in coordination with the competent administrative authorities.

As a distributor, importer and user of chemical substances, Elis is subject to the REACH directive. As a result, Elis ensures that suppliers comply with all the obligations relating to this specific regulation.

2.4.4.5 Health risks

ANF IMMOBILIER

ANF Immobilier's buildings may be exposed to public health or safety issues such as asbestos, legionella (Legionnaire's disease), termites or lead. As the owner of these buildings, facilities or land, ANF Immobilier may be held liable if it is in breach of its obligation to monitor and check facilities. This could have a negative impact on its business, prospects and reputation. To minimize these risks, ANF Immobilier complies scrupulously with applicable regulations and has adopted a preventative policy that involves making diagnostics and, where necessary, carrying out work aimed at bringing the buildings into compliance.

Asbestos risk

The manufacture, importing and sale of products containing asbestos are prohibited by French government decree no. 96-1133 of December 2, 1996. ANF Immobilier is required to test for the presence of asbestos and remove any that is found. ANF Immobilier has tested for the presence of asbestos in all buildings in which it has undertaken renovation work.

Water treatment risk

ANF Immobilier is required to comply with regulations covering the use of water and the expulsion of waste into water, including the requirement that waste water be treated in accordance with the provisions of the French Public Health and Local Government Codes, as well as the qualitative and quantitative management of rain water (January 1992 Water Act).

Natural or technological risks

The company's real estate assets can also be exposed to natural or technological risks or unfavorable findings by safety commissions. Events of this kind could lead to the total or partial closure of the premises concerned and could have an adverse impact on the attractiveness of the company's assets, its business and its earnings.

ELIS GROUP

Elis has obtained technical asbestos reports, in accordance with regulations, for all its buildings.

Ever since it was proved that the use of water-cooling towers could cause legionellosis, Elis has dismantled five of its towers. Six laundries are still fitted with water-cooling towers; all have been reported to or authorized by the competent prefecture. The company performs systematic preventative maintenance on water-cooling towers as well as monthly or quarterly inspections of wastewater.

Some of the services provided by Elis concern the health sector, in particular health sector laundry, clothing classified under Personal Protection Equipment (PPE), "ultraclean" clothing (departiculated), and the beverages business with water dispensers and coffee machines. It monitors and controls the compliance of its services through Quality Management Systems (QMS) certified ISO 9001 for clothing and particularly PPE and ultra-clean clothing and for the water cooler and water dispenser business.

Over the last two years the Elis group has developed a medical waste collection business, freeing health sector professionals from the constraints associated with this type of waste. Waste from healthcare activities involving a risk of infection is collected regularly, at a frequency adapted to requirements and in compliance with the time limits imposed by the volume of waste for disposal. It is directed to grouping points at Elis sites, before being transferred to disposal centers in accordance with prevailing regulations.

2.4.4.6 Other risks of a legal nature

Controlled investments operate throughout the world and are subject to national and regional laws and regulations, depending on the country. In the course of their various operations, they are liable to become involved in litigation, or in legal, arbitration or administrative procedures. All of them have mechanisms in place to minimize this risk. Requests have been made to Europcar bearing on its marketing practices prior to its acquisition by Eurazeo, in order to ensure their compliance with the applicable legislation.

At the same time, changes in prevailing laws and regulations can alter expectations for the development of certain businesses. Given the importance of the regulatory framework to the development of the photovoltaic sector in France, the growth outlook of Fonroche (equity-accounted investment) in France could be affected by a change in the regulatory environment. The development of the company's other non-photovoltaic renewable energy businesses and the growth of activities outside France offer a means of reducing the impact of this risk.

2.4.5 LITIGATION

ANF Immobilier Chief Executive Officer and Real Estate Director

Proceedings are currently underway following the dismissal and subsequent layoff of ANF Immobilier's Chief Executive Officer and its Real Estate Director in April 2006:

- the dismissed executives have filed damage claims with the Paris Industrial Tribunal (*Conseil des Prud'hommes*). The former Chief Executive Officer is seeking €4.6 million (of which €3.4 million from ANF and €1.2 million from Eurazeo) and the former Real Estate Director is seeking €1.0 million;
- ANF Immobilier's former Chief Executive Officer has also brought a suit against the company before the Paris Commercial Court in his capacity as a former corporate officer;
- a former supplier has also filed a suit before the above tribunal.

Prior to filing these Industrial and Commercial court proceedings, ANF Immobilier lodged a complaint with an investigating magistrate (*juge d'instruction*) in Marseilles. The subsidiary launched a civil suit pertaining to acts allegedly committed by the above-mentioned former supplier, as well as two former Directors and other individuals. A criminal investigation is currently underway and the police in Marseilles have been tasked with gathering evidence. ANF Immobilier's former Chief Executive Officer and Real Estate Director have each been indicted and placed under judicial control. The same applies to the former supplier, who was remanded in custody for several months.

On March 4, 2009, the judicial investigation office (*Chambre de l'Instruction*) of the Court of Appeal in Aix-en-Provence handed down a ruling confirming the validity of the indictment of ANF Immobilier's former Chief Executive Officer and, hence, the existence of serious evidence that corroborated claims that he misused company assets to the detriment of ANF Immobilier. Furthermore, the investigating magistrate commissioned an accounting review and a report should be filed in 2011.

Given the close links between the criminal and civil aspects of this case, the Industrial Tribunal granted ANF Immobilier's request for a stay of proceedings.

TPH – TOTI CASE

As successor in interest to Eurazeo, ANF Immobilier hired a private contractor, Philippe Toti (TPH), to renovate some of the properties in its real estate portfolio in Marseilles. Just as criminal proceedings were being brought before the Marseilles investigating magistrate, in particular against ANF Immobilier's former supplier for receiving stolen goods and collusion, ANF Immobilier became aware that the latter had not provided the material and human resources required to fulfill his contractual obligations.

A bailiff engaged by ANF Immobilier reported that work on the building sites had ceased. Following this report, ANF Immobilier terminated its construction contract with its former supplier on June 19, 2006.

Separately, Mr. Toti and his company's liquidator issued ANF Immobilier with a summons to appear before the Paris Commercial Court on February 16, 2007.

ANF Immobilier requested that proceedings be suspended or deferred until an unspecified date pending the final ruling in the civil suit brought by ANF Immobilier before the criminal court (Marseilles District Court) in which it accused the entrepreneur of receiving stolen goods and misuse of company assets.

The Paris Commercial Court President issued a stay of proceedings on November 26, 2009 pending the criminal court ruling.

The Paris Commercial Court will only examine the admissibility and legitimacy of the claims made by Mr. Toti and the liquidator of the company TPH once the criminal court has handed down its final ruling on the complaint brought by ANF Immobilier.

Groupe B&B Hotels

Groupe B&B Hotels is involved in several disputes with its former managing agents, who are requesting that their management contracts be converted into employment contracts. Groupe B&B Hotels disputes these claims, which are currently under investigation. Pursuant to the sale of Groupe B&B Hotels, Eurazeo and the other sellers accepted under certain conditions to continue to bear part of the damages potentially arising as a result of these disputes and similar disputes that could arise in the future. A ceiling was set on the total amount of damages payable by sellers and split among them. This warranty only covers requests submitted by the buyer of Groupe B&B Hotels before March 31, 2012.

APCOA

Eurazeo and the company that managed the acquisition of APCOA have together launched proceedings against companies belonging to the Investcorp group, seeking compensation for the material losses incurred due to the price paid for APCOA, which they allege was too high. The plaintiffs argue that the acquisition price was based on information provided by APCOA UK, which is alleged to have overstated its financial position and to have failed to disclose certain facts during the due diligence process. On December 18, 2009, a request for arbitration was filed against the Dutch firm, owned by Investcorp, which sold APCOA (pursuant to an arbitration clause contained in the disposal contract). A summons to appear before the German courts was filed on the same day, in particular against the parent company in Bahrain. Various procedural stages were completed for these two proceedings during 2010 and initial arbitration and/or judicial decisions are expected during 2011.

AMF

On September 16, 2005, the Disciplinary Commission of the French Financial Markets Authority (AMF) fined Eurafrance (now Eurazeo) and its then corporate secretary, Bruno Keller, for a matter dating back to February 2001, in spite of a recommendation to the contrary by its investigator. The investigator had found that neither Eurafrance nor its employee had infringed applicable regulations, Eurafrance having experienced trades of its shares that it had neither sought nor authorized. At the time of the events, Bruno Keller was corporate secretary (and not a corporate officer) of Eurafrance, whose management team was different from Eurazeo's current management team. On December 16, 2005, Eurazeo and the former corporate secretary of Eurafrance filed an appeal with the Paris Court of Appeals seeking to overturn the AMF Disciplinary Commission's ruling. The Court of Appeal upheld the fine. Eurazeo and Bruno Keller subsequently filed an appeal with the Court of Cassation (France's highest court) on November 10, 2006, but later withdrew their case in June 2007, without acknowledging the legitimacy of the fine imposed on them.

General comment

The above disputes are not provided in Eurazeo's accounts as of December 31, 2010. To Eurazeo's knowledge, there are no governmental, judicial or arbitrary procedures underway or pending that could have, or have had in the last 12 months, a material impact on Eurazeo's and/or the Group's financial positions or profitability.

Eurazeo cannot rule out future claims or disputes stemming from events or facts that are currently unknown or which present associated risks that cannot as yet be identified and/or quantified. Such cases could potentially have an adverse impact on the Company's financial position or earnings.

2.4.6 INSURANCE

Eurazeo

Eurazeo has insurance policies with top-tier insurance companies.

In particular, these policies cover:

- civil liability for Eurazeo's corporate officers and representatives working at its subsidiaries and at companies in which it holds stakes, as well as professional civil liability;
- "all risks with exceptions" relating to business premises;
- civil liability for business operations;
- personal accident insurance, covering Company employees during business trips.

ANF Immobilier

ANF Immobilier has insurance covering all damage to its assets as declared to the Insurer. Its buildings are insured for replacement cost, including after storms, acts of terrorism and terrorist attacks, legal remedy of neighbors and third parties, loss of rental income and ensuing costs and losses.

ANF Immobilier's buildings are insured for replacement cost as valued on the day the damage is incurred. The building insurance portfolio also includes policies taken out during construction work, on a project-by-project basis, in compliance with French law 78.12 of January 4, 1978.

APCOA

APCOA has international insurance policies with major insurance companies, including:

- civil liability insurance for defective products;
- combined civil liability insurance, in the event of material damage or the suspension of operations;
- insurance against theft and misappropriation;
- civil liability insurance for corporate officers;
- insurance for electronic equipment;
- vehicle insurance.

Elis

Elis has insurance policies with top-tier insurance companies covering all risks relating to its operations, as well as those incurred by its employees and management team.

They cover in particular:

- damage claims: named perils policy covering business premises and, in some cases, rental risks;
- civil liability of operations and products/post delivery;
- civil liability of corporate officers;
- personal accidents for named individuals;
- car insurance, with all policies covering auto civil liability, fire, theft, and driver insurance, and some policies covering vehicle damage;
- freight;
- property damage insurance.

Europcar

Europcar has insurance policies with top-tier insurance companies, particularly covering:

- auto civil liability (mandatory insurance), as required in its capacity as a car hire company;
- general civil liability with respect to third parties, including vehicle maintenance and resale;
- civil liability of its Directors and corporate officers;
- potential acts of fraud or misappropriation committed against it, in particular by a member of staff;
- damage to its business premises and contents and leaseholders' potential responsibility.

2.5 REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

ON THE COMPOSITION [(1)], THE CONDITIONS OF PREPARATION AND ORGANIZATION OF THE BOARD'S WORK AND THE INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IMPLEMENTED BY EURAZEO

Pursuant to the provisions of Article 225-68 of the French Commercial Code, the purpose of this document is to report on the composition, conditions of preparation and organization of the Supervisory Board's work and the internal control and risk management procedures implemented by Eurazeo. The disclosures required under Article L. 225-100-3 of the French Commercial Code are published in Eurazeo's 2010 Registration Document (Section 6.7, Factors affecting a potential takeover bid). The specific procedures regarding the participation of shareholders at Shareholders' Meeting are set out in Article 23 of Eurazeo's Bylaws.

The work underlying the drafting of this report was managed and coordinated by the Internal Audit Department. It is based on the contribution of all divisions and services, which constitute Eurazeo's internal control stakeholders (the roles of these players are presented in Section 2 of the report).

The organization and drafting of this report were based on corporate governance and internal control generally accepted frameworks. Section 1 of this report on the work of the Supervisory Board was drafted based on the Corporate Governance Code for Listed Companies (*Code de gouvernement d'entreprise des sociétés cotées*) published in April 2010 by MEDEF and AFEP (hereafter referred to as the AFEP-MEDEF Code). Section 2, which is devoted to the internal control and risk management system, was drafted based on the internal control reference framework issued by the French Financial Markets Authority (AMF) [(2)], and its application guidance relating to risk management and internal control of accounting and financial reporting. Lastly, procedures performed generally took account of the recommendations issued by the AMF during 2010 on corporate governance, the Audit Committee, risk management and internal control.

The members of the Audit Committee reviewed a draft version of this report at their meeting on March 17, 2011. The final report was approved by the Supervisory Board at its meeting on March 24, 2011.

SECTION 1 PREPARATION AND ORGANIZATION OF THE SUPERVISORY BOARD'S WORK

A. Composition and activities of the Supervisory Board

The Supervisory Board permanently oversees the management of the Company by its Executive Board. Its members are renowned business leaders from various sectors of the economy. The Supervisory Board's Internal Rules set forth its operating rules, specifically addressing matters such as participation at Board meetings, independence criteria, the holding of meetings, communications with Board members, prior authorization by the Board of certain transactions, the setting up of committees, the compensation of Board members and ethics issues. The Supervisory Board's Internal Rules are set out in Section 2.1.5 of the Registration Document.

Throughout the year, the Supervisory Board performs the checks and controls it deems warranted and may request any document it considers necessary to carry out its duties.

The Supervisory Board meets as often as Eurazeo's interests may require and at least once every quarter. The Supervisory Board met five times in 2010 (seven times in 2009) with an average attendance rate of 97% (87% in 2009).

The Executive Board submits a monthly report to the Chairman of the Supervisory Board on the Company's investments, cash position, transactions and debt, if any.

In accordance with the Company's Bylaws, the Executive Board submits a report to the Supervisory Board at least once every quarter on the Company's main managerial acts and decisions, including all information that the Board may require to be kept up to date on the Company's business, along with quarterly Company financial

(1) Including application of the principle of equal representation of men and women.

(2) Risk management and internal control systems: Reference framework. July 22, 2010.

statements and half-year and annual Company and consolidated financial statements.

Within the prescribed regulatory time limit following the end of each fiscal year, the Executive Board submits the annual Company financial statements, consolidated financial statements and its report to the Shareholders' Meeting to the Supervisory Board for check and control. The Supervisory Board reports its observations on the Executive Board's report and the annual Company and consolidated financial statements to the Shareholders' Meeting.

The composition of the Supervisory Board is presented in the table in Section 2.1.3, Supervisory Board, of the Registration Document and the first four columns of this table are considered to be an integral part of this report.

B. Board committees

A. THREE BOARD COMMITTEES: THE FINANCE COMMITTEE, THE AUDIT COMMITTEE AND THE COMPENSATION AND APPOINTMENT COMMITTEE

The Supervisory Board has set up three committees: the Finance Committee, the Audit Committee and the Compensation and Appointment Committee. All three committees are permanent committees. Although the length of Committee membership coincides with the member's term of office on the Supervisory Board, the Board may change the composition of its committees at any time, thereby removing a member from a Committee. The duties and operating rules of the committees are set out in their respective charters that are an integral part of the Supervisory Board's Internal Rules.

Registration Document Sections 2.1.4, Board committees and 2.2.1, Principles governing the compensation of Corporate Officers, present in detail the activities, composition and number of meetings of these committees for fiscal year 2010, as well as the principles for determining the compensation of corporate officers. These sections are considered to be an integral part of this report.

B. THE AUDIT COMMITTEE

The Audit Committee Charter was updated in 2009 to clarify the duties of Committee members and particularly those attributed to Board committees by the Order of December 8, 2008. In July 2010, the AMF published a report on the Audit Committee (1). In particular, this report provides an analysis of the duties attributed by the Order of December 8, 2009 and recommendations on its implementation. Pursuant to the implementation of the Order, since the beginning of 2010, Eurazeo applies the principles defined by the AMF working group, particularly with respect to the analysis, scope and implementation of duties and the composition of the Audit Committee.

C. CORPORATE GOVERNANCE PRINCIPLES ADOPTED BY EURAZEO

The Eurazeo corporate governance approach was implemented several years ago, with the aim of complying with market recommendations that promote transparency in respect of stakeholders and contribute to improving the operation of the Company's control and management bodies.

An analysis of Eurazeo's corporate governance practices with respect to the principles and recommendations of the AFEP-MEDEF Code shows that Eurazeo complies with the principles of the Code, except for the provision concerning length of service when determining whether a Board member is independent (*i.e.* "has not been a Director of the Company in the last 12 years").

As part of the continued application of Eurazeo corporate governance principles in accordance with the AFEP-MEDEF Code, the following provisions have been implemented:

- a formal appraisal of the composition, organization and activities of the Supervisory Board was performed at the end of 2009 in accordance with the recommendations of the AFEP-MEDEF Code. This appraisal was performed with the assistance of an external independent consultant. In addition, a point is included in the Board agenda once annually to discuss the activities of the Board (in 2011, this point will be discussed during the Board meeting scheduled for June 16, 2011);
- the Compensation and Appointment Committee meeting of March 16, 2010 discussed the independent status of each Board member; this status (as presented in the table in Section 2.1.3, Supervisory Board, of the Registration Document) was reviewed by the Board during its meeting of March 24, 2011;
- the Code states that the term of office of a Director "must not exceed four years" and that "terms of office should be staggered so as to avoid their mass renewal and favor the harmonious renewal of Directors". The Shareholders' Meeting of May 7, 2010 amended the duration of the terms of office of members of the Supervisory Board, which is now four years. Furthermore, during its meeting of June 17, 2010, the Supervisory Board adopted an Internal Rules provision providing for the staggered renewal of its members, while during its meeting of August 30, 2010, the Supervisory Board drew lots to determine which member terms of office would be renewed first. As such, the Board will be renewed successively by thirds in 2012, 2013 and 2014. Staggering the end-dates of the terms of office from 2010 will offer Eurazeo the opportunity to increase the number of women on the Board and thereby attain a female representation rate of at least 20% by January 1, 2014, in accordance with legal requirements.

(1) Report on the Audit Committee – Working group chaired by Olivier Poupart-Lafarge, member of the AMF College. July 22, 2010.

SECTION 2 INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

Eurazeo's core business consists in the acquisition of investments mostly in unlisted companies. For the conduct of its business and to ensure its long-term success, Eurazeo defines and pursues a certain number of strategic and operating objectives. To prevent or limit the negative impact of certain internal or external risks to the achievement of these objectives, the Company, under the responsibility of the Executive Board, develops and adapts its internal control and risk management systems:

- that form part of a continuous improvement approach; and
- that fit into the Company's specific business process and business model.

The risk management and internal control systems contribute in a complementary manner to controlling the activities of the Company:

- the risk management system seeks to identify and analyze the main risks to which the Company is exposed. Risks exceeding the acceptable limits set by the Company are mitigated and, where appropriate, an action plan is prepared. These actions plans provide for the implementation of controls, the transfer the financial consequences (insurance mechanisms or equivalent) or a change to the organizational structure. The controls to be implemented are included in the internal control system, which therefore contributes to mitigating the risks to which the Company's activities are exposed;
- the internal control system relies on the risk management system to identify the main risks to be controlled;
- in addition, the risk management system must also include controls, which are part of the internal control system, in order to ensure its proper operation.

The interaction and balance of these two systems depends on the control environment, which forms a common foundation: the risk and control culture and the ethical values of the Company.

A. Definitions, objectives, limitations and scope

DEFINITION AND OBJECTIVES

Internal control is a system of the Company, designed under the responsibility of the Executive Board and implemented by staff under the direction of the Executive Board.

In the same way as the general principles of the AMF framework, Eurazeo's internal control system seeks to ensure:

- compliance with laws and regulations;
- application of the instructions and strategic cap set by the Executive Board;
- the proper operation of the Company's internal processes, in particular those aimed at ensuring the safeguard of the Company's assets;
- the reliability of financial information.

As a general rule, the internal control system contributes to the control of activities by preventing and mitigating significant risks to the achievement of the Company's objectives whether operational, financial or compliance-related. It also contributes to the efficiency of operations and the efficient use of resources.

SCOPE

The internal control system implemented by Eurazeo covers all transactions carried out within a scope that comprises Eurazeo acting as an investment company, as well as all holding companies and directly-controlled investment vehicles.

Each consolidated operational investment independently designs and implements its own internal control system to suit its specific situation and activity. Observations made following internal audits, risk mapping monitoring assignments and statutory auditor procedures are reviewed at the Audit Committee meetings of each investment at which Eurazeo is systematically represented.

LIMITATIONS

While being as well implemented and designed as possible, the internal control and risk management systems cannot provide an absolute guarantee that the Group's objectives will be achieved. The limitations of the system lie in various factors inherent to all internal control systems such as:

- the systems rely on people and the exercise of their judgment;
- the design of the internal control system and the decision to mitigate a risk takes account of a cost/benefit analysis, used to determine the right balance between the cost of controls and mitigation measures implemented and an acceptable level of residual risk;
- the low predictability of a certain number of external events that may pose a risk to the achievement of the organization's objectives.

B. Linkage of the systems

The internal control system is not limited to a set of procedures and does not cover only the Company's accounting and financial processes. It comprises an organized set of resources, exchanges, principles, procedures and behaviors adapted to the specific characteristics of the organization.

In reference to the AMF framework, Eurazeo's internal control system is structured around five closely-linked components that are described below (sub-sections a. to e.).

A. AN APPROPRIATE ENVIRONMENT AND ORGANIZATIONAL STRUCTURE

The internal control system is based on an environment that promotes honest and ethical behavior and an organizational framework dedicated to the achievement of these objectives. The organizational structure is based on an appropriate distribution of functions and responsibilities among the various players, adequate management of resources and expertise and the implementation of proper information systems and operating procedures.

Rules of conduct and integrity

Internal Rules

Eurazeo Internal Rules require that employees comply with certain rules concerning such areas as financial market integrity (for example, refraining from trading in certain situations, requirement of discretion, requirement to register Eurazeo shares held, etc.), gifts received from third parties and confidentiality.

All new employees also receive a memorandum outlining legal provisions governing breaches of stock market regulations (insider trading, unlawful disclosure of privileged information, price manipulation, etc.), with detailed information on the legal and ethical rules with which all Eurazeo employees must comply. Employees are regularly reminded that they may not engage or assist in transactions of any nature whatsoever that may be considered to interfere with the normal operation of the market and that, in addition to obeying the law, they must make every effort to conduct themselves at all times in a manner above suspicion.

Code of Ethics

In 2004, Eurazeo adopted a securities trading code of conduct that governs trading in Eurazeo shares by Executive Board members, Supervisory Board members and non-voting members. This Code is primarily amended to take into account changes in regulations.

Combating money laundering and terrorist financing

The Group's Luxembourg subsidiaries have established a system of formalized and detailed procedures for the prevention of money-laundering and terrorist financing, which are stringently applied. In accordance with Luxembourg law, the Statutory Auditors review each year the compliance of these procedures with the requirements set by the stock market regulator (CSSF).

Players and functional responsibilities

All corporate officers and employees have responsibilities and powers that contribute, at their level, to the proper operation of the system and the achievement of objectives. The current organizational structure is primarily based on the association of responsibilities, tasks and delegations of authority of certain highly-involved bodies and functions.

Supervisory Board

The Supervisory Board permanently oversees the management of the Company by its Executive Board. It also refers to the work and opinions of the Board committees to which it has assigned tasks. As part of its duties, the Audit Committee plays a role in the oversight of the internal control and risk management system.

Under the Bylaws and/or the law, a certain number of transactions, including some that pertain to the investment business, require prior authorization by the Supervisory Board, in particular:

- the partial or full disposal of investments;
- the appointment of one or more Eurazeo representatives to the Boards of any French or foreign companies in which the Company holds an investment with a value of one hundred and seventy-five million euros (€175 million) or more;
- the acquisition of a new or additional investment in any entity or company; any acquisition, exchange or disposal of securities, property, receivables or instruments involving an investment by Eurazeo of more than one hundred and seventy-five million euros (€175 million);
- agreements regarding debt, financing or alliances, whenever the total amount of the transaction or agreement, performed in one or more stages, exceeds one hundred and seventy-five million euros (€175 million).

In addition, the Supervisory Board's Internal Rules provide that, in the event of urgency between Supervisory Board meetings, the Chairman of the Supervisory Board may, if so authorized by the Supervisory Board and subject to approval by the Finance Committee, authorize the Executive Board to carry out the above transactions, provided they are for an amount of between one hundred and seventy-five million euros (€175 million) and three hundred and fifty million euros (€350 million), for transactions involving the acquisition of investments or debt.

The Supervisory Board has authorized the Executive Board to sell all or part of the Company's investments and to dispose of buildings, provided that their value is less than one hundred and seventy-five million euros (€175 million).

As required by law, the Bylaws provide that the pledge of sureties and the grant of deposits, endorsements and guarantees must be authorized by the Supervisory Board. At its meeting of December 3, 2009, the Supervisory Board authorized the Executive Board, for a period of one year, to grant deposits, endorsements and guarantees of up to one hundred and seventy-five million euros (€175 million) and to pledge sureties of up to one hundred and seventy-five million euros (€175 million), subject to a maximum of one hundred million euros (€100 million) per transaction. These authorizations were renewed for one year by the Supervisory Board meeting of December 15, 2010. The Legal Department monitors the use of these authorizations.

Lastly, pursuant to Eurazeo's Bylaws, certain decisions, not specifically related to the investment business but which concern the Company's organization, must receive the prior approval of the Supervisory Board:

- any proposal to the Shareholders' Meeting to amend the Bylaws;
- any transaction that could result, immediately or in the future, in a share capital increase or decrease through the issue or cancelation of shares;
- the setting up of stock option plans and the granting of Eurazeo share subscription or purchase options;
- any proposal to the Shareholders' Meeting regarding share buyback programs;

- any proposal to the Shareholders' Meeting regarding the appropriation of earnings and the distribution of dividends or interim dividends.

Executive Board and Executive Committee

The Executive Board has six members (seven members from March 19, to December 15, 2010). It meets at least once a month or as often as the Company's interest may require. Its decisions, especially investment decisions, are taken collectively.

The Executive Committee is made up of members of the Executive Board, two Investment Directors and a Legal Director and meets once a week. It coordinates the implementation of the Company's strategy and ensures the relevance of the organizational structural in light of changes in the corporate environment. This includes, in particular, the definition of responsibilities and the resulting delegation process. Delegations of authority are used to authorize invoices and to sign payments.

Chief Financial Officer

The Chief Financial Officer, who is a member of the Executive Board, is responsible in particular for preparing the financial information produced for use within the Company or outside the Company. He coordinates the activities of several departments that are at the heart of the accounting and financial internal control system: the Accounting and Tax Department, the Treasury Department and the Investor Relations Department. As a member of the Executive Board, he provides a link between the people who prepare and control the financial information and members of the Executive Committee. The accounting and financial reporting internal control system is presented in Section 2.C.

The Investment Team

Under the responsibility of the Executive Board members in charge of monitoring investments, the members of the investment team perform the diligences required by investment procedures with respect to the appraisal of investment opportunities, the optimization of acquisition and financing strategies, the monitoring of investments and the preparation of disposals.

The Legal Department

The Legal Department assists the investment team with analyzing investment transactions and monitoring the companies in which Eurazeo invests from a legal perspective. It keeps records of agreements and other documents pertaining to investments and their legal aspects.

Generally, it oversees compliance with legislation and regulations in countries where Eurazeo and its holding companies are established (France, Italy and Luxembourg), monitors the corporate affairs of Eurazeo and the companies within the consolidation scope of its holding companies and coordinates the monitoring of legal developments. Each investment has its own Legal Department.

Internal Audit

The duties of the Internal Audit Manager consist in assessing Eurazeo's risk management, internal control and corporate governance processes and making proposals to improve their efficiency.

The Internal Audit Manager reports on the results of his procedures to the Audit Committee, which also approves the annual audit plan that he prepares. He maintains a functional link with the Internal Audit Departments and the Finance Departments of consolidated investments, particularly with regard to their application of the internal control self-assessment process, the drafting of their internal audit and assignment monitoring plans, the preparation of their risk mappings and the monitoring of action plans.

Consolidated investments

Managers and staff of each investment implement their own internal control system independently, to suit their specific situation and constraints.

Committee-based cross-functional structure

In addition to functional control activities, the creation of a certain number of committees that bring together various functions of the organization promotes the interaction required for the internal control system to work properly.

Investment Committee

The Investment Committee is made up of members of the Executive Board, the investment team and certain corporate function managers. It meets once a week.

Collectively, it examines investment opportunities presented by members of the investment team, discusses developments pertaining to pending investments and monitors the performance of existing investments.

Management Committee

The Management Committee, headed by the Chief Executive Officer and the Chief Financial Officer, brings together all managers in charge of corporate functions at Eurazeo. It meets twice a month to discuss current matters and ongoing projects that cut across the Company. For example, it acts as a Steering Committee for the preparation of the accounts closing and the Registration Document.

Treasury Committee

The Treasury Committee comprises the head of the Treasury Department, the Chairman of the Executive Board, the Chief Executive Officer and the Chief Financial Officer. It meets once a month. Its role consists in defining the treasury policy to be implemented and adapting it in line with market conditions and the operating needs of the Eurazeo group.

Regulatory Watch Committee

The Regulatory Watch Committee comprises the Chief Financial Officer, the Head of Internal Audit, and members of the Investor Relations Department, the Legal Department and the Accounting Department. It meets on average once quarterly to discuss the measures necessary to take into account changes in the regulatory environment of the Company and particularly, impacts on the production of accounting and financial information and regulatory information.

Information systems

The organization of the Group, whether within Eurazeo or its operational investments, is based on information systems tailored to objectives and designed to be compatible with future objectives. The systems in place seek to satisfy various internal control objectives and particularly:

- *compliance* – Eurazeo's Legal Department has an IT tool that enables it to monitor contractual commitments. For example, it ensures compliance with legal rules that limit the number of offices held by corporate officers;
- *reliability of financial information* – A single consolidation tool that can be accessed by the various Group consolidation officers, facilitates the harmonization and processing of accounting and financial data produced by information systems specific to the different investments. A tool was also developed to control the correct carry forward of accounting data when calculating the Company's Net Asset Value (NAV);
- *control of risks inherent to the Group's various activities and efficient use of resources* – The various portfolio investments have developed business information systems tailored to their business model, in particular for the input of revenue, performance monitoring and the validation of investments and expenditure.

Within Eurazeo, the physical and data security of IT systems is based on a strategic back-up and archive system and formal operating procedures.

Formal standards and procedures

Formal operating procedures are specified in the Eurazeo procedures manual, that covers the preparation of accounting information, the review of portfolio values, expenditure commitments, IT security and financial reporting.

In the Group investments, the various functions have developed formal procedures and guidance that may cover accounting and operational fields or the self-assessment of internal control and compliance systems.

B. THE RISK MANAGEMENT SYSTEM

Definition and objectives

Early detection and appropriate management of identifiable risks are essential to the success of Eurazeo's business. Risk management comprises all risk categories (strategic, operational, financial, regulatory), irrespective of whether they can be quantified.

Eurazeo defines risk as a future and uncertain event which could have a negative impact on the creation of value by the Company (including lost opportunities).

Risk management is a system which contributes to:

- creating and preserving the Company's value, assets and reputation;
- improving the security of decision-making and the Company's processes thereby favoring the attainment of objectives;
- favoring the consistency of actions with the Company's values;
- mobilizing Company employees around a common view of the main risks.

Organization

Major risks to which Eurazeo is exposed are subject to management procedures, tailored to changes in the risk level. The identification, analysis and mitigation of the main risks likely to adversely impact Eurazeo's objectives, are placed under the responsibility of the Executive Board, which refers to the work of the Internal Audit Department, the Risk Steering Committee and cross-functional committees within the organization.

The risk mapping methodology is validated once annually by the Executive Board and determines the approach to the identification and analysis of risks. It is based on a range of risk factors specific to Eurazeo, providing the various contributors with a starting point for the identification of risks.

To ensure a consistent review of these risks, analysis matrices of probabilities of occurrence and potential consequences were developed. The probability of each risk arising is analyzed for a timeframe defined based on the initial cause of the risk. The potential impacts of risks are considered from a financial point of view, but also with regard to the consequences they could have on the Company's reputation, human resources or environment. As part of this analysis, risks are mapped according to their type (risk category, priority, etc.).

Using the risk mapping, the Internal Audit Department coordinates the drafting of mitigation options. The formal risk mapping and priority action plans are proposed by the Risk Steering Committee (comprising three members of the Executive Committee and the head of Internal Audit). Once validated by the Executive Board, the risk mapping is presented to the Audit Committee, which may meet specifically for this purpose. The risk mapping is included on the agenda of Audit Committee meetings at least twice annually.

Further information is presented in Section 2.4, Risk Factors and Insurance, of the Registration Document. In particular, this section presents the risk categories likely to have a material impact on the business, financial position or outlook of the Company. This section addresses risks factors, in turn, specific to: Eurazeo's business sector (private equity), Eurazeo's portfolio, its operating model and controlled investments.

Majority-owned investments perform their own risk mappings, which they present annually during their Audit Committee meetings.

Oversight of the risk management systems of majority-owned investments

Since 2009, all majority-owned investments have implemented a formal risk identification, analysis and mitigation process. These processes are, and must remain, specific to each investment; however, in order to improve these processes, work was undertaken on harmonizing the identification and formal documentation approaches. This work was coordinated by the Eurazeo Internal Audit Department as part of its review of the risk management systems of investments.

During their Audit Committee meetings, the Finance Departments present an updated risk mapping and the methods adopted to reduce these risks to an acceptable level. This process forms part of Eurazeo's governance system and in practice provides Eurazeo Audit Committee members with the information necessary to the performance of their duties, and particularly information on the efficiency of risk management and internal control systems.

C. COMMUNICATION WITHIN THE COMPANY OF RELEVANT AND RELIABLE INFORMATION

Company management and staff have access to resources that enable them to obtain relevant and reliable information necessary to the performance of their duties in a timely manner. These resources primarily include:

- internal information systems, such as IT tools and computer data sharing areas;
- preparatory documentation for the various cross-functional committees, the holding of meetings and the follow-up of decisions;
- in-house communication of management accounting data: the communication of internal reporting deliverables relating to the portfolio value, treasury and management accounting;
- the monthly reporting of investments to members of the Investment team and the Executive Board.

D. CONTROL ACTIVITIES PROPORTIONATE TO THE SPECIFIC CHALLENGES OF EACH PROCESS

Control activities have been designed to meet, in a suitable manner, the specific challenges of each process of the organization. The various measures in place within processes, whether detective, preventive, manual or IT-based, seek to mitigate the risks that are likely to adversely impact Eurazeo's objectives.

Eurazeo's business processes: Investment/ Development/Divestment

Each new investment opportunity is investigated by one or more members of the investment team in accordance with specific procedures and under the authority of one or more members of the Executive Board. At various stages of the procedure, their analyses and conclusions are presented to the Investment Committee, which decides whether or not to continue examining the investment opportunity. The risks associated with each investment opportunity are reviewed and valued each week by the Investment Committee, documented using a scorecard and discussed by the Executive Committee.

Developments concerning pending investments (period between the investment decision by the Executive Board and the actual closing of the transaction) and completed investments are also monitored weekly by the Investment Committee.

All business matters, such as new investments, the monitoring of existing investments or disposals, are assigned to one or more Executive Board members, who ensure that decisions made or instructions given by the Executive Committee and the Executive Board are carried out by the teams. Investment and divestment decisions are taken collectively by members of the Executive Board.

During the development phase, the management of each investment submits a report to the team in charge of monitoring the investment that is presented during a monthly meeting. The Executive Board members concerned report to the Executive Board on developments regarding the investments they monitor.

Treasury/Cash Management

The Director of the Treasury Department is in charge of the daily control of cash transactions. Controls are conducted in accordance with the policy and prudential rules defined by the Treasury Committee. They cover, in particular, the strict application of delegation of authority procedures, the performance monitoring of investments, market performance indicators, the analysis of changes in cash, the preparation of cash forecasts and the issue of alerts and recommendations to the Treasury Committee.

Internal control procedures relating to the preparation and processing of financial and accounting information (see Section 2.C)

Control activities specific to the activities of Group investments

Control activities have been developed in the Group investments and implemented by their managers. They are tailored to the specific characteristics of the businesses and business model of each company. These concern revenue capture as well as the management of service quality, the management of business information systems and the monitoring of investments and expenditure.

E. MONITORING OF THE SYSTEM

The internal control system is monitored to ensure that it is relevant and adapted to the Company's objectives. Monitoring includes permanently ongoing procedures and periodic tasks.

Permanent monitoring

The various individuals involved in internal control all contribute at their level to permanent monitoring. They take account of analyses of the main incidents observed when defining corrective actions. The follow-up of the implementation of corrective actions is included on the agenda of meetings of the Management Committee and the Executive Committee. This permanent monitoring of the system also takes account of observations and recommendations made by the Statutory Auditors.

Periodic monitoring by Internal Audit

Eurazeo's internal audit function is in charge of the periodic monitoring of the system. This is done through its annual audit plan, specific assignments carried out at the Executive Board's request and its review of the activities of the Internal Audit Departments of investments.

Eurazeo contributes to the monitoring of the internal control systems of its investments through its representation on their Audit Committees. This monitoring may be completed by the work of the internal audit function, where one exists, as is the case in large groups such as Europcar and APCOA:

Europcar

An Internal Audit team operates throughout the Europcar group according to an annual plan comprising around 20 assignments on average. It covers both operational and financial areas. It also steers the internal control self-assessment project implemented since 2008. Certain of the internal audit plan assignments focus on the review of self-assessments performed by subsidiaries.

Elis

An Internal Audit team verifies the application of key operating procedures defined by Elis at its centers. Its work is structured around an annual audit plan that covers all centers using a risk-based approach. The auditors use a work program comprising over 400 control points covering the key processes.

APCOA

An Internal Audit Department was set-up in 2010. The head of APCOA's Internal Audit Department drafted an internal audit plan adopting a risk-based approach. This plan was approved by the Audit Committee and the assignments detailed therein are preformed in conjunction with an external firm.

Generally speaking, the internal audit plans of investments are drafted taking account: of the risks presented in the risk mapping, the coverage over time of the main processes and the geographic scope of each organization, the incidents and failures identified by operating staff or the Internal Audit Department and specific management requests. Where appropriate, assignments are performed in conjunction with resources provided by an external firm. The approach to drafting the internal audit plans and the comments resulting from the assignments are reviewed by the Eurazeo Internal Audit Department.

The Internal Audit Departments of the investments are responsible for the subsequent follow-up of the implementation of risk mitigation plans and the resolution of points identified by internal audit assignments.

Oversight of internal control and risk management systems within majority-owned investments

Since 2009, Eurazeo has strengthened its oversight of internal control and risk management within its investments, in order to consolidate its governance role as an investment company and responsible shareholder.

In recent years, the creation of an Audit Committee within each of our investments has been key to the organization of this governance. On average, these committees meet once quarterly. The Eurazeo Chief Financial Officer, a member of the investment team, the Accounting Director, the head of Consolidation and the head of Eurazeo Internal Audit are systematically present. They play an important role in supervising the efficiency of operating control and risk management systems.

In order to best satisfy the information needs of these committees on internal control levels within the investments, Eurazeo is progressively developing an internal control assessment system. Since 2009, the emphasis has been placed on the performance of internal control self-assessments by our investments. The Company developed a tool enabling our investments to compare themselves against a common benchmark of principles and best practices. This benchmark is based on general internal control principles developed in market frameworks and primarily the AMF and COSO Reference Framework. This approach encourages the sharing of best practice between investments, rewards efforts and progress made and contributes to the production of uniform information that is comparable between investments. It is designed to evolve over time and continually adapt to meet Eurazeo's needs and those of its investments. This approach also takes account of comments made by the Statutory Auditors as part of their procedures on the Company's internal control environment. They offer, furthermore, a means of reporting information on the quality of internal control over the operating and accounting processes of investments, particularly for those investments which do not have an Internal Audit Department. At the same time, Eurazeo seeks to strengthen the efficiency of the internal audit activities of its majority-owned investments, both with respect to the relevance of their internal audit plans and resources allocated to assignments. The reorganization of the APCOA Internal Audit Department in 2010 is one example.

C. Internal control of accounting and financial information

A. OVERVIEW OF THE ORGANIZATIONAL STRUCTURE AND MANAGEMENT OF ACCOUNTING AND FINANCIAL INFORMATION

Pursuant to Regulation no. 1606/2002 of July 19, 2002, the financial statements of the Eurazeo group are prepared, since January 1, 2005, in accordance with IAS/IFRS standards as adopted in the European Union at the end of the fiscal year.

As a parent company, Eurazeo SA defines and oversees the preparation of published accounting and financial information. This process, which is under the responsibility of the Chief Financial Officer, is organized by the Accounting and Tax Department, which includes a Consolidation Officer. The Chief Financial Officers of subsidiaries are responsible for preparing the Company financial statements of subsidiaries and financial statements restated for consolidation purposes. These financial statements are controlled by their corporate officers.

The Executive Board approves Eurazeo's company and consolidated financial statements (half-year and annual). Accordingly, it ensures that the processes for preparing accounting and financial information produce reliable information and give, in a timely manner, a fair view of the Company's income and financial position. It obtains and reviews all information that it deems useful, for example, information on closing options, critical accounting positions and judgments, changes in accounting method, results of audits performed by the Statutory Auditors and explanations of the calculation of profit or loss, the presentation of the balance sheet, the financial position and the notes to the financial statements.

Members of the Audit Committee examine the annual and half-year financial statements, and monitor the process for preparing accounting and financial information. Their conclusions are based mainly on information produced by the Chief Financial Officer and his team, exchanges with the team during Audit Committee meetings (held at least once every quarter), the observations of the Internal Audit Department and the results of internal control appraisals performed by investments. The Chairman of the Audit Committee reports on the Committee's work to the Supervisory Board.

B. PROCESSES FOR THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Organization of the process

Processes for the preparation and processing of the consolidated financial statements are organized and coordinated by the Consolidation Officer, who draws up the accounts, the notes thereto and the consolidated cash flow statement under the supervision of the Accounting and Tax Director. This process is under the responsibility of the Chief Financial Officer.

For the collection and processing of data, the consolidated financial statements are produced using a consolidation software application that can be accessed by the various Group users by logging on to a secure Internet portal. This tool is updated through computer developments in response to IFRS requirements and the specific characteristics of the Group's various operating and financial activities. It therefore has a single chart of accounts that is adapted to all fully consolidated entities. Restated data in the tool is reported to group level using a reporting package.

An external service provider, who specializes in technical issues related to IFRS and the consolidation tool, is called in to help the Consolidation Officer, in particular with preparing the accounts closing.

Detailed consolidation instructions are essential to the preparation of the consolidated financial statements within the given deadlines. They are written by the Consolidation Officer at each half-year and annual closing for the attention of the Finance Departments of the various consolidated operating sub-groups. These instructions, which are sent several weeks before the closing date, inform the various recipients of the tasks expected of them in their capacity as contributors of consolidated information. They cover the following topics:

- the submission schedule for the various statements to be prepared (comprising the consolidation report);
- the standard procedures to be performed for the production of the various statements;
- the specific procedures to be performed for high-risk areas with a potentially material impact on the consolidated information: critical accounting estimates and judgments, hedge accounting, taxes, financial instruments, etc.;
- the level of detail of qualitative information required to explain the financial statements;
- applicable accounting policies and methods, in particular new policies and methods that require special attention and vigilance.

The key process control points can be summarized as follows:

Anticipation of constraints relating to the closing of the accounts within a limited time period

The accounts closing schedule and the related instructions are prepared sufficiently in advance to enable the financial teams to organize their procedures and anticipate closing constraints. If Eurazeo identifies a risk of problems for a company, it takes the measures necessary to help the Company meet the defined schedule.

The schedule dates also take into account the audit periods of the Statutory Auditors to ensure that the reporting packages submitted by subsidiaries have been audited before input into the consolidation software.

Documentation and update of the consolidation scope

Before the balance sheet date, consolidated sub-groups must send a documented analysis of their scope to the Consolidation Officer, who centralizes the information and reconciles it with the data in the investment management software monitored by the Eurazeo Legal Department.

Instructions: a conceptual and practical reference framework

The instructions represent a reference framework for financial teams and especially those of recently consolidated companies. This framework formalizes the identification of high-risk areas requiring special vigilance and provides practical answers to technical difficulties through illustrations.

Control of the quality of the consolidation reports of investments

When the annual and half-year financial statements are prepared, each subsidiary's consolidation report is reviewed by the Consolidation Officer in order to ensure, in particular, that Group accounting policies and methods are correctly and uniformly applied. In addition, the software is configured to automate a certain number of consistency checks on the data in the reporting packages. The Statutory Auditors review the consolidation packages of sub-groups at each period end. Their comments and requests for correction can reveal areas for improvement in internal control; these are shared with Eurazeo which decides on their implementation where appropriate.

Review of consolidation entries centralized in a specific ledger

All restatements and adjustment entries are examined both by the Consolidation Officer and the service provider assisting the consolidation process. Manual restatements are rationalized and explained.

A set of key reconciliation checks

The process for preparing consolidated accounting data is based on a certain number of fundamental reconciliation checks:

- reconciliation of the Company financial statements of subsidiaries with financial statements restated for consolidation;

- reconciliation of the management data of investments with financial statements restated for consolidation;
- rationalization of changes derived from the cash flow statement;
- rationalization of changes in net equity.

Impairment tests are performed within a specific framework

The assumptions made and the results obtained during impairment tests by consolidated investments must be validated successively by members of the investment team (in charge of monitoring the investment) and the Consolidation Officer and then presented to the Executive Board, before being used to justify the value of corresponding assets in the restated financial statements.

Assessment of control procedures on the preparation of the investment reporting packages

During 2009, our majority-owned investments performed a self-assessment of control procedures on the preparation of the consolidation package. This process forms part of the general internal control monitoring system for investments. The self-assessment is performed using a questionnaire developed by the Consolidation Officer and the Internal Audit Department. The questions cover high-risk areas with a potentially material impact on consolidated information. Continuing this exercise, in 2010, the Eurazeo Consolidation Officer and Internal Audit Department reviewed the quality of packages submitted by consolidated investments. This review identified a number of areas for improvement, which were discussed with the investments and presented during an Eurazeo Audit Committee meeting.

C. PROCESSES FOR THE PREPARATION AND PROCESSING OF THE COMPANY FINANCIAL STATEMENTS

General principles used in preparing the Company financial statements

The overall consistency of the process is maintained Group-wide through compliance with certain general principles such as:

- the segregation of incompatible duties: the system is organized in such a way that the tasks and functions that fall under the Company's commitment authority (usually, bank signatory powers and expenditure commitment authorizations) are separated from book-keeping activities. For example, in Eurazeo's Accounting Department, duties relating to Accounts Payable and those relating to Investment/Cash Accounting are assigned to separate employees;
- control of approval levels: the names of the persons authorized to commit the Company and the various levels of approval required according to the type of commitment (validation of expenses and payment authorization) are defined and made available to the persons in charge of book-keeping so as to ensure the transactions have been properly approved;
- the comprehensive recording of transactions by the Accounting Departments;
- the regular review of assets (property, plant and equipment, inventory, receivables, cash and cash equivalents);
- compliance with applicable accounting policies and selected accounting methods.

Main measures implemented to ensure the quality of the Company financial statements of Eurazeo and its holding companies

Cash and investment transactions

Both upstream and downstream of economic events, the comprehensive and adequate recording in the accounts of investment and cash transactions is based on the interaction between three complementary functions: the Legal Department, the Treasury Department and the Accounting Department. The comprehensive recording of transactions relies on the reconciliation of transactions identified by the Accounting Department, with information collected by the Legal Department and the cash flows recognized by the Treasury Department. The accounting treatment chosen by the Chief Accountant is reviewed by the Accounting and Tax Director.

Investments are valued in line with the results of impairment tests conducted for the preparation of the consolidated financial statements.

Cash

The components of the Group cash balance are monitored in a dedicated software application, which is interfaced with the accounting software. The Accounting Department manually checks the correct reconciliation of the interfaced data.

Forecast accounting data

Accounting data in the forecast cash flow statement and the forecast income statement is reconciled with the cash flow forecasts prepared by the head of the Treasury Department and with the budget analysis data relating to operating costs.

Off-balance sheet commitments inventory and monitoring procedure

Eurazeo contracts are reviewed by the Legal Department, which records the corresponding commitments. Using the data gathered, the Legal Department works with the Accounting Department to conduct a cross-analysis of the data held and prepare jointly a list of off-balance sheet commitments.

Independent reviews within the Accounting Department

Accounting entries recorded by employees of the Accounting Department are reviewed by the Chief Accountant. The Accounting and Tax Director reviews the accounting treatment of complex transactions and period-end closing activities carried out by the Chief Accountant.

D. FINANCIAL COMMUNICATIONS

All financial communications are prepared by the Investor Relations Department, using as a guideline the general principles and best practices set out in the "Financial Communications Framework and Practices" manual issued by the *Observatoire de la Communication Financière* under the aegis of the AMF.

The Executive Board defines the financial communications strategy. All press releases are validated prior to issue by the members of the Executive Board. Press releases announcing half-year and annual results are submitted in addition to the Supervisory Board for approval. The Supervisory Board can also be consulted in an advisory capacity on specific subjects, before the information is released. Press releases concerning periodic information are subject to a formal validation process which was presented to members of the Audit Committee. This process requires the communication of draft press releases (in as near final versions as possible) to members of the Audit Committee for comment.

Before the announcement of half-year, annual and quarterly results, Eurazeo observes a "quiet period" of two weeks during which the Company refrains from any contact with analysts and investors.

D. Outlook for 2011

In 2010, the focus was placed on monitoring the internal control systems of investments and on harmonizing the risk mapping approaches of Eurazeo and its majority-owned investments. In 2011, efforts will be stepped-up to expand the coverage of the procedures of the Internal Audit Departments of majority-owned investments and the monitoring of risk mitigation plans and recommendations resulting from internal audit assignments. Concomitantly, investments that have not yet undertaken a self-assessment of their internal control system covering key business processes will be encouraged to launch such a project.

These efforts form part of an approach seeking to provide members of the Eurazeo Audit Committee with the level of information necessary to the performance of their duties, taking particular account of market recommendations.

2.6 STATUTORY AUDITORS' REPORT

PREPARED IN ACCORDANCE WITH ARTICLE L. 225-335 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE), ON THE REPORT PREPARED BY THE CHAIRMAN OF THE SUPERVISORY BOARD OF EURAZEO

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Eurazeo, and in accordance with Article L. 225-235 of the French Commercial Code (*Code de commerce*), we hereby report to you on the report prepared by the Chairman of your Company in accordance with Article L. 225-68 of the French Commercial Code (*Code de commerce*) for the year ended December 31, 2010.

It is the Chairman's responsibility to prepare and submit to the Supervisory Board 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. 225-68 of the French Commercial Code (*Code de commerce*) relating to matters such as corporate governance.

Our role is to:

- report to you our observations on the information set out in the Chairman's report on the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information;
- attest that the Chairman's report contains the other information required by Article L. 225-68 of the French Commercial Code (*Code de commerce*). It should be noted that our role is not to verify the fairness of this other information.

We conducted our work in accordance with professional standards applicable in France.

INFORMATION ON INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

The professional 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 consist mainly 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 of the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material 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 work are properly disclosed in Chairman's report.

On the basis of our work, we have no matters to report on the information relating to 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 Supervisory Board in accordance with Article L. 225-68 of the French Commercial Code (*Code de commerce*).

Other information

We confirm that the report prepared by the Chairman of the Supervisory Board also contains the other information required by Article L. 225-68 of the French Commercial Code (*Code de commerce*).

Neuilly-sur-Seine and Paris-La Défense, April 18, 2011,

The Statutory Auditors
French original signed by:

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies

2.7 COMMITMENTS UNDER CO-INVESTMENT PLANS

In accordance with the decisions validated by the Supervisory Board, co-investment by Eurazeo management and teams is organized through multi-annual plans and not on an individual investment basis.

This personal co-investment by management and teams is nonetheless paid cash to Eurazeo at the time of each investment.

The first plan covering investments performed during the period 2003-2004 was settled in 2007, as presented in the 2007 Registration Document.

Under subsequent plans, Eurazeo teams invested €12,031 thousand, including €6,127 thousand invested by members of the Executive Board.

		Co-investment plan		
Amount invested in euros	**Position**	**2005-2008**	**2009-2011**	**TOTAL**
Patrick Sayer	Chairman of the Executive Board	2,237,446	34,331	2,271,777
Bruno Keller	Chief Operating Officer	756,679	9,655	766,334
Sub-total		**2,994,125**	**43,986**	**3,038,111**
Other Executive Board members		3,010,636	78,538	3,089,174
Sub-total Executive Board members		**6,004,761**	**122,524**	**6,127,285**
Other beneficiaries (1)		5,809,879	94,170	5,904,049
TOTAL		**11,814,640**	**216,694**	**12,031,334**

(1) Including Gilbert Saada whose term of office as a member of the Executive Board ended at the Supervisory Board meeting of December 15, 2010.

Given the terms and conditions of the co-investment contracts, the main characteristics of which are presented on pages 144 and 225-226 of this Registration Document, there is no reason to believe that the aforementioned subscribed rights currently confer entitlement to any unrealized gains.

OVERVIEW OF THE FISCAL YEAR

3

3.1 TRANSACTIONS AND HIGHLIGHTS

2010 was a particularly busy year for the Group, with the completion of significant transactions:

- the Accor-Edenred demerger, resulting in the creation of two world leaders, each refocused on its core business and with new management teams. This transaction helped unlock significant value in each of the two groups;
- the disposal of the investment in B&B Hotels for €184.0 million (enterprise value of approximately €480 million), with a consolidated capital gain of €75.2 million. The disposal generated an internal rate of return (IRR) of 22% per annum and a multiple of 2.1 times the investment;
- the disposal of the remaining available Danone shares via Legendre Holding 22 (LH22), *i.e.* 10,482,376 Danone shares for a total of €457.2 million, of which €286.3 million was used to repay the loan contracted by LH22;
- a €25.0 million investment in Fonroche, the first investment of Eurazeo Croissance.

2010 was also marked by a significant improvement in the businesses of Group companies, despite unfavorable weather conditions in Europe in January, February and December, and the eruption of the Icelandic volcano in April. This allowed the Group's consolidated revenue to resume growth, with an increase of 3.6% on a reported basis, despite the impact of the disposal of Danone shares, which affected the revenue of the Holding Company business in the amount of €11.2 million, and the deconsolidation of B&B Hotels in the second half. Pro forma (1), the revenue of the Industry and Services business increased 4.0% and that of the Real Estate business rose 7.3% in 2010.

As mentioned in 2009, measures to optimize performances and reduce costs for Group companies paid off in 2010. The adjusted EBIT (2) of the main Group companies showed an increase of €41.8 million or 8.9% compared with pro forma 2009 data (3).

Pressing ahead with actions undertaken in 2009, Eurazeo also continued strengthening its financial structure following the disposal of its investment in B&B Hotels and the sale of available Danone shares. Lastly, Europcar refinanced its fleet debt in advance, and APCOA and Intercos finalized the restructuring of their debt.

3.1.1 HIGHLIGHTS

Accor-Edenred demerger

The demerger of the Accor group resulted in a partial transfer of assets subject to the legal regime governing demergers of service businesses, followed by the distribution by Accor of Edenred shares issued in consideration for this contribution to its own shareholders (other than Accor itself).

Edenred develops products aimed at promoting personal well-being (Ticket Restaurant, Ticket Alimentation, Childcare Vouchers, CESU service vouchers, etc.) and boosting the performance of organizations (Ticket Car, Ticket Compliments, etc.). Present in 40 countries, with over 6,000 employees, Edenred has 500,000 corporate and public institution customers and 33 million users.

The Edenred IPO (ticker: EDEN) took place on July 2, 2010, with the direct quotation of the 225,897,396 shares comprising the company's share capital. The IPO and issue price of shares of the company was €11.40, based on the closing price of the shares of the Accor group on July 1, 2010. Edenred's market capitalization on the day of its IPO was €2.58 billion, making it the largest IPO of a domestic company on NYSE Euronext's European market for two years.

(1) Includes acquisitions made by Group companies from January 1 to December 31, 2009 and B&B Hotels in the first half of each year.

(2) See Section 3.3.1, Analytical Income Statement.

(3) Six-month contribution of B&B Hotels, cancellation of depreciation of hotels in ANF.

Following the various transactions, Legendre Holding 19 (LH19), an 87.17% directly and indirectly owned subsidiary of Eurazeo, held, as of December 31, 2010:

- 23,061,291 Accor shares, or 10.17% of share capital and 17.69% voting rights;
- 23,061,291 Edenred shares, or 10.21% of share capital and voting rights.

In addition, LH19 set up two new financing arrangements secured by the value of Accor and Edenred shares to replace the original loan used to acquire the Accor shares. On this occasion, the residual cash pledged as security for the previous financing was released.

Disposal of the investment in B&B Hotels

Eurazeo announced on September 28, 2010 the effective transfer of its investment in B&B Hotels to Carlyle.

Spurred by Eurazeo, B&B Hotels has transformed itself over the last five years, establishing itself as a benchmark in budget hotels. Eurazeo actively contributed to its growth and supported the Company's management in its strategy of renovating the concept and the brand, strengthening the chain's presence in France and internationally.

Since 2005, B&B Hotels has almost doubled its network, which comprised 223 hotels as of September 30, 2010, up from 117 at the time of the acquisition in 2005. Revenue was €178 million, compared with €82 million in 2005, with further growth of 18% in the first half of 2010, while EBITDAR increased from €31.6 million in 2005 to €71.2 million in 2009. This strong growth was underpinned by significant capital expenditure to renovate existing hotels, to acquire or build new ones and to help foster recognition of the B&B brand. Lastly, with 505 employees today, B&B Hotels considerably expanded its workforce during this period.

B&B Hotels currently ranks number three in budget hotels in France, behind Accor and Louvre Hotels, with nearly 13,200 rooms and 183 hotels. It is also Germany's second-largest network of budget hotels, with 35 hotels, compared with 8 in 2005. B&B has also expanded its presence in new markets including Italy, Poland, Portugal and Hungary.

Eurazeo's share of the net proceeds of the sale was €184 million; the enterprise value was approximately €480 million based on estimated net debt as of end-September.

Investment in Fonroche and launch of Eurazeo Croissance

Eurazeo aims to participate in the growth of French SMEs with high potential. This new line of development will complement Eurazeo's current strategy, under the label "Eurazeo Croissance".

Eurazeo plans to commit up to €500 million to this business over five years. It will lend its expertise to assist managers in rolling out ambitious growth projects, especially in respect of project structuring, financing and management, either through acquisitions or by the extension of organic capacity.

Eurazeo made its first investment under this plan on May 5, 2010, when it subscribed to the share capital increase of Fonroche. A key player in the French solar power industry, Fonroche was founded by Yannick Maus, an entrepreneur who has already notched up two successes creating and growing businesses.

Fonroche's business covers several links in the photovoltaic value chain, from plant design, manufacture and installation to management and maintenance.

Fonroche's ambition is to continue to install directly-owned photovoltaic power plants. Combining this with the development of other forms of renewable energy, it aims to become a leading producer of renewable electricity in France.

Refinancing of Europcar's debt

The Europcar fleet debt, contracted at the time of the acquisition in 2006, was scheduled to mature in mid-2011. For caution's sake, it was decided to refinance Europcar's senior asset-financing loan in advance, as follows:

- issue of €250 million in senior secured notes on July 2, 2010;
- €1.3 billion senior asset revolving facility effective as of August 26, 2010.

The placement of the senior secured notes (the "notes") in an aggregate principal amount of €250 million took place on June 25, 2010. The notes will be redeemable on or after August 1, 2014 and will mature on August 1, 2017. The coupon was set at 9.750%, payable on a half-yearly basis. The notes were rated B+ by Standard & Poor's and B2 by Moody's. The settlement of the notes took place on July 2, 2010, with inscription on the MTF market of the Luxembourg stock exchange.

The new €1.3 billion senior asset revolving facility, with a maturity of four years (not rated), may be increased up to a maximum amount of €1.7 billion with the accession of new lenders. The new financing, drawn in the amount of €630 million as of December 31, 2010, was designed to enable Europcar to finance growth in the years to come.

Renegotiation of debt and additional investment in APCOA

The renegotiation of APCOA's debt helped restore leeway in respect of covenants. As part of the renegotiation, Eurazeo and Eurazeo Partners increased the share capital of the company by €24 million (€20 million for Eurazeo) in February 2010 and pledged to provide, if necessary, an additional amount of up to €16.7 million (€13.9 million for Eurazeo). These funds will go to finance the company's growth, including growth investments such as those relating to the Heathrow management contract. The renegotiation helped restore APCOA's leeway in respect of its banking covenants.

In addition, APCOA Finance Lux, a company wholly-owned by Eurazeo, bought a discounted tranche of the bank debt of APCOA Parking Holding GmbH with a nominal value of €6.9 million, and pledged to reinvest interest income as loans to APCOA Parking Holding GmbH.

Renegotiation of Intercos debt

Intercos SpA, world leader in the development and outsourcing of make-up products for key global players in the cosmetics industry, set up mezzanine financing without voting rights for an amount of up to €50 million underwritten by Intercos' main shareholder, Dario Ferrari. This transaction will allow the financing of the company's 2010-2014 growth plan. Eurazeo, which owns 25.1% of Intercos share capital via Euraleo, initially retained the option to subscribe for its share until the end of 2010, but ultimately decided not to subscribe. At the time of this financing, Intercos also renegotiated its debt with covenants adapted to the new business plan, the maturity of which was extended until 2016.

3.1.2 CHANGE IN HOLDINGS OF LISTED SECURITIES IN WHICH EURAZEO IS NOT AN ACTIVE INVESTOR

Movements in Danone shares

Legendre Holding 22 (LH22), a wholly-owned subsidiary of Eurazeo, reduced its investment following the disposal in 2010 of 10,482,376 shares, generating a consolidated capital gain of €292.3 million before tax. Movements over the period were as follows:

- as part of the optimized divestment program for Danone shares, LH22 sold 8,038,255 shares at a price of €43.47;
- LH22 sold 2,444,121 Danone shares at various dates at an average price of €44.11.

REPAYMENT IN FULL OF FINANCING SET UP TO ACQUIRE THE INVESTMENT IN DANONE IN 2008

In conjunction with these disposals, LH22 repaid in full the debt contracted in 2008 for the acquisition of Danone shares, for a principal amount of €286.3 million.

RESIDUAL INVESTMENT IN DANONE

As of December 31, 2010, LH22 had sold all its available Danone shares, and held only 16,433,370 Danone shares pledged for the benefit of holders of bonds exchangeable for Danone shares. These shares represent 2.54% of share capital and 4.61% of voting rights on the basis of information on the total number of Danone shares and voting rights outstanding as of December 31, 2010.

3.1.3 CROSSING OF OWNERSHIP THRESHOLDS (ARTICLE L. 233-6 OF THE FRENCH COMMERCIAL CODE)

Pursuant to Article L. 233-6 of the French Commercial Code, the Executive Board's report submitted to the Shareholders' Meeting must disclose (i) any acquisition of an interest in a French company during the year, representing more than one twentieth, one tenth, one fifth, one third or half of the share capital (or voting rights) of the company concerned, and (ii) the acquisition of any controlling interest in such a company.

- In a letter dated May 12, 2010 (AMF notice no. 210C0420), Legendre Holding 19, which is controlled by Eurazeo, reported it had individually exceeded on May 9, 2010, the 10% voting rights threshold in Accor and individually held 23,061,291 Accor shares, and 32,622,582 voting rights, representing 10.12% of the share capital and 13.04% of voting rights. This threshold was crossed following the issue of 9,561,291 double voting rights to the reporting company.

  The Luxembourg-registered limited liability company ColDay Sarl, the Luxembourg-registered limited liability company ColTime Sarl and Legendre Holding 19, acting in concert, did not cross any ownership thresholds and hold together at this date 65,844,245 Accor shares and 75,405,536 voting rights, representing 28.89% of the share capital and 30.15% of voting rights.
- In a letter dated May 14, 2010, Legendre Holding 19, which is controlled by Eurazeo, reported it had individually exceeded on May 14, 2010, the 15% voting rights threshold in Accor and individually held 23,061,291 Accor shares and 42,622,582 voting rights, representing 10.12% of the share capital and 16.38% of voting rights. This threshold was crossed following the issue of 10,000,000 double voting rights to the reporting company.

  The Luxembourg-registered limited liability company ColDay Sarl, the Luxembourg-registered limited liability company ColTime Sarl and Legendre Holding 19, acting in concert, did not cross any ownership thresholds and hold together at this date 65,844,245 Accor shares and 85,405,536 voting rights, representing 28.89% of the share capital and 32.83% of voting rights.
- In a letter dated June 14, 2010 (AMF notice no. 210C0528 and Corrective AMF Notice no. 210C0537), Legendre Holding 22, which is controlled by Eurazeo, reported it had exceeded on June 8, 2010, the 5% voting rights threshold in Groupe Danone and held 20,865,196 Groupe Danone shares and 36,334,810 voting rights, representing 3.22% of the share capital and 5.26% of voting rights. This threshold was crossed following the issue of double voting rights to the reporting company.
- In a letter dated June 15, 2010 (AMF notice no. 210C0641), Legendre Holding 22, which is controlled by Eurazeo, reported it had fallen below on July 13, 2010, the 5% voting rights threshold in Groupe Danone and held 17,581,174 Groupe Danone shares and 33,050,788 voting rights, representing 2.71% of the share capital and 4.78% of voting rights. This threshold was crossed following the sale of Groupe Danone shares on the market.

3.2 OTHER KEY EVENTS

3.2.1 COLLATERAL CONTRIBUTIONS RELATING TO ACCOR INVESTMENT FINANCING

Additional temporary and interest-bearing collateral of €200 million was pledged in the fourth quarter of 2008 to support the financing of the investment in LH19, which carries the investment in Accor. This early decision helped ensure that share price levels that would have triggered margin calls were not reached. As of December 31, 2009, total collateral was reduced to €159.5 million in response to changes in the share price, with Eurazeo's share totaling €138.8 million.

Given the favorable share-price trends of Accor and Edenred, the amount of collateral was reduced to €24.2 million as of October 31, 2010. The Accor/Edenred collateral was recovered in full following the setting up in November 2010 of two new loans secured against the value of Accor and Edenred securities.

3.2.2 EURAZEO REAL ESTATE LUX "EREL"

Eurazeo made an advance totaling €4.5 million to its wholly-owned subsidiary EREL in fiscal year 2010, in response to calls for funds from Colyzeo. EREL also collected its share of the proceeds from the sale of Lucien Barrière for a total of €7.1 million, generating a consolidated capital gain of €2.6 million.

The entire sale proceeds were used to repay the Eurazeo current account.

The aggregate value of the investment in the Colyzeo fund is €25 million and the remaining commitment is estimated at €1 million as of December 31, 2010. In respect of the investment in the Colyzeo 2 fund, total contributions stand at €128 million, and the remaining commitment is estimated at €36 million.

3.2.3 B&B HOTELS

To fund B&B Hotels' international expansion, Eurazeo made an advance of €6.2 million in the first half of 2010, bringing the aggregate amount of advances made to this investment to €17.5 million. These advances were fully repaid as of December 31, 2010, following the sale of the investment in B&B Hotels.

3.2.4 GRUPPO BANCA LEONARDO

The Board of Directors of Gruppo Banca Leonardo decided to make an ordinary and extraordinary dividend payment totaling €279.7 million following the bank's decision to withdraw from the private equity sector. Eurazeo's share of €54.6 million was recognized in full as a reduction in the purchase price of the investment.

3.3 EURAZEO CONSOLIDATED EARNINGS

The annual consolidated financial statements of Eurazeo group were prepared according to the same accounting policies used in 2009. The adoption by the European Union of new standards and other amendments to existing standards did not have a material impact on the Eurazeo group consolidated financial statements.

As in 2008 and 2009, the main closing options concerned the valuation of financial assets and impairment tests on goodwill and intangible assets with an indefinite useful life:

- goodwill and intangible assets with an indefinite useful life: impairment tests were performed by the various consolidated investments concerned, based on value in use, which is an estimate of the present value of future cash flows;
- investment properties: as at each closing date, two specialized firms conducted an appraisal based on a multiple criteria approach;
- investments in associates – mainly Rexel and Accor/Edenred: impairment tests were based on an estimate of the recoverable amount of these assets, in turn based on an estimate of the present value of future cash flows;
- available-for-sale assets – mainly Danone and the Colyzeo I and Colyzeo II funds: the valuation was based on the stock market price for listed assets (Danone) or external data (Colyzeo I and Colyzeo II funds).

The present value of future cash-flows used for impairment tests on investments in associates, goodwill and intangible assets with an indefinite useful life, was determined based on the following assumptions:

- discount rate (WACC): update of the Group methodology for calculating the WACC based on market data as of December 31, 2010;
- cash flow: a budget and a five-year plan (except for APCOA, which includes an additional forecast period) were prepared in conjunction with the Eurazeo investment teams and the management and finance teams of the companies concerned;
- residual value: the residual value was calculated based on standardized data capitalized at the perpetual growth rate;
- perpetual growth rate: a 2% rate was generally used.

An analysis of the sensitivity of these different factors (WACC, perpetual growth rate) is presented in the notes to the consolidated financial statements.

Using the methodologies described above, impairment tests on goodwill and intangible assets with an indefinite useful life led to the recognition of the following impairments:

- the impairment in full of the Europcar group Italy CGU in the amount of €53.8 million. Accounting rules do not permit the offset, within the same fully consolidated company, of one country whose performance levels are poor by another country whose performance levels are better. In the specific case of Europcar, an impairment was recognized in respect of Italy, despite the fact that the sum of the values in use of the other countries remains greater than the sum of goodwill and other allocated assets;
- an additional impairment of APCOA goodwill in the amount of €1.8 million.

For investments in associates and, in particular, investments in Rexel, Accor and Edenred, the recoverable amounts are significantly higher than the company and consolidated historical carrying amounts. Impairment tests on the investments in the Italian associates, Intercos and Sirti, led to the recognition of an impairment of €29.9 million in respect of Intercos; mainly due to the impact of future dilution on value in use.

As at each period end, ANF investment properties were valued by two independent experts, Jones Lang LaSalle and BNP Paribas Real Estate using a multiple criteria approach:

- capitalization of rental revenue for the Lyons and Marseilles properties;
- comparison to market prices per m² for the Haussmann-style properties in Lyons and Marseilles;
- the developer's budget method for land.
- revenue method for hotel properties.

The value of ANF's assets is €1,572.0 million, representing an increase in value of €32.7 million. It should be noted that hotels owned by ANF and operated by B&B Hotels, which were previously recorded as operating buildings at acquisition cost, have been reclassified as investment properties and remeasured to fair value. The difference was recognized directly in equity and subsequent changes in value will impact profit and loss.

For available-for-sale assets, an additional long-term impairment of €11.8 million was recognized in respect of the Colyzeo fund.

Overall, definitive impairments (APCOA, Europcar, Intercos, Colyzeo, Sirti) totaled €97.7 million as of December 31, 2010, compared to €262.3 million as of December 31, 2009 and €274.7 million as of December 31, 2008.

3.3.1 ANALYTICAL INCOME STATEMENT

Eurazeo reported a net loss attributable to owners of the Company of €115.0 million for the year ended December 31, 2010, compared with a net loss of €199.3 million in 2009 on a reported basis and a net loss of €200.9 million in 2009 on a pro forma basis, adjusted for the deconsolidation of the investment in B&B Hotels as of June 30.

(In millions of euros)	2010	2009 PF *	2009	2008
Europcar	242.7	213.0	213.0	245.5
Elis	180.0	170.9	170.9	169.4
APCOA	32.6	36.6	36.6	50.6
B&B Hotels	12.5	10.2	27.4	23.7
ANF	44.6	39.9	36.7	33.7
Adjusted EBIT (1)	**512.4**	**470.6**	**484.6**	**522.9**
Finance costs, net, of companies listed above (2)	(475.8)	(455.6)	(463.3)	(471.4)
Share of income of associates	**6.4**	**(39.4)**	**(39.4)**	**69.1**
Finance costs, net, of Accor/Edenred (LH19) (3)	(36.0)	(41.0)	(41.0)	(23.6)
Fair value gains (losses) on investment properties	**32.7**	**(70.5)**	**(70.5)**	**36.7**
Unrealized capital gains	**370.8**	**217.6**	**217.6**	**310.9**
Revenue of the Holding Company business	32.4	44.4	44.4	92.7
Finance costs, net, of the Holding Company business (3)	(45.9)	(38.3)	(38.3)	(50.0)
Operating costs of the Holding Company business	(44.5)	(44.3)	(44.3)	(46.8)
Fair value gains (losses) on derivatives (interest rate and equity)	2.1	(74.8)	(74.6)	13.6
Other income and expenses (4)	(109.9)	(97.2)	(99.1)	(99.7)
Income tax expense	(4.0)	111.0	107.8	(113.9)
Income before impairment, depreciation and amortization (5)	**240.8**	**(17.6)**	**(16.1)**	**240.6**
ATTRIBUTABLE TO OWNERS OF THE COMPANY	**244.4**	**29.5**	**31.1**	**231.4**
Attributable to non-controlling interests	(3.6)	(47.1)	(47.2)	9.1
Impairment, depreciation and amortization	(160.4)	(302.6)	(302.6)	(320.9)
IFRS consolidated net income	**80.4**	**(320.2)**	**(318.7)**	**(80.3)**
ATTRIBUTABLE TO OWNERS OF THE COMPANY	**115.0**	**(200.9)**	**(199.3)**	**(68.0)**
Attributable to non-controlling interests	(34.6)	(119.3)	(119.4)	(12.3)

* *2009 pro forma: 6-month contribution of B&B Hotels, cancellation of depreciation of hotels in ANF. Unaudited data.*

(1) *Before fair value gains (losses) on derivatives, fair value gains (losses) on investment properties, amortization and impairment of intangible assets, available-for-sale securities and investments in associates and amortization of allocated goodwill.*

(2) *Excluding impact of derivatives and the one-off effect of the early refinancing of the Europcar debt in the amount of €42.0 million.*

(3) *Excluding impact of derivatives.*

(4) *Including restructuring expenses of €37.5 million in 2010, €48.0 million in 2009 and €25.2 million in 2008.*

(5) *Before amortization and impairment of intangible assets, available-for-sale securities and investments in associates and amortization of allocated goodwill.*

This net income includes adjusted EBIT of €512.4 million contributed by consolidated operating companies (ANF, APCOA, B&B Hotels, Elis and Europcar), compared with a pro-forma contribution of €470.6 million in 2009, an increase of 8.9%, highlighting the robust overall performance of the Group's investments. Of this total, Europcar recorded the biggest increase, from €213.0 million to €242.7 million in adjusted EBIT, thanks to an upturn in business and the impact of cost cutting measures implemented in 2009.

The net finance costs of these companies totaled €475.8 million, compared with €455.6 million pro forma in 2009. Non-recurring expenses relating to the renegotiation of the Europcar debt in the amount of €42.0 million are included in Other income and expenses.

The share of income of associates was €6.4 million, compared with a loss of €39.4 million in 2009. This mainly reflects strong earnings growth for Rexel in fiscal year 2010.

The demerger of the Accor group generated a capital gain of €4,117 million in Accor's financial statements. Accounting standards do not allow Eurazeo to recognize its share of this capital gain, and the contributions of Accor and Edenred are penalized by non-recurring expenses totaling €403 million, including €285 million in restructuring expenses and asset impairment, as well as €118 million in expenses incurred in connection with the demerger of the hotels and services businesses. These non-recurring expenses had a negative impact of €35.5 million on Eurazeo's net income attributable to owners of the Company. Value creation generated by the demerger will accordingly only be recognized in Eurazeo's financial statements when the two companies are actually sold.

Eurazeo generated €370.8 million in capital gains (net of disposal costs) in 2010, partly on sales of Danone shares in the amount of €292.3 million, and partly thanks to the capital gain realized on the disposal of the investment in B&B Hotels, in the amount of €75.2 million. This compares with total capital gains of €217.6 million in 2009, derived mainly from capital gains realized on the sale of Danone shares in the amount of €236.2 million.

Fair value gains on investment properties (ANF) totaled €32.7 million in 2010, compared with fair value losses of €70.5 million in 2009.

The other differences compared with pro-forma 2009 data (for 100%) are:

- fair value gains on derivatives (interest rate and equity) totaled €2.1 million, compared with losses of €74.8 million in 2009;
- restructuring expenses amounted to €54.7 million in the year ended December 31, 2010, impacting operating income by €37.5 million and the share of income of associates by €17.2 million, or a total of €48.4 million attributable to owners of the Company. In 2009, they amounted to €84.6 million, impacting operating income by €48.0 million and the share of income of associates by €36.6 million, or a total of €76.7 million attributable to owners of the Company;
- the corresponding tax expense was €4.0 million, compared with tax income of €111.0 million in 2009.

Overall, net income after non-controlling interests and before impairment of intangible assets, available-for-sale securities, investments in associates and amortization of allocated goodwill was €244.4 million, compared with €29.5 million on a pro-forma basis in 2009.

3.3.2 INCOME STATEMENT

(In millions of euros)	Holding company investments	Real estate investments	Industry and services investments	Total 2010	Total 2009	Total 2008
Revenue	32.1	52.9	3,835.6	3,920.6	3,785.4	4,054.0
Realized capital gains	368.2	2.6	-	370.8	217.6	310.9
Fair value gains (losses) on investment properties	-	32.7	-	32.7	(70.5)	36.7
Ordinary expenses	(47.8)	(20.5)	(3,201.8)	(3,270.1)	(3,166.7)	(3,344.0)
Charges/reversals	(1.1)	(5.9)	(244.2)	(251.3)	(251.3)	(230.1)
Other operating income and expenses	-	(9.2)	(1.0)	(10.2)	(22.8)	(173.0)
Operating income before other income and expenses	351.4	52.5	388.6	792.5	491.7	654.4
Share of income of associates	-	-	6.4	6.4	(39.4)	69.1
Impairment of available-for-sale securities	-	11.8	-	11.8	3.8	197.9
Other operating items	(0.4)	16.3	(23.9)	(7.9)	(2.5)	(11.8)
Operating income *	351.0	80.7	371.1	802.8	453.7	909.6
Finance costs, gross	(89.4)	(21.8)	(455.7)	(566.9)	(507.4)	(539.7)
Other financial income and expense	45.6	(0.1)	(36.5)	8.9	(70.2)	(15.4)
Income tax expense	25.2	(6.7)	(22.4)	(4.0)	107.8	(113.9)
Net income before depreciation, amortization and impairment *	**332.3**	**52.1**	**(143.5)**	**240.8**	**(16.1)**	**240.6**
ATTRIBUTABLE TO OWNERS OF THE COMPANY	**337.7**	**26.7**	**(120.0)**	**244.4**	**31.1**	**231.4**
Attributable to non-controlling interests	(5.4)	25.3	(23.5)	(3.6)	(47.2)	9.1
Impairment of APCOA goodwill	-	-	(1.8)	(1.8)	(60.3)	(76.8)
Impairment of Europcar goodwill	-	-	(53.8)	(53.8)	(98.5)	-
Adjustment to Bétacar acquisition price	-	-	-	-	7.9	-
Amortization of APCOA commercial contracts	-	-	(37.5)	(37.5)	(15.5)	(12.9)
Amortization of Elis commercial contracts	-	-	(58.1)	(58.1)	(57.9)	(57.5)
Impairment of Sirti	-	-	(0.4)	(0.4)	(63.9)	-
Impairment of Intercos	-	-	(29.9)	(29.9)	(35.8)	-
Impairment of Station Casinos	-	-	-	-	(1.4)	(144.6)
Impairment of Colyzeo and Colyzeo 2	-	(11.8)	-	(11.8)	(2.4)	(53.3)
Income tax on restatements	-	-	32.9	32.9	25.3	24.2
Total restatements	-	(11.8)	(148.6)	(160.4)	(302.6)	(320.9)
IFRS consolidated net income	**332.3**	**40.2**	**(292.1)**	**80.4**	**(318.7)**	**(80.3)**
ATTRIBUTABLE TO OWNERS OF THE COMPANY	**337.7**	**14.9**	**(237.6)**	**115.0**	**(199.3)**	**(68.0)**
Attributable to non-controlling interests	(5.4)	25.3	(54.5)	(34.6)	(119.4)	(12.3)

* *Before impairment of intangible assets, available-for-sale securities and investments in associates and amortization of allocated goodwill.*

Despite unfavorable weather conditions in Europe in January and February and December, and the eruption of the Icelandic volcano in April, Eurazeo group consolidated revenue was €3,920.6 million in 2010, an increase of 3.6% on a reported basis and on a pro-forma basis and at constant exchange rates. A detailed analysis of the activities of the Group's companies is presented on pages 114 to 119 of this document.

Net income attributable to owners of the Company was €115.0 million, or the equivalent of €2.1 per share, in the year ended December 31, 2010, compared with a net loss of €199.3 million, or €3.6 per share (adjusted), in 2009.

The Holding Company business made a positive contribution of €337.7 million, thanks largely to the capital gains generated by the sale of Danone shares and the disposal of the investment in B&B Hotels.

The Real Estate business contributed €14.9 million to net income attributable to owners of the Company, including fair value gains recognized on ANF investment properties of €19.3 million and the impairment of our investment in the Colyzeo fund in the amount of €11.8 million.

Lastly, the Industry and Services business contributed a net loss of €237.6 million, including the amortization of commercial contracts recognized on the allocation of goodwill in the amount of €51.1 million net of tax and impairment of goodwill and available-for-sale securities in the amount of €66.5 million. In 2009, this business contributed a loss of €389.6 million, mainly attributable to impairments recognized following impairment tests on APCOA and Europcar goodwill in the amount of €133.5 million and on the investments in Sirti (€37.6 million) and Intercos (€22.7 million).

Consolidated net income, including amounts attributable to non-controlling interests and interests in Limited Partnership funds was €80.4 million in the year ended December 31, 2010, compared with a loss of €318.7 million in 2009, and includes:

- pre-tax operating income of €603.0 million, compared with €165.2 million in 2009;
- net finance costs of €559.4 million in 2010, compared with €572.3 million in 2009. This includes the full-year impact of the interest expense on bonds exchangeable for Danone shares issued on June 10, 2009 and expenses relating to the renegotiation of the Europcar debt in the amount of €42.0 million;
- a share of net income of associates of €6.4 million, compared with -€39.5 million in 2009;
- tax income of €29.0 million, compared with tax income of €133.0 million in 2009.

3

The key indicators for the Eurazeo group consolidated financial statements are as follows:

(In millions of euros)

	2010				2009				2008			
	Holding company	Real Estate	Industry and services	Total	Holding company	Real Estate	Industry and services	Total	Holding company	Real Estate	Industry and services	Total
Revenue												
Reported revenue	32.1	52.9	3,835.5	3,920.5	44.5	33.6	3,707.3	3,785.4	92.7	31.5	3,929.7	4,054.0
Pro-forma revenue	-	-	-	-	44.5	49.3	3,688.8	3,782.6	92.7	31.5	3,900.3	4,024.5
Income												
Operating income	351.0	68.9	183.2	603.0	232.8	(41.0)	(26.6)	165.2	352.3	(116.4)	259.5	495.4
Operating income attributable to owners of the Company	364.6	36.9	158.4	559.8	242.4	(29.9)	(0.6)	211.9	362.1	(142.7)	222.1	441.5
Net income	332.3	40.2	(292.1)	80.4	234.5	(64.5)	(488.7)	(318.7)	200.2	(140.5)	(140.1)	(80.3)
Net income attributable to owners of the Company	337.7	14.9	(237.6)	115.0	239.7	(49.5)	(389.6)	(199.3)	206.4	(165.3)	(109.1)	(68.0)
Equity												
Equity	4,177.1	905.3	(810.5)	4,272.0	3,987.8	842.8	(623.7)	4,206.9	4,028.0	822.1	(139.3)	4,710.8
Equity attributable to owners of the Company	3,803.3	465.0	(661.0)	3,607.2	3,608.5	422.1	(527.7)	3,502.9	3,644.8	418.6	(143.8)	3,919.6
Per-share data *(in euros)*												
Operating income attributable to owners of the Company (1)	6.6	0.7	2.9	10.2	4.4	(0.5)	-	3.9	6.6	(2.6)	4.0	8.0
Net income attributable to owners of the Company (1)	6.1	0.3	(4.3)	2.1	4.4	(0.9)	(7.1)	(3.6)	3.8	(3.0)	(2.0)	(1.2)
Equity attributable to owners of the Company (2)	67.8	8.3	(11.8)	64.3	64.3	7.5	(9.4)	62.5	65.0	7.5	(2.6)	69.9
Ordinary dividend (3)				1.2				1.2				1.2

(1) Based on the weighted average number of shares outstanding in 2010, i.e. 54,916,459 shares.

(2) Based on 56,086,038 shares outstanding as of December 31, 2010.

(3) 2010 dividend proposed to the Shareholders' Meeting.

3.3.3. FINANCIAL STRUCTURE

Consolidated equity

Consolidated equity attributable to owners of the Company is €3,607.2 million, or €64.3 per share, as of December 31, 2010, compared to €3,502.9 million, or €62.5 per share, as of December 31, 2009. The €1.8 increase per share is mainly attributable to the net income for the year of €115.0 million, a €50.8 million adjustment in consolidated reserves (increase of €102.5 million in the foreign currency translation reserve, offset by a decline of €61.0 million in the fair value reserve) and the payment of €61.5 million in dividends. Consolidated equity, including non-controlling interests, interests held by limited partnership funds and 2010 net income, is €4,272.0 million as of December 31, 2010, or €76.2 per share, compared to €4,206.9 million, or €75.0 per share, as of December 31, 2009.

Financing structure and sources

The Eurazeo group consolidated net cash position increased from €848.1 million as of December 31, 2009 to €1,145.3 million as of December 31, 2010.

Net cash flows from operating activities generated cash of €634.9 million and include an increase in working capital requirements of €34.3 million.

Net cash flows from investing and divesting activities mainly concerned Danone share transactions and the sale of the investment in B&B Hotels. Cash flows from financing activities mainly concerned the repayment of the residual debt secured by LH22 to finance the Danone investment in 2008 in the amount of €286.3 million. Other cash flows from financing activities mainly concern the payment of the Eurazeo dividend of €64.1 million.

The Consolidated Statement of Cash Flows is presented on pages 131 and 132 of this document.

Eurazeo group consolidated gross debt fell from €7,216.3 million as of December 31, 2009 to €7,001.1 million as of December 31, 2010.

Eurazeo group consolidated net debt fell from €6,146.5 million as of December 31, 2009 to €5,598.7 million as of December 31, 2010.

A breakdown of Group debt, commitments tied to the consolidated debt and liquidity risks is presented on pages 166 to 173 of this document.

In addition, our investments were not subject to any financing default events as of December 31, 2010 and there are no refinancing deadlines in the short-term.

Changes in the financial position of Eurazeo group are presented below:

(In millions of euros)

	2010				2009				2008			
	Holding company	Real Estate	Industry and services	Total	Holding company	Real Estate	Industry and services	Total	Holding company	Real Estate	Industry and services	Total
Other short-term deposits	196.4	-	48.3	244.8	-	-	43.0	43.0	-	-	93.4	93.4
Cash and cash equivalents	694.1	26.7	436.8	1,157.6	472.0	18.7	376.6	867.3	268.0	25.9	413.9	707.8
Net cash	**890.5**	**26.7**	**485.2**	**1,402.4**	**472.0**	**18.7**	**419.5**	**910.3**	**268.0**	**25.9**	**507.3**	**801.2**
Borrowings maturing in more than one year	802.7	583.1	4,128.0	5,513.8	974.5	550.3	3,450.8	4,975.6	860.3	591.2	4,004.9	5,456.4
Bank overdrafts and borrowings maturing in less than one year	-	5.0	1,482.3	1,487.3	96.3	2.1	2,142.3	2,240.7	-	0.8	2,177.1	2,177.9
Borrowings	**802.7**	**588.1**	**5,610.2**	**7,001.1**	**1,070.8**	**552.5**	**5,593.1**	**7,216.3**	**860.3**	**592.0**	**6,182.0**	**7,634.3**
Income from cash items (1)	45.7	(1.8)	(36.3)	7.6	(36.0)	(1.6)	(27.2)	(64.9)	39.7	0.6	3.6	43.9
Finance costs, gross	(89.4)	(21.8)	(455.7)	(566.9)	(73.3)	(22.2)	(411.8)	(507.4)	(74.0)	(23.2)	(442.5)	(539.7)
Finance costs, net	**(43.7)**	**(23.6)**	**(492.0)**	**(559.3)**	**(109.3)**	**(23.8)**	**(439.1)**	**(572.3)**	**(34.3)**	**(22.6)**	**(438.9)**	**(495.8)**

(1) Including income and expenses resulting from traded derivatives.

Borrowings at company level are without recourse against Eurazeo. All Eurazeo debt is backed by assets held for repayment purposes, except for the debt relating to the Station Casinos investment of €110.3 million as of December 31, 2010.

Change in the Eurazeo SA financing structure

Eurazeo had a net cash position of €909.0 million as of December 31, 2010. Adjusted for debt not allocated to assets of €110.3 million, net available resources stood at €798.7 million.

The change since December 31, 2008 is set out below:

(In millions of euros)

	12/31/2010	12/31/2009	12/31/2008 *
Immediately available cash	**880.4**	**435.2**	**258.5**
Cash collateral	-	139.1	225.4
Accrued interest on bonds exchangeable for Danone shares	(24.6)	(24.6)	-
Other assets – liabilities **	53.2	34.2	(66.4)
Cash	**909.0**	**583.9**	**417.4**
Available Danone shares ***	-	141.1	-
Cash and cash equivalents	**909.0**	**725.0**	**417.4**
Unallocated debt	(110.3)	(110.3)	(101.2)
Net cash	**798.7**	**614.7**	**316.3**

* *Cash disclosed (€90.9 million): available cash (€258.5 million) plus other assets less liabilities (-€66.4 million) plus unallocated debt (-€101.2 million).*

** *Reclassification as of June 30, 2010 of deferred tax assets under "other assets less liabilities" following the exercise of the carry-back option by the Eurazeo tax group in April 2010.*

*** *Following the issue of bonds exchangeable for Danone shares and the partial repayment of the financing set up in 2008.*

The Company also still has access to an undrawn revolving credit facility of €1 billion until mid-2012 in total and until mid-2013 for a portion of up to €875 million, as well as uncalled subscriptions in the amount of €109.9 million on Eurazeo Partners.

The reconciliation of cash with the Eurazeo's Company balance sheet is as follows:

(In millions of euros)

	12/31/2010	12/31/2009	12/31/2008 *
Marketable securities (excluding treasury shares)	735.6	419.7	256.4
Liquidity contract classified in financial assets	-	-	0.7
Cash and cash equivalents	151.0	50.9	0.5
Sub-total balance sheet data	**886.6**	**470.6**	**257.6**
Invested cash of subsidiaries not wholly-owned	(6.2)	(35.4)	-
Unrealized gains on mutual funds	0.1	0.1	0.9
Deferred income on cash instruments	(0.2)	-	-
Immediately available cash	**880.4**	**435.2**	**258.5**

3.4 EURAZEO COMPANY EARNINGS

Company net income for the year ended December 31, 2010 is €65.5 million, compared with €5.9 million for fiscal year 2009 and includes:

- a net loss from asset management operations of €37.2 million, compared to net income of €32.1 million in 2009. The decline in income from asset management operations in 2010 is attributable to the full-year impact of the interest expense on bonds exchangeable for Danone shares in the amount of €43.8 million and to the fact that 2009 income was bolstered by an exceptional dividend from Immobilière Bingen of €30.6 million;
- net income from investment and non-recurring transactions of €102.6 million, compared to a net loss of €26.2 million in 2009, mainly comprising:
  - > the disposal of the investment in the B&B Hotels group, including the investments in Diriginvest 1 and 2, generating a capital gain of €134.0 million (net of disposal costs),
  - > charges to provisions on investments in LH APCOA in the amount of €109.2 million, Financière Truck Investissement in the amount of €7.2 million and Euraleo and Eurazeo Italia, carrying the investments in Sirti and Intercos, in the amount of €18.5 million, and the reversal of provisions on LH 22 shares (investment in Danone) in the amount of €11.6 million,
  - > tax income of €91.0 million representing the exercise of the carry-back option.

2009 net income included losses on the Eurazeo Entertainment Lux and RedBirds Participations investments in the amount of €103 million following the liquidation of these companies (investment in Station Casinos), offset by the reversal of provisions recorded in the year ended December 31, 2008 in the amount of €89.2 million, and the reversal of provisions on LH 22 shares (investment in Danone) in the amount of €53.8 million and charges to provisions on the investments in Euraleo and Eurazeo Italia, carrying the investments in Sirti and Intercos, in the amount of €67.3 million.

The key indicators for the Eurazeo Company financial statements are as follows:

(In millions of euros)

	2010	2009	2008
Revenue			
Reported revenue	61.6	104.6	99.7
Income			
Income from asset management operations	(37.2)	32.1	23.6
Net income	65.5	5.9	478.3
Equity			
Equity	3,493.8	3,489.7	3,551.8
Per share data *(in euros)* (1)			
Income from asset management operations	(0.6)	0.6	0.4
Net income	1.2	0.1	8.2
Equity	60.2	60.2	61.2
Ordinary dividend	1.2 (2)	1.2	1.2

(1) Based on 57,989,548 shares making up the share capital.

(2) 2010 ordinary dividend to be proposed to the Shareholders' Meeting of May 18, 2011.

3.4.1 INFORMATION ON SUPPLIER SETTLEMENT PERIODS

The majority of supplier invoices are settled on reception, after completing an invoice validation process, in accordance with the settlement periods agreed between parties.

Trade payables at the year end break down as follows:

(In thousands of euros)

Settlement period	< 30 day statutory period	Agreed period < 60 days	> 60 days
Trade payables as of December 31, 2009	419	406	85
Trade payables as of December 31, 2010	380	188	404

3.5 DIVIDENDS PAID IN RESPECT OF THE LAST THREE FISCAL YEARS

3.5.1 DIVIDEND PAYOUT POLICY

The Executive Board aims to offer its shareholders an attractive dividend payment in line with the Company's performance. At the next Annual Shareholders' Meeting, it will therefore propose to maintain the dividend at €1.20 per share.

Appropriation of net income

The Executive Board proposes that income be allocated as follows:

Net income for the year	€65,459,705.23
Plus retained earnings	€92,299,679.40
Total	**€157,759,384.63**
To the legal reserve	€16,316.20
To payment of the dividend of €1.20 per share	€69,606,421.20
To the General Reserve	€88,136,647.23
Total	**€157,759,384.63**

Retained earnings are therefore appropriated in full.

Dividends shall be fully eligible for the 40% rebate provided for in Article 158.3.2 of the French General Tax Code for qualifying shareholders.

The dividend will be paid on May 26, 2011.

The Shareholders' Meeting of May 18, 2011 will also decide an exceptional distribution in the form of ANF Immobilier shares to shareholders of Eurazeo, at a rate of 1 ANF Immobilier share for 30 Eurazeo shares.

The distribution of ANF Immobilier shares will be deducted from the General Reserve.

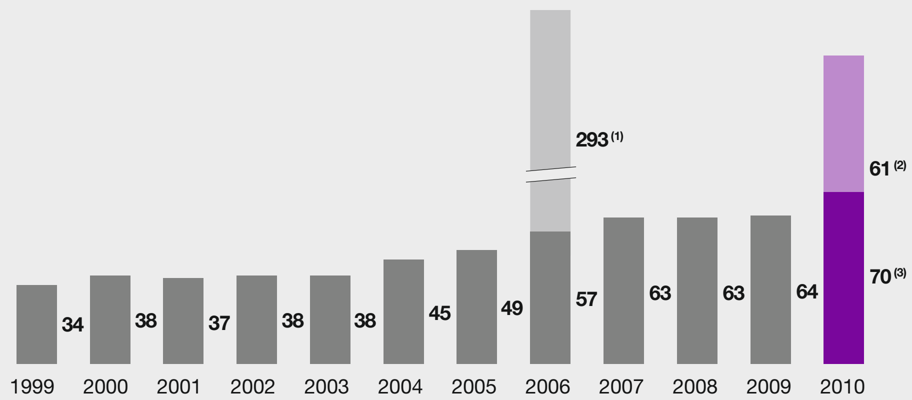
The ex-dividend date of the exceptional distribution in kind is May 26, 2011 and it will be payable from the same date.

This distribution shall be fully eligible for the 40% rebate provided for in Article 158.3.2 of the French General Tax Code for qualifying shareholders.

Ordinary and exceptional dividends payable on any Eurazeo shares held by the Company on the payment date will automatically be added to the General Reserve.

3.5.2 DISTRIBUTION TRENDS

(In millions of euros)



(1) Special distribution.
(2) Special distribution of ANF Immobilier shares.
(3) Theoretical distribution, subject to approval by the Shareholders' Meeting of May 18, 2011.

The Board approved a recommended dividend of €1.20 per share and the bonus grant of one Eurazeo share for 20 shares held and of one ANF share for 30 Eurazeo shares held. Excluding the exceptional dividend paid in ANF shares, the theoretical payout, excluding treasury shares, is up 5.1%.

3.5.3 DIVIDENDS PAID IN RESPECT OF THE LAST THREE FISCAL YEARS

Fiscal year ending	Number of shares	Net dividend *(In euros)*	Adjusted dividend (3) *(In euros)*
12/31/2008	52,549,924	1.20	1.14
12/31/2009	53,383,088	1.20	1.14
12/31/2010 (including treasury shares) (2)	58,005,351	1.20 (1)	-

(1) Ordinary dividend proposed to the Shareholders' Meeting of May 18, 2011.

(2) Number of shares making-up the share capital as of January 25, 2011.

(3) Dividend adjusted for the bonus share grant.

3.6 NET ASSET VALUE

Eurazeo's Net Asset Value was €74.8 per share as of December 31, 2010, an increase of 22.4% compared with December 31, 2009 (€61.1). NAV per share as of December 31, 2010 would have been €76.5 had ANF been included based on its share in NAV rather than at its share price.

Accor, Edenred and Rexel have recorded growth of 75.0% [1] since December 31, 2009. This performance reflects the success of strategic decisions implemented, the leadership position of each company in its sector and operational efficiency.

Despite the use of lower multiples and the impact of adverse weather on the performance of some companies, the other main assets logged an increase of 10.6%, or €158 million – of which €57 million in value creation related to the sale of B&B Hotels – over the year. The B&B Hotels transaction allowed us to extract the full value of this company, whose valuation increased from €121 million in the NAV as of December 31, 2009 to €184 million, its sale value six months later, an increase of 52%, reflecting a successful transformation.

(1) Net of acquisition debt and sales of securities.

3.6.1 NET ASSET VALUE AS OF DECEMBER 31, 2010

	% interest	Number of shares	Share price	NAV as of December 31, 2010		With ANF at its NAV
			(In euros)	*(In millions of euros)*		ANF @ €39.0
Unlisted investments				**1,464.3**		
Listed investments				**1,518.9**		
Rexel	21.71%	56,494,691	16.21	916.0		
LT (Ipsos)	24.98%		35.01	60.6		
Accor	*8.86%*	*20,101,821*	*33.30*	*669.4*		
Edenred	*8.90%*	*20,101,821*	*18.22*	*366.2*		
Accor/Edenred net debt				*(493.4)*		
Accor/Edenred net * (1)		20,101,821		542.2		
Real estate				**512.5**	→	**635.4**
ANF net *	59.04%	16,208,515	31.42	409.2		532.1
Colyzeo and Colyzeo 2 (1)				103.3		
Other listed securities						
Danone (securing exchangeable bonds)	*2.54%*	*16,433,370*	*42.60*	*700.0*		
Danone debt (exchangeable bonds)				*(700.0)*		
Danone net						
Other securities				**22.2**		
Eurazeo Partners				8.1		
Other (SFGI, etc.)				14.1		
Cash				**909.0**		
Unallocated debt				**(110.3)**		
Tax on unrealized capital gains and tax credits				**(67.1)**	→	**(91.3)**
Treasury shares	3.28%	1,903,510		**90.1**		
Total value of assets after tax				**4,339.5**		**4,438.3**
NAV per share				**74.8**	→	**76.5**
Number of shares				**57,989,548**		**57,989,548**

* *Net of allocated debt.*

(1) *Accor shares held indirectly through the Colyzeo funds are recorded on the line relative to these funds.*

3.6.2 COMPARISON WITH JUNE 31, 2010 AND DECEMBER 31, 2009

(In millions of euros)

	12/31/2010		06/30/2010		12/31/2009	
	ANR	NAV with ANF at its NAV	ANR	NAV with ANF at its NAV	ANR	NAV with ANF at its NAV
Unlisted investments [1]	1,464	1,464	1,645	1,645	1,488	1,488
Listed investments [2]	1,519	1,519	1,089	1,089	868	868
Real estate [2]	512	635	472	585	464	601
Other listed securities	-	-	48	48	141	141
Other unlisted securities	22	22	28	28	28	28
Cash	909	909	675	675	584	584
Unallocated debt	(110)	(110)	(110)	(110)	(110)	(110)
Treasury shares	90	90	82	82	80	80
Tax on unrealized capital gains	(67)	(91)	(94)	(116)	2	(25)
NAV	**4,340**	**4,438**	**3,833**	**3,925**	**3,545**	**3,655**
Number of shares	58.0	58.0	58.0	58.0	55.2	55.2
NAV per share	**74.8**	**76.5**	**66.1**	**67.7**	**64.2**	**66.2**
Adjusted number of shares	58.0	58.0	58.0	58.0	58.0	58.0
Adjusted NAV per share	**74.8**	**76.5**	**66.1**	**67.7**	**61.1**	**63.0**

(1) The investment in B&B Hotels was sold at end-2010 for €184.0 million; it was valued at €183.8 million as of June 30, and €121.0 million as of December 31, 2009.

(2) Accor shares held indirectly through the Colyzeo funds are recorded on the line for these funds.

3

3.6.3 METHODOLOGY

Net Asset Value (NAV) is determined based on net equity as presented in the Eurazeo company financial statements [1], adjusted to include investments at their estimated fair value in accordance with the recommendations of the International Private Equity Valuation Board [2] (IPEV).

Pursuant to these recommendations, which propose a multi-criteria approach, the preferred method for valuing Eurazeo's **unlisted investments** is based on comparable multiples (stock market capitalization or transactions) applied to earnings figures taken from the income statement. This valuation approach requires the exercise of judgment, particularly in the following areas:

- in order to ensure the relevance of the approach, samples of comparables are stable over time and include companies presenting characteristics as close as possible to our investments, particularly with respect to their business and market position; where appropriate, these samples may be adjusted to reflect the most relevant comparables;
- the earnings to which multiples are applied to obtain the enterprise value are primarily operating income, EBIT, gross operating income or EBITDA. The multiples are applied to data taken from the historical accounts (preferred method) [3] or alternatively forecast accounts for the coming year where these contribute additional, relevant information;
- the value of each investment is then obtained by subtracting the following amounts from the enterprise value, determined after adjustment, where applicable, for a control premium applied to equity (i) historical or forecast net debt at nominal value, as appropriate, (ii) a discount for liquidity, where applicable and (iii) the amount payable, where applicable, to other investors according to their rank and investment managers.

(1) Including, by transparency up to operating company level, the assets and liabilities of holding companies and intermediary funds controlled by Eurazeo.

(2) These recommendations are recognized by the majority of private equity associations around the world, and particularly AFIC in France, and are applied by numerous funds. They may be consulted at the following internet address: http://www.privateequityvaluation.com/.

(3) Consolidated financial statements of each investment used to prepare the Eurazeo IFRS consolidated financial statements, before impairment of goodwill and amortization of intangible assets recognized on business combinations. Figures are adjusted, where appropriate, for non-recurring items.

As of December 31, 2010, the values adopted for APCOA, Elis, Europcar Groupe, Gruppo Banca Leonardo, Fraikin, Intercos and Fonroche were subject to detailed review by an independent professional appraiser, Accuracy [(4)]. This review concluded that the values adopted are reasonable and prepared in accordance with a valuation methodology in accordance with IPEV recommendations.

Listed investments [(5)] **(listed investments and other listed assets)** are valued based on the average, over the 20 days preceding the valuation date, of average daily share prices weighted for trading volumes. As the liquidity of the shares concerned is satisfactory, neither a discount nor a premium is applied to the share prices adopted. Where the shares are held through a company that secured debt specifically to finance the investment, the transparent amount, net of borrowings contracted by the holding company carrying the shares, is taken into account in the NAV.

Real Estate investments are valued as follows, at the valuation date: (i) for ANF, in a similar way to listed investments, that is based on the share price (20-day average of weighted daily average share prices), (ii) for investment funds (Colyzeo and Colyzeo II), based on the most recent information communicated by fund managers.

Net cash and cash equivalents [(6)] and Eurazeo treasury shares are valued at the valuation date. Treasury shares allocated to share purchase option plans are valued at the lower of the closing price and the strike price.

Net Asset Value is reported after adjustment for the **taxation of unrealized capital gains** and amounts due, where applicable, to management teams. The number of shares is the number of share comprising the Eurazeo share capital less any treasury shares earmarked for cancellation.

3.6.4 ATTESTATION OF THE STATUTORY AUDITORS ON THE NET ASSET VALUE OF EURAZEO AS AT DECEMBER 31, 2010

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Chairman of the Executive Board,

In our capacity as Statutory Auditors of Eurazeo and in response to your request, we have verified the financial information relating to Eurazeo's Net Asset Value as at December 31, 2010 (hereafter referred to as "Net Asset Value") given in the 2010 Registration Document ("*document de référence*").

The Net Asset Value have been established under the responsibility of the Executive Board of Eurazeo based on the accounting records of Eurazeo and of the fully consolidated subsidiaries, as well as on market data. The method of calculation of the Net Asset Value and the assumptions adopted are described in part 3.6.1 of the 2010 Registration Document.

Our role is to comment as to whether the accounting information used for the calculation of the Net Asset Value is consistent with the accounting records and whether the calculation complies with the methodology described in part 3.6.1 of the 2010 Registration Document. We are not however required to call into question the methodology, the assumptions adopted and the judgments made by Eurazeo's management to determine the fair values of its investments in non-listed companies, to comment on the compliance of this methodology with a set of standards or best practices, or to comment on the values thus determined for each investment within the context of the Net Asset Value.

In our capacity as Statutory Auditors, we have audited the annual consolidated financial statements of Eurazeo for the year ended December 31, 2010. The purpose of our audit, performed in accordance with the professional standards applicable in France, was to express an opinion on the annual consolidated financial statements taken as a whole, and not on specific elements of these financial statements used for the calculation of the Net Asset Value. Consequently, we did not perform our audit tests and sample testing with this aim and we do not express any opinion on these elements taken separately.

(4) In accordance with the terms of its engagement, Accuracy based its opinion on a comparison of values adopted by Eurazeo with a range of estimates obtained using the valuation methods considered most pertinent. The procedures performed by Accuracy were based on (i) information communicated by Eurazeo, primarily business plans and available forecast data and (ii) publicly available information.

(5) Listed investments in the Industry and Services business comprise investments in listed companies in which Eurazeo exercises control or significant influence. This is not the case for other listed assets.

(6) Cash and cash equivalents net of other current assets and operating liabilities of Eurazeo, at their net carrying amount.

We performed our work in accordance with the professional standards applicable in France. For the purposes of this report, our work consisted in:

- making ourselves familiar with the procedures set up by your Company to produce the information relating to the Net Asset Value;
- comparing the methods applied to calculate the Net Asset Value with those described in part 3.6.1 of the 2010 Registration Document;
- verifying the consistency of the net assets of Eurazeo used to calculate the Net Asset Value with the annual financial statements as at December 31, 2010;
- verifying the consistency of the accounting information used to calculate the Net Asset Value with the elements used as a basis for drawing up the consolidated financial statements for the year ended December 31, 2010, notably:
  - in situations where the fair value has been determined by the application of multiples to aggregates taken from the accounting records, verifying the consistency of these aggregates with the accounting records,
  - in situations where the fair value has been determined by the application of multiples to aggregates taken from the accounting records and adjusted to obtain normative values, verifying the consistency of these aggregates with the accounting records, before the taking into account of these adjustments,
  - in situations where financial debt items have been used to calculate the fair value of the private equity investments, verifying the consistency of the financial debt items with the accounting records, except when prospective items have been used,
  - in situations where the fair value has been determined by the application of multiples to aggregates taken from forecast financial statements, reconciling these forecast aggregates with the business plans that served as a basis for the calculation of future cash flows used for the impairment tests;
- verifying the arithmetical accuracy of the calculations after application of rounding-off rules if necessary.

The work described above constitutes neither an audit nor a limited review according to the professional standards applicable in France. Consequently, we do not express any opinion or conclusion on the amount of the Net Asset Value presented in the 2010 Registration Document.

On the basis of our work, we have no matters to report on the consistency of the accounting information used in the calculation of Eurazeo's Net Asset Value with the accounting records and on the compliance of their calculation with the methodology described in part 3.6.1 of the 2010 Registration Document.

Neuilly-sur-Seine and Paris-la-Défense, April 18, 2011

The Statutory Auditors
French original signed by:

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies

3.7 PERFORMANCE OF MAIN SUBSIDIARIES

Main figures for the companies, that are fully consolidated are given on pages 178 to 181. Financial information for listed companies is available on their websites.

3.7.1 ACCOR

Revenues realized by the Group amounted to €5,948 million, an increase of 8.4% on a reported basis and 7.1% at a comparable consolidation scope and exchange rates.

The opening of 214 hotels had a positive impact (1.4% on revenues), while the foreign exchange impact contributed 3.6% to growth. The strategy of adapting the asset ownership methods had an effect on the consolidation scope and thereby a negative impact on revenues of 3.7%.

The hotel industry enjoyed a clear recovery, with differences by country: Growth was driven mainly by the United Kingdom and Germany, followed by France and the rest of Europe.

Business in emerging countries in Asia and in Latin America remained strong throughout the year. Operating performance has also been supported by cost controls with the implementation of a cost savings plan for €45 million. Operating income amounted to €446 million, up sharply as compared to 2009. The Group benefitted from the recovery of demand, followed by a gradual stabilization of average prices.

A debt free Group

Accor has a sound financial position which has benefited from the implementation of the strategy and helped reduce net debt to €730 million (versus €1,624 million at the end of 2009). The Group also has €2 billion of unused confirmed lines of credit.

Hotel growth in line with objectives

In 2010, Accor opened 214 hotels with nearly 25,000 new rooms. The Group pursues a policy of the dynamic expansion of its hotel portfolio, primarily in “Asset Light”. The pipeline to 2014 amounts to 101,000 rooms (or 620 hotels) with 42% in the Asia-Pacific region and 32% in Europe.

A group refocused on its core business.

Accor has completed the refocusing of its activities on its core business of hotel operator with the demerger of the services business, the sale of the train services activity and the completion of the divestiture of its 49% stake in the Lucien Barrière Group in March of 2011.

3.7.2 EDENRED

In 2010, Edenred realized an issue volume of €13.9 billion, an increase of 10% on a comparable basis, in line with the normative objective that was defined by the Group, between 6% and 14% per year. Cash flow, up 15.1% on a comparable basis, is in line with a normative growth objective of over 10% per year. Operating profit from continued operations reached €328 million, in the upper range of the defined objective of between €310 and €330 million. Given the strong cash generating profile of Edenred and net debt of €25 million at the of end 2010, the Group’s Board of Directors will propose a dividend of €0.50 per share at the Shareholders’ Meeting on May 13, 2011, which represents a distribution rate of 70% of income from continuing operations before taxes related to the 2010 full-year period.

A new strategy for increasing the potential for long-term growth, while maintaining the growth of short-term results. The first axis is based on growth in issue volume in the core business, by systematically deploying expertise through 4 operational levers. The acquisition strategy is a 5th lever.

1. Increase the rate of penetration in existing markets.
2. Create new products and deploy existing products.
3. Expand the geographic coverage.
4. Increase the face value of the products.
5. Make targeted acquisitions.

The objective of organic growth in issue volume between 6% and 14% per year is thus confirmed. The second axis is accelerating the transition to digital to increase the potential for long-term growth. The strategic priority is dematerialization, creating new opportunities for Edenred and its stakeholders. This is in process as of 2011.

A new objective of 50% of issue volume dematerialized as of 2012 was fixed.

3.7.3 ANF IMMOBILIER

The company's strategy was redefined in 2005 to develop the ANF asset base and improve its profitability, while maintaining a safe financial risk profile. This strategy is based on a triple observation:

- existing rents are below market benchmarks, particularly in the commercial real estate market in Lyons. This situation is exacerbated by a significant residential vacancy rate in Marseilles;
- the buildings in Lyons and Marseilles are located in extremely attractive areas.
- Lyons and Marseilles have very significant potential due to the growth rates of those two cities. In particular, Marseilles benefits from being attractive because of its title as "European Cultural Capital" in 2013.

Therefore, ANF Immobilier breaks down its strategy for the revalorisation of its rental assets as based on two main axes, the restructuring of buildings held as assets through their renovation and the exploitation of real estate reserves that have already undergone significant development. An investment program of over €650 million was launched in 2005. As of December 31, 2010, 56% of that program had been achieved. This strategy should enable ANF Immobilier to bring its rents to over €100 million on a comparable consolidation basis by the year 2014-2015.

The year 2010 was very active in terms of negotiating leases with 467 leases negotiated, representing an increase in transaction volume of 17% as compared to 2009. New prime rents were established, particularly in Lyons, rue de la Republique, near the Place Bellecour, where prime rents for commercial real estate are now at over €2,500 pre-tax per square metre.

At year-end 2010, ANF Immobilier also delivered two development projects in Marseilles: A 13,000 sqm office building which is fully occupied by the City of Marseilles and a hotel with 126 rooms located at place de la Joliette. On a full year basis, they represent nearly €3 million of additional rent. ANF Immobilier's rents continued to increase at 8% on a comparable basis; the asset base for the city centre, the increase in rents is more than 12% on a comparable basis, especially because of the commercial real estate.

These strong operating results have permitted the improvement of the company's financial performance. EBITDA amounted to €56.5 million and EBITDA margin is 82% above expectations. The cash flow from operations rose 9% to €38.9 million, or €1.43 per share.

3.7.4 APCOA

APCOA realized revenues of €699.7 million, an increase of 9.4% on a reported basis and of 5.9% on a comparable basis. EBITDA reached €51 million, down 3.3% on a reported basis and 5.5% on a comparable basis. This return to growth in revenues was mainly due to the positive overall business performance since the end of 2009 which includes having won an exclusive management contract for Gatwick Airport and the rebound in passenger traffic at airports, notably in Oslo, Düsseldorf and Billund. Nonetheless, the growth in revenues was not reflected in income due to exceptional costs associated with the poor weather conditions at the beginning and end of the year, the ash cloud in April and the degradation of the performance of a certain number of contracts in the UK which were won prior to Eurazeo's acquisition and have historically been in a loss position. Some of these contracts have been renegotiated in late 2010, which should have a positive impact on profitability in 2011. Excluding the one-time impact the total of these items, EBITDA would have maintained its 2009 level.

The company's net debt amounted to €608 million at December 31, 2010 versus €591 million at December 31, 2009 (€599 million at constant exchange rates), an increase of 1.5% on a comparable basis, notably thanks to the continued pursuit of improvements in working capital and in the control of investments.

The year 2010, although disappointing in terms of results, provides some encouraging signs of recovery with the return of frequency rates in most of the underlying markets. The strengthening of key functions, with several recruitments made during the year, the continued business efforts targeted at securing the renewal of key contracts and accelerating development, especially in Germany, and the income related to the renegotiation of a portion of the contracts in a loss position in the UK, should permit the company to return to profitable growth as of 2011.

3.7.5 ELIS

Robust performance in France and international development

Revenue rose 2.4% in 2010 to €1,067.6 million (up 0.7% on a comparable basis). In France, it increased 1.1% (up 0.4% on a comparable basis). The gradual upturn in the hotel and restaurant market (up 1.3% on a comparable basis) was characterised by growth in the hotel market and flat performance in restaurants, while the Industry, Commerce and Services market (down 0.1% at a comparable consolidation scope) also remained stable under the impact of rising unemployment. Finally, the Healthcare market continued to post gains (up 0.9% at a consolidation scope). Elis also made four small acquisitions in France, representing full-year revenues of almost €3 million. International development accelerated in 2010, with growth of 10.8% in the year (up 2.7% on a comparable basis) and four external growth transactions representing annual revenues of €45 million (including two acquisitions in Spain generating full-year revenue of €17 million, and Lavotel, the market leader in French-speaking Switzerland, which generates full-year revenues of 33 million Swiss francs). Overall, international business now accounts for full-year revenue of nearly €200 million, representing 18% of Group revenue, compared to 13% in 2007 when Elis was acquired by Eurazeo.

EBITDA growth

In spite of a rise in some of its cost components (particularly salaries and fuel), Elis achieved a 3.6% improvement in EBITDA as a result of several factors: the increase in the strength of its central European warehouse for workwear, enabling optimal storage of a large volume of clothing; an improvement of service quality by shortening the time taken to implement new clothing items; and the improvement of the overall efficiency of garment alteration activities.

Changes in French local business tax law also contributed to the improvement in EBITDA. Cost reduction programmes generated a full-year impact, enabling the Group to make substantial savings in many areas (energy, water, spare parts, etc.). Finally, targeted acquisitions also contributed to the performance, with acquired revenue being absorbed into existing entities, in most cases, without any additional indirect expenses.

3.7.6 EUROPCAR

Renewed revenue growth

In spite of unfavourable weather conditions at the beginning and end of the year, Europcar returned to growth for the first time since Q2 2008. In spite of the unfavourable impact of the volcanic ash cloud in April, volumes recorded modest but constant growth from March 2010 onwards, reflecting a gradual recovery in demand. This enabled Europcar to generate revenue of €1,973 million, representing growth of 4.6% on a comparable basis, driven by 0.9% volume growth and 3.7% growth in average revenue per rental day. The continuation of the price discipline put in place at the onset of the economic crisis led to ten consecutive quarters of growth in average revenue per rental day, from Q3 2008 onwards.

Improved EBIT margin

The Group's adjusted EBIT rose 12% at constant exchange rates to 2€43 million, amounting to an EBIT margin of 12.3%, compared to 11.8% in 2009. These improvements reflect revenue growth combined with the full effect of cost reduction measures. The fleet utilisation rate remained very high at 73.6%, virtually unchanged relative to the previous year.

Successful financing activities

Europcar refinanced its main fleet financing facility in the summer of 2010, more than nine months before it was due to expire in May of 2011. The new financing arrangement consists of a €1.3 billionbank facility expiring in 2014 and €250 million in bonds maturing in 2017. In November, Europcar also refinanced bonds maturing in 2014 using the issue proceeds from €400 million in new bonds maturing in 2018. Europcar thus has financing facilities for its fleet, working capital and long-term funding which are of a size and flexibility suited to its needs, with maturities and expiry dates that enable it to be completely focused on delivering its development plan for the next three years.

3.7.7 REXEL

Rexel generated consolidated revenues of almost €12 billion, up 5.8% on a reported basis and 1.3% on a comparable basis and adjusted for differences in the number of days. This performance marks a return to business growth after revenue fell 17.2% in 2009 (on a comparable basis and adjusted for differences in the number of days) as a result of the economic crisis that affected all of the Group's end markets. Rexel also continued to benefit from measures to reduce its cost structure that were put in place in 2009, as well as pursuing a rigorous policy of control over operating expenses, even in a period of renewed growth. Operating costs (including amortisation and depreciation) saw a net reduction of €61 million, down from 20.3% of revenues in 2009 to 19.5% in 2010. Coupled with the continued increase in gross margin (from 24.3% in 2009 to 24.4% in 2010), these savings enabled the Group to achieve a net increase in its adjusted EBITA margin from 4% in 2009 to 5% in 2010.

Consolidated EBITA reached €615.9 million, an increase of 31.2% as compared 2009. As a result of these improved results, the low capital intensity of its economic model and tight management of its working capital requirement, Rexel generated a high net free cash flow (before interest and taxes) of €570 million, enabling the company to significantly improve its capital structure by reducing its debt ratio from 4.32 times EBITDA at the end of 2009 to 3.19 times EBITDA at end of 2010.

This performance permits Rexel to restart dividend payments again in 2011, with a proposed dividend of €0.40 per share. Finally, Rexel has resumed its external growth policy, announcing the acquisition of Grossauer in Switzerland in Q4 2010, followed by the early 2011 acquisition of two Chinese companies (Beijing Lucky Well Zhineng and Wuhan Rockcenter) as well as Nortel Suprimentos in Brazil and Yantra Automation in India, two high-growth countries in which Rexel had no previous presence.

3.7.8 FRAIKIN

Although signs of recovery were seen in 2010, existing and prospective customers remained disinclined to enter into to long-term commitments, favoring short-term rentals over long-term leasing. In this relatively unfavorable environment, business declined slightly (down 1.6%). Short-term rentals (which accounted for 13% of revenues) were up 11.8%, long-term leasing (which represented 76% of revenues) was down 3.4% and other services (subcontracted vehicle maintenance, fleet management, etc.) were down 3.1%. Sales of used vehicles continued to generate capital gains on disposal at a similar level to that seen in 2009, though below the levels seen over the 2006-2008 period.

The company's efforts to optimize its management and adapt to current economic conditions resulted in a significant increase in operating profit as a percentage of revenues. Alongside this optimization process, investments were reduced significantly by extending a large number of contracts approaching expiry and using recent vehicles for new long-term leasing agreements. The economic crisis has thus demonstrated the great resilience of Fraikin's economic model and its ability to optimize the return on its assets.

3.7.9 FONROCHE

The company experienced sustained growth in the 2010 financial year, which consisted of only nine months. Consolidated EBITDA increased from €0.8 million for the 12 months to the end of March 2010 to €4.9 million at the end of December 2010. Consolidated revenues increased from €28.8 million to €43.9 million.

Fonroche's strong business growth in 2010 can be seen first and foremost in the non-consolidated revenue generated by Fonroche Energie, which develops photovoltaic power station projects both for third parties and on a proprietary basis. Fonroche Energie's revenue increased from €30 million for the 12 month period to the end of March 2010 to €80 million for the 9 month period to the end of December 2010. The company also developed its structure and strengthened its senior management team by recruiting a Finance Director, a Sales Director and a Legal Director.

The French regulatory framework in support of the photovoltaic sector changed in 2010. It now provides for target installations of 500 MW a year, split into various categories by size of installation. In spite of this change, the company has secured a significant order book, giving it visibility over its business through to 2012.

The company will continue its activities in France by positioning itself mainly in roof-based solar power stations and photovoltaic greenhouses (projects that are within the scope of the regulatory framework in support of the photovoltaic sector), as well as developing niche products that fall outside this regulatory framework, such as solar-powered street lamps. Alongside these activities, Fonroche has begun to develop its business in two new areas. In Africa, the company is positioning itself in photovoltaic power station projects. The African market for solar energy is very promising, since this form of energy is well suited to isolated sites. Fonroche Energie has also invested in a research and development consultancy for biogas projects (Valersys). The biogas business, which complements the solar power station development business, thus enables Fonroche Energie to offer a full range of renewable energy solutions.

3.7.10 INTERCOS

2010 Performance

Intercos saw a significant upturn in its business in 2010. This renewed growth was mainly a result of dynamic emerging and American markets, and confirmed Intercos's international development and innovation strategy.

The Group's consolidated revenue grew 16%* from €210 million in 2009 to €243 million in 2010. EBITDA was up 34%, from 25 to €34 million.

Outlook

In a recovering market, Intercos is able to face its challenges with optimism. Its covenants are adapted to its new business plan and the maturity of its debt has been extended to 2016. Continued strong investment in R&D has kept Intercos ahead of the field in terms of cosmetics innovation. Growth in orders recorded in 2010 (up 29% relative to 2009) confirmed the company's potential.

3.7.11 GRUPPO BANCA LEONARDO

2010 Performance

Although the asset management market recovered in 2010, market conditions for advisory services remained challenging. In this environment, the Group generated revenue of €194.7 million, representing growth of 10.4%.

The advisory business suffered in 2010 as a result of the crisis in mergers and acquisitions and the absence of a recovery, particularly in Italy. The asset management business benefited from an improvement in the performance of funds under management, the growth in assets managed and the expansion of the Italian private banking business.

Gruppo Banca Leonardo generated EBIT of €73.5 million and net profit before impairment of €44.6 million, up 68.2% relative to 2009.

While remaining particularly attentive to costs, the bank is continuing to invest in future growth and recruitment, particularly on the mergers and acquisitions advisory side, with a new office opening in Brussels and the mid cap business in Paris.

* *2010 pre-closing, management accounts, unaudited.*

At the beginning of 2011, the bank acquired Sal. Oppenheim Jr. & Cie. Corporate Finance (Suisse) S.A., one of Switzerland's leading corporate finance advisory companies.

As a result of the strong performance of funds under management and positive net cash flows, assets under management grew by €853 million in 2010 to approximately €9.8 billion at the end of 2010.

Outlook

While the market environment remains uncertain, the bank hopes to benefit in 2011 from the impact of its investments in operations in both asset management and advisory services.

3.7.12 COLYZEO

Colyzeo I

Since the fund's inception, Eurazeo has paid in [1] a total of €129 million and received distributions of €155 million, €11 million of which arose from the divestiture of Lucien Barrière in 2010.

As of December 31, 2010, the portfolio consisted of three investments: PSG, a portfolio of properties in Germany and real estate developments in Illkirch and Massy, including the future Carrefour head office. The total value for Eurazeo is €25 million and its residual commitment is estimated at €1 million.

Colyzeo II

Colyzeo took advantage of favourable market conditions in 2010 to restructure the debt of its two holdings [2] (But and Le Tour, a hospital in Geneva). In addition, the Spanish real estate group Colonial, in which Colyzeo II acquired steeply discounted debt at the end of 2009, successfully renegotiated its bank borrowing, in line with the fund's investment assumptions.

As of December 31, 2010, Eurazeo had made total contributions of €128 million [3] and its residual commitment was estimated at €36 million. The value of the portfolio is estimated at €79 million, primarily reflecting impairment of the fund's investment in Carrefour.

3.7.13 IPSOS

2010 Performance

The Group generated consolidated revenues of €1,140.8 million in 2010, up 20.9% relative to 2009, with 8.9% of this arising from organic growth. Ipsos thus once again outperformed both the market and its main competitors.

Outlook

During a period of recovery when new technologies are changing everything, Ipsos believes that the research industry is well positioned to meet its customers' expectations.

Customers want research companies to understand markets and how they are changing, attract and retain the attention of consumers – who are better educated, more versatile, less naive or more cynical, and are living in an increasingly open and competitive environment – and help advertisers to make the right marketing investments.

Ipsos is more confident than ever about its future. The company will continue to grow by rolling out new services related to the digitisation of the world, drawing on the strengths the Group has built up over the past 15 years: expert specialist teams, a strong presence in emerging markets and a focus on the quality of customer relationships.

(1) Including the joint investment in Accor (€40 million) and expenses (€2 million).

(2) Acquisition of discounted debt followed by refinancing.

(3) Including expenses (€6 million).

3.8 POST-BALANCE SHEET EVENTS

The Combined Shareholders' Meeting will be asked to approve an exceptional distribution in the form of the presentation of ANF Immobilier shares. These share will be received beforehand from Immobilière Bingen.

This operation has a dual objective:

- improve the liquidity of the ANF Immobilier share by increasing the share float through reducing Eurazeo's current indirect interest from 59.0% to 51.4% (on a diluted base), in order to encourage a stock market revaluation;
- perform an exceptional distribution to Eurazeo shareholders (1 for 30), while retaining control of ANF Immobilier.

The operation also enables Immobilière Bingen to reduce its debt in the amount of €103 million, including accrued interest and repayment of the swap.

3.9 MATERIAL CHANGES IN THE FINANCIAL POSITION

To the best of Eurazeo's knowledge, no significant event or development has occurred since December 31, 2010 that is liable to have a material impact on the financial position, business, income or assets of the Company and the Eurazeo group.

3.10 ONGOING INVESTMENTS

There has been a significant increase in the number of investment projects reviewed since December 31, 2010. Eurazeo is working actively on vetting these projects. However, as of the date of this report, the Executive Board or the Supervisory Board have not authorized any firm investment or divestment commitments.

Commitments given at the end of fiscal year 2010 are presented in Note 26 to the consolidated financial statements.

3.11 OUTLOOK

The transactions carried out in 2009 and 2010 gave Eurazeo significant own resources, enabling it to provide for the future growth of portfolio companies and, where necessary, to seize opportunities that it believes to be attractive.

The growth plans of Group companies allow us to target value creation of nearly €2 billion by 2014 (organic and external growth of existing assets and acquisitions of new investments), representing an increase in Net Asset Value of approximately €35 per share. Eurazeo aims to complete two or three investments in the coming 24 months to diversify its portfolio, and targets an IRR of 15-25% per year depending on the risk profile of the investment.

4

CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2010

4.1 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS

(In thousands of euros)

	Notes	12/31/2010 Net	12/31/2009 Net
Goodwill	1	2,578,068	2,958,866
Intangible assets	2	1,519,382	1,635,786
Property, plant and equipment	3	778,818	1,084,314
Investment properties	4	1,536,124	1,021,223
Investments in associates	6	1,903,540	1,850,772
Available-for-sale financial assets	5	1,141,235	1,373,189
Other non-current assets	15	9,314	168,847
Deferred tax assets	22	161,312	295,779
Total non-current assets		**9,627,793**	**10,388,776**
Inventories		59,627	52,251
Trade and other receivables	8	1,267,192	1,292,856
Current tax assets		127,157	19,870
Available-for-sale financial assets	5	5,814	1,874
Other financial assets	15	73,093	268,075
Vehicle fleet	9	1,519,061	1,517,946
Other current assets		55,130	57,188
Other short-term deposits	10	244,752	42,987
Restricted cash	10	86,572	-
Cash and cash equivalents	10	1,071,033	867,298
Total current assets		**4,509,431**	**4,120,345**
Assets classified as held for sale	**4-5**	**35,863**	**155,098**
TOTAL ASSETS		**14,173,087**	**14,664,219**

EQUITY AND LIABILITIES

(In thousands of euros)

	Notes	12/31/2010	12/31/2009
Issued capital		176,875	168,290
Share premium		75	518
Fair value reserves in respect of assets classified as held for sale	5	-	*90,629*
Other fair value reserves		*272,396*	*242,798*
Fair value reserves		272,396	333,427
Hedging reserves		(219,208)	(273,048)
Share-based payment reserves		58,291	49,206
Foreign currency translation reserves		(15,441)	(117,937)
Treasury shares		(73,503)	(73,168)
Retained earnings		3,407,708	3,415,624
Equity attributable to owners of the Company		**3,607,193**	**3,502,912**
Non-controlling interests		**335,063**	**369,038**
Total equity		**3,942,256**	**3,871,950**
Interests held by limited partnership funds		**329,707**	**334,944**
Provisions	12	31,080	40,423
Employee benefit liabilities	12-13	108,553	101,609
Long-term borrowings	14	5,513,794	4,975,641
Deferred tax liabilities	22	533,334	614,175
Other non-current liabilities	15	190,473	306,926
Total non-current liabilities		**6,377,234**	**6,038,774**
Current portion of provisions	12	192,047	186,220
Current portion of employee benefit liabilities	12-13	3,513	1,800
Current income tax payable		48,313	34,990
Trade and other payables	16	1,028,235	1,040,404
Other liabilities		458,841	474,851
Other financial liabilities	15	305,657	439,579
Bank overdrafts and current portion of long-term borrowings	14	1,487,284	2,144,378
Total current liabilities		**3,523,890**	**4,322,222**
Liabilities directly associated with assets classified as held for sale	**14**	**-**	**96,329**
TOTAL EQUITY AND LIABILITIES		**14,173,087**	**14,664,219**

4.2 CONSOLIDATED INCOME STATEMENT

(In thousands of euros)

	Notes	2010	2009
Revenue	19	3,920,566	3,785,366
Other income	19	393,718	144,811
Cost of sales		(1,337,474)	(1,247,930)
Taxes other than income tax		(47,893)	(72,969)
Employee benefits expense	20	(923,729)	(890,982)
Administrative expenses		(960,998)	(954,839)
Depreciation and amortization (excluding intangible assets relating to acquisitions)		(252,530)	(246,751)
Additions to / (reversals of) provisions		1,244	(4,526)
Other operating income and expenses		(433)	(20,433)
Operating income before other income and expenses		**792,471**	**491,747**
Amortization of intangible assets relating to acquisitions		(95,599)	(73,353)
Impairment of goodwill / investments in associates	1-6	(85,912)	(258,598)
Other income and expenses		(7,923)	5,451
Operating income		**603,037**	**165,247**
Income and expenses on cash and cash equivalents and other financial instruments	21	7,576	(64,900)
Finance costs, gross	21	(566,924)	(507,368)
Finance costs, net	**21**	**(559,348)**	**(572,268)**
Other financial income and expenses	21	1,363	(5,296)
Share of income of associates	6	6,387	(39,449)
Income tax expense	22	28,962	133,020
Net income from continuing operations		**80,401**	**(318,746)**
NET INCOME		**80,401**	**(318,746)**
Net income attributable to non-controlling interests		(34,587)	(119,415)
NET INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY		**114,988**	**(199,331)**
Basic earnings per share	**11**	**2.09**	**(3.58)**
Diluted earnings per share	**11**	**2.09**	**(3.58)**

4.3 OTHER COMPREHENSIVE INCOME

Pursuant to IAS 1 revised, Eurazeo is required to present total income and expenses recognized indirectly (that is through net income for the period) and directly in equity:

(In thousands of euros)

	Notes	2010	2009
Net income for the period		**80,401**	**(318,746)**
Fair value gains (losses) on available-for-sale financial assets	5	149,626	23,820
Fair value reserves reclassified to profit or loss	5	(287,687)	(228,366)
Change in classification of B&B Hotels buildings		107,617	-
Total change in fair value reserves		**(30,444)**	**(204,546)**
Tax impact		(28,779)	231
Fair value reserves, net		**(59,223)**	**(204,315)**
Fair value gains (losses) on hedging instruments	15	40,273	(97,652)
Hedging reserves reclassified to profit or loss	21	18,277	25,208
Total change in hedging reserves		**58,550**	**(72,444)**
Tax impact		(20,254)	23,692
Hedging reserves, net		**38,296**	**(48,752)**
Recognition of actuarial gains and losses in equity		**(9,947)**	**(15,211)**
Tax impact		3,222	4,527
Actuarial gains and losses, net		**(6,725)**	**(10,684)**
Foreign currency translation reserves		**115,918**	**70,847**
TOTAL INCOME AND EXPENSES RECOGNIZED DIRECTLY IN EQUITY		**88,266**	**(192,904)**
TOTAL RECOGNIZED INCOME AND EXPENSES		**168,667**	**(511,650)**
Attributable to:			
■ Eurazeo shareholders		163,500	(387,511)
■ Non-controlling interests		5,167	(124,139)

The change in fair value reserves reflects:

- changes in the fair value of available-for-sale financial assets;
- the reclassification of fair value reserves to profit or loss following the disposal of Danone shares. This disposal generated a capital gain of €292.3 million.
- the change in the classification of B&B buildings: in 2007, B&B Hotels sold the buildings of its French hotels to the real estate company, ANF. This inter-company transaction was eliminated in full and the hotels were retained in property, plant and equipment despite being investment properties for ANF. Following the sale of Groupe B&B Hotels by Eurazeo, these hotels no longer constitute operating buildings for the Group but rather investment properties. Pursuant to IAS 40, the change in classification of the buildings was accompanied by their remeasurement to fair value (€488.9 million as of July 1, 2010) recognized in consolidated reserves (for a pre-tax amount attributable to owners of the Company of €77.0 million).

Note 5 presents a breakdown of the change in fair value reserves for the main available-for-sale financial asset lines.

The change in hedging reserves reflects fair value gains and losses on derivatives qualifying for hedge accounting. A forecast drop in interest rates lowers the fair value of derivatives and has a negative impact on hedging reserves, without however impacting the effectiveness of hedging relationships. A breakdown of the fair value of derivatives is presented in Note 15.

Eurazeo has elected to recognize actuarial gains and losses on employee benefits directly in equity. These actuarial gains and losses correspond to the impact of changes in assumptions (obligation discount rate, pay increase rate, pension increase rate and expected return on plan assets) used to value defined benefit plan obligations. Changes in these assumptions are presented in Note 13.

4.4 CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

4.4.1 CHANGE IN EQUITY

(In thousands of euros)

	Issued capital	Share premium	Fair value reserves	Hedging reserves	Foreign currency translation reserves
As of January 1, 2009	**168,654**	**-**	**537,982**	**(217,539)**	**(180,709)**
Capital increase	2,381	22,008	-	-	-
Capital decrease	(2,745)	(21,490)	-	-	-
Treasury shares	-	-	-	-	-
Dividends paid to shareholders	-	-	-	-	-
Other changes	-	-	-	-	-
Net income for the period	-	-	-	-	-
Gains (losses) recognized directly in equity	-	-	*(204,555)*	*(55,509)*	*62,772*
Total recognized income and expenses	-	-	**(204,555)**	**(55,509)**	**62,772**
As of December 31, 2009	**168,290**	**518**	**333,427**	**(273,048)**	**(117,937)**
Capital increase	8,429	(2,879)	-	-	-
Treasury shares	-	-	-	-	-
Dividends paid to shareholders	156	2,436	-	-	-
Transactions with non-controlling interests	-	-	-	-	-
Other changes	-	-	-	-	-
Net income for the period	-	-	-	-	-
Gains (losses) recognized directly in equity	-	-	*(61,031)*	*53,840*	*102,496*
Total recognized income and expenses	**-**	**-**	**(61,031)**	**53,840**	**102,496**
As of December 31, 2010	**176,875**	**75**	**272,396**	**(219,208)**	**(15,441)**

4

Share-based payment reserves	Treasury shares	Actuarial gains (losses)	Deferred tax	Retained earnings	**Total equity attributable to owners of the Company**	Non-controlling interests	**Total equity**
39,672	**(135,325)**	**(5,323)**	**59,941**	**3,652,278**	**3,919,631**	**453,011**	**4,372,642**
-	-	-	-	-	24,389	-	24,389
-	29,306	-	-	(5,071)	-	-	-
-	32,851	-	15,098	(43,850)	4,099	-	4,099
-	-	-	-	(63,060)	(63,060)	-	(63,060)
9,534	-	-	-	(4,170)	5,364	40,166	45,530
-	-	-	-	*(199,331)*	*(199,331)*	*(119,415)*	*(318,746)*
-	-	*(13,088)*	*22,200*	-	*(188,180)*	*(4,724)*	*(192,904)*
-	**-**	**(13,088)**	**22,200**	**(199,331)**	**(387,511)**	**(124,139)**	**(511,650)**
49,206	**(73,168)**	**(18,411)**	**97,239**	**3,336,796**	**3,502,912**	**369,038**	**3,871,950**
-	-	-	-	(5,469)	81	-	81
-	(335)	-	-	(573)	(908)	-	(908)
-	-	-	-	(64,060)	(61,468)	-	(61,468)
-	-	-	-	(297)	(297)	-	(297)
9,085	-	-	-	(5,712)	3,373	(39,142)	(35,769)
-	-	-	-	*114,988*	*114,988*	*(34,587)*	*80,401*
-	-	*(9,186)*	*(37,607)*	-	*48,512*	*39,754*	*88,266*
-	**-**	**(9,186)**	**(37,607)**	**114,988**	**163,500**	**5,167**	**168,667**
58,291	**(73,503)**	**(27,597)**	**59,632**	**3,375,673**	**3,607,193**	**335,063**	**3,942,256**

3,407,708

4.4.2 DIVIDENDS PAID

(In euros)

	2010	2009
Total dividend distribution	64,059,705.60	63,059,908.80
Dividend per share	**1.20**	**1.20**
Dividend paid in cash	61,468,323.18	39,236,532.06
Dividend paid in shares	2,591,382.42	23,823,376.74

The Shareholders' Meeting of May 7, 2010 approved the distribution of a dividend of €1.20 per share, representing a total dividend distribution of €64,060 thousand. Shareholders were given the option of receiving payment of dividends in shares. Under this option, 51,102 new shares were created. The corresponding share capital increase totaled €2,591 thousand.

4.4.3 OTHER CHANGES

In addition to the grant of one bonus share for 20 shares held decided by the Shareholders' Meeting of May 7, 2010 (creation of 2,761,407 shares, representing a share capital increase of €8,422 thousand, with nil impact on equity), a share capital increase of €81 thousand was noted following the exercise of stock options.

4.5 CONSOLIDATED STATEMENT OF CASH FLOWS

(In thousands of euros)

	Notes	2010	2009
Net cash flows from operating activities			
Consolidated net income		**80,401**	**(318,746)**
Net depreciation, amortization and provision allowances		359,206	341,361
Impairments (including on available-for-sale assets)		95,517	262,300
Unrealized fair value gains (losses)	4	(32,685)	70,492
Share-based payments		5,477	6,903
Other calculated income and expenses		(4,964)	(37,116)
Capital gains (losses) on disposals		(377,946)	(226,498)
Dilution gains and losses		-	14,978
Share of income of associates	6	(6,387)	39,449
Dividends (excluding holding companies)		-	(17)
Cash flows after net finance costs and income tax expense		**118,619**	**153,106**
Net finance costs	21	559,348	572,268
Income tax expense		(28,962)	(133,020)
Cash flows before net finance costs and income tax expense		**649,005**	**592,354**
Income taxes paid		(48,322)	(96,731)
Purchases / sales of fleet vehicles		30,772	512,254
Change in WCR relating to the vehicle fleet		14,168	66,967
Change in operating WCR		(10,677)	16,263
Net cash flows from operating activities		**634,946**	**1,091,107**
Net cash flows from investing activities			
Purchases of intangible assets		(26,375)	(28,276)
Proceeds from sales of intangible assets		16	9,928
Purchases of property, plant and equipment		(223,032)	(261,671)
Proceeds from sales of property, plant and equipment		44,368	571
Purchases of investment properties		(60,763)	(80,997)
Proceeds from sales of investment properties		-	58,556

(In thousands of euros)

	Notes	2010	2009
Purchases of non-current financial assets			
■ Investments		(54,133)	(24,362)
■ Available-for-sale assets	5	(13,811)	(217,590)
■ Other non-current financial assets		(1,363)	(1,608)
Proceeds from sales of non-current financial assets			
■ Investments		170,984	71,583
■ Available-for-sale assets		524,338	316,469
■ Other non-current financial assets		161,616	91,691
Impact of changes in consolidation scope		480	
Dividends received from associates		24,214	
Change in other short-term deposits		(201,756)	52,478
Other investment flows		532	86
Net cash flows from investing activities		**345,315**	**(13,142)**
Net cash flows from financing activities			
Proceeds from issuance of shares			
■ paid by parent company shareholders		82	-
■ paid by minority interests in consolidated entities		961	11
■ paid by Limited Partners of the Eurazeo Partners fund		-	1,348
Proceeds from the exercise of stock options		-	566
Treasury share repurchases and sales		928	(10,995)
Dividends paid during the fiscal year			
■ paid to parent company shareholders		(61,468)	(39,237)
■ paid to minority interests in consolidated entities		(5,104)	(6,962)
Proceeds from new borrowings		958,567	1,921,366
Repayment of borrowings		(1,100,872)	(2,318,683)
Net interest paid		(480,999)	(433,832)
Other financing flows		912	-
Net cash flows from financing activities		**(686,993)**	**(886,418)**
Net increase in cash and cash equivalents		**293,268**	**191,547**
Cash and cash equivalents at the beginning of the year		848,104	650,075
Effect of foreign exchange rate changes		3,937	6,482
Cash and cash equivalents at the end of the year (net of bank overdrafts)	**10**	**1,145,309**	**848,104**

4.5.1 NET CASH FLOWS FROM OPERATING ACTIVITIES

The increase in the percentage of vehicles operated under operating leases in 2009 had a material impact on fleet acquisition/disposal flows (impact of derecognition of vehicles in the balance sheet). Restated for working capital requirements relating to the vehicle fleet, cash flows from operating activities increased 15% on 2009 due the good performance of investments (see Note 18, Segment Reporting) and a net income tax payment of €48.3 million (compared to €96.7 million in 2009).

4.5.2 NET CASH FLOWS FROM INVESTING ACTIVITIES

The Industry and Services subsidiaries (primarily Elis and B&B Hotels during the first half of 2010) continued their investment activities to ensure their expansion. ANF continued to invest, in particular, in the renovation of real estate assets in Lyons and Marseilles and the "Fauchier" and "Forbin" projects in Marseilles, delivered at the end of the year.

Eurazeo also made several new investments and chiefly the acquisition of Fonroche (€25 million) and various acquisitions within the Elis Group.

Net cash flows from investing activities mainly reflect the sale of Danone shares (under the optimized disposal program implemented at the end of 2009) for €457.2 million, the sale of Groupe B&B Hotels for €169.3 million) and the partial repayment of the investment in Banca Leonardo in the amount of €55.4 million.

Finally, the increase in the Accor share price enabled Eurazeo to free-up cash collateral provided for the financing of this investment in the amount of €159.6 million.

4.5.3 NET CASH FLOWS FROM FINANCING ACTIVITIES

Net cash flows from financing activities reflect the dividend distribution of €61.5 million (to shareholders not electing for payment in shares) and the increase in net interest paid (full-year effect) on the bonds exchangeable for Danone shares issued in June 2009. Furthermore, the proceeds from the sale of the Danone shares were allocated to the repayment of the debt in the amount of €286.3 million. Finally, new borrowings include the refinancing of the Accor and Edenred share acquisition debt (€560 million maturing in 2015) and the refinancing of the Europcar debt (€250 million maturing in 2017 and €400 million maturing in 2018, net of the repayment of the existing debt maturing in 2014 of €375 million).

4.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4.6.1 GENERAL CONTEXT AND CONDITIONS IN WHICH THE CONSOLIDATED FINANCIAL STATEMENTS WERE PREPARED

The Eurazeo consolidated financial statements for the year ended December 31, 2010 have been prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and applicable to fiscal periods ending December 31, 2010.

The consolidated financial statements were authorized for publication by the Executive Board of Eurazeo on March 15, 2011. They were reviewed by the Audit Committee on March 17, 2011 and by the Supervisory Board on March 24, 2011.

The consolidated financial statements include the financial statements of Eurazeo and its subsidiaries and associates, for the year to December 31. In the case of subsidiaries or associates with fiscal years ending on a date other than December 31, the consolidated financial statements use accounts covering the period from January 1 to December 31. The financial statements of all subsidiaries and associates accordingly cover the same period as those of the parent company and use consistent accounting policies. Adjustments are made to bring into line any differences in accounting policies that may exist.

4.6.2 ACCOUNTING METHODS AND PRINCIPLES – COMPLIANCE

BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The accounting principles used to prepare the consolidated financial statements are compliant with IFRS standards and interpretations as adopted by the European Union on December 31, 2010, and available on the website: **http://ec.europa.eu/internal_market/accounting/ias/index_en.htm.**

The consolidated financial statements are prepared on an historical cost basis, except for investment properties, derivative financial instruments and available-for-sale financial assets that have been measured at fair value. The financial statements are presented in euros, with thousands omitted.

The accounting principles adopted are consistent with those used to prepare the annual consolidated financial statements for the year ended December 31, 2009 updated for the adoption of the following standards which are of mandatory application for fiscal years beginning on or after January 1, 2010. These standards did not have a material impact:

- IFRS 3 revised, *Business Combinations*, and the amendment to IAS 27, *Consolidated and Separate Financial Statements*, published in January 2008 and of prospective application to transactions performed on or after January 1, 2010. IFRS 3 (revised) introduces amendments to the recognition of business combinations, impacting the valuation of non-controlling interests, the recognition of acquisition costs, the recognition and measurement of contingent consideration and business combinations performed in stages. Pursuant to the amendment to IAS 27, changes in the percentage interest of a parent company in a subsidiary, without impacting control as defined for accounting purposes, are recognized as transactions in equity (*i.e.* transactions between shareholders acting in this capacity). As such, these transactions do not give rise to the recognition of goodwill and do not impact net income of the period;
- The amendment to IAS 39, *Financial Instruments: Recognition and Measurement – Eligible Hedged Items*, published in July 2008. This amendment primarily clarifies that the time value of money must not be taken into account in the hedging relationship and that inflation may only be designated as a hedged item under certain conditions;
- IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 17, *Distributions of Non-Cash Assets to Owners*, and IFRIC 18, *Transfers of Assets from Customers*;
- The amendments to IFRS 2, *Share-based Payment – Group cash-settled share-based payment transactions*, clarify the accounting treatment of such transactions when, within a group, the entity receiving the goods or services is not the entity settling the transaction;
- IFRIC 12, *Service Concession Arrangements*, and IFRIC 16, *Hedges of a Net Investment in a Foreign Operation*;
- The improvements published in April 2009 and May 2008 clarify or make slight amendments to several standards and interpretations.

The principles adopted are not different from the IFRS as published by the IASB. The Group did not opt for early application of any standards or interpretations not of mandatory application in 2010.

- The amendment to IAS 32, *Financial Instruments: Presentation – Classification of Rights Issues*, clarifies the recognition method for certain rights (rights, options and subscription warrants), when the instruments issued are denominated in a currency other than the functional currency of the issuer. Previously these rights were recognized as derivative instruments. However, this amendment provides that if certain conditions are satisfied, such rights must be recognized in equity, irrespective of the currency of denomination of the exercise price. This amendment is applicable to fiscal years beginning on or after February 1, 2010;

- IFRIC 19, *Extinguishing Financial Liabilities with Equity Instruments*, applicable to fiscal years beginning on or after July 1, 2010;
- IAS 24, *Related Party Disclosures*, applicable to fiscal years beginning on or after January 1, 2011;
- IFRIC 14, *Minimum Funding Requirements*, applicable to fiscal years beginning on or after January 1, 2011;
- IFRS 7, *Disclosures – Transfers of Financial Assets*, applicable to fiscal years beginning on or after July 1, 2011;
- IAS 12, *Deferred tax: Recovery of Underlying Assets*, applicable to fiscal years beginning on or after January 1, 2012;
- IFRS 9 and Addition to IFRS 9, *Financial Instruments: Classification and Measurement*, applicable for fiscal years beginning on or after January 1, 2013.

Eurazeo is currently determining the potential impacts of these new standards and standard amendments on the Group's consolidated financial statements. At this stage of the analysis, Eurazeo does not anticipate any significant impact on its consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

When preparing its consolidated financial statements, Eurazeo must make estimates and assumptions that could affect the carrying amount of certain assets, liabilities, revenue and expenses and can have an impact on the information contained in the notes to the financial statements. Eurazeo reviews these estimates and judgments on a regular basis, taking into consideration past experience and other factors deemed relevant in light of economic conditions.

Depending on changes in those assumptions or if conditions vary from those anticipated, amounts in future financial statements could differ from the current estimates.

Critical accounting estimates and assumptions

Recoverable value of goodwill and intangible assets with an indefinite useful life and investments in associates

The Group performs annual impairment tests on goodwill (€2,578 million as of December 31, 2010) and intangible assets with an indefinite useful life (trademarks: €922.1 million), in accordance with IAS 36, *Impairment of assets*.

Furthermore, against the backdrop of a fragile financial market and economic activity, the Group tested all its investments in associates (€1,903.5 million) for impairment, in accordance with IAS 28, *Investments in associates*.

The recoverable value of cash-generating units is calculated based on their value in use or their fair value net of disposal costs. These estimates, together with a sensitivity analysis of assumptions, are presented according to the nature of assets tested in the following notes:

- Note 1, Business combinations and goodwill;
- Note 2, Intangible assets;
- Note 6, Investments in associates.

The tests resulted in the recognition of impairment losses of €85.9 million in 2010, primarily as follows.

- €53.8 million in respect of the Europcar Italy CGU;
- €29.9 million in respect of the investment in the associate, Intercos.

Fair value of investment properties

The fair value of investment properties (€1,536.1 million as of December 31, 2010, compared to €1,021.2 million as of December 31, 2009) was calculated with the help of an appraiser's report. The methods used and assumptions made by the appraiser and a sensitivity analysis of the assumptions adopted are presented in Note 4.

Critical judgments in applying accounting policies

When preparing the financial statements in accordance with Group accounting policies, Eurazeo makes assumptions, in addition to those involving the use of estimates, which can have a material impact on amounts recognized in the financial statements.

Accounting treatment of the Accor-Edenred demerger

Follow the approval of the demerger of the Accor Group by the Shareholders' Meeting of June 29, 2010, the Services business was transferred to Edenred, and Edenred shares were distributed to Accor shareholders based on their percentage holding and listed on the Paris Euronext market from July 2, 2010. While the marked increase in the share price of the separate entities clearly demonstrates the value created by this transaction, the entire demerger benefit recognized by Accor (€4,117.7 million, or €365 million attributable to Eurazeo) pursuant to IFRIC 17 was eliminated in the Eurazeo consolidated financial statements. Conversely, demerger costs (€118 million, or €10 million attributable to Eurazeo) were retained in full in the income statement. With the exception of the related costs, the Accor Group demerger was treated as a simple split of the net carrying amount of the equity-accounted investment between Accor (€853.9 million, or €37.02 per share) and Edenred (€182.6 million, or €7.92 per share) at the share distribution date, that is July 2, 2010.

Determining the material or prolonged nature of a loss in value of available-for-sale (AFS) financial assets

Impairment of AFS financial assets (€1,147.0 million) is recognized through profit or loss when there is objective indication of long-term impairment resulting from one or several events that have occurred since the acquisition. A material or prolonged decline below the acquisition value and a qualitative analysis represent objective indications of impairment, leading the Group to recognize an impairment through profit or loss.

Due to the limited number of AFS assets, the prolonged nature of a decline in fair value is assessed on a case by case basis. This analysis is presented in Note 5.

Recognition of interests held by Limited Partners (LPs) in the Eurazeo Partners fund

As indicated in the section entitled "Interests held by limited partnership funds", funds contributed on the syndication of investments by Eurazeo are liabilities that do not qualify as equity instruments under IFRS. They are presented as a separate balance sheet item and are measured relative to the consolidated balance sheet value of assets to be distributed in consideration for capital contributions on liquidation of the fund.

Recognition of assets related to vehicles on short-term operating leases

As indicated in the section entitled "Fleet of vehicles on short-term leases", vehicles purchased under a buy-back agreement with manufacturers are recognized in accordance with the rules governing operating leases.

REVISED CONSOLIDATION METHODS FOLLOWING THE APPLICATION OF NEW STANDARDS

Fully consolidated companies

Companies over which the Group holds a controlling interest, usually as a result of a majority stake, are fully consolidated. This rule applies regardless of the actual percentage of shares held. The notion of control represents the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Minority interests in subsidiaries are shown in the balance sheet in a separate equity category. Net income attributable to minority shareholders is clearly shown in the income statement.

The income and expenses of subsidiaries purchased or disposed of during the fiscal year are included in the income statement from the acquisition date or up to the disposal date accordingly.

Associates

Companies in which the Group exercises significant influence on financial and business decisions but does not have majority control are accounted for in accordance with the equity method.

Business combinations

Business combinations performed on or after January 1, 2010

Business combinations are accounted for using the acquisition method. Accordingly, when an entity is consolidated for the first time, its assets, liabilities and contingent liabilities are measured at fair value. In addition, for each business combination, the Groups values any non-controlling interests in the entity acquired at fair value or the Group's proportional interest in the identifiable net assets of the entity acquired.

Acquisition costs are expensed in the income statement

At the acquisition date, the Group recognizes goodwill in the amount of the difference between the consideration transferred plus any non-controlling interests in the entity acquired and the identifiable assets transferred net of liabilities assumed.

Where an acquisition leading to the acquisition of control is performed in stages, the Group revalues the previously held investment at fair value at the acquisition date and recognizes any resulting gain or loss in net income.

Business combinations performed on or before December 31, 2009

The different accounting treatments applicable to these business combinations are as follows:

- transaction costs directly attributable to the acquisition were included in the acquisition cost;
- non-controlling interests (previously referred to as "minority interests") were valued at the share in net assets acquired;
- acquisitions performed in stages were recognized separately and did not impact the goodwill subsequently recognized.

FOREIGN CURRENCY TRANSLATION

Transactions by Group entities in foreign currencies are translated into the functional currency at the spot exchange rate at the date of the transaction. The foreign-currency value of assets and liabilities is translated at the spot exchange rate prevailing on the last day of the period. The resulting foreign exchange gains and losses are recognized in the income statement.

For the purpose of consolidation, the assets and liabilities of Group entities that keep their accounts in foreign currencies are translated at the closing exchange rate. Income statement items are translated using the average exchange rate for the period. Unrealized foreign exchange gains and losses are reported on a separate line in equity under "Foreign currency translation reserves".

INTANGIBLE ASSETS (EXCLUDING TRADEMARKS)

Intangible assets (excluding trademarks) are measured at acquisition cost less accumulated amortization and impairment. The useful life of intangible assets is assumed to be finite and amortization is recognized as an expense, generally calculated on a straight-line basis over their estimated useful life:

Straight-line amortization	Sub-group			
Intangible asset category	APCOA	Elis	Europcar	B&B Hotels
Customer contracts and relationships		4 and 11 years		
Patents and licenses	12 months	12 months	12 months	12 months
Leased vehicle fleet management software *			6 to 10 years	
Other software		5 years	3 years	
Designs		3 years		
Leaseholds	28 years		10 years	

* *Amortization periods differ according to the component.*

Amortization is recognized from the date on which the asset is ready for use.

TRADEMARKS

Only purchased trademarks with a fair value that can be reliably measured and which are identifiable and widely known are recognized as assets, at the value attributed to them on acquisition. Costs incurred to create a new trademark or to develop an existing one are expensed in the period incurred.

Trademarks with a finite useful life are amortized over their useful life. Trademarks with indefinite useful lives are not amortized but are subject to impairment tests on an annual basis or whenever there is an indication that their value may have been impaired.

Whether a trademark has a finite or indefinite useful life is determined based, in particular, on the following factors:

- overall position of the trademark in the sector, as measured by sales volume, international scope and renown;
- outlook for the long-term return;
- exposure to fluctuations in the economy;
- major developments in the sector liable to have an impact on the trademark's future;
- age of the trademark.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, other than investment properties held by ANF accounted for at fair value, are carried in the balance sheet at their historical cost to the Group, less accumulated depreciation and impairment.

Pursuant to IAS 16, *Property, plant and equipment*, only those items whose cost can be reliably measured and which are likely to produce future benefits for the Group are recognized as assets. More specifically, the cost of improvements or renovation work to facilities acquired as a result of new or renewed car park leases are recognized as fixtures and fittings.

Assets financed by way of leases with purchase options or long-term leases, which transfer to the lessee substantially all of the risks and rewards of ownership of the asset, are accounted for as fixed assets and depreciated in accordance with accounting principles applicable to property, plant and equipment. The cost of assets includes the upfront costs directly related to securing the lease (negotiation expenses, legal and advisory fees, etc.). The financial commitments arising as a result of these contracts are recognized in borrowings.

Assets leased out under agreements that do not transfer substantially all of the risks and rewards of ownership to the lessee (operating leases) are recognized as non-current assets. Other leased out assets (finance leases) are recognized as receivables for the amount corresponding to the net investment in the lease.

Specifically, the Elis group lease and service agreements have been determined, in substance, not to transfer to the lessee substantially all of the risks and rewards of ownership of the articles (textile, appliances, etc.) covered by service agreements. These articles are now recognized as non-current assets.

Depreciation is calculated on a straight-line basis over the following useful lives:

Straight-line depreciation in years	Sub-group			
Property, plant and equipment category	APCOA	Elis	Europcar	B&B Hotels
Car parks	50			
Buildings		25 to 50	25 to 50	
Structure - Outside walls - Carpentry - Roofing				35
Pipes - Bathrooms - Outside woodwork				20
Air conditioning - Waterproofing - Façade cleaning				10
Indoor paint - Tiling - Carpeting				5
Production equipment		10, 15 or 30		
Tools and equipment			6 to 12	5 to 10
Leased-out items *				
Textile items		2 to 3		
Equipment and other rental items		2 to 5		
Vehicles	4 to 8	4 to 8		
Furniture	2 to 14	5 to 10	3 to 15	5
Computer hardware, fixtures and fittings	2 to 14	3 to 15	3 to 15	5 to 10

* *Initially recognized in inventory and transferred to PP&E following allocation to a Group rental center.*

Depreciation is recognized from the date on which the asset is ready for commissioning. Land is not depreciated.

INVESTMENT PROPERTIES

Investment properties are measured initially at cost. The related transaction costs are included in the initial valuation. Subsequent to initial recognition, they are stated at fair value. Gains and losses arising from changes in the fair value of investment properties are recognized in the income statement in the period in which they occur.

The value of investment properties is determined based on reports prepared by appraisers.

IMPAIRMENT OF NON-FINANCIAL ASSETS

Pursuant to IAS 36, *Impairment of assets*, whenever the value of property, plant and equipment is exposed to a risk of impairment due to events or changes in market conditions, an in-depth review is performed to determine whether the carrying amount is less than the recoverable amount, defined as the greater of fair value (less disposal costs) or value in use. Value in use is calculated by discounting future cash flows expected from the use of the asset and the proceeds from its sale.

Where the recoverable amount is less than the net carrying amount, an impairment is recognized, corresponding to the difference between those two values. Impairment of property, plant and equipment may subsequently be reversed (up to the amount of the initial impairment) if the recoverable amount rises above the carrying amount once again.

Likewise, impairment tests are systematically performed on goodwill and intangible assets with an indefinite useful life, at the end of the year or if there is indication of impairment. However, any impairment recognized on goodwill cannot be subsequently reversed.

FLEET OF VEHICLES ON SHORT-TERM OPERATING LEASES (EUROPCAR)

Most of the vehicles rented out by the Group (under operating leases) are covered by buy-back agreements with their manufacturer. These vehicles are recognized as current assets, as the agreements generally cover a period of less than 12 months.

The difference between the price initially paid and the buy-back price (manufacturer's obligation) is treated as a vehicle operating lease prepayment. Leasing expenses are recognized in the income statement and are calculated on a straight-line basis over the term of the lease. An asset corresponding to the buy-back price of the vehicles is also recognized.

Where the net carrying amount of a vehicle exceeds its estimated recoverable value, it is immediately reduced to its recoverable value. The recoverable value is equal to the higher of the net selling price and the value in use. The value in use is determined by discounting estimated future cash flows at a pre-tax rate reflecting the market assessment of the time value of money and the specific risks of the asset. The recoverable value of an asset which does not generate independently major cash inflows is determined at the level of the cash-generating unit to which the asset belongs.

NON-CURRENT ASSETS (OR GROUPS OF ASSETS) CLASSIFIED AS HELD FOR SALE

Non-current assets (or groups of assets) are considered as held for sale and stated at the lower of carrying amount and fair value less costs to sell, if the carrying amount is recovered principally by means of a sale transaction rather than through continuous use. For this to be the case, an asset (or a group of assets) must be available for immediate sale in its current state, subject only to terms that are usual and customary for sales of such assets, and its sale must be deemed highly probable.

In the case of financial instruments or investment property classified as held for sale, applicable measurement rules are set out in IAS 39 and IAS 40, respectively.

FINANCIAL ASSETS AND LIABILITIES

Initial recognition of financial assets and liabilities

When first recorded in the balance sheet, financial instruments are measured at fair value. Fair value is determined based on the price agreed upon for the transaction or market prices for comparable transactions. In the absence of a market price, fair value is calculated by discounting cash flows from the transaction, or using a model. Discounting is not performed if its impact is immaterial. For example, short-term receivables and payables arising in the course of the operating cycle are not discounted.

Expenses directly related to transactions (costs, commissions, fees, taxes, etc.) are added to the entry value of assets and deducted from that of liabilities.

Recognition of financial assets

Financial assets are classified for accounting purposes in four categories:

- financial assets at fair value through profit or loss;
- available-for-sale financial assets;
- held-to-maturity financial assets;
- loans and receivables.

The classification is based on the reasons underlying the acquisition of the financial asset and is determined at initial recognition.

On the sale of financial assets, the first-in first-out method is applied to assets of the same company.

Financial assets at fair value through profit or loss

Assets at fair value through profit or loss include financial assets held for trading and designated as such if they were purchased with the intention of reselling them in a short period of time. Derivatives are also designated as held for trading, unless they are classified as hedging instruments.

These financial assets are considered as current assets. At the end of each accounting period, their fair value is recalculated and any gains or losses are recognized in profit or loss.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative instruments designated to this category or not designated to any other category. These financial assets are held for an indefinite period of time and may be sold if there is a need for cash. They are considered as non-current assets, unless the Group intends to hold them for less than twelve months (in which case they are treated as current assets).

Listed securities are valued at their last market price on the balance sheet date.

Unlisted investments are measured at fair value (market value or the value at which market traders would agree to buy and sell them), in compliance with IPEV recommendations (International Private Equity Valuation Guidelines). The values obtained are then adjusted to reflect the legal terms and conditions of investments (subordination, commitments, etc.).

Limited partnership investment funds are valued based on their underlying assets, investment by investment:

- listed securities are valued at their closing trading price on the last day of the period, and adjusted to take account of any reduced liquidity or lock-ups;
- the value of unlisted securities is estimated by fund managers.

If there is no reliable indication of fair value, securities are recognized at cost.

Changes in fair value are recognized in equity, net of deferred taxes.

For equity instruments, where there is objective indication that a financial asset may be impaired (such as a significant or prolonged fall in the asset's value below its entry cost), an impairment is recognized through profit or loss based on an individual analysis. This analysis takes into account all observable data (trading price, national or local economic position, industry indices) as well as any observations specific to the relevant entity. An impairment is recognized through profit or loss and cannot be reversed to income unless the securities are sold.

Held-to-maturity financial assets

Held-to-maturity investments are assets with fixed maturities that the Group has acquired with the intention and the ability to hold until their maturity date. They are considered as non-current assets (except for those securities which mature in twelve months or less, which are considered current assets) and are measured at amortized cost using the effective interest method.

Where necessary, a provision for impairment on the basis of credit risk may be recorded.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not listed on an active market. They are included in current assets, except for those loans and receivables with maturity dates greater than twelve months after the balance sheet date, which are classified as non-current assets.

Recognition of borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred and are subsequently measured at amortized cost; any difference between income (net of transaction costs) and the repayment value is recognized in profit or loss over the term of the borrowing using the effective interest method.

Convertible bond issues exchangeable for shares are financial instruments comprising debt and equity components. The value of both components must be calculated on the issue date and must be presented separately in the balance sheet.

At the issue date, the debt component is recognized in borrowings at an amount equal to the difference between the fair value of the issue and the fair value of the embedded derivative. At the end of each period, this financial liability is measured at amortized cost, using the effective interest method. The embedded derivative is measured at each period end at fair value through profit or loss.

Borrowings are classified as current liabilities, unless the Group has an unconditional right to defer payment of the liability by at least 12 months after the balance sheet date, in which case these borrowings are classified as non-current liabilities.

Transfers of financial assets and liabilities

The Group derecognizes financial assets whenever the rights that make up the assets expire or are relinquished, or when the Group transfers or assigns its rights and is no longer affected by most of the associated risks and rewards.

The Group derecognizes financial liabilities when a debt is extinguished. Whenever a liability is exchanged with a creditor for one with materially different terms and conditions, a new liability is recognized.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING DERIVATIVES

Whether used for hedging purposes or not, derivative financial instruments are initially measured at fair value on the date on which the derivative contract is signed and are subsequently remeasured to fair value.

The method of recognizing related gains or loss depends on whether the derivative is recognized as a hedging instrument and, if appropriate, the nature of the hedged item. Accordingly, the Group designates derivatives as:

- hedging a specific risk linked to a recognized asset or liability or a highly probable future transaction (cash flow hedge);
- hedging the fair value of a recognized asset or liability (fair value hedge);
- a derivative instrument that does not meet hedge accounting criteria.

Fair value gains and losses on derivative instruments included in so-called "fair value" hedging relationships and derivative instruments not qualifying for hedge accounting during the year are recorded through profit or loss. However, the impact of the effective portion of fair value gains or losses on derivative instruments included in "cash flow" hedging relationships is recognized directly in equity, with the ineffective portion recognized through profit or loss.

The Group documents the relation between the hedging instrument and the hedged item from the beginning of the transaction, together with the risk management objectives and hedging policy. The Group also documents the measurement, at the beginning of the hedging transaction and on a permanent basis, of the highly effective nature of derivatives used to offset fair value gains or losses or the cash flow of hedged items.

The fair value of a derivative hedging instrument is classified in non-current assets or liabilities where the residual term of the hedged item is greater than 12 months, and in current assets or liabilities where the residual term of the hedged item is less than 12 months. Derivative instruments held for trading are classified in current assets or liabilities.

Derivatives included in cash flow hedging relationships

The application of cash flow hedge accounting enables the effective portion of changes in the fair value of the designated derivative to be deferred in a consolidated equity account.

The effective portion of fair value changes in derivative instruments which meet cash flow hedge criteria and are designated as such is recognized in equity. The gain or loss relating to the ineffective portion is immediately recognized through profit or loss. The aggregate amounts in equity are recycled to income in the periods in which the hedged item impacts profit or loss.

When a hedging instrument matures or is sold, or when a hedge no longer meets the hedge accounting criteria, the aggregate gain or loss recorded in equity on that date is maintained in equity and is subsequently released to income when the planned transaction is ultimately recognized in profit or loss. Where the completion of the transaction is not planned, the aggregate profit or loss recorded in equity is immediately released to the income statement.

Derivatives included in fair value hedging relationships

The application of fair value hedge accounting allows the hedged item to be remeasured to fair value up to the amount of the hedged risk, thereby limiting the impact of changes in fair value on profit or loss to the ineffective potion of the hedge.

Fair value gains and losses on derivative instruments meeting the fair value hedging criteria and designated as such, are recognized in profit or loss, together with the fair value gains or losses on the hedged asset or liability that are attributable to the hedged risk.

When the hedge no longer meets hedge accounting criteria, the adjustment of the carrying amount of a hedged financial instrument for which the effective interest method has been used, shall be amortized to profit or loss over the residual period to maturity of the hedged item.

Derivatives not qualifying as hedges

Fair value gains and losses in the year are recognized in profit or loss.

OTHER SHORT-TERM DEPOSITS

Other short-term deposits include money-market and debt instruments, as well as shares in short-term funds. They are accounted for and measured at fair value, with changes in fair value being recognized in profit or loss.

Eurazeo applies volatility and sensitivity criteria suggested by the AMF in its Notice of March 17, 2006, to differentiate these assets from "cash and cash equivalents". Accordingly, and even though they are fully liquid, these investments are considered cash allocated to investment transactions from an accounting standpoint, whereas they are actually invested cash balances for the Group from an operating standpoint.

CASH, CASH EQUIVALENTS AND BANK OVERDRAFTS

"Cash and cash equivalents" include cash, on-demand bank deposits and other very short-term investments with initial maturities of three months or less.

Bank overdrafts are recognized in the balance sheet as part of borrowings under current liabilities.

EMPLOYEE BENEFITS

Premiums paid by Eurazeo to defined contribution plans are expensed in the period incurred. In the case of defined benefit plans, the cost of benefits is estimated using the projected unit credit method. Under this method, entitlement to benefits is allocated to service periods using the plan's vesting formula and applying a linear progression whenever vesting is not uniform over subsequent service periods. Future payments corresponding to benefits granted to employees are estimated on the basis of assumed pay increases, retirement age and mortality, after which the present value is calculated using the interest rate on long-term bonds issued by firms with the highest credit ratings.

Actuarial gains and losses relating to obligations arising on defined benefit plans are recognized directly in consolidated equity.

Past service costs resulting from a plan amendment are recognized over the residual vesting period.

SHARE-BASED PAYMENTS

The Group has set-up a compensation plan settled in equity instruments (stock options). The fair value of services rendered by employees in consideration for the grant of the options is expensed in the income statement. The total amount expensed over the vesting period is determined by reference to the fair value of the options granted, without taking account of vesting conditions other than market conditions. Vesting conditions other than market conditions are incorporated in assumptions regarding the number of options likely to become eligible for exercise. At each period end, the Group examines the number of options likely to become eligible for exercise and, where, applicable, recognizes in the income statement the impact of any adjustment to its estimates through a corresponding adjustment to equity.

REVENUE RECOGNITION

Operating leases (as lessor)

Revenue from operating leases is recognized as revenue in the income statement on a straight-line basis over the lease term.

Sales of services

Revenue from the sale of services is recognized in the period in which services are rendered, if applicable based on the stage of completion of the transaction as reflected by the ratio of services performed to aggregate services to be performed.

Sales of goods

Revenue is recognized when the material risks and rewards of ownership of the property concerned are transferred to the buyer.

Dividends

Revenue from dividends is recognized when the dividend payout is authorized by the Shareholder's Meeting.

In addition, where a dividend distribution includes an option for payment in shares, an asset derivative is recognized and the shares distributed are initially recognized at fair value at the date of election for payment in shares and not at the distribution reference price.

INCOME TAXES

Current income tax

Income tax assets or liabilities due for the year or for previous years are measured at the amount expected to be collected from or paid to the tax authorities. The tax rates and rules applied to calculate these amounts are those enacted or substantially enacted at the period end. The current tax on items recognized directly in equity is recognized directly in equity and not in profit or loss.

Deferred income tax

Deferred taxes are recognized using the liability method on all temporary differences existing at the balance sheet date between the tax base of assets and liabilities and their carrying amount on the balance sheet.

Deferred tax liabilities are recognized on all taxable temporary differences except:

- when the deferred tax liability is the result of the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination and which at the time of occurrence, neither affects the accounting profit nor the taxable profit or loss; and
- for taxable temporary differences linked to investments in subsidiaries or associates, when the date on which the temporary difference will be reversed can be controlled and when it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognized on all deductible temporary differences, tax losses carried forward and unused tax credits, insofar as it is probable that a taxable profit will be available against which these deductible temporary differences, tax losses carried forward and unused tax credits may be offset:

- except where the deferred tax asset relating to the deductible temporary difference is generated by the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination and which on the transaction date, neither affects the accounting profit nor the taxable profit or tax loss; and
- in the case of deductible temporary differences relating to investments in subsidiaries and associates, deferred tax assets are not recognized unless it is probable that the temporary difference will reverse in the foreseeable future and the temporary difference can be offset against a future taxable profit.

The carrying amount of deferred tax assets is reviewed at each period end and reduced insofar as it does not seem probable that sufficient taxable profits will be available to enable the offset of all or part of the benefit of the deferred tax asset. Unrecognized deferred tax assets are reassessed at each period end and are recognized insofar as it is probable that future taxable profits will enable their offset.

Deferred tax assets and liabilities are measured at the tax rate whose application is expected in the year in which the asset will be realized or the liability settled, based on the tax rates (and tax rules) that have been enacted or substantially enacted at the period end.

The deferred tax on items recognized directly in equity is recognized directly in equity and not in profit or loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and the deferred taxes relate to the same taxable entity and the same tax authority.

PROVISIONS

This heading covers liabilities with an uncertain due date and of an uncertain amount, resulting from restructurings, environmental risks, litigation and other risks.

A provision is set aside whenever the Group has a contractual, legal or implied obligation arising from a past event and when future cash disbursements can be reliably estimated. Liabilities resulting from restructuring plans are recognized when the detailed plans are finalized and it is reasonably expected that they will be implemented.

INTERESTS HELD BY LIMITED PARTNERSHIP FUNDS

A number of Limited Partners (LPs) have decided to invest jointly alongside Eurazeo as part of the Eurazeo Partners co-investment fund.

Given the limited life of these entities, the interests invested by co-investors are shown separately from equity in a specific liabilities item entitled “Interests held by Limited Partnership funds”.

Since the liquidation clauses of the co-investment fund provide for the ultimate distribution in kind to the partners of those investments not previously sold, these interests are measured with reference to the Eurazeo consolidated balance sheet value of the assets concerned, and which will be distributed in repayment of the capital contributed.

CO-INVESTMENT BY THE MANAGEMENT TEAMS OF INDUSTRY AND SERVICES INVESTMENTS

On the acquisition of certain investments, Eurazeo may agree to share its investment profits and risks with the management of each entity acquired. The executives concerned are accordingly invited to invest large sums relative to their personal assets, alongside Eurazeo. The financial instruments concerned are subscribed at fair value as determined by conventional models, appropriate for the instruments concerned.

Gains from each investment are contingent on Eurazeo achieving a certain return on its own investment. They are therefore only high-risk investments for the executives concerned since the sums invested by them can be partially or entirely lost if that return is not attained. Eurazeo’s obligation, on the other hand, is generally limited to retroceeding a portion of any capital gains on the shares concerned (above and beyond the minimum return originally set) when they are sold or in the event of an IPO.

The right to any capital gains will accrue to recipients within a timeframe that varies from investment to investment. Consequently, this future dilution, which is only recognized on the investment exit date, is reflected by a capital gain reduced in the amount of the investment allocated to managers.

It should also be noted that Eurazeo’s commitment to the management of subsidiaries generally benefits the persons concerned only if the shares are sold or offered to the public. A decision made at Eurazeo’s discretion. Hence, Eurazeo has an unconditional right to avoid delivering financial assets to settle its obligations under such arrangements, and these financial instruments are accounted for as equity instruments.

Nevertheless, in certain specific cases or when executives leave the Company, Eurazeo may have made a commitment to buy back shares of the Company holding these financial instruments. Whenever this is the case, a liability is recognized in the amount of the contractual obligation.

Based on the average return expected by Eurazeo from its investment in these companies (an IRR of 20% or an equity multiple of 2), the potential dilution resulting from the exercise of these financial instruments by executives would be between 2% and 7% of the share capital, depending on the subsidiaries concerned, assuming a liquidity event occurs within 5 years.

EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net income attributable to owners of the Company by the weighted average number of shares outstanding during the period, excluding repurchased shares held as treasury shares.

Diluted earnings per share is calculated based on the weighted average number of shares, as measured by the share buy-back method. This method assumes that existing share subscription options with a dilutive impact will be exercised and that Eurazeo will buy back its shares at their current price for an amount corresponding to the cash received as consideration for the exercise of the options, plus stock options costs still to be amortized.

Earnings per share for prior years are adjusted accordingly in the event of a stock split or a distribution of bonus shares.

CO-INVESTMENT CONTRACTS FOR MEMBERS OF THE EXECUTIVE BOARD AND INVESTMENT TEAMS

In line with standard investment fund practice, Eurazeo has created a “co-investment” plan for the members of the Executive Board and investment teams.

Under the agreements entered into by Eurazeo and the companies representing these individuals, the latter could be entitled, pro rata to vested entitlement and after the minimum preferential return guaranteed to Eurazeo of 6% per annum (the hurdle), to a portion of any net aggregate capital gain realized on the investments concerned following disposal of the last investment. In the absence of specific IFRS provisions in this area, capital gains recognized by Eurazeo are recorded net, by way of provision, after taking account of the portion likely to ultimately contribute to the future overall capital gain entitlement of beneficiaries.

The terms and conditions of this co-investment plan were set and approved by the Supervisory Board meeting of February 19, 2006. The key terms of the original agreement (pertaining to 2003 investments) and the amendment (pertaining to 2004 investments) were left unchanged for investments made by Eurazeo over the four-year period from 2005 to 2008:

- the sharing of any capital gains will take place only after net income from investments in this period guarantees Eurazeo a preferential annual return of 6%. The initial offering of shares on a regulated market in France or elsewhere could be considered a disposal;
- the right to any capital gains will accrue to recipients no later than December 31, 2014, or in the event of a change in control of Eurazeo;
- the total amount of call options granted by Eurazeo to members of the Executive Board is fixed at a maximum percentage representing 5% of the interest held by Eurazeo. The aggregate of all call options granted to members of the investment team may not exceed 5% of that interest.

The Supervisory Board meeting of December 9, 2008 authorized the principle and terms and conditions of a co-investment plan for members of the Executive Board and investment teams, pertaining to investments to be performed by Eurazeo between 2009 and 2011.

The terms and conditions of this plan were set by the Supervisory Board meeting of June 25, 2009 as follows:

- the key terms of the previous contract pertaining to investments between 2005 and 2008 were left unchanged for investments made by Eurazeo over the three-year period from 2009 to 2011, with an exit clause at the end of 2015 and, in particular, the sharing of any capital gains will take place only after net income from investments in this period guarantees Eurazeo a preferential annual return of 6%;
- certain terms and conditions of the previous contract were adjusted to take account, in particular, of changes in market practice:
  - the total amount of call options granted by Eurazeo to beneficiaries remains fixed at a maximum percentage representing 10% of the investment held by Eurazeo and may be increased to 13% if new offices are opened outside of Paris or Milan,
  - beneficiaries may recover the nominal amount of their investment, although only after Eurazeo has recovered its total investment during the period,
  - for each investment, the beneficiary shall acquire his/her "co-investment" right in tranches of one-third, with the first tranche vesting on the initial investment and the subsequent two tranches vesting at intervals of one year, provided the beneficiary remains a member of the investment team at this time.

4.6.3 EXPLANATORY NOTES

NOTE 1

Business combinations and goodwill

CONSOLIDATION SCOPE

Consolidated companies

Consolidated entities are presented in Note 25, Subsidiaries and associates.

Non-consolidated entities

Non-consolidated entities are not material compared with the consolidated financial statements of the companies included in the scope of consolidation.

Changes in consolidation scope

Sale of Groupe B&B Hotels

On September 28, 2010, Eurazeo sold Groupe B&B Hotels to Carlyle for net disposal proceeds of €184 million (including repayment of current account advances) and an enterprise value of €480 million.

While the effective completion date of the disposal was September 28, 2010, the Group was deconsolidated from July 1, 2010 for practical reasons (impact on the presentation of the income statement not material). Quantified information concerning B&B is presented in Note 18 – Segment reporting.

The hotels located in France were previously sold to ANF (asset contribution in 2007 followed by a sales agreement for new hotels) and are now considered investment properties by Eurazeo group. They were transferred from Property, plant and equipment to Investment properties in accordance with IAS 40 and remeasured to fair value (€488.9 million based on the most recent expert appraisals as of the disposal date, that is June 30, 2010) through consolidated reserves in the amount of €77.0 million (Group share before tax).

Changes in associates

Information on these changes in consolidation scope is presented in Note 6, Investments in Associates.

GOODWILL

(In thousands of euros)

	12/31/2010	12/31/2009
Gross carrying amount at the beginning of the period	3,200,679	3,159,100
Accumulated impairment at the beginning of the period	(241,813)	(76,836)
Net carrying amount at the beginning of the period	**2,958,866**	**3,082,264**
Acquisitions	22,114	6,282
Adjustments resulting from the identification or change in value of identifiable assets and liabilities subsequent to acquisition	244	(905)
Disposals/Changes in scope	(374,877)	(7,928)
Foreign currency translation	32,739	44,130
Change in gross carrying amount	**(319,780)**	**41,579**
Impairment losses	(55,612)	(158,856)
Foreign currency translation	(5,406)	(6,121)
Change in impairment	**(61,018)**	**(164,977)**
Net carrying amount at the end of the period	**2,578,068**	**2,958,866**
Gross carrying amount at the end of the period	2,880,899	3,200,679
Accumulated impairment at the end of the period	(302,831)	(241,813)

Impairment tests

Pursuant to IAS 36, Eurazeo allocates goodwill to its Cash-Generating Units (CGUs) for the purpose of conducting impairment tests.

Test methodology

1. Performance level

The CGUs initially adopted are generally geographical areas.

Impairment tests are performed for the nine Europcar CGUs, the fourteen APCOA CGUs and the ten Elis CGUs.

2. Calculating future cash flows

Goodwill impairment tests are conducted by determining a value in use for each CGU, using the following method for calculating the recoverable amount:

- estimates of expected future cash flows are based on the five-year business plans prepared by the management of each Cash-Generating Unit and validated by the management team of the parent company responsible for the entity concerned. An explicit period of more than five years may be adopted where cash flows can be estimated with sufficient reliability (long-term contracts enabling the determination of recurring flows). Future cash flows are estimated based on prudent growth assumptions;
- cash flows are determined using the discounted cash flow method (EBITDA +/- changes in WCR - standard tax expense - capital expenditure);
- the residual value is calculated based on a perpetual return;
- cash flows are discounted at the Weighted Average Cost of Capital (WACC), determined based on financial terms reflecting rates of return and segment-specific risk in the markets in which the investment tested operates.

3. WACC calculation methodology

Eurazeo used the following parameters to calculate the WACC:

- risk-free rate and credit spread: quotations observed under market conditions at the WACC calculation date;
- levered beta of comparable companies: beta observed at the WACC calculation date (as the beta is the result of a linear regression over the last two years, it reflects the mid-term sensitivity of the value of the securities of a given company compared to the general market);
- net debt/equity ratio for comparable companies: ratio calculated based on market capitalizations to net debt observed quarterly from December 2008 through December 2010:
  - > the net debt/equity ratio obtained for each comparable is used to unlever the Company's beta,
  - > the unlevered beta is representative of the business segment and will be the beta used to calculate WACC (as extreme values are excluded from the average),
  - > the "gearing" used to calculate WACC is derived from the average debt to equity ratio calculated based on quarterly ratios of comparable companies;
- size-specific premium if the tested company is more modest in size than its comparables.

Fundamental assumptions underlying impairment tests

The business plans of investments were prepared based on management's best estimates of the impacts of the current economic climate. Future cash flow estimates are therefore prudent and reflect, where appropriate, the resilience of the investment's business.

Investment				Comment
Europcar	**2010**	2009	Change	
Revenue	1,973.1	1,851.4	*+6.6%*	The Europcar business plan takes account of the impact of improvements in the customer mix and expected growth in volumes, as well as the difficulties encountered in the Italian market.
Adjusted EBIT	242.7	213.0	*+14.0%*	
Length of the explicit period of the Business Plan	5 years	5 years		
Weighted average WACC	8.1%	7.9%		
Perpetual growth rate	2.0%	2.0%		
NCA of goodwill in € million	**477.9**	**514.1**		
o/w Germany	*180.3*	*180.3*		
o/w United Kingdom	*107.3*	*102.4*		
o/w France	*78.5*	*79.8*		
APCOA	**2010**	2009	*Change*	
Revenue	699.7	639.5	*+9.4%*	The APCOA business plan takes account of the positive impact of new contracts won during 2010 and the upturn in passenger transport at airports.
Adjusted EBITDA	51.0	52.7	*-3.3%*	
Length of the explicit period of the Business Plan	12 years	12 years		
Weighted average WACC	7.0%	7.7%		
Perpetual growth rate	1.5%	1.5%		
NCA of goodwill in € million	**605.1**	**593.1**		
o/w Germany	*233.5*	*233.5*		
o/w Norway	*96.0*	*90.2*		
o/w United Kingdom	*53.7*	*51.0*		
Elis	**2010**	2009	*Change*	
Revenue	1,067.6	1,042.4	*+2.4%*	The business plan forecasts the continued growth of Elis, primarily supported by the progressive recovery of the hotel sector and the healthcare market.
Adjusted EBITDA	346.8	334.8	*+3.6%*	
Length of the explicit period of the Business Plan	5 years	5 years		
Weighted average WACC	6.5%	6.8%		
Perpetual growth rate	2.0%	2.0%		
NCA of goodwill in € million	**1,496.8**	**1,474.3**		
o/w France	*1,373.2*	*1,369.7*		

The decrease in the WACC between December 31, 2009 and December 31, 2010 reflects changes in market conditions, and in particular the decrease in risk-free rates.

Sensitivity of impairment tests to changes in the WACC and perpetual growth rate

The sensitivity of impairment tests on all investments is presented below (difference between the sum of carrying amounts and the sum of recoverable amounts for CGUs):

		Perpetual growth rate		
Elis	*(in millions of euros)*	1.5%	**2.0%**	2.5%
	5.95%	711	1,051	1,492
WACC	**6.45%**	399	**664**	998
	6.95%	145	357	618

		Perpetual growth rate		
APCOA	*(in millions of euros)*	1.0%	**1.5%**	2.0%
	6.54%	298	371	459
WACC	**7.04%**	206	**263**	333
	6.54%	128	174	230

		Perpetual growth rate		
Europcar	*(in millions of euros)*	1.5%	**2.0%**	2.5%
	7.56%	931	1,024	1,139
WACC	**8.06%**	817	**894**	987
	8.56%	720	784	861

The sensitivity analysis presented reflects the aggregate CGUs of each investment and demonstrates that the recoverable amount of Eurazeo's investments remains higher than the carrying amount. Nonetheless, in accordance with IAS 36, impairment must be measured and recognized for each CGU.

Accordingly, a change in one of these factors could have an impact on Eurazeo's financial statements (impairment) if the recoverable amount of one or several CGUs falls below the carrying amount, even if the sum of these recoverable amounts remains higher than the total carrying amount of the CGUs comprising each investment.

Recognition of impairment

Europcar

Due to the difficulties observed in the Italian market, the goodwill allocated to the Italian CGU was impaired in full during the fiscal year.

An analysis of the sensitivity of the goodwill impairment recognized as a result of impairment tests breaks down as follows:

		Perpetual growth rate				
Europcar	*(in millions of euros)*	1.5%	**2.0%**	2.5%		
	8.67%	(54)	(54)	(54)	Goodwill before impairment	54
WACC	9.17%	(54)	(54)	(54)	Impairment	(54)
	9.67%	(54)	(54)	(54)	**Goodwill after impairment**	**0**

NOTE 2

Intangible assets

(In thousands of euros)

	12/31/2010	12/31/2009	Amortization
Europcar trademark	674,300	674,300	Not amortized
National/Alamo/Guy Salmon trademarks	32,820	36,950	Straight-line over 10 years
Elis trademark	207,000	207,000	Not amortized
Other Elis Group trademarks	13,512	13,579	Not amortized
APCOA/EuroPark trademarks	27,300	27,048	Not amortized
B&B Hotels trademark	-	20,553	Not amortized
Other trademarks	19	19	Not amortized
TOTAL TRADEMARKS	**954,951**	**979,449**	
Commercial contracts and customer relationships	462,551	551,474	
Other intangible assets	101,880	104,863	
TOTAL INTANGIBLE ASSETS	**1,519,382**	**1,635,786**	

Commercial contracts and customer relationships are amortized over a period of 4 to 28 years, depending on the portfolio concerned.

IMPAIRMENT TESTS ON INTANGIBLE ASSETS WITH AN INDEFINITE LIFE

Intangible assets with an indefinite life consist of trademarks and were tested for impairment at the fiscal year end. As all the trademarks were derived from a business combination, their recoverable amount was estimated using the same methodology as that applied to establish their fair value for the purpose of allocating goodwill.

In particular, as the Europcar trademark was not allocated to the Group's different CGUs, it was tested for impairment separately. The following assumptions were adopted for the purpose of testing the Europcar trademark for impairment:

	12/31/2010	12/31/2009
Discount rate	9.5%	8.9%
Perpetual growth rate	2.0%	2.0%
Royalty rate, after tax	2.1%	2.1%

The sensitivity of the excess of the trademark's recoverable amount over its net carrying amount breaks down as follows:

		Perpetual growth rate		
	(in millions of euros)	1.5%	2.0%	2.5%
	9.02%	91	134	183
	9.52%	41	**78**	120
Discount rate	10.02%	(3)	29	65

Impairment testing of all Eurazeo group trademarks has not led to the recognition of any impairment since their acquisition.

NOTE 3

Property, plant and equipment

(In thousands of euros)

	12/31/2010	12/31/2009
Land	68,658	138,196
Buildings	247,018	489,863
Installations, industrial equipment and vehicles	224,251	216,001
Leased textile articles	125,561	117,432
Other property, plant and equipment	113,330	122,822
TOTAL PROPERTY, PLANT AND EQUIPMENT	**778,818**	**1,084,314**
Owned property, plant and equipment	730,727	1,034,642
Leased property, plant and equipment	48,091	49,672
TOTAL PROPERTY, PLANT AND EQUIPMENT	**778,818**	**1,084,314**

The B&B hotels sold to ANF in October 2007 were initially retained in Property, plant and equipment as they remained Eurazeo group operating assets (despite representing investment properties for ANF, see Note 4, Investment properties and income from property holdings). Following the sale of Groupe B&B Hotels, the hotels recognized in Eurazeo's balance sheet were considered investment properties. Pursuant to IAS 40, paragraph 61, they were remeasured to fair value (€488.9 million) at the disposal date through consolidated reserves. Any subsequent changes in value will be recognized in profit or loss.

(In thousands of euros)

	Land and buildings	Installations and equipment	Leased textile articles	Other	Total
Gross carrying amount	**738,332**	**295,248**	**234,848**	**312,448**	**1,580,876**
Accumulated depreciation and impairment	**(175,103)**	**(91,092)**	**(112,958)**	**(163,676)**	**(542,829)**
Net carrying amount as of January 1, 2009	**563,229**	**204,156**	**121,890**	**148,772**	**1,038,047**
Additions	61,407	40,370	97,650	89,186	288,613
Changes in consolidation scope	1,676	2,591	1,701	14	5,982
Assets scrapped and disposals	(18,462)	(1,302)	(7)	(15,809)	(35,580)
Depreciation charge for the year	(36,086)	(40,197)	(103,779)	(41,006)	(221,068)
Foreign currency translation	2,251	815	1	1,169	4,236
Other movements	54,044	9,568	(24)	(59,504)	4,084
Gross carrying amount	**839,469**	**344,567**	**247,405**	**315,736**	**1,747,177**
Accumulated depreciation and impairment	**(211,410)**	**(128,566)**	**(129,973)**	**(192,914)**	**(662,863)**
Net carrying amount as of December 31, 2009	**628,059**	**216,001**	**117,432**	**122,822**	**1,084,314**
Additions	16,290	50,546	107,022	72,830	246,688
Changes in consolidation scope*	(291,772)	(5,598)	5,286	(22,566)	(314,650)
Assets scrapped and disposals	(3,855)	(1,648)	(575)	(7,144)	(13,222)
Depreciation charge for the year	(40,732)	(39,872)	(103,897)	(40,012)	(224,513)
Foreign currency translation	2,178	1,255	274	937	4,644
Other movements	5,508	3,567	19	(13,537)	(4,443)
Gross carrying amount	**402,957**	**359,037**	**262,840**	**334,893**	**1,359,727**
Accumulated depreciation and impairment	**(87,281)**	**(134,786)**	**(137,279)**	**(221,563)**	**(580,909)**
Net carrying amount as of December 31, 2010	**315,676**	**224,251**	**125,561**	**113,330**	**778,818**

* *Including the impact of the B&B hotels transfert to investment properties.*

Other movements mainly consist of reclassifications from Property, plant and equipment in progress to Land and buildings (primarily pending operating permits for B&B hotels, prior to the sale of Groupe B&B Hotels by Eurazeo, *i.e.* prior to the transfer of these hotels to Investment properties).

NOTE 4

Investment properties and income from property holdings

Real estate holdings held through Immobilière Bingen/ANF group were measured on December 31, 2010 at fair value, based on their appraisal value.

(In thousands of euros)

	12/31/2009	Additions	Disposals	B&B Reclass.	Change in value	Reclass.	12/31/2010
Lyons	416,466	19,232	(18,077)		17,087	(631)	434,077
Marseilles	608,871	35,945	(13,774)		13,965	(1,038)	643,969
B&B hotels	476,423	11,347			4,470		492,240
TOTAL ANF INVESTMENT PROPERTIES	**1,501,760**	**66,524**	**(31,851)**	**-**	**35,523**	**(1,669)**	**1,570,286**
B&B hotels	(476,423)	(9,250)		488,882	(3,209)		-
Other restatements (SGIL)	1,330				371		1,701
TOTAL EURAZEO INVESTMENT PROPERTIES	**1,026,667**	**57,274**	**(31,851)**	**488,882**	**32,685**	**(1,669)**	**1,571,987**
Investment properties	*1,021,223*						*1,536,124*
Investment properties classified as held for sale	*5,444*						*35,863*

As indicated in Note 3, Property, plant and equipment, the hotels previously sold by B&B to ANF are now included in Investment properties. They are recorded in Eurazeo's consolidated balance sheet at their fair value as of December 31, 2010.

DESCRIPTION OF APPRAISALS

Two independent firms (Jones Lang LaSalle and BNP Paribas Real Estate) value Eurazeo assets from a long-term investment perspective. The fair value of investment properties corresponds to the tax-exclusive appraisal value.

Different approaches were used to value the Haussmann-style property assets in Lyons and Marseilles:

- the rental income capitalization method;
- the comparison-based approach.

In accordance with industry practice, the use of two valuation methods is made possible by the convergence of the values obtained.

Plots of land are valued using the developer's budget method, unless the plots are mere land banks. Hotels are valued using the rental income method.

1 - Rental income capitalization valuation method

The appraisers adopted two distinct methodologies in applying the rental income capitalization method:

- current rental income is capitalized over the remaining term of the existing lease. The capitalized current rental income due for the period until the next review date or expiry date is then added to the capitalized value to perpetuity of the rent post-review. This capitalized value to perpetuity is discounted to the date of appraisal to reflect the perpetual capitalization commencement date. An average ratio between "release" and "renewal" was adopted with regard to historical changes in rents.

  Following the departure of an existing tenant, the recommencement of rental income may be deferred by a variable vacancy period corresponding to a possible rent holiday, renovation work, the time required to find a tenant, etc.;
- a rental ratio expressed as €/m²/year is recorded for each unit valued in order to calculate the annual market rent.

  A "Considered Rent" is estimated to act as the basis for the rental income capitalization method. It is set in such a way as to reflect the nature of the unit and its occupancy, and is capitalized at a yield close to the market rate, but which includes revaluation potential (where relevant).

  The low "deemed" yield includes revaluation potential in the following circumstances: the departure of the incumbent tenant or the removal of the upper rental limit to reflect changes in local market factors.

Different yields have been used to reflect the use made of the premises and to accommodate the differences between current rents and rents under new leases. Appraisals also take account of the cost of essential property maintenance (external renovations, stairwells, etc.).

The following table shows changes in the yields used for property appraisals performed using the rental income capitalization method:

	12/31/2010	12/31/2009
Lyons		
"Retail" yield	5.10% to 6.00%	5.40% to 6.00%
"Office" yield	6.25% to 6.75%	6.50% to 7.25%
"Residential" yield *	4.25% to 4.65%	4.50% to 4.90%
Marseilles		
"Retail" yield	5.50% to 7.35%	5.65% to 7.50%
"Office" yield	6.25% to 7.25%	6.75% to 7.50%
"Residential" yield *	4.25% to 5.15%	4.50% to 5.25%

* *Excl. rent protected properties subject to the Law of 1948.*

2 - Comparative valuation methodology

Each property valued is allocated an average rent per m² on a tax-exclusive, vacant, occupancy basis reflecting recent market transactions involving similar property with similar use.

With commercial property, and particularly retail units (fixed maximum rent), the average rent per m² is closely related to the occupancy conditions.

Each of the Haussmann-style properties valued is therefore attributed a value after major work, a value after major work to private accommodation areas, a value after major work to communal areas and a current condition value, for each valuation method.

Unless specified otherwise by the appraiser, the value arrived at for each property in its current condition is an average of the two methods. The final tax-exclusive value is converted into a tax-inclusive value (after application of 6.20% for old buildings and 1.80% for new buildings) to reflect the effective yield of each property (the ratio between the gross revenue observed and this tax-inclusive value).

3 - Developer's budget method for building land and construction projects

When valuing building land, the appraiser makes a distinction between land with development permission and/or a well-developed project likely to be implemented, and land where there is no clearly defined project in the advanced design stage. When valuing the first type, the appraiser looks at the project from a development point of view. Where the site concerned is simply part of a land bank, he values the measured area for development on the basis of current market prices.

4 - Revenue method for hotel properties

The net rental income for each asset is capitalized using a weighted yield specific to each hotel based on its characteristics.

This produces a "tax-inclusive" (or "deed in hand") market value for the asset owned outright.

Capitalization rates are between 6.10% and 7.30% and are defined based on:

- the nature of rights to be valued and the asset profile;
- the investment context, particularly for this asset class;
- the characteristics of each asset via a capitalization rate representing its own characteristics, in terms of location, site and quality.

SENSITIVITY ANALYSIS

The market value of property has been calculated on the basis of different assumed yields. The sensitivity of the market value of property valued using the rental income capitalization valuation method is as follows:

	Appraisal value	Rate -20 bp	Rate -10 bp	Rate +10 bp	Rate +20 bp
Haussmann-style properties	1,079,747	+4.7%	+2.3%	-2.4%	-4.8%
B&B hotels	492,240	+3.0%	+1.6%	-1.5%	-3.0%

APPLIED DEFERRED TAX RATE

ANF opted for taxation as a publicly-traded real estate investment company (SIIC) on January 1, 2006 and, as such, is no longer liable to capital gains tax on profits made from the sale of qualifying buildings. In return, it is required to distribute 50% of any capital gains to its shareholders, who will be liable to pay tax at the standard rate on any such distributions received. A deferred tax liability of 34.43% on half of any change in the fair value of investment properties has accordingly been recognized in the financial statements of ANF's parent company, Immobilière Bingen, pro rata to its right to receive dividends (interest of 59.04% as of December 31, 2010).

NOTE 5

Available-for-sale financial assets

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Fair value by direct reference to published prices in an active market			
Danone		772,697	1,003,149
Other listed securities		62,026	27,528
Listed securities		**834,723**	**1,030,677**
Fair value according to valuation techniques based on observable data			
Colyzeo and Colyzeo II		103,259	87,698
Fair value according to valuation techniques based on non-observable data			
Gruppo Banca Leonardo		126,847	165,739
Financière Truck (Investissement) bonds		50,472	51,119
Other unlisted assets		31,748	39,830
Unlisted securities		**312,326**	**344,386**
Available-for-sale financial assets		**1,147,049**	**1,375,063**
Danone shares classified as assets held for sale		-	149,653
TOTAL AVAILABLE-FOR-SALE FINANCIAL ASSETS		**1,147,049**	**1,524,716**
Available-for-sale financial assets - non-current		1,141,235	1,373,189
Available-for-sale financial assets - current		5,814	1,874
o/w pledged financial assets	**26**	**772,697**	**1,152,801**

The Group reviewed its entire portfolio of AFS financial assets in order to identify any indicators of impairment. As of December 31, 2010, the fair value of AFS financial assets breaks down as follows:

(In thousands of euros)

		Change in fair value (cumulative)		
	12/31/2010 Net carrying amount	Acquisition cost	Fair value reserve	Impairment
Fair value by direct reference to published prices in an active market				
Danone	772,697	641,615	131,082	-
Other listed securities	62,026	18,980	43,046	-
Listed securities	**834,723**	**660,595**	**174,128**	**-**
Fair value according to valuation techniques based on observable data				
Colyzeo and Colyzeo II	103,259	165,809	4,980	(67,530)
Fair value according to valuation techniques based on non-observable data				
Gruppo Banca Leonardo	126,847	110,247	16,600	-
Financière Truck (Investissement) bonds	50,472	55,417	-	(4,945)
Other unlisted assets	31,748	265,408	233	(233,893)
Unlisted securities	**312,326**	**596,881**	**21,813**	**(306,368)**
AVAILABLE-FOR-SALE FINANCIAL ASSETS	**1,147,049**	**1,257,476**	**195,941**	**(306,368)**
o/w pledged financial assets	**772,697**			

Accumulated impairment (compared with the acquisition cost) of the Colyzeo and Colyzeo II funds breaks down as follows:

- Colyzeo: impairment of €11.8 million recognized in the first half of 2010 (after release to net income of the fair value reserve);
- Colyzeo II: impairment of €55.7 millions, recognized in prior years.

The Colyzeo II fund includes investments primarily in Carrefour and Accor, and remains affected by the downturn in the market. When considering the long-term nature of the loss in value, Eurazeo took account of the specific nature of the investment in Accor which represents an integral part of the concert agreement with Colony and for which an appraisal was performed for the valuation of the equity-accounted share block. It was therefore considered appropriate not to record an impairment on the Accor shares held indirectly via Colyzeo. Accordingly, the impairment recognized in profit or loss via a long-term write-down of the Colyzeo II fund excludes the change in fair value of Accor shares.

As of December 31, 2010, accumulated impairment on the Colyzeo funds (€67.5 million) exceeded the unrealized capital loss on the fair value of the funds (-€62.6 million).

As of December 31, 2010, the change in fair value of available-for-sale financial assets breaks down as follows:

(In thousands of euros)

	12/31/2009	Change in acquisition cost	Reclass. Fair value reserve	Change in Fair value reserve	Impairment	Change in consolida-tion scope	12/31/2010
Fair value by direct reference to published prices in an active market							
Danone	1,003,149	(105,922)	(201,667)	77,137			772,697
Other listed securities	27,528			34,498			62,026
Listed securities	**1,030,677**	**(105,922)**	**(201,667)**	**111,635**	**-**	**-**	**834,723**
Fair value according to valuation techniques based on observable data							
Colyzeo and Colyzeo II	87,698	1,451	4,609	21,335	(11,834)		103,259
Fair value according to valuation techniques based on non-observable data							
Gruppo Banca Leonardo	165,739	(55,492)		16,600			126,847
Financière Truck (Investissement) bonds	51,119	4,298			(4,945)		50,472
Other unlisted assets	39,830	(4,360)		56	(492)	(3,286)	31,748
Unlisted securities	**344,386**	**(54,103)**	**4,609**	**37,991**	**(17,271)**	**(3,286)**	**312,326**
Available-for-sale financial assets	**1,375,063**	**(160,025)**	**(197,058)**	**149,626**	**(17,271)**	**(3,286)**	**1,147,049**
Shares classified as held for sale	149,653	(59,024)	(90,629)				-
TOTAL AVAILABLE-FOR-SALE FINANCIAL ASSETS	**1,524,716**	***(219,049)***	***(287,687)***	***149,626***	**(17,271)**	**(3,286)**	**1,147,049**
Additions		*13,811*					
Other changes		*4,774*					
Repayment of contribution		*(55,492)*					
Disposals		*(180,484)*					
Reclassifications		*(1,812)*					
Foreign currency translation		*154*					
Impact of equity-accounted groups				-			
Change in consolidated fair value reserve				**(138,061)**			
Change in fair value reserve - attributable to owners of the Company				*(138,069)*			
Change in fair value reserve - attributable to minority interests				*8*			

NOTE 6

Investments in associates

(In thousands of euros)

	12/31/2009	Divi-dends	Addi-tions	Net income	Change in reserves	Foreign currency translation	Demer-ger	Impair-ment	Other	12/31/2010
Accor	1,025,452	(24,214)		(48,615)		22,065	(182,643)		1,280	793,325
Edenred	0			3,507	(102)	9,086	182,643		102	195,236
Ray Investment/ Rexel	765,151			58,198	(2,346)	37,072			2,017	860,092
Intercos	58,053			(32)				(29,900)		28,121
Financière Truck (Investissement)/ Fraikin	1,215			(7,924)	1,585	179			4,945	-
Fonroche	-		25,000	431						25,431
Other	901			822		88			(476)	1,335
Investments in associates	**1,850,772**	**(24,214)**	**25,000**	**6,387**	***(863)***	**68,490**	**0**	**(29,900)**	**7,868**	**1,903,540**
Prov. on assets associated with equity-accounted securities									**(4,945)**	**(4,945)**
Change in hedging reserve				*Note 15*	*6,486*					
Actuarial gains and losses recognized directly in equity					*(7,137)*					
Tax impact					*(212)*					

Accounting consequences of the demerger of Accor Group and the stock exchange listing of Edenred shares

As indicated in the above section “Critical adjustments in applying accounting policies”, the demerger of Accord Group was reflected by the straight-forward split of the net carrying amount of the equity-accounted investment, with €182.6 million allocated to Edenred. In addition, all demerger costs were expensed in the income statement (€118 million, or €10 million attributable to Eurazeo).

IMPAIRMENT TESTS ON INVESTMENTS IN ASSOCIATES

Eurazeo tested all its investments in associates for impairment. The recoverable amount was determined by retaining the higher of fair value (*i.e.*, the stock market price for listed companies) and the value in use (discounted future cash flows).

Where the stock market price exceeded the net carrying amount of shares (Rexel and Edenred), value in use was not calculated.

Investment			Comment
Accor	**2010**	2009	
Length of the explicit period WACC Perpetual growth rate	3 years 6.95% 2.00%	4 years 7.27% 2.00%	The business plan assumes the ongoing recovery of the hotel sector commenced in 2010 (driven by an upturn in demand and, to a lesser extent, by an increase in prices) and the acceleration of growth in mature countries and emerging markets. The business plan was also restated for the Asset Management program launched by Accor.
Intercos	**2010**	2009	
Length of the explicit period Wacc Perpetual growth rate	5 years 8.08% 2.50%	5 years 7.67% 2.50%	The business plan assumes continued growth and the maintenance of margins in a sector affected by destocking measurers by retailers. Account was also taken of the preferred share issue subscribed by one of the shareholders.

The impairment test methodology is identical to that described in Note 1, Business combinations and goodwill, except that the Cash-Generating Unit is replaced by the entire investment.

The impact of future dilution led Eurazeo to impair the investment in the associate, Intercos, in the amount of €29.9 million. The sensitivity of the impairment recognized to changes in the WACC and the perpetual growth rate is as follows:

		Perpetual growth rate		
	(in millions of euros)	2.0%	**2.5%**	3.0%
	7.58%	(26.7)	(15.5)	(1.8)
	8.08%	(39.0)	**(29.9)**	(18.9)
WACC	8.58%	(49.4)	(41.9)	(33.0)

Finally, the valuation of listed investments (Accor, Edenred and Rexel) based on stock market prices as of December 31, 2010 is as follows:

(In thousands of euros)	**Total**	Stock market price as of 12/31/2010 *	Number of shares held
Accor (shares held by Legendre Holding 19)	767,941	33.30	23,061,291
Edenred (shares held by Legendre Holding 19)	408,531	17.72	23,061,291
Rexel (shares held by Ray France through Ray Investment)	966,495	16.26	59,458,338

* *Closing stock market price in euros.*

ACCOR CONSOLIDATED DATA

(In millions of euros)

	12/31/2010
Balance Sheet	
Goodwill	743.0
Other non-current assets	4,571.0
Deferred tax	241.0
Current assets	1,980.0
Cash and cash equivalents	1,143.0
Assets	**8,678.0**
Equity (before net income)	50.0
Net income attributable to owners of the Company	3,600.0
Minority interests	299.0
Borrowings	1,988.0
Provisions and other liabilities	2,741.0
Equity and liabilities	**8,678.0**
Income Statement	
Revenue	5,948.0
Operating income	446.0
Net financial expense	(134.0)
Income tax expense	(392.0)
Net income attributable to minority interests	10.0
Net income	**3,600.0**

EDENRED CONSOLIDATED DATA (2010 PRO FORMA ACCOUNTS)

(In millions of euros)

	12/31/2010
Balance Sheet	
Goodwill	551.0
Other non-current assets	141.0
Deferred tax	28.0
Current assets	3,390.0
Cash and cash equivalents	77.0
Assets	**4,187.0**
Equity (before net income)	(1,129.0)
Net income attributable to owners of the Company	68.0
Minority interests	17.0
Borrowings	1,582.0
Provisions and other liabilities	3,649.0
Equity and liabilities	**4,187.0**
Income Statement	
Revenue	965.0
Operating income	328.0
Net financial expense	(62.0)
Income tax expense	(89.0)
Net income attributable to minority interests	9.0
Net income	**68.0**

RAY INVESTMENT/REXEL CONSOLIDATED DATA

(In millions of euros)

	12/31/2010
Balance Sheet	
Goodwill	3,931.2
Other non-current assets	1,321.2
Deferred tax	138.6
Current assets	3,684.5
Cash and cash equivalents	314.8
Assets	**9,390.3**
Equity (before net income)	2,563.1
Net income attributable to owners of the Company	167.8
Minority interests	1,105.3
Borrowings	2,585.5
Provisions and other liabilities	2,968.6
Equity and liabilities	**9,390.3**
Income Statement	
Revenue	11,960.1
Operating income	485.0
Net financial expense	(193.3)
Income tax expense	(57.8)
Net income attributable to minority interests	66.1
Net income	**167.8**

NOTE 7

Working Capital Requirement (WCR) components

The change in current assets and liabilities contributing to working capital requirements breaks down as follows:

(In thousands of euros)

	Note	12/31/2009	Change in WCR	Change in consolidation scope	Reclassifications	Foreign currency translation	12/31/2010
Inventories		(52,251)	(6,865)	(201)	-	(310)	(59,627)
Trade and other receivables	8	(1,292,856)	23,623	(2,309)	10,748	(6,040)	(1,266,834)
Other current assets	17	(56,340)	6,985	5,390	(9,801)	(1,364)	(55,130)
Vehicle fleet assets	9	(1,517,946)	30,772	-	(53)	(31,834)	(1,519,061)
Trade and other payables	16	1,018,756	(775)	(9,825)	(768)	6,000	1,013,388
Other liabilities	17	474,851	(19,477)	(11,032)	8,780	5,719	458,841
TOTAL WCR COMPONENTS		**(1,425,786)**	**34,263**	**(17,977)**	**8,906**	**(27,829)**	**(1,428,423)**

NOTE 8

Trade and other receivables

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Trade and notes receivable (gross)		649,040	604,200
(-) provision for bad debts		(59,373)	(59,898)
Trade and notes receivable		**589,667**	**544,302**
Receivables from manufacturers (Europcar)		536,780	547,944
VAT on vehicle fleet assets		62,109	88,884
Total vehicle fleet receivables	**9**	**598,889**	**636,828**
Other receivables (gross)		97,115	121,866
(-) provision for other receivables		(18,837)	(10,140)
Total trade and other receivables contributing to WCR	**7**	**1,266,834**	**1,292,856**
Receivables on non-current assets		358	-
Total trade and other receivables		**1,267,192**	**1,292,856**
o/w expected to be collected in less than one year		*1,267,192*	*1,292,856*
o/w expected to be collected in more than one year		-	-

Given their short maturities, the fair value of trade and other receivables is equivalent to their carrying amount.

CREDIT RISK

Credit risk management is addressed in detail in the Executive Board's report. Maximum credit risk exposure is limited to the value of trade and other receivables in the consolidated balance sheet. The Group companies most likely to be exposed to credit risk are Europcar (76% of trade and other receivables) and Elis (20%). As of December 31, 2010, 61% of receivables had not reached their due date.

Trade and other receivables fall due as follows:

(In thousands of euros)

	12/31/2010		
	Gross carrying amount	Write-down	Net carrying amount
Not yet due	780,322	(5,688)	774,634
Past due less than 90 days	423,504	(5,728)	417,776
Past due less than 180 days	37,205	(10,086)	27,119
Past due between 180 and 360 days	24,397	(14,993)	9,404
Past due more than 360 days	69,220	(41,681)	27,539
Trade and other receivables within the application scope of IFRS 7	**1,334,648**	**(78,176)**	**1,256,472**
Other receivables outside the application scope of IFRS 7	10,754	(34)	10,720
TOTAL TRADE AND OTHER RECEIVABLES	**1,345,402**	**(78,210)**	**1,267,192**

(In thousands of euros)

	12/31/2009		
	Gross carrying amount	Write-down	Net carrying amount
Not yet due	797,001	(5,184)	791,817
Past due less than 90 days	396,123	(5,808)	390,315
Past due less than 180 days	23,090	(3,703)	19,388
Past due between 180 and 360 days	49,107	(17,517)	31,589
Past due more than 360 days	79,034	(37,794)	41,240
Trade and other receivables within the application scope of IFRS 7	**1,344,355**	**(70,006)**	**1,274,349**
Other receivables outside the application scope of IFRS 7	18,539	(32)	18,507
TOTAL TRADE AND OTHER RECEIVABLES	**1,362,894**	**(70,038)**	**1,292,856**

NOTE 9

Vehicle fleet and related receivables and payables

The majority of the vehicles operated by the Group through its subsidiary Europcar are covered by buy-back commitments. A separate buy-back receivable corresponding to the buy-back amount is recognized under current assets in the balance sheet when the vehicle is commissioned.

Vehicles are recognized as current assets as they are purchased under agreements that generally have a term of less than 12 months. The difference between the purchase price and the contractual buy-back price is expensed in the income statement on a straight line basis over the vehicle's holding period.

As of December 31, 2010, the asset corresponding to the vehicle fleet and related receivables and payables were as follows:

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Vehicle buy-back price		1,084,466	1,157,653
Prepaid leasing expense		158,158	133,097
Assets relating to buy-back agreements		**1,242,624**	**1,290,750**
Vehicles purchased not subject to a buy-back agreement		235,216	196,546
Vehicles purchased under finance lease		41,221	30,650
Total vehicle fleet	**7**	**1,519,061**	**1,517,946**
Receivables from manufacturers (Europcar)		536,780	547,944
VAT on vehicle fleet assets		62,109	88,884
Total vehicle fleet receivables	**8**	**598,889**	**636,828**
TOTAL VEHICLE FLEET AND RELATED RECEIVABLES		**2,117,950**	**2,154,774**
Fleet payables	16	(617,232)	(599,203)
Output VAT on vehicle fleet assets		(28,655)	(69,996)
TOTAL VEHICLE FLEET AND RELATED PAYABLES		**(645,887)**	**(669,199)**

NOTE 10

Cash assets

The cash flow statement analyzes changes in cash presented net of bank overdrafts and including Europcar group restricted cash.

Cash and marketable securities with a maturity of less than three months held by Europcar's Special Purpose Vehicles are considered restricted cash. The companies concerned are SecuritiFleet Holding and SecuritiFleet Holding Bis, Fonds Commun de Titrisation Synople, EC Finance and the captive insurance company Euroguard.

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Demand deposits		492,574	411,524
Term deposits and marketable securities		578,459	455,774
Cash and cash equivalent assets		**1,071,033**	**867,298**
Restricted cash balances		**86,572**	**-**
Bank overdrafts	14	(12,296)	(19,194)
Cash and cash equivalent liabilities		**(12,296)**	**(19,194)**
Net cash and cash equivalents		**1,145,309**	**848,104**
Other short-term deposits		244,752	42,987
Cash collateral [1]	14	-	159,546
TOTAL GROSS CASH ASSETS	**14**	**1,402,357**	**1,069,831**

(1) Recognized in other non-current assets.

Cash collateral concerns the Accor financing (now Accor and Edenred), which is based on standard "Loan To Value" principles. It offers Eurazeo the possibility of making early payments at its discretion to reduce the LTV ratio or deliver securities within a certain limit. These interest-bearing amounts can be recovered under certain conditions. LTV is defined as the ratio between the amount of the debt set-up on the acquisition of an asset and the asset's stock market value. Following the appreciation of the share prices of Accor and Edenred, the cash collateral as of December 31, 2009 was repaid in full during the fiscal year.

NOTE 11

Share capital and earnings per share

INFORMATION ON THE SHARE CAPITAL

As of December 31, 2010, the share capital is €176,875 thousand, comprising 57,989,548 fully paid-up shares of the same class.

Equity attributable to owners of the Company is €64.3 as of December 31, 2010, compared to €62.5 as of December 31, 2009.

EARNINGS PER SHARE

(In thousands of euros)

	2010	2009
Net income attributable to owners of the Company	114,988	(199,331)
Weighted average number of ordinary shares outstanding	54,916,459	52,984,032
Published basic earnings per share	**2.09**	**(3.76)**
Basic earnings per share adjusted for bonus share grant (1)	**-**	**(3.58)**
Weighted average number of potential ordinary shares	54,951,112	53,019,315
Published diluted earnings per share	**2.09**	**(3.76)**
Diluted earnings per share adjusted for bonus share grant (1)	**-**	**(3.58)**

(1) *Adjusted for the decision of the Shareholders' Meeting of May 7, 2010 (distribution of 2,761,407 bonus shares).*

NOTE 12

Provisions

(In thousands of euros)

	Employee benefit liabilities	Claims/ reconditioning	Disputes	Other	12/31/2010	12/31/2009
Opening balance	**103,409**	**128,356**	**15,644**	**82,644**	**330,053**	**270,919**
Additions/charge for the year	9,543	124,101	7,548	19,336	160,528	143,689
Change in consolidation scope	(139)		(11,515)		(11,654)	57
Reductions/Reversals of provisions used	(4,864)	(115,760)	(2,005)	(25,525)	(148,154)	(87,578)
Reductions/Reversals of surplus or unused provisions			(1,594)	(3,449)	(5,043)	(43,203)
Reclassifications/Foreign currency translation/Actuarial gains and losses	4,117	1,876	36	3,433	9,462	46,169
Closing balance	**112,066**	**138,573**	**8,114**	**76,439**	**335,192**	**330,053**
Due in less than one year	3,513	124,524	7,834	59,688	195,560	188,020
Due in more than one year	108,553	14,049	280	16,751	139,633	142,032

EMPLOYEE BENEFIT LIABILITIES

Note 13 provides a breakdown of the nature and key assumptions used in valuing employee benefit liabilities.

PROVISIONS FOR CLAIMS/RECONDITIONING

Europcar – Provisions for claims (€94.8 million) and reconditioning (€29.6 million)

The Group's operating companies in France, Spain, the UK, Portugal, Belgium, Italy and Germany hold a Motor Vehicle Fleet policy issued by an AIG subsidiary which reinsures the risk of accidents with Euroguard, an insurer and reinsurer structured into protected business units. The Group owns two Euroguard business unit, which are consolidated in the Group financial statements.

An actuarial claims provision is recorded to cover the estimated value of uninsured losses arising as a result of known and unreported claims. Payments made to brokers to settle future claims are prepaid expenses recognized under receivables. The ability to recover any overpayment of premiums paid in advance to cover estimated liabilities is measured, and a provision recorded, if necessary.

The reconditioning provision covers costs to be incurred in respect of the current fleet at the end of contacts comprising a buy-back clause.

Elis – Provision for upgrading to environmental standards

The provisions for upgrading to environmental standards (€14.0 million) are measured on the basis of consultants' reports and the Group's past experience. They reflect the cost of the studies and remedial work the Group will have to undertake in order to comply with its environmental obligations. They apply to sites and/or types of work requiring attention in the foreseeable future.

PROVISIONS FOR LITIGATION AND OTHER PROVISIONS

Eurazeo group identifies contingent liabilities related to disputes or legal proceedings occurring in the ordinary course of business. It does not expect these liabilities to result in material obligations beyond those for which provisions have already been recognized.

Other provisions primarily include provisions for tax risks (mainly covered by vendor warranties), provisions for restructuring and miscellaneous provisions.

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NOTE 13

Employee benefit liabilities

DEFINED CONTRIBUTION PLANS

The Group pays contributions under a range of mandatory systems and on a voluntary basis under contractual agreements. The Group's obligation is therefore limited to the payment of contributions.

DEFINED BENEFIT PLANS

Europcar Groupe

Europcar Groupe contributes €77.0 million to post-employment benefit obligations, which consist of retirement termination payments and disability and dependence benefits. The benefits granted by the Group vary according to the legal, fiscal and economic regulations of individual countries and, usually, length of service and compensation. Group companies provide post-employment benefits in the form of defined benefit plans.

Elis group

The Elis group contributes €29.7 million to post-employment benefit obligations. Elis group obligations regarding pensions and other post-employment benefits primarily concern its French subsidiaries and consist of:

- additional pension benefits paid to one senior executive grade. All the members of this additional plan have already retired and the plan is currently closed;
- benefits paid to employees on retirement in accordance with standard French regulations.

Similar obligations borne by the group's other European companies are immaterial.

Eurazeo

In common with senior executives and in recognition of their contribution to the business, the Executive Board members are covered by a supplementary defined benefit pension plan designed to provide them with additional retirement income. The amount of this additional pension depends on the length of service of beneficiaries on retirement.

The corresponding obligation is €20.9 million, but as Eurazeo has paid into a fund in the amount of the obligation, no liability is recognized in the consolidated balance sheet.

MEASUREMENT OF EMPLOYEE BENEFIT LIABILITIES

The corresponding obligations are measured using the projected unit credit method. The actuarial assumptions underlying this valuation are as follows:

	Obligation discount rate		Rate of pay increase		Rate of pension increase		Expected return on plan assets	
	12/31/2010	12/31/2009	12/31/2010	12/31/2009	12/31/2010	12/31/2009	12/31/2010	12/31/2009
France	4.20% to 4.66%	4.20% to 5.00%	2.00% to 4.00%	2.50% to 3.50%	2.00%	1.50% to 3.50%	3.75% to 4.50%	4.00%
Germany	4.66% to 5.00%	5.00% to 5.35%	2.00%	1.70%	1.00 to 1.70%	1.00% to 1.70%	-	-
Austria	4.50%	5.35%	3.00%	3.00%	-	-	-	-
Italy	4.65% to 4.66%	5.00% to 5.35%	3.50%	3.00% to 3.50%	3.00%	3.00%	-	-
United Kingdom	5.50% to 5.60%	5.75% to 6.00%	3.50% to 3.60%	3.50% to 3.70%	3.40% to 3.60%	2.60% to 3.40%	2.70% to 5.67%	3.75% to 5.83%

Group obligations are partially funded by outside funds, with the balance covered by provisions recognized in the balance sheet. The following table shows changes in the liability net of plan assets recognized in the Eurazeo group balance sheet:

(In thousands of euros)

	Obligation	Fair value of plan assets	Net obligation	Liability	Asset
As of December 31, 2009	**138,210**	**(34,801)**	**103,409**	**103,409**	
Cost of services rendered in the period/Expected return on plan assets	7,156	(2,405)	4,751	4,751	
Interest expense	8,050	(23)	8,027	8,027	
Contributions by plan participants	(3,799)	508	(3,291)	(3,291)	
Past service cost	1,008	(2,019)	(1,011)	(1,011)	
Benefits paid	(2,360)	-	(2,360)	(2,360)	
Settlements	-	-	-	-	
Actuarial gains and losses	4,866	(2,056)	2,810	2,810	
Impact of plan curtailments	(271)	-	(271)	(271)	
Changes in consolidation scope/Reclassifications	18,445	(18,584)	(139)	(139)	
Foreign currency translation	1,156	(1,015)	141	141	
As of December 31, 2010	**172,461**	**(60,395)**	**112,066**	**112,066**	

With the exception of actuarial gains and losses, the expense relating to post-employment benefits is recognized in full in the income statement in Employee benefits expense (€5.8 million in 2010).

The aggregate amount of actuarial gains and losses recognized directly in equity totaled -€22.1 million net of tax as of December 31, 2010.

FINANCING OF THE EMPLOYEE BENEFITS OBLIGATION

(In thousands of euros)

	12/31/2010	12/31/2009
Present value of unfunded obligations	101,595	92,944
Present value of fully or partially funded obligations	70,866	45,266
Unrecognized past service cost (3)	(554)	(664)
Total value of defined benefit plan obligations (1)	**171,907**	**137,546**
Fair value of plan assets (2)	60,395	34,801
Total value of defined benefit plan liability (1)-(2)-(3)	**112,066**	**103,409**

Plan assets break down as follows:

(on average)

	12/31/2010	12/31/2009
Shares	35%	50%
Bonds	60%	41%
Other instruments	5%	9%
TOTAL	**100%**	**100%**

The estimated return on plan assets was determined based on the long-term bond yield.

NOTE 14

Net Debt

Net debt, as defined by the Group, breaks down as follows:

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Eurazeo loan		110,311	110,271
Bond issue exchangeable for Danone shares		644,084	625,315
Total Eurazeo loans		**754,395**	**735,586**
Europcar bond issue		1,059,849	797,161
B&B Hotels bond issue		-	33,925
Eurazeo Partners bond issue		48,289	48,875
Bond issues		**1,108,138**	**879,961**
Europcar fleet financing facilities		1,100,605	1,328,900
Europcar revolving credit line		218,394	80,782
Elis acquisition debt		1,897,548	1,873,805
Legendre Holding 22 (Danone) loan		-	286,339
APCOA loan		629,142	619,924
Legendre Holding 19 (Accor) loan		566,563	544,597
ANF loan		480,310	444,660
Immobilière Bingen loan (1)		100,000	100,000
B&B Hotels loan		-	201,986
Bank overdrafts	10	12,296	19,194
Finance leases (excluding Europcar fleet)		47,064	32,617
Other loans		86,623	67,997
Loans		**5,138,545**	**5,600,801**
TOTAL BORROWINGS		**7,001,078**	**7,216,348**
o/w borrowings maturing in less than one year		*1,487,284*	*2,144,378*
o/w borrowings maturing in more than one year		*5,513,794*	*4,975,641*
o/w borrowings directly associated with assets classified as held for sale		-	*96,329*
Cash and cash equivalent assets	10	1,071,033	867,298
Restricted cash	10	86,572	-
Other short-term deposits	10	244,752	42,987
Cash collateral	10	-	159,546
Cash assets		**1,402,357**	**1,069,831**
TOTAL NET DEBT		**5,598,721**	**6,146,517**
Breakdown of borrowings by currency			
EUR		6,302,480	6,694,480
GBP		584,972	414,669
NOK		92,536	85,420
Other		21,090	21,779

(1) *As indicated in Note 26, Other Information, post-balance sheet events, the purchase of ANF Immobilier shares by Eurazeo from Immobilière Bingen for the purpose of the dividend distribution in ANF Immobilier shares, will allow Immobilière Bingen to repay its debt in the first half of 2011.*

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Europcar operating leases (off-balance sheet)	18	991,359	917,485

The net debt position of the Group's investments is presented below.

Bond issue exchangeable for Danone shares

As part of its strategy to monetize its Danone investment line, Eurazeo performed a €700 million bond issue exchangeable for Danone shares on May 28, 2009. The bonds were issued at an initial nominal value of €45.25 for a term of 5 years (redeemable at par on June 10, 2014) and bear interest at an annual rate of 6.25%. Following the Danone share issue on June 25, 2009, the strike price was adjusted to €42.59 and the exchange parity to 1 bond for 1.0623 Danone shares.

For accounting purposes, this bond issue comprises a debt component and an embedded derivative, consisting of the option to exchange the bonds for Danone shares. The debt component and embedded derivative were measured and recognized separately in the accounts at the issue date as follows:

(In thousands of euros)

	05/28/2009
Fair value of exchange option	95,170
Fair value of bond issue	604,830
TOTAL BOND ISSUE EXCHANGEABLE FOR DANONE SHARES	**700,000**

Pursuant to IAS 39, the debt component was initially recognized at fair value net of issue costs and is presented in the consolidated balance sheet at amortized cost (€644.1 million as of December 31, 2010).

The derivative is recognized in the balance sheet at fair value, (€143.7 million as of December 31, 2010, see Note 15) with changes in value taken to profit or loss.

Europcar short-term borrowings

Borrowings maturing in less than one year comprise Europcar vehicle fleet financing facilities:

- a Senior asset financing loan of €610.6 million, net of transaction costs, as of December 31, 2010:
  - > following the fleet debt refinancing transaction, Europcar has, since August 27, 2010, a New senior asset revolving facility of €1.3 billion maturing in July 2014 that may be extended to €1.7 billion. This financing was drawn in the amount of €630 million as of December 31, 2010,
  - > each month, Europcar Groupe defines the amount of the fleet (and related working capital) to be financed for its vehicle rental business and updates the financing guarantee. The amount drawn is repayable the following month, when the new drawdown is performed based on projections for the coming month. The debt is therefore classified as current, despite the credit line expiring in 2014;
- a Senior Revolving Credit Facility drawn in the amount of €218.4 million, net of transaction costs, as of December 31, 2010:

  This €350 million credit facility was secured to finance:
  - > advances to Securitifleet companies for the financing of fleet purchases,
  - > working capital requirements of Europcar day-to-day activities,
  - > a payment to an SPE in respect of an operating lease,
  - > the repayment of inter-company advances;
- other borrowings reserved for fleet financing of €490.0 million as of December 31, 2010:

  This heading concerns vehicle fleet finance leases. Europcar Groupe has, in particular, a finance lease contract for its UK-based subsidiary (and to a lesser extent for its subsidiary based in Australia and New Zealand). This finance lease contract, which matures in 2012, enables the UK subsidiary to obtain a number of vehicles that it operates on average between 6 and 8 months. As for the short-term credit line detailed above, the UK subsidiary adjusts the size of the fleet and the related financing each month, based on the amount of fleet assets to be financed.

APCOA borrowings

The specific position of APCOA with regard to its covenants led the Group to provisionally present this debt in current liabilities as of December 31, 2009, as formal approval of the waiver request was not definitively obtained until February 23, 2010. This debt was reclassified in long-term liabilities at the beginning of 2010.

CONSOLIDATED DEBT-RELATED COMMITMENTS

Loans extended to Group companies may be subject to requests for early repayment in the event of payment default or failure to fulfill contractual obligations.

The table below provides details of the amounts, the maturity dates and the nature of financing covenants of the Group's various investments.

(In thousands of euros)

	12/31/2010			
	Gross debt	Cash assets	Net debt	Comments/Nature of main covenants
Elis	1,966,516	(31,386)	1,935,130	■ Maturity: 2014 to 2017 ■ Covenants: - Debt service coverage ratio - Net debt/EBITDA * - EBITDA*/net interest expense - Capex **
Legendre Holding 19 (Accor)	566,563	(20)	566,543	■ Maturity: 2015 - Bank loan non-recourse against Eurazeo, secured by the value of Accor and Edenred shares ■ Covenants: - LTV *** - Liquidity of the Accor and Edenred share
Europcar	2,412,819	(398,207)	2,014,612	■ Maturities: 2013-2018 (bond issue), 2014 (debt backed to the fleet and lease contracts) and 2013 (revolving credit line) ■ Revolving credit line covenant: - Debt service coverage ratio ■ The Senior asset revolving facility (vehicle fleet) is not subject to any financial covenants ■ Covenant for the bond issue maturing in 2017: - LTV ***
APCOA	664,351	(53,727)	610,624	■ Maturity: 2014 ■ Covenants: - Net debt/EBITDA * - Debt service coverage ratio - Capex **
Other companies		(1,845)	(1,845)	
Total Industry and Services net debt	**5,610,249**	**(485,185)**	**5,125,064**	

(In thousands of euros)

	12/31/2010			
	Gross debt	Cash assets	Net debt	Comments/Nature of main covenants
ANF	488,146	(26,610)	461,536	■ Maturities: 2012 to 2015 ■ Covenants: - LTV *** - ICR ****
Immobilière Bingen	100,000	(46)	99,954	■ Maturity: 2012
Other companies		(53)	(53)	
Total Real Estate net debt	**588,146**	**(26,709)**	**561,437**	
Eurazeo	754,395	(886,741)	(132,346)	■ Bond issue exchangeable for Danone shares: €700 million, maturing 2014 ■ Maturity of other debts: 2013
Other companies	48,288	(3,722)	44,566	
Total Holding company net debt	**802,683**	**(890,463)**	**(87,780)**	
TOTAL NET DEBT	**7,001,078**	**(1,402,357)**	**5,598,721**	

* *EBITDA: Earnings before interest, taxes, depreciation and amortization; adjusted where applicable in accordance with bank documents.*

** *Capex: Capital Expenditure.*

*** *LTV: Loan To Value.*

**** *ICR: Interest Coverage Ratio.*

As no covenant breach was observed as of December 31, 2010, the debt repayment schedule was drawn up based on scheduled maturity dates.

All scheduled debt payments fall due between 2012 and 2018, given the early refinancing in the summer of 2010 of the Europcar fleet financing maturing in May 2011. Eurazeo therefore has no debt payment obligations in the short term.

Eurazeo negotiated two new financings, non-recourse against Eurazeo and secured by the value of Accor and Edenred shares, to replace the loan obtained in 2008 to finance the acquisition of the Accor shares. The total amount of these financings exceeds the value of the existing financing (€560 million compared to €537 million). They provide the necessary flexibility to retain all options, and particularly the option to hold the shares for a 5-year period, without any refinancing constraints, and when the time comes, to sell the Edenred and Accor shares independently.

LIQUIDITY RISK

The Group relies mainly on the tailored use of credit facilities to achieve its aim of maintaining the correct balance between continuity of funding and flexibility.

As of December 31, 2010, forecast repayments on consolidated debt and related interest payments were as follows:

(In millions of euros)

	Carrying amount	2011 Cash flows					
	Amortized cost	Nominal	Contractual fixed-rate interest	Hedged floating-rate interest	*Floating-rate interest*	*Hedge impact*	Unhedged floating-rate interest
Eurazeo loan	110.3		4.7	0.0			
Bond issue exchangeable for Danone shares	644.1		43.8	0.0			
Europcar bond issue	1,059.8		77.6	25.1	*18.1*	*7.0*	6.2
B&B Hotels bond issue	-			0.0			
Europcar fleet financing facilities	1,100.6	1.4		47.9	*32.3*	*15.7*	21.3
Europcar revolving credit line	218.4			21.5	*17.9*	*3.6*	6.1
Elis acquisition debt	1,897.5	30.6		110.7	*66.7*	*44.1*	1.9
Legendre Holding 22 (Danone) loan	-			0.0			
APCOA loan	629.1	59.4		53.5	*46.8*	*6.7*	3.9
Legendre Holding 19 (Accor) loan	566.6			34.0	*16.1*	*17.9*	1.9
ANF loan	480.3	0.8		21.3	*9.7*	*11.6*	0.2
Immobilière Bingen loan	100.0			4.1	*2.1*	*2.0*	
B&B Hotels loan	-						
Bank overdrafts	12.3	12.3					
Finance leases (excluding Europcar fleet)	47.1	7.9	2.4	0.6	*0.2*	*0.3*	0.1
Other loans	134.9	36.0	0.4	3.4	*3.4*		0.7
TOTAL BORROWINGS	**7,001.1**	**148.4**	**128.9**	**322.1**	***213.1***	***109.0***	**42.3**

2011 repayment flows assume the non-renewal of credit facilities and the repayment of bank overdrafts.

(In millions of euros)

	Carrying amount	2012-2015 cash flows					
	Amortized cost	Nominal	Contractual fixed-rate interest	Hedged floating-rate interest	*Floating-rate interest*	*Hedge impact*	Unhedged floating-rate interest
Eurazeo loan	110.3	109.6	4.7	0.0			
Bond issue exchangeable for Danone shares	644.1	700.0	109.4	0.0			
Europcar bond issue	1,059.8	425	247.5	36.5	*22.9*	*13.6*	7.8
B&B Hotels bond issue	-			0.0			
Europcar fleet financing facilities	1,100.6	1,118.6		114.2	*84.0*	*30.2*	33.0
Europcar revolving credit line	218.4	220.2		32.2	*25.2*	*7.0*	8.6
Elis acquisition debt	1,897.5	898.0		154.5	*111.4*	*43.1*	209.7
Legendre Holding 22 (Danone) loan	-			0.0			
APCOA loan	629.1	574.8	13.5	46.4	*44.8*	*1.6*	10.7
Legendre Holding 19 (Accor) loan	566.6	560.0		139.8	*89.7*	*50.1*	10.8
ANF loan	480.3	467.7		59.2	*35.3*	*23.9*	1.0
Immobilière Bingen loan	100.0	100.0		2.0	*0.9*	*1.1*	
B&B Hotels loan	-						
Bank overdrafts	12.3						
Finance leases (excluding Europcar fleet)	47.1	16.3	6.5	2.3	*1.4*	*0.9*	0.1
Other loans	134.9	90.0	2.0				0.0
TOTAL BORROWINGS	**7,001.1**	**5,280.2**	**383.5**	**587.0**	***415.4***	***171.6***	**281.7**

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(In millions of euros)

	Carrying amount	2016 cash flows and beyond					
	Amortized cost	Nominal	Contractual fixed-rate interest	Hedged floating-rate interest	*Floating-rate interest*	*Hedge impact*	Unhedged floating-rate interest
Eurazeo loan	110.3						
Bond issue exchangeable for Danone shares	644.1						
Europcar bond issue	1,059.8	650	150.0				
B&B Hotels bond issue	-						
Europcar fleet financing facilities	1,100.6						
Europcar revolving credit line	218.4						
Elis acquisition debt	1,897.5	1,048.5					42.7
Legendre Holding 22 (Danone) loan	-						
APCOA loan	629.1						
Legendre Holding 19 (Accor) loan	566.6						
ANF loan	480.3	11.8					0.9
Immobilière Bingen loan	100.0						
B&B Hotels loan	-						
Bank overdrafts	12.3						
Finance leases (excluding Europcar fleet)	47.1	22.8	12.0	3.2	*2.4*	*0.8*	
Other loans	134.9	4.3					
TOTAL BORROWINGS	**7,001.1**	**1,737.5**	**162.0**	**3.2**	***2.4***	***0.8***	**43.6**

(In millions of euros)

	Carrying amount	Estimated future cash flows as of December 31, 2010		
	Amortized cost	Principal	Total hedged fixed-rate/floating-rate interest	Total unhedged floating-rate interest
Eurazeo loan	110.3	109.6	9.4	0.0
Bond issue exchangeable for Danone shares	644.1	700.0	153.1	0.0
Europcar bond issue	1,059.8	1,075.0	536.7	14.0
B&B Hotels bond issue	-	0.0	0.0	0.0
Europcar fleet financing facilities	1,100.6	1,120.1	162.1	54.2
Europcar revolving credit line	218.4	220.2	53.7	14.7
Elis acquisition debt	1,897.5	1,977.1	265.2	254.4
Legendre Holding 22 (Danone) loan	-	0.0	0.0	0.0
APCOA loan	629.1	634.1	113.4	14.6
Legendre Holding 19 (Accor) loan	566.6	560.0	173.8	12.7
ANF loan	480.3	480.3	80.5	2.1
Immobilière Bingen loan	100.0	100.0	6.1	0.0
B&B Hotels loan	-	0.0	0.0	0.0
Bank overdrafts	12.3	12.3	0.0	0.0
Finance leases (excluding Europcar fleet)	47.1	47.1	27.0	0.2
Other loans	134.9	130.3	5.7	0.7
TOTAL BORROWINGS	**7,001.1**	**7,166.2**	**1,586.7**	**367.6**

Future cash flows are based on outstandings presented in the balance sheet at the end of the fiscal year, and do not take account of any possible subsequent management decisions capable of significantly changing the Group's borrowings structure or hedging policy. Particularly, even though the volume of the Europcar fleet financing debt is variable (depending on the backed vehicle fleet), future cash flows were calculated on the basis of the consolidated debt as of December 31, 2010.

Moreover, the expected repayment of the Immobilière Bingen debt in the first half of 2011 is not taken into account (see Note 26, Other information-post-balance sheet events).

The figures for interest payable reflect the total interest payable until the due date or planned repayment date of the loan concerned. They were estimated based on the "forward" rates calculated from the yield curves as of December 31, 2010.

NOTE 15

Derivatives and other non-current assets and liabilities

DERIVATIVE INSTRUMENTS

(In thousands of euros)

	Nominal	Fair value as of 12/31/2010	Changes in fair value during the fiscal year	Impact on net financial expense *	Impact on hedging reserves
Interest rate cap maturing 2013	400,000	1,446	-	(234)	0
Other interest-rate swaps (including swaps maturing during the year)		-	-		
Total non-current asset derivatives		**1,446**			
Interest rate swaps maturing 2011		-	16,041	1,668	14,373
Interest rate swaps maturing 2012	2,124,204	(101,402)	(1,505)	1	(1,506)
Interest rate swaps maturing 2013	683,000	(37,205)	0		
Interest rate swaps maturing between 2014 and 2015	2,162,579	(46,500)	(16,591)	9	(16,600)
Other interest rate swaps (including swaps maturing during the year)		-	37,916	396	37,520
Total non-current liability derivatives		**(185,107)**			
TOTAL INTEREST-RATE DERIVATIVES QUALIFYING FOR HEDGE ACCOUNTING		**(183,661)**	**35,861**	***1,840***	***33,787***
Other interest-rate swaps		(86,218)	10,102	10,102	-
Total current liability derivatives		**(86,218)**			
TOTAL INTEREST-RATE DERIVATIVES NOT QUALIFYING FOR HEDGE ACCOUNTING		**(86,218)**	**10,102**	***10,102***	**-**

* *Ineffective portion of instruments qualifying for hedge accounting and change in fair value for other derivatives.*

(In thousands of euros)

	Note	Fair value as of 12/31/2010	Changes in fair value during the fiscal year	Impact on net financial expense	Impact on hedging reserves
Embedded derivative associated with the structured financing of Accor and Edenred shares		72,552	72,552	72,552	
Other derivatives		541	301	301	
Total other current asset derivatives		**73,093**	**72,853**	***72,853***	**-**
Equity swap associated with the structured financing of Accor shares		(72,552)	(72,552)	(72,552)	
Option associated with the bond issue exchangeable for Danone shares	14	(143,656)	(11,088)	(11,088)	
Other derivatives		(3,231)	19,646	19,646	
Total other current liability derivatives		**(219,439)**	**(63,994)**	***(63,994)***	**-**
Impact of equity-accounted groups					6,486
Gains (losses) arising on the fair value measurement of hedging instruments (1)					**40,273**
Income and expenses on the negotiation of interest-rate derivatives			*Note 21*	*11,942*	
Income and expenses on the negotiation of other derivatives			*Note 21*	*8,859*	
Total impact on net financial expense (2)				***20,801***	

(1) *Gains and losses arising on the fair value measurement of hedging instruments are equal to the sum of the impact on hedging reserves of interest-rate derivatives eligible for hedging (€33.8 million) and the impact of equity-accounted groups (€6.5 million).*

(2) *The impact on the net financial expense equals the impact of interest rate derivatives (€1.8 million and €10.1 million, respectively), the impact of other current asset derivatives (€72.9 million) and the impact of other current liability derivatives (-€64.0 million).*

Interest rate derivatives

The Eurazeo group is exposed to interest rate risk. Management actively manages this exposure to risk through the use of a number of derivative instruments. The purpose is to reduce fluctuations in cash flow resulting from changes in interest rates, where the Company deems it appropriate.

The interest rate swaps used by the Group help to convert part of the contracted floating-rate debt into fixed-rate debt.

Interest rate derivatives are measured on the basis of market data at the balance sheet date (interest-rate curve from which the zero coupon curve is derived). Fair value is calculated using a discounted cash flow model and takes account of the counterparty risk associated with these contracts.

As of December 31, 2010, the equity reserve for interest rate swaps accounted for as cash flow hedging instruments was negative €187.7 million (after tax). This reserve is released when the hedged items impact the income statement.

Other derivative financial instruments (current)

As part of portfolio financing for the Accor and Edenred shares, Eurazeo entered into contracts comprising certain components qualifying as derivatives:

- an equity forward contract under which the Group receives a notional amount depending on the share price at the trade date. This notional will be repaid based on the stock market price of the share on maturity;
- an equity swap contract, under which the Group receives the capital gain/loss recognized on the maturity of the shares and pays the interest rate on the borrowing.

These transactions are, in substance, borrowings guaranteed by share pledges and break down as follows:

- the equity forward is equivalent to a hybrid borrowing, comprising a host contract and an equity swap embedded derivative;
- the equity swap is a free-standing derivative, the terms and conditions of which match the embedded derivative.

The derivatives are therefore recorded in balance sheet assets and liabilities at identical amounts up to the maturity of the borrowing.

In addition, an embedded derivative was recognized in respect of the bond issue exchangeable for Danone shares (see Note 14, Net Debt).

Derivatives associated with the structured financing of shares are measured on the basis of market data at the balance sheet date (stock market price, interest rate) and estimated data (expected dividend distribution rate). Fair value is calculated using a discounted cash flow model.

INTEREST RATE RISK

In accordance with IFRS 7, interest rate risk is presented as part of a sensitivity analysis. It reflects the impact of interest rate movements on interest expenses, the net financial expense and equity.

The interest rate sensitivity analysis is based on the following assumptions:

- changes in the yield curve have no impact on fixed-rate financial instruments where they are measured at amortized cost;
- changes in the yield curve have an impact on floating-rate financial instruments where they are not designated as hedged items. Interest rate movements have an impact on the gross finance cost, and are therefore included when calculating the sensitivity of net finance costs and equity to interest rate risks;
- changes in the yield curve have an impact on the fair value of those derivatives qualifying for cash flow hedge accounting. Fair value gains and losses on the instrument are taken to hedging reserves in equity. This impact is therefore included when calculating the sensitivity of equity to interest-rate risk;
- changes in the yield curve have an impact on derivatives (interest rate swaps, caps, etc.) that do not qualify for hedge accounting insofar as these changes affect their fair value. Fair value gains and losses are recognized in the income statement. This impact is therefore included when calculating the sensitivity of net finance costs and equity to interest-rate risks.

The following table presents the impact on Eurazeo group net finance costs and equity of a 100 basis point increase or decrease in interest rates based on the above assumptions and assuming an instant impact, parallel across the full length of the curve, occurring from Day 1 of the fiscal year and remaining constant thereafter:

	-100 bp		-100 bp	
Nature	Hedging reserve	Net financial expense	Hedging reserve	Net financial expense
Financial instruments designated as hedging instruments	119,588		(96,145)	
Non-derivative floating-rate financial instruments (unhedged)		(10,558)		10,558
Interest-rate derivatives (not qualifying for hedge accounting)		7,383		(7,663)
TOTAL IMPACT (BEFORE TAX)	**119,588**	**(3,175)**	**(96,145)**	**2,895**
Sensitivity of equity to changes in interest rate	*+100 bp*	*1.9%*	*-100 bp*	*-1.6%*
Sensitivity of net finance costs to changes in interest rate	*+100 bp*	*0.6%*	*-100 bp*	*-0.5%*

OTHER NON-CURRENT ASSETS AND LIABILITIES

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Interest-rate derivatives qualifying for hedge accounting	15	1,446	276
Cash collateral	10	-	159,546
Other non-current assets		7,868	9,025
Other non-current assets		**9,314**	**168,847**
Non-current liability derivative instruments	15	185,107	304,420
Other non-current liabilities		5,366	2,506
Other non-current liabilities		**190,473**	**306,926**

NOTE 16

Trade and other payables

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Fleet payables	9	617,232	599,203
Trade payables		390,350	411,067
Down payments from customers		1,632	2,547
Other creditors		4,174	5,939
Total trade payables included in WCR	**7**	**1,013,388**	**1,018,756**
Trade payables on property, plant and equipment		14,847	21,648
TOTAL TRADE AND OTHER PAYABLES		**1,028,235**	**1,040,404**

Fleet payables concern operating lease contracts.

NOTE 17

Other assets and liabilities

(In thousands of euros)

	Note	12/31/2010	12/31/2009
Prepaid expenses		55,130	56,340
Other assets		-	848
TOTAL OTHER CURRENT ASSETS		**55,130**	**57,188**
CURRENT INCOME TAX PAYABLE		**48,313**	**34,990**
Employee benefits payable		163,905	144,698
Deferred income		102,366	92,190
Other liabilities		192,570	237,963
TOTAL OTHER LIABILITIES	**7**	**458,841**	**474,851**

NOTE 18

Segment reporting

Pursuant to IFRS 8, Operating Segments, segment reporting is presented in line with internal reporting and information presented to the chief operating decision maker (Eurazeo's Executive Board) for the purposes of allocating resources to the segment and assessing its performance.

Eurazeo group operating segments can be allocated to the Group's three businesses:

- Holding company: investment in non-consolidated investments and co-investment fund business;
  > operating segment: each company contributes to the "holding company" segment,
- Industry and Services: investment as an active shareholder (consolidated investments);
  > operating segment: each investment represents an operating segment,
- Real Estate: investment in predominantly real estate assets;
  > operating segments: the investment in ANF and all real estate sector investments represent one operating segment.

Note 25, Subsidiaries and associates, indicates the business activity of each consolidated company.

The contribution of equity-accounted groups to consolidated net income is set out in Note 6, Investments in associates.

Depending on the investment, the main performance indicators are as follows:

- in the income statement: adjusted EBIT (earnings before interest and taxes), adjusted EBITDA (earnings before interest, taxes, amortization and depreciation) and adjusted EBITDAR (earnings before interest, taxes, amortization, depreciation and rent);
- in the balance sheet: adjusted net debt (before and after financing costs).

Restatements between operating income before other income and expenses and the various income statement performance indicators mainly concern:

- restatements for non-recurring items (restructuring costs, acquisition costs, asset depreciation/amortization following acquisitions);
- reclassification of the estimated interest component included in operating lease charges (specific to Europcar);
- fair value gains and losses on investment properties (ANF).

The main restatement to net debt corresponds to the recognition of the operating lease debt (specific to Europcar).

These restatements were calculated directly based on the IFRS contributions of each operating segment and can be reconciled directly with the published consolidated financial statements.

SEGMENT REPORTING AS OF DECEMBER 31, 2010

Segment income statement

(In millions of euros)

	12/31/2010	Holding company		
		Total	Elis	Europcar
Revenue	4,040.2	107.8	1,067.6	1,973.1
Inter-company eliminations and other reclassifications	(119.6)	(75.6)	(3.5)	
Total consolidated revenue	**3,920.6**	**32.1**	**1,064.1**	**1,973.1**
Operating income before other income & expenses	**792.5**	**351.4**	**175.5**	**169.8**
Inter-company transactions	0.0	2.7	3.5	(0.0)
Consolidation restatements	58.6	58.5		
Adjusted operating income before other income & expenses	**851.1**	**412.5**	**179.0**	**169.7**
Fair value gains (losses) on buildings				
Interest included in operating lease payments				38.3
Restructuring expenses				20.9
Acquisition/pre-opening expenses				0.7
Amortization of intangible assets				5.7
Other non-recurring items				7.4
Other			1.1	
Adjusted EBIT			**180.0**	**242.7**
% Adjusted EBIT margin				*12.3%*
Charges to/reversals of deprec., amort. & provisions			166.8	
Adjusted EBITDA			**346.8**	
% Adjusted EBITDA margin			*32.5%*	
Rental income				
Adjusted EBITDAR				
% Adjusted EBITDAR margin				

(1) *Company carrying the investments in Colyzeo I and II.*

(2) *Primarily Immobilière Bingen (ANF parent company). Revenue includes dividends of €22.1 million paid by ANF.*

(3) *B&B Hotels revenue is a cumulated revenue (€97.4 million). 2010 consolidated revenue totaled €98.5 million.*

Segment net debt

(In millions of euros)

	12/31/2010	Holding company		
		Total	Elis	Europcar
Borrowings	7,001.1	802.7	1,966.5	2,412.8
Cash assets	(1,402.4)	(890.5)	(31.4)	(398.2)
IFRS net debt	**5,598.7**	**(87.8)**	**1,935.1**	**2,014.6**
Inter-company eliminations				(1.3)
Employee profit-sharing			(36.8)	
Operating lease debt and other adjustments			2.0	991.4
Adjusted IFRS net debt			**1,900.3**	**3,004.6**
Financing costs			19.5	
Adjusted IFRS net debt after financing costs			**1,919.8**	

(1) *Debt relating to Accor and Edenred shares.*

(2) *Primarily Immobilière Bingen (ANF parent company). The €100.0 million borrowing concerns Immobilière Bingen.*

Detailed information on debt maturities and the nature of covenants is presented in Note 14.

	Industry and Services				Real Estate			
	APCOA	B&B [3]	Other	Total	ANF	Colyzeo [1]	Other [2]	Total
	699.7	97.4	3.2	3,841.0	69.1		22.3	91.4
		1.0	(2.9)	(5.5)	(16.3)		(22.3)	(38.6)
	699.7	**98.3**	**0.3**	**3,835.6**	**52.9**		**0.0**	**52.9**
	14.9	**30.9**	**(2.5)**	**388.6**	**61.8**	**(9.3)**	**0.0**	**52.5**
	(0.2)	(21.1)	(1.3)	(19.0)	16.4	(0.0)		16.3
		0.2		0.2				
	14.8	**10.0**	**(3.7)**	**369.7**	**78.2**	**(9.3)**	**0.0**	**68.9**
					(32.7)			
	16.6							
		1.2						
		0.9						
	1.3	0.4			(1.0)			
	32.6	**12.5**			**44.6**			
	18.4	8.4			12.0			
	51.0	**20.9**			**56.6**			
	7.3%	*21.4%*			*81.8%*			
		18.2						
		39.0						
		40.1%						

	Industry and Services				Real Estate		
	APCOA	LH19 [1]	Other	Total	ANF	Other [2]	Total
	664.4	566.6		5,610.2	488.1	100.0	588.1
	(53.7)	(0.0)	(1.8)	(485.2)	(26.6)	(0.1)	(26.7)
	610.6	**566.5**	**(1.8)**	**5,125.1**	**461.5**	**99.9**	**561.4**
	(2.1)						
	(0.3)				(1.7)		
	608.2	**566.5**			**459.8**		

SEGMENT REPORTING AS OF DECEMBER 31, 2009

Segment income statement

(In millions of euros)

	2009	Holding company		
	(12 months)	Total	Elis	Europcar
Revenue	3,962.9	164.3	1,042.4	1,851.4
Inter-company eliminations and other reclassifications	(177.5)	(119.8)	(5.7)	
Total consolidated revenue	**3,785.4**	**44.5**	**1,036.7**	**1,851.4**
Operating income before other income & expenses	**491.7**	**235.0**	**162.5**	**110.3**
Inter-company transactions	0.1	1.6	5.7	(0.4)
Consolidation restatements	8.0		1.6	
Adjusted operating income before other income & expenses	**499.9**	**236.6**	**169.8**	**109.9**
Fair value gains (losses) on buildings				
Interest included in operating lease payments				44.9
Restructuring expenses				19.9
Acquisition/pre-opening expenses				
Amortization of intangible assets				5.6
Other non-recurring items				31.1
Other			1.1	1.6
Adjusted EBIT			**170.9**	**213.0**
% Adjusted EBIT margin				*11.5%*
Charges to/reversals of deprec., amort. & provisions			163.9	
Adjusted EBITDA			**334.8**	
% Adjusted EBITDA margin			*32.1%*	
Rental income				
Adjusted EBITDAR				
% Adjusted EBITDAR margin				

(1) Company carrying the investments in Colyzeo I and II.
(2) Primarily Immobilière Bingen (ANF parent company). Revenue includes dividends of €20.4 million paid by ANF.
(3) B&B Hotels revenue is a cumulated revenue (€177.4 million). 2009 consolidated revenue totaled €179.7 million.

Segment net debt

(In millions of euros)

	12/31/2009	Holding company (1)		
		Total	Elis	Europcar
Borrowings	7,216.3	1,070.8	1,920.4	2,242.9
Cash assets	(910.3)	(472.0)	(39.0)	(309.3)
Cash collateral	(159.5)			
IFRS net debt	**6,146.5**	**598.8**	**1,881.5**	**1,933.6**
Inter-company eliminations				(4.6)
Employee profit-sharing			(38.8)	
Operating lease debt				917.5
Other adjustments			0.5	2.5
Adjusted IFRS net debt			**1,843.2**	**2,849.0**
Financing costs			24.9	
Adjusted IFRS net debt after financing costs			**1,868.1**	

(1) Holding company segment debt includes the debt relating to the Danone shares of €911.7 million.
(2) Debt relating to the Accor shares.
(3) Primarily Immobilière Bingen (ANF parent company). The €100.0 million borrowing concerns Immobilière Bingen.

	Industry and Services				Real Estate			
	APCOA	B&B [3]	Other	Total	ANF	Colyzeo [1]	Other [2]	Total
	639.5	177.4	2.6	3,713.3	64.6		20.8	85.4
		1.3	(1.5)	(6.0)	(30.9)		(20.8)	(51.7)
	639.5	**178.7**	**1.1**	**3,707.3**	**33.6**			**33.6**
	7.5	**63.3**	**(14.1)**	**329.5**	**(72.1)**	**(2.3)**	**1.7**	**(72.8)**
		(38.8)		(33.4)	31.9			31.9
		1.3	(2.0)	0.9	7.1			7.1
	7.5	**25.9**	**(16.1)**	**297.0**	**(33.1)**	**(2.3)**	**1.7**	**(33.7)**
					70.5			
	28.1							
		0.5						
		0.7						
	1.0	0.3			(0.8)			
	36.6	**27.4**			**36.7**			
	16.1	10.3			15.6			
	52.7	**37.7**			**52.2**			
	8.2%	*21.3%*			*80.9%*			
		33.4						
		71.2						
		40.1%						

	Industry and Services					Real Estate		
	APCOA	B&B	LH19 [2]	Other	Total	ANF	Other [3]	Total
	646.5	238.6	544.6		5,593.1	452.5	100.0	552.5
	(52.9)	(16.3)	(0.8)	(1.3)	(419.5)	(18.5)	(0.2)	(18.7)
			(159.5)		(159.5)			
	593.6	**222.4**	**384.2**	**(1.3)**	**5,014.0**	**433.9**	**99.8**	**533.7**
	(3.1)							
						(11.6)		
	590.5	**222.4**	**384.2**			**422.3**		
		0.3						
		222.7						

NOTE 19

Revenue and Other income and expenses

REVENUE

Revenue breaks down as follows:

(In thousands of euros)

	2010								2009
	Sales of goods	Sales of services	Cash income	Royalties	Dividends	Rental & lease income	Other income	Total	
Danone					*21,434*			*21,434*	*32,618*
Banca Léonardo								*0*	*4,041*
Dividends from non-consolidated investments					21,434			21,434	36,659
B&B Hotels revenue		97,006					1,303	98,309	178,677
Europcar revenue				53,107		1,836,109	83,933	1,973,149	1,851,356
APCOA revenue		699,744						699,744	639,507
Elis revenue	47,863	1,015,726					470	1,064,059	1,036,710
Real estate revenue						52,865		52,865	33,604
Income from financial assets held for trading			8,563					8,563	6,753
Other							2,443	2,443	2,100
REVENUE	**47,863**	**1,812,476**	**8,563**	**53,107**	**21,434**	**1,888,974**	**88,149**	**3,920,566**	**3,785,366**

Groupe B&B Hotels revenue comprises hotel room rental services and royalties received from the B&B Hotels franchise network up to the date of removal of Groupe B&B Hotels from the scope of consolidation, that is, July 1, 2010.

Europcar Groupe revenue comprises revenue from the rental of vehicles, commission on services related to vehicle rental (including fuel) and royalties received from the Europcar franchise network, net of discounts and reductions and excluding inter-company sales, value added tax and other sales taxes.

APCOA group revenue comprises services rendered relating to car park management.

Elis group revenue comprises rental and cleaning services for textiles, industrial clothing and other sanitary gear.

ANF revenue comprises rent collected on real estate assets in Lyons and Marseilles and rent collected on B&B Hotels following the sale of the group by Eurazeo.

OTHER INCOME AND EXPENSES

(In thousands of euros)

	Notes	2010	2009
Capital gains (losses) on the securities portfolio		373,936	217,636
Impairment losses on available-for-sale financial assets	5	(12,326)	(3,965)
Other capital gains (losses) and disposal costs		1,845	1,802
Fair value gains (losses) on investment properties	4	32,685	(70,492)
Other income and expenses		(2,422)	(170)
OTHER INCOME AND EXPENSES		**393,718**	**144,811**

Capital gains on the security portfolio correspond to the sale of Danone shares in the amount of €292.3 million (disposal proceeds: €457.2 million) and Groupe B&B Hotels in the amount of €78.3 million excluding disposal costs (disposal proceeds: €169.3 million; capital gain net of disposal costs: €75.2 million).

The pre-tax consolidated capital gain of €292.3 million on the sale of 10,482,376 Danone shares breaks down as follows:

- under the optimized disposal program for Danone shares, LH22 sold 8,038,255 shares at a price of €43.47;
- LH22 sold 2,444,121 Danone shares over the course of the year at an average price of €44.11.

NOTE 20

Number of employees and employee benefits expense

EMPLOYEE BENEFITS EXPENSE

(In thousands of euros)

	2010	2009
Wages and salaries	694,840	677,056
Social security contributions	187,827	178,435
Employee mandatory profit-sharing/incentive schemes	27,403	27,803
Share-based payments	5,477	6,902
Other employee benefits	8,182	786
TOTAL EMPLOYEE BENEFITS EXPENSE	**923,729**	**890,982**

NUMBER OF EMPLOYEES

(in number of people)

	2010	2009
Executives	3,018	3,026
Supervisory personnel	1,281	1,353
Office and sales employees	6,380	6,838
Production and maintenance employees	15,055	14,420
TOTAL EMPLOYEES BY CATEGORY	**25,734**	**25,637**
France	13,330	13,662
Europe excluding France	11,948	11,458
Rest of the world	456	517
TOTAL EMPLOYEES	**25,734**	**25,637**

The total workforce of the Eurazeo group, including equity-accounted companies is approximately 129,700 in 2010, compared to approximately 143,000 in 2009.

The decrease in the total workforce is mainly due to changes in the scope of consolidation (removal of Sirti, scope changes in Accor).

NOTE 21

Net financial expense

(In thousands of euros)

	Note	2010	2009
Interest on borrowings		(566,924)	(507,368)
Total finance costs, gross		**(566,924)**	**(507,368)**
Income and expenses on traded interest-rate derivatives	15	11,942	1,025
Hedging reserve released to profit or loss		(18,277)	(25,208)
Income and expenses on traded other derivatives	15	8,859	(50,428)
Fair value gains (losses) on financial assets held for trading		58	1,364
Other financial income and expenses		4,994	8,347
Total income and expenses on cash, cash equivalents and other financial instruments		**7,576**	**(64,900)**
Total finance costs, net		**(559,348)**	**(572,268)**
Foreign exchange losses		(36,991)	(15,107)
Foreign exchange gains		39,641	18,415
Other		(1,287)	(8,604)
Total other financial income and expenses		**1,363**	**(5,296)**
NET FINANCIAL EXPENSE		**(557,985)**	**(577,564)**

Gross finance costs include the one-off cost of the renegotiation of Europcar's debt of €42 million.

NOTE 22

Income tax expense

PROOF OF TAX

(In thousands of euros)

	2010	2009
Consolidated net income	80,401	(318,746)
Share of income of associates	(6,387)	39,449
Current income tax expense	*(44,128)*	*11,783*
Deferred income tax expense	*15,166*	*(144,803)*
Income tax expense	(28,962)	(133,020)
Net income before tax	45,052	(412,317)
Theoretical tax rate	34.43%	34.43%
Theoretical tax charge	**15,511**	**(141,961)**
Actual tax charge	**(28,962)**	**(133,020)**
Impact of taxation not based on net income *	14,684	9,023
Difference	**59,157**	**82**
Breakdown of the difference		
Difference in tax rates	(17,994)	(9,251)
Non-taxable items	53,828	50,499
Non-deductible items	(50,480)	(99,446)
Items taxable at reduced rates	135,445	121,164
Tax losses carried forward not capitalized	(87,346)	(63,884)
Offset of tax losses carried forward not capitalized	12,880	1,162
Impact of commercial real estate tax regime	14,149	(12,376)
Other	(1,325)	12,214

* *Primarily IRAP (Italy) and CVAE (France).*

Non-deductible items primarily comprise impairment losses recognized in the period (impact of €31.7 million) and non-deductible interest expenses.

Non-taxable items primarily comprise dividend proceeds and the capital gain realized on the disposal of the Groupe B&B Hotels shares (portion concerning consolidated reserves).

Items taxable at reduced rates mainly comprise capital gains realized on the sale of Danone shares.

SOURCES OF DEFERRED TAX

(In thousands of euros)

	12/31/2009 Net	Changes in consolida-tion scope	Net income	Impact on equity	Impact of foreign currency translation	12/31/2010 Net
Deferred tax sources - asset items						
Intangible assets	(538,872)	6,688	31,617		(789)	(501,356)
Property, plant and equipment	(50,574)	(15,534)	(2,223)	(26,530)	(123)	(94,984)
Investment properties	(43,304)		(7,605)	(8,464)		(59,373)
Available-for-sale assets	(658)		(6,770)	6,216	(1)	(1,213)
Vehicle fleet	(15,351)		6,643		(297)	(9,005)
Other assets	8,846	(89)	(21,825)		18,124	5,056
Derivative financial instruments - assets	(999)		(9)	1,965		957
Deferred tax sources - liability items						
Provisions	10,759		2,289			13,048
Employee benefits	15,343	(139)	(1,394)	859	129	14,798
Borrowings	(53,415)	214	12,875		(42)	(40,368)
Other liabilities	1,668		4,920		(279)	6,309
Derivative financial instruments - liabilities	162,834	(953)	(410)	(19,643)		141,828
Other liabilities	4,473	(695)	3,490		174	7,442
Tax losses carried forward	180,854	(200)	(36,764)		948	144,838
NET DEFERRED TAX ASSETS (LIABILITIES)	**(318,396)**	**(10,708)**	**(15,166)**	**(45,597)**	**17,844**	**(372,023)**
Deferred tax assets	**295,779**					**161,312**
Deferred tax liabilities	**(614,175)**					**(533,334)**

Other information

The decrease in the deferred tax asset balance is mainly due to the reclassification of the deferred tax asset on Eurazeo losses capitalized in 2009 (€91 million) in current tax assets, following the exercise of the carry-back option by the Eurazeo tax group in 2010. In addition, Eurazeo recognized a deferred tax asset of €29.3 million in respect of tax losses of the year. A carry-back request will similarly be submitted in respect of these tax losses in 2011.

As of December 31, 2010, remaining deferred tax assets resulting from the capitalization of tax losses total €144.9 million.

ANALYSIS OF THE CAPITALIZATION OF TAX LOSSES

Deferred tax assets are recognized in respect of tax losses carried forward wherever it is probable that they can be offset against future taxable income.

Tax losses break down as follows:

In thousands of euros

	Fiscal year of tax losses				
	2007 and before	2008	2009	2010	Total
Tax losses (base)	**271,947**	**246,877**	**477,186**	**387,639**	**1,383,649**
Tax losses capitalized	223,304	109,345	301,168	98,020	731,837
Tax loss utilization cut-off date	unlimited	unlimited	unlimited	unlimited	
Deferred tax assets arising from tax losses	**72,210**	**30,996**	**100,556**	**32,446**	**236,208**
o/w exercise of carry-back option			*91,142*		*91,142*
i.e. an average tax rate of:	*32.34%*	*28.35%*	*33.39%*	*33.10%*	*32.28%*
Tax losses for which no deferred tax asset has been recognized (base)	48,643	137,532	176,018	289,619	651,813

NOTE 23

Additional information concerning financial assets and liabilities

Please also refer to the Executive Board's report for further disclosures required by IFRS 7.

FAIR VALUE AND CARRYING AMOUNT OF FINANCIAL ASSETS AND LIABILITIES

(In millions of euros)

		12/31/2010		Breakdown by financial instrument category				
	Notes	Carrying amount	Fair value	Fair value through profit or loss	Fair value through equity	Loans and receivables	Debt at amortized cost	Derivative instruments
Available-for-sale assets (non-current)	5	1,141	1,141	-	1,141	-	-	-
Other non-current assets	15	9	9	-	-	8	-	1
Trade and other receivables	8	1,267	1,267	-	-	1,267	-	-
Available-for-sale assets (current)	5	6	6	-	6	-	-	-
Vehicle fleet	9	1,519	1,519	-	-	1,519	-	-
Other assets	15-17	128	128	-	-	55	-	73
Other short-term deposits	10	245	245	245	-	-	-	-
Restricted cash	10	87	87	87	-	-	-	-
Cash and cash equivalents	10	1,071	1,071	1,071	-	-	-	-
Financial assets		**5,473**	**5,473**	**1,402**	**1,147**	**2,849**	**-**	**75**
Borrowings	14	5,514	5,603	-	-	-	5,603	-
Other non-current liabilities	15	190	190	-	-	5	-	185
Trade and other payables	16	1,028	1,028	-	-	1,028	-	-
Other liabilities	15-17	764	764	-	-	459	-	306
Bank overdrafts and current portion of borrowings	14	1,487	1,487	12	-	-	1,475	-
Financial liabilities		**8,984**	**9,074**	**12**	**-**	**1,492**	**7,078**	**491**

(In millions of euros)

	12/31/2009		Breakdown by financial instrument category				
	Carrying amount	Fair value	Fair value through profit or loss	Fair value through equity	Loans and recei-vables	Debt at amortized cost	Derivative instruments
Available-for-sale assets (non-current)	1,373	1,373	-	1,373	-	-	-
Other non-current assets	212	212	-	-	212	-	-
Trade and other receivables	1,293	1,293	-	-	1,293	-	-
Available-for-sale assets (current)	2	2	-	2	-	-	-
Vehicle fleet	1,518	1,518	-	-	1,518	-	-
Other assets	325	325	-	-	57	-	268
Other short-term deposits	43	43	43	-	-	-	-
Cash and cash equivalents	867	867	867	-	-	-	-
Financial assets	**5,633**	**5,633**	**910**	**1,375**	**3,080**	**-**	**268**
Borrowings	4,976	5,070	-	-	-	5,070	-
Other non-current liabilities	307	307	-	-	3	-	304
Trade and other payables	1,040	1,040	-	-	1,040	-	-
Other liabilities	914	914	-	-	475	-	440
Bank overdrafts and current portion of borrowings	2,144	2,144	19	-	-	2,125	-
Financial liabilities	**9,382**	**9,476**	**19**	**-**	**1,518**	**7,195**	**744**

The main measurement methods adopted are as follows:

- items recognized at fair value through profit or loss are, in the same way as derivatives, marked-to-market (for listed instruments) or marked to a model based on interbank market rates (Euribor, etc.);
- available-for-sale financial assets are marked-to-market (for listed securities) or marked to recent transactions or the relevant net asset value;
- borrowings are recognized at amortized cost, using the effective interest method. For unlisted debt, the fair value shown only reflects interest rate movements for fixed-rate debt, while for total debt it includes potential movements in Group credit risk. The closing price was used for listed debt (Europcar and Eurazeo bonds);
- given their extremely short due dates, the fair value of trade receivables (including the vehicle fleet) and payables is considered equivalent to their carrying amount.

NOTE 24

Related-party disclosures

Eurazeo has no financial commitments on behalf of related companies other than those disclosed in these notes.

Executive Board members are the key managers of Eurazeo as defined by IAS 24.

As of December 31, 2010, the balances recorded in the Company balance sheet and income statement in respect of related undertakings (associates only) and key managers are as follows:

(In thousands of euros)

	Holding company	Income	Expenses	Assets	Liabilities
Associates					
Financière Truck (Investissement)					
Investment	Eurazeo			9,435	
Investment	EP			3,317	
Convertible bonds	Eurazeo			34,493	
Convertible bonds	EP			6,899	
Interest on convertible bonds	Eurazeo			11,680	
Interest on convertible bonds	EP			2,345	
Accor					
Investment	Legendre Holding 19			858,197	
Income from investment	Legendre Holding 19	45,892			
Edenred					
Investment	Legendre Holding 19			299,797	
RAY INVESTMENT S.à.r.l. (Rexel)					
Investment	Ray France Invest.			489,374	
Intercos					
Investment	Broletto 1			58,969	
Fonroche					
Investment	Legendre Holding 25			25,000	
Key managers					
Short-term benefits (1)	Eurazeo		(7,133)		
Post-employment benefits (2)	Eurazeo		(1,000)		
Share-based payments	Eurazeo		(3,538)		

(1) Short-term benefits of key managers consist of salaries, including a variable portion paid during the past year.

(2) Key managers are entitled to a "top-up" pension (known in France as an "Article 39" pension) which only vests if the beneficiary is present in the Company when he or she retires.

NOTE 25

Subsidiaries and associates

Company	Registered office	Country	Conso-lidation method	% control	% interest	Change in consolidation scope
Parent company						
Eurazeo	Paris	France				
Holding company						
Legendre Holding 22	Paris	France	FC	100.00%	100.00%	
Eurazeo Management Lux	Luxembourg	Luxembourg	FC	100.00%	100.00%	
Eurazeo Services Lux	Luxembourg	Luxembourg	FC	100.00%	100.00%	
Eurazeo Partners	Luxembourg	Luxembourg	FC	100.00%	7.25%	
ECIP Europcar	Luxembourg	Luxembourg	FC	53.61%	3.71%	
Eurazeo Partners B	Luxembourg	Luxembourg	FC	100.00%	6.21%	
ECIP Italia	Luxembourg	Luxembourg	FC	100.00%	16.23%	
ECIP Elis	Luxembourg	Luxembourg	FC	100.00%	6.61%	
ECIP Agree	Luxembourg	Luxembourg	FC	100.00%	6.66%	
Euraleo	Milan	Italy	FC	50.00%	50.00%	
Eurazeo Italia	Milan	Italy	FC	100.00%	100.00%	
Real estate						
Immobilière Bingen	Paris	France	FC	100.00%	100.00%	
ANF	Paris	France	FC	59.19%	59.04%	
Eurazeo Real Estate Luxembourg	Luxembourg	Luxembourg	FC	100.00%	100.00%	
Legendre Holding 8	Paris	France	FC	100.00%	100.00%	
Industry and Services						
Accor sub-group						
Legendre Holding 19	Paris	France	FC	100.00%	87.17%	
Accor - consolidated group	Paris	France	EA	32.71%	8.86%	
Edenred - consolidated group	Paris	France	EA	21.50%	8.90%	Acquisition
B&B Hotels sub-group (to July 1, 2010)						
Groupe B&B Hotels SAS	Brest	France				Disposal
Financière B&B Hotels SAS	Brest	France				Disposal
B&B Hotels SAS	Brest	France				Disposal
Freyming Hôtel SNC	Dijon	France				Disposal
Gerzat Hôtel SNC	Dijon	France				Disposal
Paray le Monial Hôtel SNC	Dijon	France				Disposal
Perpignan Hôtel SNC	Dijon	France				Disposal
APJ SARL	Dijon	France				Disposal
BMJ Immobilière	Brest	France				Disposal
B&B Hotel GMbH	North Wiesbaden	Germany				Disposal
B&B Hotels Italia SRL	Milan	Italy				Disposal
B&B Hotels Polka Sp. Zo.o.	Warsaw	Poland				Disposal
B&B Hotels Hungary	Budapest	Hungary				Disposal
Mire SAS	Brest	France				Disposal

FC = Full consolidation.

EA = Equity accounted.

Company	Registered office	Country	Conso-lidation method	% control	% interest	Change in consolidation scope
Europcar sub-group						
Europcar Groupe SA	Guyancourt	France	FC	100.00%	85.12%	
Europcar International SASU	Guyancourt	France	FC	100.00%	85.12%	
Europcar Holding SAS	Guyancourt	France	FC	100.00%	85.12%	
Securitifleet Holding	Guyancourt	France	FC	100.00%	84.51%	Acquisition
Securitifleet Holding Bis	Guyancourt	France	FC	100.00%	0.00%	Acquisition
EC Finance plc	Guernsey	UK	FC	100.00%	0.00%	Acquisition
FCT	Paris	France	FC	100.00%	0.00%	Acquisition
EC1	Guyancourt	France	FC	100.00%	85.12%	Acquisition
EIS EEIG	Guyancourt	France	FC	100.00%	85.12%	
Europcar France SAS	Guyancourt	France	FC	100.00%	85.12%	
Securitifleet SAS	Guyancourt	France	FC	100.00%	84.51%	
Securitifleet Location	Rouen	France	FC	100.00%	85.12%	Acquisition
Parcoto Services EURL	Rouen	France	FC	100.00%	85.12%	
Europcar International SA und Co OHG	Hamburg	Germany	FC	100.00%	85.12%	
Europcar Autovermietung GmbH	Hamburg	Germany	FC	100.00%	85.12%	
Securitifleet GmbH	Hamburg	Germany	FC	100.00%	8.48%	
InterRent Immobilien GmbH	Hamburg	Germany	FC	100.00%	85.12%	
Car2Go hamburg	Hamburg	Germany	EA	50.00%	63.84%	Acquisition
Ultramar Cars SL	Palma de Mallorca	Spain	FC	100.00%	85.12%	
Europcar SA	Zaventen	Belgium	FC	100.00%	85.12%	
Europcar IB SA	Madrid	Spain	FC	100.00%	85.12%	
Securitifleet SL	Madrid	Spain	FC	100.00%	4.22%	
Europcar United Kingdom Limited	Watford	United Kingdom	FC	100.00%	85.12%	
Europcar Italia SpA	Rome	Italy	FC	100.00%	84.54%	
Securitifleet Srl	Rome	Italy	FC	100.00%	84.54%	
Europcar Internacional Aluger de Automovies, SA	Lisbon	Portugal	FC	100.00%	85.11%	
Monaco Auto Location SAM	Monaco	Monaco	FC	100.00%	85.12%	
PremierFirst Vehicle Rental EMEA Holdings Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
PremierFirst Vehicle Rental (Holdings) Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
PremierFirst Vehicle Rental (Group) Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
PremierFirst Vehicle Rental Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
Diplema 272 Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
Diplema 274 Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
Provincial Assessors Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
PremierFirst Vehicle Rental (Properties) Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
PremierFirst Vehicle Rental Pension Scheme Trustees Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	

FC = Full consolidation.

EA = Equity accounted.

Company	Registered office	Country	Conso-lidation method	% control	% interest	Change in consolidation scope
PremierFirst Vehicle Rental Insurances (Guernsey) Mtd	St Peter Port	Guernsey	FC	100.00%	85.11%	
Europcar Group UK Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
Provincial Securities Ltd	Leicester	United Kingdom	FC	100.00%	62.14%	
PremierFirst Vehicle Rental (German Holdings) GmbH	Wiesbaden	Germany	FC	100.00%	85.12%	
PremierFirst Vehicle Rental GmbH	Wiesbaden	Germany	FC	100.00%	85.12%	
PremierFirst Autovermietung GmbH & Co. KG	Wiesbaden	Germany	FC	100.00%	85.12%	
PremierFirst Vehicle Rental (Switzerland) AG	Zurich	Suisse	FC	100.00%	85.10%	
PremierFirst Vehicle Rental (Franchising) Ltd	Leicester	United Kingdom	FC	100.00%	85.12%	
Euroguard	Gibraltar	Gibraltar	FC	100.00%	85.12%	
Auto Ibiza Rent a Car SA	Ibiza	Spain	FC			Disposal
Pitiusas Taller de Reparaciones SA	Ibiza	Spain	FC			Disposal
Solcar SA	Palma de Mallorca	Spain	FC			Disposal
Europcar Holding Proprietary Ltd	Melbourne	Australia	FC	100.00%	85.12%	
Europcar Australia Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
G1 Holdings (Australia) Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
CLA Holdings Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
SMJV Ltd	Christchurch	New Zealand	FC	100.00%	85.12%	
BVJV Ltd	Christchurch	New Zealand	FC	100.00%	85.12%	
MVS Holdings (Australia) Pty Ltd	New South Wales	Australia	FC	100.00%	85.12%	
MVS Trading Pty Ltd	Australian Capital	Australia	FC	100.00%	85.12%	
CLA Trading Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
E Rent a car Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
JSV Trading Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
BAJV Pty Ltd	Victoria	Australia	FC	50.00%	42.56%	
Delta Car Rentals Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
Delta Cars & Trucks Rentals Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
Eurofleet Sales Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
Eurofleet Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
GPV Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
SCJV Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
Delta Truck Rentals Pty Ltd	Victoria	Australia	FC	100.00%	85.12%	
APCOA sub-group						
LH APCOA	Paris	France	FC	100.00%	100.00%	
APCOA group GmbH	Stuttgart	Germany	FC	100.00%	84.54%	
APCOA Finance Luxembourg	Luxembourg	Luxembourg	FC	100.00%	84.54%	Acquisition
APCOA Parking Holdings GmbH	Leinfelden-Echterdingen	Germany	FC	100.00%	81.18%	
APCOA Parking AG	Leinfelden-Echterdingen	Germany	FC	100.00%	81.18%	
APCOA Autoparking GmbH	Leinfelden-Echterdingen	Germany	FC	100.00%	81.18%	
Parcon Gesellschaft für Parkraummanagement und Consulting mbH	Hamburg	Germany	FC	100.00%	41.40%	

FC = Full consolidation.

EA = Equity accounted.

Company	Registered office	Country	Consolidation method	% control	% interest	Change in consolidation scope
OPG - Parking GmbH	Osnabruck	Germany	FC	100.00%	41.40%	
APCOA Parking Service GmbH (WPS)	Frankfurt	Germany	FC	100.00%	81.18%	
APCOA Parking Austria GmbH	Vienna	Austria	FC	100.00%	81.18%	
APCOA d.o.o.	Rijeka	Croatia	FC	100.00%	81.18%	
APCOA Parking Holdings (UK) Limited	London	United Kingdom	FC	100.00%	81.18%	
APCOA Parking (UK) Limited	London	United Kingdom	FC	100.00%	81.18%	
APCOA Facilities Mgmt. (UK) Limited	London	United Kingdom	FC	100.00%	81.18%	
APCOA Facilities Mgmt. (Harrow) Limited	London	United Kingdom	FC	100.00%	81.18%	
APCOA Parking Services UK Limited (CPS of UK)	London	United Kingdom	FC	100.00%	81.18%	
APCOA Parking Ireland Ltd.	Lucan Village	Ireland	FC	100.00%	81.18%	
APCOA Holding Italia S.r.l.	Mantova	Italy	FC	100.00%	81.18%	
APCOA Parking Italia S.p.A.	Mantova	Italy	FC	100.00%	81.18%	
Central Parking System Parco Leonardo S.r.l.	Rome	Italy	FC	100.00%	81.18%	
EuroPark Holding AS	Oslo	Norway	FC	100.00%	81.18%	
EuroPark Scandinavia AS	Oslo	Norway	FC	100.00%	81.18%	
EuroPark AS	Oslo	Norway	FC	100.00%	81.18%	
Interpark AS	Oslo	Norway	FC	100.00%	81.18%	
Kreditt-Plan AS	Oslo	Norway	FC	100.00%	81.18%	Acquisition
EuroPark Svenska AB	Stockholm	Sweden	FC	100.00%	81.18%	
EuroPark Öst AB	Stockholm	Sweden	FC	100.00%	81.18%	
Rationell Parkeringsservice RPS AB	Stockholm	Sweden	FC	100.00%	81.18%	
PS Park Smart AB	Stockholm	Sweden	FC	100.00%	81.18%	
Parking Holding Danmark ApS	Vejle	Denmark	FC	100.00%	81.18%	
EuroPark A/S	Vejle	Denmark	FC	100.00%	81.18%	
EuroIncasso ApS	Vejle	Denmark	FC	100.00%	81.18%	
APCOA Parking Polska Sp.z.o.o.	Warsaw	Poland	FC	100.00%	81.18%	
APCOA Parking Nederland BV	Rotterdam	Pays-Bas	FC	100.00%	64.94%	
WPM Parking BV	Rotterdam	Pays-Bas	FC			Merger
APCOA Belgium NV	Antwerp	Belgium	FC	100.00%	81.18%	
APCOA Parking Switzerland AG	Zurich	Switzerland	FC	100.00%	41.40%	
APCOA Parking Service Switzerland AG	Bienne	Switzerland	FC	100.00%	81.18%	
APCOA Hellas EPE	Athens	Greece	FC	100.00%	81.18%	
APCOA Parking Espagna SA	Madrid	Spain	FC	100.00%	81.18%	
Central Parking System Espagna CPSE SA	Madrid	Spain	FC	100.00%	81.18%	
Elis sub-group						
Holdelis	Puteaux	France	FC	98.02%	81.77%	
M.A.J.	Pantin	France	FC	100.00%	81.77%	
Les Lavandières	Avrillé	France	FC	100.00%	81.77%	
Régionale de Location et Services Textiles	Marcq en Baroeul	France	FC	100.00%	81.77%	
Pierrette - TBA	Malzeville	France	FC	100.00%	81.77%	
Le Jacquard Français	Gerardmer	France	FC	100.00%	81.77%	
GIE Elis	Puteaux	France	FC	100.00%	81.77%	

FC = Full consolidation.

EA = Equity accounted.

Company	Registered office	Country	Conso-lidation method	% control	% interest	Change in consolidation scope
Société d'Equipements Textiles	Antony	France				Merger
Thimeau	Meaux	France	FC	100.00%	81.77%	
Grenelle Service	Gennevilliers	France	FC	100.00%	81.77%	
Cassiopée	Nanterre	France	FC	100.00%	81.77%	
Société de Nettoyage et de désinfection d'Ivry	Vitry sur Seine	France	FC	100.00%	81.77%	
Maison de Blanc Berrogain	Anglet	France	FC	100.00%	81.77%	
SOC	Vitry sur Seine	France	FC	100.00%	81.77%	
Location Blanchet	Lecousse	France	FC	100.00%	81.77%	
Blanchisserie Poulard	Nanterre	France	FC	100.00%	81.77%	
AD3	Dardilly	France	FC	100.00%	81.77%	
Novalis	Puteaux	France	FC	100.00%	81.77%	
SCI Compans	Pantin	France	FC	100.00%	40.88%	
SCI Château de Janville	Puteaux	France	FC	100.00%	81.77%	
Lovetra	Cergy Pontoise	France	FC	100.00%	81.77%	
GIE Eurocall Partners	Villeurbanne	France	FC	100.00%	81.77%	
Blanchisserie Moderne	Montlouis sur Loire	France	FC	96.34%	78.77%	
SCI La Forge	Bondoufle	France	FC	100.00%	81.77%	
Société de Participations Commerciales et Industrielles	Cergy Pontoise	France	FC	100.00%	81.77%	
SCI 2 Sapins	Grenoble	France	FC	100.00%	81.77%	
HTS France	Puteaux	France	FC	100.00%	81.77%	
SHF	Puteaux	France	FC	100.00%	81.77%	
Anapurna	Gennevilliers	France				Acquisition then Merger
Molinel	Frelinghien	France	FC	100.00%	81.77%	
Guston Molinel	Frelinghien	France	EA	50.00%	40.88%	
Promed	St Pierre des Corps	France				Merger
Compagnie Générale de Blanchisserie	La Farlède	France				Merger
Hades	Brussels	Belgium	FC	100.00%	81.77%	
SNDI (Suisse) SA	Brugg	Switzerland	FC	100.00%	81.77%	
Elis Manomatic	Barcelona	Spain	FC	100.00%	81.77%	
Gespal La Paloma	Madrid	Spain	FC	100.00%	81.77%	
Auxiliar Hotelera Arly	Andorra	Andorra	FC	100.00%	81.77%	
Arly les Valls	Andorra	Andorra	FC	100.00%	81.77%	
Spast	Samora Correira	Portugal	FC	100.00%	81.77%	
Gafides	Samora Correira	Portugal	FC	100.00%	81.77%	
Elis Luxembourg	Luxembourg	Luxembourg	FC	100.00%	81.77%	
Kennedy Hygiene Products LTD	Uckfield	United Kingdom	FC	100.00%	81.77%	
Kennedy Exports LTD	Uckfield	United Kingdom	FC	100.00%	81.77%	
AF System	Rondissone	Italy	FC	100.00%	81.77%	
Rentex	Milan	Italy	FC	100.00%	81.77%	
Elis Holding GmbH	Rehburg-Loccum	Germany	FC	100.00%	81.77%	
Elis Textil-Service GmbH	Mörlenbach	Germany	FC	100.00%	81.77%	
RWV Textilservice Beteiligungs GmbH	Rehburg-Loccum	Germany	FC	100.00%	81.77%	

FC = Full consolidation.

EA = Equity accounted.

Company	Registered office	Country	Conso-lidation method	% control	% interest	Change in consolidation scope
Schäfer Wäsche-Vollservice GmbH	Ibbenbüren	Germany	FC	100.00%	81.77%	
Rolf Und Horst Schäfer GmbH & Co. KG	Ibbenbüren	Germany	FC	100.00%	81.77%	
Wolfsperger Verwaltungs GmbH	Freiburg	Germany	FC	100.00%	81.77%	
Wolfsperger Textilservice GmbH & Co. KG	Freiburg	Germany	FC	100.00%	81.77%	
SNDI S.R.O.	Slavkov ù Brna	Czech Rep.	FC	100.00%	81.77%	
Blanchival SA	Sion	Switzerland	FC	80.00%	65.41%	Acquisition
Blanchisserie des Epinettes SA	Plan-les-Ouates	Switzerland	FC	100.00%	81.77%	Acquisition
Blanchisserie des Epinettes, Acacias SA	Plan-les-Ouates	Switzerland	FC	100.00%	81.77%	Acquisition
Hedena SA	Plan-les-Ouates	Switzerland	FC	100.00%	81.77%	Acquisition
Laventex SA	Givisiez	Switzerland	FC	90.00%	73.59%	Acquisition
Lavopital SA	Plan-les-Ouates	Switzerland	FC	100.00%	81.77%	Acquisition
Lavotel SA	Nyon	Switzerland	FC	100.00%	81.77%	Acquisition
LL La Lavanderie SA	Plan-les-Ouates	Switzerland	FC	100.00%	81.77%	Acquisition
Financière Truck (Investissement) sub-group						
Financière Truck (Investissement) - consolidated group	La-Défense	France	EA	19.91%	13.22%	
Intercos sub-group						
Broletto 1	Milan	Italy	FC	99.91%	63.45%	
Intercos Groupe - consolidated group	Milan	Italy	EA	39.63%	25.14%	
Sirti sub-group						
Broletto 2	Milan	Italy	FC	99.90%	58.76%	
Società Italiana Investimenti Tecnologici	Milan	Italy				Disposal
Rexel sub-group						
Ray France Investment	Paris	France	FC	95.01%	95.01%	
Ray Investment - consolidated group	Luxembourg	Luxembourg	EA	32.04%	30.44%	
Fonroche sub-group						
Legendre Holding 25	Paris	France	FC	100.00%	100.00%	Acquisition
Fonroche Energie SAS - consolidated group	Roquefort	France	EA	20.00%	20.00%	Acquisition

FC = Full consolidation.

EA = Equity accounted.

NOTE 26

Other information

RISK MANAGEMENT POLICY

Information concerning the risk management policy and interest rate and credit risks is presented in Chapter 2.4, Risk Factors and Insurance, of the Registration Document.

POST-BALANCE SHEET EVENTS

The Combined Shareholders' Meeting will be asked to approve an exceptional distribution in the form of presentation of ANF Immobilier shares, received beforehand from Immobilière Bingen.

This distribution has a dual objective:

- improve the liquidity of the ANF Immobilier share by reducing Eurazeo's current indirect interest from 59.0% to 51.4% (on a diluted base) in order to encourage a stock market revaluation;
- perform an exceptional distribution to Eurazeo shareholders (1 for 30), while retaining control of ANF Immobilier.

The distribution also enables Immobilière Bingen to reduce its debt in the amount of €103 million, including accrued interest and repayment of the swap.

With the exception of the above distribution, no events subsequent to December 31, 2010 are likely to have a material impact on the consolidated financial statements of the Eurazeo group.

Post-balance sheet events are presented in Chapter 3.8, Post-balance sheet events, of the Registration Document.

GROUP AUDIT FEES

Audit fees expensed within the Group break down as follows:

(In thousands of euros)

	Ernst &Young			%	Pricewaterhouse Coopers			%	Other *	2010
	Eurazeo	Subsidiaries	Total		Eurazeo	Subsidiaries	Total			
Statutory Audit	383	1,314	1,698	89%	380	2,134	2,514	54%	341	4,553
Audit, certification and inspection of individual and consolidated financial statements										
Other diligences and services directly related to the audit engagement	15	97	112	6%	891	849	1,740	38%	28	1,879
Other services rendered by the network										
Tax, legal and corporate		*32*	*32*	*2%*		*178*	*178*	*4%*	*21*	*232*
Other services rendered by the network	*23*	*36*	*59*	*3%*	*35*	*162*	*197*	*4%*	*58*	*314*
TOTAL FEES	**421**	**1,479**	**1,901**	**100%**	**1,305**	**3,323**	**4,628**	**100%**	**449**	**6,977**

* *Services rendered to subsidiaries only.*

(in thousands of euros)

	Ernst &Young			%	Pricewaterhouse Coopers			%	Other *	2009
	Eurazeo	Subsidiaries	Total		Eurazeo	Subsidiaries	Total			
Statutory Audit	360	1,454	1,814	74%	395	2,750	3,145	77%	449	5,407
Audit, certification and inspection of individual and consolidated financial statements										
Other diligences and services directly related to the audit engagement	328	183	511	21%	483	49	532	13%	2	1,045
Other services rendered by the network										
Tax, legal and corporate		*143*	*143*	*6%*		*253*	*253*	*6%*	*46*	*442*
Other services rendered by the network				*0%*		*137*	*137*	*3%*	*137*	*274*
TOTAL FEES	**687**	**1,780**	**2,467**	**100%**	**878**	**3,189**	**4,067**	**100%**	**634**	**7,168**

* *Services rendered to subsidiaries only.*

OFF-BALANCE SHEET COMMITMENTS

(In millions of euros)

	12/31/2010				12/31/2009
	Holding company	Real Estate	Industry and Services	Total	
Commitments given	**(858.5)**	**(796.8)**	**(4,509.4)**	**(6,164.7)**	**(5,976.7)**
Assigned receivables not due (Dailly forms, etc.)			(326.5)	(326.5)	(304.1)
Current mortgages and sureties					
■ ANF shares (closing price)		(487.5)		(487.5)	(462.8)
■ Danone shares (closing price)	(772.7)			(772.7)	(1,152.8)
■ Accor shares (closing price)			(1,176.5)	(1,176.5)	(882.1)
■ Real estate holdings	(16.7)	(263.1)		(279.8)	(286.7)
■ Other pledges			(254.8)	(254.8)	(227.0)
Europcar vehicle buy-back commitments			(628.0)	(628.0)	(402.0)
Deposits, endorsements and guarantees given			(186.5)	(186.5)	(158.1)
Operating leases					
■ Minimum lease payments under non-cancellable operating leases (< 1 year)			(392.7)	(392.7)	(416.4)
■ Minimum lease payments under non-cancellable operating leases (1 to 5 years)			(747.8)	(747.8)	(778.0)
■ Minimum lease payments under non-cancellable operating leases (> 5 years)			(790.9)	(790.9)	(814.5)
Vendor warranties			(5.8)	(5.8)	(5.9)
Other commitments given					
■ Colyzeo and Colyzeo II	(35.9)	(37.1)		(73.0)	(49.1)
■ Investment funds	(11.3)			(11.3)	(18.6)
■ Real estate	(22.0)	(9.0)		(31.0)	(18.5)
Commitments received	**1,109.9**	**102.3**	**47.9**	**1,260.1**	**1,265.2**
Investment subscriptions of Eurazeo Part./Eurazeo Part. B limited partners	109.9			109.9	118.1
Current mortgages and sureties				0.0	0.0
Deposits, endorsements and guarantees received		2.8	9.9	12.6	13.9
Vendor warranties			38.1	38.1	27.8
Other commitments received	1,000.0	99.5		1,099.5	1,105.4

HOLDING COMPANY BUSINESS

Eurazeo commitments

All Eurazeo commitments deemed material under current accounting standards are described below, with the exception of those resulting from confidential shareholders' agreements.

Guarantee commitments given

Under the Colyzeo and Colyzeo II credit lines and for the term of the Colyzeo Capital LLC Partnership Agreement, Eurazeo guaranteed the commitments given by Eurazeo Real Estate Lux in Colyzeo II for a total amount of €60 million. Residual commitments as of December 31, 2010 totaled €35.9 million.

Other commitments given

Eurazeo gave a commitment to invest US$15 million in the US Eurazeo Partners fund. Residual commitments as of December 31, 2010 totaled €11.3 million.

Under the terms of a comfort letter dated February 11, 2010, Eurazeo undertook to ensure that APCOA group GmbH is able to satisfy its commitment to make an additional capital contribution to APCOA Parking Holdings GmbH of a maximum amount of €16.7million.

Pursuant to the sale to Carlyle of Groupe B&B Hotels shares on September 28, 2010, Eurazeo granted a number of warranties:

- a general warranty covering standard declarations concerning all Groupe B&B Hotels companies;
- a specific warranty covering risks relating to current or future management-agent disputes notified before March 31, 2012; compensation payable under this warranty is capped at €14.6 million, and the maximum portion attributable to Eurazeo based on its direct and indirect investment in GBB is €10.5 million;

- a specific warranty covering tax risks capped at €16 million and expiring at the end of the applicable limitations period; the maximum portion attributable to Eurazeo based on its direct and indirect investment in GBB is €11.5 million, partially covered by an insurance policy purchased in this respect.

Other commitments received

On January 26, 2006, Eurazeo was granted a five-year €500 million loan by a banking syndicate. This loan was increased to €1 billion on July 6, 2006, accompanied by two one-year options to extend. In 2007, this agreement was extended for the first time to July 2012 (€1 billion), and in 2008 it was extended for a second time to July 2013 (€875 million).

As of December 31, 2010, this loan had not been drawn and the total commitment received by Eurazeo amounted to €1 billion.

Commitments to hold securities

- As part of the guarantee covering Eurazeo Real Estate Lux's investment in Colyzeo II, Eurazeo undertook to hold the entire share capital of Eurazeo Real Estate Lux.
- Under the terms of an agreement signed on February 15, 2007 by the FTI partners, Eurazeo undertook to retain its FTI shares for a period of 4 years. Furthermore, in the event that Financière Truck Sarl (the majority shareholder in FTI) and Eurazeo lose control of FTI, Financière Truck Sarl may, subject to a number of conditions, require Eurazeo to dispose of its shares in FTI subject to the price, terms and conditions offered by the potential buyer.
- Pursuant to the shareholders' agreement between Eurazeo and Colony Capital signed on May 4, 2008 and amended on December 18, 2009, Eurazeo and Colony Capital reciprocally undertook to retain their interests in Accor and Edenred until January 1, 2012.
- As part of the €100 million loan granted to Immobilière Bingen, Eurazeo has undertaken to retain directly at least 95% of Immobilière Bingen shares and voting rights.

Commitments involving Legendre Holding 22

As part of the issue by Eurazeo of bonds exchangeable for existing Danone shares held by Legendre Holding 22, the latter granted Eurazeo a call option covering 16,433,370 Danone shares, subject to adjustment in the event of Danone share capital transactions.

Pursuant to the delegation signed with Eurazeo, Legendre Holding 22 gave a commitment to bondholders as delegate, to deliver Danone shares in accordance with bond terms and conditions. This delivery commitment is guaranteed by the pledge of a securities account to which Danone shares likely to be delivered are credited. As of December 31, 2010, 16,433,370 Danone shares are recorded in the pledged securities account, representing a value of €772.7 million (based on the closing stock market price).

Commitments received by Eurazeo Partners companies

Underwriting commitments received from non-group shareholders by Eurazeo Partners SCA, Sicar and Eurazeo Partners B SCA, Sicar total €465.4 million. Residual commitments received total €109.9 million as of December 31, 2010.

Commitment received by RedBirds US LP

Pursuant to the sale by RedBirds US LP to FC Co-Investment Limitpar LLC, a Colony group entity, of its interest in FC Co-Investment Partner LP for US$1 on August 26, 2009, RedBirds US LP holds a financial recovery clause enabling the receipt of 80% of any profits realized by FC Co-Investment Limitpar LLC or any Colony group entity on the sale of these shares to a third party.

Commitments involving Legendre Holding 25

Legendre Holding 25 has undertaken to hold Fonroche Energie shares for a 5-year period until May 5, 2015.

REAL ESTATE BUSINESS

Commitments involving Immobilière Bingen

Commitments given

Immobilière Bingen has agreed to secure the obligations under its November 21, 2005 loan agreement with HSBC and Calyon as follows:

- pledge of bank account balances;
- pledge of the securities account containing the ANF shares;
- assignment of current or future sums owed by the hedging bank in respect of any interest rate hedging agreements entered into by Immobilière Bingen in connection with the loan;
- assignment under the Dailly Act of current or future sums owed by Finaxa to Immobilière Bingen under the vendor warranty granted by Finaxa in connection with the purchase of ANF's shares by Immobilière Bingen (described above).

In connection with this loan, Immobilière Bingen also gave a commitment to retain a minimum 57% investment in ANF.

Vendor warranties received

Pursuant to the purchase by Immobilière Bingen of ANF shares, a vendor warranty agreement was entered into on March 1, 2005 by Finaxa, the seller of the ANF shares and Eurazeo (Immobilière Bingen being substituted for Eurazeo). This warranty has expired, except in respect of certain real estate assets for which the warranty is unlimited, both in amount and in duration and for certain claims relating to tax, mandatory payment, social security and customs issues, which are not statute barred.

Commitments involving ANF

Commitments given

The following guarantees were given to secure the 7-year, €250 million loan extended by HSBC, Calyon, BECM and Société Générale:

- pledge of bank accounts;
- assignment under the Dailly Act of building insurance cover.

The following guarantees were given to secure the 7-year €213-million loan and the €75 million credit facility extended by Natixis, BECM and Société Générale:

- mortgage secured on the buildings funded;
- assignment under the Dailly Act of receivables relating to all ANF income from the buildings (specifically: rental income, "loss of rent" insurance cover, the hedging contract and right of recourse regarding building purchase contracts).

Since 2003, ANF Immobilier has regularly received requests from the Lyons and Marseilles city councils to clean the facades of various sections of its real estate assets. Given the extent of the surface area to be cleaned and the time necessary for the organization and performance of the work, this work will be spread over a number of fiscal years with the agreement of the Lyons and Marseilles city councils. The total cost of the work still to be undertaken was estimated at €4.7 million as of December 31, 2010.

Commitments received

Current off-balance sheet commitments received by ANF primarily concern undrawn credit facilities at the year-end:

- ANF has secured several credit facilities. Open credit facilities not yet drawn total €90.9 million;
- ANF received a joint and several guarantee from Groupe B&B Hotels covering the payment of rent.

Commitments involving Eurazeo Real Estate Lux

Eurazeo Real Estate Lux, agreed to invest €228.0 million in the Colyzeo and Colyzeo II funds, real estate investment funds created jointly with Colony Capital. The residual commitment as of December 31, 2010 was €37.1 million.

INDUSTRY AND SERVICES BUSINESS

Commitments involving Europcar Groupe companies

Europcar Groupe and certain Europcar subsidiaries have given guarantees in the normal course of their business, especially as security for credit facilities. As of December 31, 2010, the total amount of such guarantees was €186.3 million. Europcar has commitments under operating leases in respect of fleet assets of €159.1 million and other assets of €155.8 million (sum of minimum lease payments). The majority of other assets are branch office leased premises.

In addition, commitments given in connection with vehicle purchase agreements amounted to €628.0 million as of December 31, 2010 for the entire group.

Commitments involving APCOA group companies

As of December 31, 2010, the total amount of rentals payable for the remaining lease period was €1,591.6 million.

Lastly, pursuant to the Facilities Agreements of April 23 and August 10, 2007, the following APCOA group companies pledged assets and assigned receivables:

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APCOA group companies	Assignment of receivables	Bank accounts pledged	Shares pledged
APCOA Parking Holdings GmbH	yes	yes	yes
APCOA Parking AG	yes	yes	yes
APCOA Autoparking GmbH	yes	yes	yes
APCOA Parking Holdings UK Ltd.	yes	yes	yes
APCOA Parking (UK) Ltd.	yes	yes	yes
APCOA Facilities Management (UK) Limited	yes	yes	yes
APCOA Facilities Management (Harrow) Limited	yes	yes	
APCOA Parking Services (UK) Ltd.	yes	yes	yes
EuroPark Holding AS	yes	yes	yes
EuroPark Scandinavia AS, Norway	yes	yes	yes
EuroPark AS, Norway	yes	yes	yes
EuroPark Svenska AB	yes	yes	yes
Parking Holdings Danmark ApS	yes	yes	yes
EuroPark A/S	yes	yes	yes
APCOA Holding Italia Srl	yes	yes	yes
APCOA Parking Italia SpA	yes		yes
APCOA Parking Austria GmbH	yes	yes	yes
APCOA Belgium NV	yes	yes	yes

Excluding pledges of consolidated shares, the pledges corresponded to a total amount of €253.1 million.

Commitments involving Elis group companies

Commitments given

To secure the financing underwritten by the Group on the acquisition of Novalis, HoldElis and some of its subsidiaries gave the commitments below to the lenders represented by BNP Paribas:

	Pledged items		
Elis group companies	Company shares	Company bank accounts	Other commitments given
Holdelis		yes	(1)
Novalis	yes	yes	(3)
M.A.J.	yes	yes	(2)/(3)/(4)
SPCI	yes		
Pierrette TBA	yes		
Grenelle Service	yes		
Les Lavandières	yes		
RLST	yes		
Hadès	yes		
Lavotel	yes		(5)
Hedena	yes		(5)
Kennedy Hygiène Products	yes		

(1) HoldElis pledged its receivables from the vendors of the Novalis shares and pledged its receivables from suppliers existing at the time of the sale of the Novalis shares.

(2) M.A.J. pledged the Elis trademark.

(3) Novalis and M.A.J. signed an agreement to assign business receivables relating to current account loans and advances to HoldElis group companies.

(4) M.A.J. signed an agreement to assign commercial receivables due from customers.

(5) M.A.J. granted a payment delegation over any compensation receivable in respect of vendor warranties.

Commercial receivables assigned by the Elis group total €326.5 million and other commitments given total €7.7 million.

As of December 31, 2010, the total amount of rentals payable for the remaining lease period was €24.9 million.

Commitments received

As part of various corporate acquisitions, the Group holds vendor warranties totaling €36.7 million as of December 31, 2010.

Deposits, endorsements and guarantees received by Elis as of December 31, 2010 totaled €9.9 million.

Commitments involving Legendre Holding 19

Pursuant to the refinancing of the acquisition of its investment in Accor and Edenred, Legendre Holding 19 granted a pledge over its securities accounts for the duration of the financing, *i.e.* until November 15, 2015. As of December 31, 2010, the pledges concerned 23,061,291 Accor shares and 23,061,291 Edenred shares, representing a total value of €1,176.5 million based on closing stock market prices.

4.7 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2010

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Meeting, we hereby report to you, for the year ended December 31, 2010, on:

- the audit of the accompanying consolidated financial statements of Eurazeo;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Executive Board. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at December 31, 2010 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

II. Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

Accounting methods and principles

The accounting method used toreflect the effects of the demergerof the Accor group is provided in part I «Accounting methods and principles» and in Note 6 to the consolidated financial statements.

The Company sold its investment in the B&B Hotels group in 2010. The accounting consequences resulting from this sale, in particular concerning hotels owned by the subsidiary ANF, are set out in Note 1 to the consolidated financial statements.

As part of our assessment of the accounting principles and methods, we verified the appropriateness of the accounting methods and treatments used for these transactions and their proper application as well as the information provided in the aforementioned notes to the consolidated financial statements.

Accounting estimates

As disclosed in the section «Critical accounting estimates and assumptions» from part I of the notes to the consolidated financial statements entitled «Accounting methods and principles», the Company carries out:

- an impairment test on goodwill and intangible assets with an indefinite useful life and investments in associates, as described in Notes 1, 2 and 6 to the consolidated financial statements;
- significant estimates concerning the fair value of investment properties (Note 4 to the consolidated financial statements).

Our work consisted in examining the methods applied, reviewing expert reports, examining the data used and documentation available, assessing the assumptions on which the estimates are based and in making sure that the notes to the consolidated financial statements give the appropriate disclosures. On these bases, we assessed the reasonableness of these estimates.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification

As required by law and in accordance with professional standards applicable in France, we have also verified the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, April 18, 2011

The Statutory Auditors

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies

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COMPANY FINANCIAL STATEMENTS

5.1 PARENT COMPANY BALANCE SHEET

ASSETS

(In thousands of euros)

		12/31/2010			12/31/2009	12/31/2008
	Note	Gross	Depreciation, amortization and provisions	Net	Net	Net
Non-current assets						
Intangible assets	1	718	628	90	162	117
Property, plant and equipment	1	5,413	2,917	2,496	3,057	3,612
Land		1		1	4	4
Buildings		5	5			3
Other property, plant and equipment		5,407	2,912	2,496	2,926	3,485
PP&E under construction					127	120
Financial assets (1)	2	5,293,233	695,649	4,597,584	4,868,164	4,322,592
Investments		4,862,630	695,409	4,167,221	4,314,047	3,733,591
Receivables from investments	3	55,793		55,793	201,360	254,850
Portfolio securities (TIAP)		45,694	215	45,479	46,534	46,576
Receivables from portfolio securities	3	113		113	113	113
Other securities holdings		326,101	4	326,097	304,694	280,986
Loans	3	1,323		1,323	1,415	1,599
Treasury shares		1,576	21	1,555		4,195
Other financial assets		1		1	1	681
Total I		**5,299,364**	**699,193**	**4,600,171**	**4,871,384**	**4,326,320**
Current assets						
Receivables (2)	3	224,260	37	224,223	141,107	14,718
Other debtors		133,202	37	133,165	133,876	14,718
French State - income tax		91,059		91,059	7,232	
Treasury shares	4	71,927	13,494	58,433	60,116	68,856
Marketable securities	4	735,898	313	735,585	419,713	256,385
Securities		734,289	313	733,976	419,707	256,193
Accrued interest		1,610		1,610	6	193
Cash and cash equivalents	4	151,014		151,014	50,868	513
Prepaid expenses	5	1,342		1,342	1,169	1,285
Deferred charges	5	9,722		9,722	12,963	
Total II		**1,194,165**	**13,845**	**1,180,320**	**685,937**	**341,758**
TOTAL ASSETS		**6,493,529**	**713,038**	**5,780,491**	**5,557,321**	**4,668,078**
(1) Of which due in less than one year:				*439*	*6,608*	*19,543*
(2) Of which due in more than one year:				*212,559*	*121,500*	*nil*

EQUITY AND LIABILITIES

(In thousands of euros)

	Note	12/31/2010 Before appropriation	12/31/2009 Before appropriation	12/31/2008 Before appropriation
Equity	**6**			
Share capital		176,875	168,290	168,654
Share, merger and contribution premiums		75	518	
Legal reserve		10,608	9,528	9,794
Legal reserve on net long-term capital gains		7,063	7,063	7,063
Regulated reserve on net long-term capital gains		1,436,172	1,436,172	1,436,172
General reserve		1,705,232	1,711,543	1,316,339
Retained earnings		92,300	150,675	135,451
Net income for the year		65,460	5,923	478,291
Total I		**3,493,785**	**3,489,711**	**3,551,764**
Provisions for contingencies and losses	**7**			
Provisions for contingencies		941	537	78,723
Provisions for losses		4,810		
Total II		**5,751**	**537**	**78,723**
Liabilities (1)	**3**			
Convertible bonds		724,572	724,572	
Bank borrowings		110,311	110,271	101,181
Trade payables and related accounts		2,987	3,167	12,084
Taxes payable		1,432	892	40,869
Employee benefits payable		4,383	3,257	2,109
Other liabilities		1,437,158	1,223,228	876,466
Payables to suppliers of PP&E and related accounts		14		
Deferred income		99	1,686	4,882
Unrealized foreign exchange gains				
Total III		**2,280,955**	**2,067,072**	**1,037,591**
TOTAL EQUITY AND LIABILITIES		**5,780,491**	**5,557,321**	**4,668,078**
(1) Of which less than one year:		*172,345*	*137,237*	*922,612*

5.2 INCOME STATEMENT

(In thousands of euros)

	Notes	01/01/2010 12/31/2010	01/01/2009 12/31/2009	01/01/2008 12/31/2008
Asset management operations				
Ordinary income	**8**	**59,736**	**102,854**	**97,668**
Income from investments		31,377	90,456	36,940
Income from portfolio securities			28	42,380
Income from marketable securities		3,579	985	6,991
Other income		24,780	11,385	11,357
Ordinary expenses	**9**	**(90,106)**	**(68,320)**	**(82,553)**
Employee benefits expense		(20,949)	(18,661)	(18,445)
Taxes and levies		(2,646)	(2,040)	(2,379)
Other purchases and expenses		(13,330)	(13,700)	(14,744)
Financial expenses		(53,180)	(33,919)	(46,986)
Gross operating income from ordinary operations		**(30,370)**	**34,533**	**15,114**
Non-recurring income (loss) on management operations		13	(395)	(716)
Foreign exchange gains (losses)		(1)	3	(1)
Net proceeds from sales of marketable securities	10	2,065	1,835	2,187
Depreciation and amortization		(587)	(702)	(729)
Charges to provisions		(8,364)	(3,241)	
Reversals of provisions and expense reclassifications		9	4	46
Taxes	17	84	47	7,720
Income from asset management operations		**(37,151)**	**32,085**	**23,621**
Investment transactions				
Capital gains (losses) on sales of investments	11	135,158	(10,977)	(28,701)
Capital gains (losses) on sales of portfolio securities	11	404		1,065,703
Capital gains (losses) on sales of other financial assets	11	1,974	(1,232)	
Cost of financial asset disposals		(3,134)		(19)
Investment expenses		(3,124)	(4,282)	(4,058)
Other financial income and expenses	12	1,485	(91,572)	463
Charges to provisions	13	(135,151)	(67,817)	(500,915)
Reversals of provisions	13	15,152	144,345	32,562
Taxes	17			(91,139)
Income from investment transactions		**12,765**	**(31,534)**	**473,897**
Non-recurring transactions				
Capital gains on disposals of property, plant and equipment		249	(8)	9,709
Non-recurring income and expenses	16	(1,019)	(1,570)	(6,526)
Reversals of provisions and expense reclassifications	13	1,493	8,065	28,067
Charges to provisions	13	(1,935)	(1,115)	(65,067)
Taxes	17	91,059		14,590
Income from non-recurring transactions		**89,846**	**5,371**	**(19,226)**
NET INCOME (BEFORE MINORITY INTERESTS)		**65,460**	**5,923**	**478,291**

5.3 NOTES TO THE FINANCIAL STATEMENTS

5.3.1 ACCOUNTING PRINCIPLES AND METHODS

The annual financial statements have been prepared in accordance with the principles and methods defined in CRC Regulation no. 99–03, as confirmed by the Order of June 22, 1999.

Generally accepted accounting principles were applied in accordance with the principle of prudence and the general rules governing the preparation and presentation of financial statements, as well as the basic assumptions of:

- going concern;
- accruals; and
- consistency.

The financial statements have been prepared on a historical cost basis.

They are presented in accordance with the recommendations contained in French National Accounting Institute (*Conseil National de la Comptabilité*) Guideline no. 63, published in January 1987, applicable to portfolio companies.

5.3.2 ACCOUNTING POLICIES

Property, plant and equipment

Since January 1, 2005, the Company applies the General Chart of Accounts regulations implementing the French National Accounting Institute notices on the definition, recognition and measurement of assets (CRC Regulation no. 2002-10 of December 12, 2002; CRC Regulation no. 2003-07 of December 12, 2003; CRC Regulation no. 2004-06 of November 23, 2004 and the Order of December 24, 2004).

Depreciation is calculated on a straight-line basis over the following periods:

- buildings: 25 to 30 years;
- other: 10 years;
- fixtures and fittings: 5 to 10 years;
- office equipment: 3 to 5 years;
- computer hardware: 3 or 5 years;
- furniture: 5 or 10 years.

Gross values include the purchase price and any non-refundable VAT.

Non-current asset purchase costs

CRC Regulation no. 2004-06 on assets provides for the inclusion in assets of expenses incurred in connection with the purchase of property, plant and equipment, intangible assets, securities holdings and marketable securities and offers an option for them to be expensed in the year incurred.

Eurazeo has opted to apply the simplified prospective method, which enables it not to restate the value of assets already in the accounts.

It has further opted to treat expenses incurred in connection with asset purchases as expenses for the year in the case of property, plant and equipment, intangible assets, securities holdings and marketable securities.

Investments, portfolio securities, other securities holdings and marketable securities

Securities and ownership interests under these headings are recognized at cost, net of incidental acquisition expenses.

Investments are measured at value in use, which is determined based on several criteria, such as Company equity, performance outlook, the economic environment, the average stock market price for the previous month and the assessment basis underlying the initial transaction.

An impairment provision is recognized where this value is less than the cost of acquisition.

The value of investments sold is calculated based on the weighted average purchase price of the securities concerned.

The value of portfolio securities is calculated at the end of each reporting period taking into account the general prospects of the companies concerned, and primarily based on their market value.

If this value is less than the historical cost of the investment, an impairment provision is recognized.

Other securities holdings and marketable securities are reported in the balance sheet at their acquisition price or transfer value, restated, if necessary, in accordance with impairment provisions determined based on their intrinsic or market value at the end of the reporting period.

In the event of disposals, portfolio securities, other securities holdings and marketable securities issued by the same company that have been held the longest are deemed to have been sold first.

Accounting treatment of co-investment plans

Pursuant to the commitments set forth in Note 18, the exercise of call options by Investco 3d Bingen, Investco 4i Bingen and Investco 5 Bingen is evidenced by the signature of share transfer orders in connection with a liquidity event. The purchase of shares by Investco 3d Bingen, Investco 4i Bingen and Investco 5 Bingen is performed at cost price, followed by the resale of those shares to Eurazeo at the same price plus an upside payment based on the overall performance of the investment portfolio created by Eurazeo over a benchmark period.

The exercise of these options is likely to result ultimately in the financial statements in an increase in the price of the holding company shares held directly by Eurazeo, in this instance:

- Groupe B&B Hotels for the B&B Hotels investment;
- Ray France for the Rexel investment;
- Europcar Groupe for the Europcar investment;
- LH APCOA for the APCOA investment;
- Holdelis (formerly Legendre Holding 20) for the Elis investment;
- RedBirds US LP for the Station Casinos investment;
- Eurazeo Italia for the Intercos and Sirti investments;
- Legendre Holding 19 for the Accor investment.

On the unwinding of these transactions, the increase in the cost price of the shares transferred corresponds to the retrocession of the capital gains to the Investco companies.

Stock options and bonus share grants

In accordance with CNC recommendation no. 2008-17 of November 6, 2008 concerning the accounting treatment of stock option plans and employee bonus share grant plans, treasury shares held and previously classified in account 502 were reclassified at net carrying amount in:

- account 502-2 “Shares available for grant to employees”;
- account 502-1 “Shares earmarked for grant to employees and allocated to specific plans” for plans “in the money”.

At the end of the fiscal year, the shares held in account 502-2 are impaired if their acquisition cost exceeds their market value.

The shares held in account 502-1 are no longer impaired to reflect their market value, but a liability provision is set aside as soon as the exercise price falls below their acquisition cost.

Employee benefit provisions

DEFINED BENEFIT PENSION PLANS

This plan consists of a top-up pension plan for members of the Executive Board and senior executives.

The provision is equal to the difference between the obligation calculated and any assets entrusted under management to insurance companies to cover this obligation.

Entitlement is determined at each year-end taking account of the age, seniority and turnover of beneficiaries and the probability of them remaining with the Company until retirement, a necessary condition under the terms of the plan.

The pension obligation is valued by an independent actuary, based on the following main actuarial assumptions:

- discount rate: 4%;
- rate of increase in salaries: 2%;
- average employee turnover: 1%.

The new 2010 Social Security Financing Law introduced from January 1, 2010 an additional 30% tax on annuities in excess of eight times the social security ceiling.

With respect to this plan amendment, the amount of the tax on the obligation existing as of December 31, 2009 was spread over 13 years (the average period separating plan beneficiaries from retirement is 12.97 years).

Foreign currency transactions

Receivables and payables as well as securities and ownership interests denominated in foreign currencies are reported in the accounts at the exchange rate applicable on the date of the relevant transaction.

At the end of the fiscal year, they are translated into euros at the closing exchange rate. Differences resulting from the application of updated exchange rates to liabilities and receivables are reported in the balance sheet under “Unrealized foreign exchange gains and losses”.

A provision for losses is set aside for any unrealized losses not offset by gains.

Borrowing costs

Borrowings costs are spread on a straight-line basis over the loan term, that is, 5 years, in equal annual amounts without applying time apportioning in the year of issue.

Accrued dividends

Dividends voted by the Annual Shareholders’ Meetings of companies in which Eurazeo holds an interest and which are not yet paid at the end of the fiscal year are reported at the date on which they are approved by the respective Shareholders’ Meetings.

5.3.3 ADDITIONAL INFORMATION

NOTE 1

Intangible assets and property, plant and equipment

(In thousands of euros)

	Gross value				Depreciation, amortization & provisions		
	12/31/2009	Additions	Disposals	Other changes	Charge	Reversal	12/31/2010
Intangible assets							
Gross value	697	21					718
Amortization and provisions	(535)				(93)		(628)
NET VALUE	**162**	**21**			**(93)**		**90**
Property, plant and equipment							
Gross value	**5,494**	**57**	**(138)**				**5,413**
Land	4		(4)				1
Buildings	17		(12)				5
Other property, plant and equipment	5,345	57	(1)	7			5,407
PP&E under construction	127		(120)	(7)			
Depreciation	**(2,436)**				**(494)**	**13**	**(2,917)**
Buildings	(17)					12	(5)
Other property, plant and equipment	(2,419)				(494)	1	(2,912)
NET VALUE	**3,057**	**57**	**(138)**		**(494)**	**13**	**2,496**

NOTE 2

Financial assets

(In thousands of euros)

	Gross value				
	12/31/2009	Additions	Disposals	Other changes	12/31/2010
Investments	4,889,301	29,874	(90,868)	34,324	4,862,630
Receivables from investments	201,360	49,082	(160,325)	(34,324)	55,793
Portfolio securities	46,925	479	(1,710)		45,694
Receivables from portfolio securities	113				113
Other securities holdings	304,697	24,244	(2,840)		326,101
Loans	1,415	14	(106)		1,323
Treasury shares		22,002	(20,426)		1,576
Other financial assets	1				1
TOTAL	**5,443,814**	**125,695**	**(276,275)**		**5,293,233**

1. "Investments"

   Movements in investments concern the acquisition of the investment in Fonroche for €25,000 thousand, the sale of the investment in Groupe B&B Hotel at a cost price of €34,165 thousand and a capital contribution repayment following the exceptional distribution of a premium by Banca Leonardo in the amount of €54,552 thousand. Information on these movements is presented in the Executive Board's report.

2. "Receivables from investments"

   The increase in receivables mainly concerns additional advances to LH APCOA of €34,643 thousand, capitalized in the amount of €34,324 thousand (Other changes column).

   Decreases concern the repayment by Legendre Holding 19 of the €127,542 thousand advance made in 2009 to finance collateral contributions and the repayment of advances granted to Groupe B&B Hotel of €17,472 thousand following the sale of this investment.

3. "Securities holdings" – The increase in this heading is due to interest recognized on Holdelis and Financière Truck Investissement bonds.

4. Movements in "Treasury shares" during the fiscal year ended December 31, 2010 concern shares held under the market-making contract, *i.e.* 27,750 shares representing 0.05% of the share capital.

(In thousands of euros)

	Provisions for impairment				
	12/31/2009	Charge	Reversal	Other changes	12/31/2010
Investments	(575,255)	(135,129)	14,975		(695,409)
Portfolio securities	(391)		176		(215)
Other securities holdings	(4)				(4)
Treasury shares		(21)			(21)
TOTAL	**(575,650)**	**(135,129)**	**15,152**		**(695,649)**

Changes in provisions on financial assets during the fiscal year ended December 31, 2010 were as follows:

- a charge of €109,182 thousand on the investment in LH APCOA reflecting impairment of the investment in APCOA group;
- a charge of €7,152 thousand on the investment in Financière Truck Investissement;
- a charge of €7,948 thousand on the investment in Euraleo and of €10,527 thousand on the investment in Eurazeo Italia, reflecting impairments in Intercos via Broletto 1;
- a reversal of €11,601 thousand on the investment in Legendre Holding 22, which carries the investment in Danone;
- a reversal of €2,556 thousand on the investment in Eurazeo Real Estate Lux;

The estimated value of portfolio securities is as follows:

(In thousands of euros)

	At the beginning of the year			At the end of the year		
	Gross carrying amount	Net carrying amount	Estimated value	Gross carrying amount	Net carrying amount	Estimated value
Portfolio measured:						
■ at average stock market prices	18,980	18,980	26,479	18,980	18,980	60,826
■ at cost (1)	27,945	27,554	27,554	26,714	26,499	26,499
TOTAL	**46,925**	**46,534**	**54,033**	**45,694**	**45,479**	**87,325**

(1) In the interests of prudence, all unlisted investments have been estimated at cost, net of provisions.

The following table presents changes in portfolio securities:

(In thousands of euros)

	Net carrying amount	Estimated value
At the beginning of the year	**46,534**	**54,033**
Acquisitions during the year	479	479
Disposals during the year (at selling price)	(2,144)	(2,144)
Capital gains/(lossed) on disposal	434	434
Change in provision for portfolio impairment	176	176
Change in unrealized capital gains and losses		34,348
At the end of the year	**45,479**	**87,325**

Acquisitions and disposals of portfolio investments during the fiscal year concern the investment in Eurazeo Partners and Eurazeo Partners B.

NOTE 3

Receivables and liabilities

RECEIVABLES

(In thousands of euros)

	Gross amount	Due in less than one year	Due in one to five years	Due in more than five years
Non-current assets	**57,230**	**439**	**56,790**	
Receivables from investments	55,793	116	55,677	
Receivables from portfolio securities	113		113	
Loans	1,323	323	1,000	
Current assets	**224,260**	**11,702**	**212,559**	
Trade receivables and related accounts	10,322	10,322		
Other receivables	122,880	1,380	121,500	
Carry-back receivables	91,059		91,059	
TOTAL	**281,491**	**12,141**	**269,349**	

Receivables from investments consist chiefly of advances extended to LH APCOA of €19,670 thousand and Eurazeo Real Estate Lux of €29,158 thousand.

Other receivables include the payment by Eurazeo to Legendre Holding 22 of €121,500 thousand covering the price of the Danone call option expiring in 5 years (June 10, 2014), issued in favor of Eurazeo pursuant to the issue of bonds exchangeable for Danone shares detailed below.

LIABILITIES

(In thousands of euros)

	Gross amount	Due in less than one year	Due in one to five years	Due in more than five years
Convertible bonds	724,572	24,572	700,000	
Bank borrowings	110,311	726	109,585	
Trade payables and related accounts	2,987	2,987		
Taxes and employee benefits payable	5,814	5,814		
Payables to suppliers of PP&E	14	14		
Other liabilities	1,437,158	138,133	1,299,025	
Deferred income	99	99		
TOTAL	**2,280,955**	**172,345**	**2,108,610**	

Bank borrowings

This heading consists of the HSBC loan of €109.6 million, which bears fixed-rate interest of 4.31% and matures in February 2013.

Bond issue

On May 28, 2009, Eurazeo launched a €700 million bond issue exchangeable for existing Danone shares held by Legendre Holding 22, comprising 15,469,613 bonds.

The bonds were issued at an initial nominal value of €45.25 for a term of 5 years (redeemable at par on June 10, 2014) and bear interest at an annual rate of 6.25%.

The number of bonds was adjusted to 16,433,370 following the issue of new Danone shares (representing a strike price of €42.59).

The portion of borrowings due in less than one year represents accrued interest.

Other liabilities

As of December 31, 2010, "Other liabilities" primarily consist of current account advances from subsidiaries under group cash management agreements.

The portion relating to the cash management agreement between Eurazeo and Legendre Holding 22 (Danone) in an amount of €1,287,079 thousand is presented in the "Due in one to five years" column, since its maturity is aligned with the maturity date of the bonds exchangeable for Danone shares issued by Eurazeo, *i.e.* June 10, 2014.

This amount primarily corresponds to the transfer of part of this company's share capital. On the dissolution of this company, this inter-company liability will simply be cancelled by offset against the shares, without impacting Eurazeo cash and cash equivalents.

NOTE 4

Cash and cash equivalents

(In thousands of euros)

	Gross value 12/31/2009	Additions	Disposals	Gross value 12/31/2010	Valuation at 12/31/2010
Treasury instruments	419,707	3,633,960	(3,319,378)	734,289	734,289
Accrued interest	6	1,610	(6)	1,610	1,610
Marketable securities	**419,713**	**3,635,569**	**(3,319,384)**	**735,898**	**735,898**
Bank accounts	791	356	(791)	356	356
Term accounts	50,041	202,687	(102,358)	150,369	150,369
Interest on term accounts	36	290	(36)	290	290
Cash and cash equivalents	50,868	203,332	(103,185)	151,015	151,015
Treasury shares	73,168	882	(2,123)	71,927	80,755
TOTAL	**543,749**	**3,839,783**	**(3,424,692)**	**958,840**	**967,668**

The Company mainly invests its cash balances in negotiable debt instruments and money-market funds. Treasury instruments include €194.1 million invested at fixed-rate interest, swapped against EONIA, and recognized as derivatives expiring in 2011.

TREASURY SHARES

"Treasury shares" consist of 1,875,760 Eurazeo shares, representing 3.23% of the share capital.

These shares are held for presentation under certain stock option plans and employee bonus share plans, have been allocated in accordance with CNC recommendation no. 2008-17 at net value and break down as follows:

Treasury shares earmarked for grant to employees

(In thousands of euros)

	Number of shares	Unit value	Total gross value	Provision for impairment (1)
At 12/31/2010				
■ Unallocated shares	904,873	21.97	19,882	0
■ Shares allocated to specific plans	970,887	53.61	52,045	13,494
TOTAL	**1,875,760**		**71,927**	**13,494**

(1) On transfer of securities.

Options exercised during the year and bonus share grants to employees generated a non-recurring loss of €970 thousand based on the historical cost price of the shares held.

Based on the average share price in December 2010, a provision for impairment was not recognized on treasury shares not allocated to a specific plan.

Conversely, a liability provision of €941 thousand was recognized in respect of shares allocated to specific plans.

Key features of current plans

	2002 Plan	2003 Plan	2004 Plan	2005 Plan	2006 Plan	2007 Plan	2008/1 Plan	2008/2 Plan	2009 Plan	2010 Plan
Type of stock option	**Subs-cription**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**
Total number of shares available for subscription or purchase *	37,047	42,258	117,281	185,557	203,084	207,048	55,125	327,290	351,745	375,802
Total number of shares subscribed or purchased as of December 31, 2010	**(2,394)**	**-**	**(32,791)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Share subscription or purchase options cancelled during the year	-	-	-	-	-	(1,250)	-	(2,919)	-	-
Share subscription or purchase options as of December 31, 2010	34,653	42,258	84,491	185,557	203,084	205,798	55,125	324,371	351,745	375,802
Date of creation of options	07/01/2002	06/03/2003	06/25/2004	07/05/2005	06/27/2006	06/04/2007	02/05/2008	05/20/2008	06/02/2009	05/10/2010
Beginning of exercise period	07/01/2006	06/03/2007	06/25/2008	07/06/2009	06/28/2010	(1)	02/05/2010	(2)	(3)	(4)
Expiry date	06/30/2012	06/03/2013	06/25/2014	07/06/2015	06/27/2016	06/04/2017	02/05/2018	05/20/2018	06/01/2019	05/09/2020
Strike price (adjusted)	**34.28**	**29.93**	**35.54**	**54.02**	**66.43**	**100.19**	**67.86**	**76.79**	**31.14**	**48.81**
Bonus shares (adjusted) granted to employees as of December 31, 2010									16,354	9,443

* *Balance as of 12/31/2009 (2009 Registration Document) adjusted for the grant of one bonus share for 20 shares held decided on June 2, 2010. For the 2010 Plan, the number and price of shares has been adjusted for the grant of one bonus share for 20 shares held decided on June 2, 2010.*

(1) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2009, one-third in 2010 and one-third in 2011.*

(2) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2010, one-third in 2011 and one-third in 2012.*

(3) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2011, one-third in 2012 and one-third in 2013.*

(4) *Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2012, one-third in 2013 and one-third in 2014.*

Share value adopted as the basis for the 10% contribution

The calculation basis for the contribution on stock option plans granted in 2010 was €3,968 thousand and €460 thousand for the bonus share plan.

Conditions governing the exercise of stock options

The conditions governing the vesting of options in 2010 are unchanged on those defined in 2007 to 2009, except for the stock market performance condition applicable from the 2009 plan to all beneficiaries.

Options will vest to employees in stages, at the end of three successive vesting periods, and provided that the beneficiary is still employed by the Company at the end of the vesting period concerned:

- the first tranche of stock options will vest definitively at the end of a two-year period;
- the second tranche of stock options will vest definitively at the end of a three-year period;
- the third tranche of stock options will vest definitively at the end of a four-year period.

Additionally, when the beneficiary has not completed four years of service at the close of one of the above-mentioned vesting periods, the options corresponding to that vesting period will not definitively vest until the beneficiary has completed four years of service with the Company.

The definitive vesting of options granted to Executive Board members and other employees of the Company as part of the third tranche is also conditional upon Eurazeo's stock market performance over a period of four years from the date on which the options were granted. The performance of Eurazeo will be compared with the performance of the market over the same period based on the LPX Europe index.

Prior to 2007, plans were not subject to any conditions, except for the 2006 plan which required the continued presence of beneficiaries in the Company for four years after the grant of the options.

Conditions governing the vesting of bonus shares

The bonus share plan provides, in particular, for a two-year vesting period, after which shares will vest only if the beneficiary continues to be employed by the Company, except in the case of death, retirement or disability.

The vesting period is followed by a two-year holding period during which the beneficiary may not sell the shares granted. The beneficiary must register the shares granted in a registered share account, indicating that they are locked-in during the holding period.

The plan also stipulates that the number of shares granted will be adjusted in the event of transactions involving the Company's share capital in order to protect the rights of beneficiaries.

During 2010, holders of stock options were offered the possibility to receive, if they so wished, one bonus share in exchange for four options held, up to a maximum of 50% of the number of options granted for each member of the Executive Board.

The definitive vesting of half of the bonus shares ("Bonus shares subject to performance conditions") granted to holders of stock options is conditional upon Eurazeo's stock market performance, as detailed above, over a period of two years commencing the date of grant of the shares.

NOTE 5

Prepayments and deferred charges

(In thousands of euros)

	12/31/2010	12/31/2009
Prepaid expenses	1,342	1,169
Deferred charges	9,722	12,963
TOTAL	**11,064**	**14,132**

Deferred charges consist of issue costs incurred in respect of the bond issue exchangeable for Danone shares of a gross amount before amortization of €16,203 thousand. These charges are amortized over the bond term of five years.

NOTE 6

Equity

(In thousands of euros)

Equity as of December 31, 2009	**55,177,039 shares**	**3,489,711**
Distribution of an ordinary dividend for the year		(66,212)
Bonus share grant	2,761,407	-
Distribution in respect of treasury shares		2,152
Distribution of a scrip dividend	51,102	2,591
Shares issued on the exercise of options	2,394	82
Net income for the year ended December 31, 2010		65,460
Equity as of December 31, 2010	[(1)] **57,991,942 shares**	**3,493,785**

(1) *Including 57,989,548 shares comprising the share capital and 2,394 shares relating to the exercise of share subscription options.*

As of December 31, 2010, the following shareholders were known to hold 5% or more of the share capital or voting rights of Eurazeo, based on the 57,989,548 shares comprising the share capital:

(In %)

	Of share capital	Of voting rights	Of voting rights including treasury shares
Concert	20.87	20.88	20.33
Crédit Agricole	18.17	24.60	23.95
Sofina	5.84	9.06	8.83
Vincent Meyer	5.68	4.69	4.57

Changes in the share ownership structure during the fiscal year are presented in Section 6.4 of the Registration Document. Data for bearer shares is based on identifiable bearer shares as of February 4, 2010 and a simulation following the grant on June 11, 2010 of one bonus share for 20 shares held.

NOTE 7

Provisions for contingencies and losses

(In thousands of euros)

			Reversal		
	12/31/2009	Charge	used	not used	12/31/2010
Provisions for contingencies	(537)	(551)	147		(941)
Provisions for losses		(4,810)			(4,810)
TOTAL	**(537)**	**(5,361)**	**147**		**(5,751)**

The provision recognized to cover risks relating to Eurazeo treasury shares held for grant to employees, covering the risk of any loss between the cost price of the shares after the grant and the stock option exercise price, totaled €941 thousand as of December 31, 2010.

Provisions for losses consist of a provision for the redundancy of a member of the Executive Board of €3,495 thousand (compensation and social security contributions) and a provision for retirement benefits of €1,315 thousand. (During the period, only retirement benefit commitments in respect of the 30% supplementary contribution were provided for, in the amount of €344 thousand for the plan amendment and €970 thousand for the increase in commitments during the year).

NOTE 8

Ordinary income

(In thousands of euros)

	12/31/2010	12/31/2009
Immobilière Bingen [(1)]	-	46,444
Eurazeo Management Lux	3,533	3,194
Gruppo Banca Leonardo	-	4,041
Ray France Investment	-	2,319
Other	27,845	34,459
Income from investments	**31,377**	**90,456**
Income from portfolio securities	**-**	**28**
Income from marketable securities	**3,579**	**985**
Other income [(2)]	**24,780**	**11,385**
TOTAL	**59,736**	**102,854**

(1) Including an interim dividend of €30,368 thousand representing the sale of ANF securities by Immobilière Bingen received in 2009.

(2) Invoicing in 2010 of €15,500 thousand to Europcar Groupe in respect of the refinancing of the subsidiary.

NOTE 9

Ordinary expenses

(In thousands of euros)

	12/31/2010	12/31/2009
Employee benefits expense	**(20,949)**	**(18,661)**
Taxes and levies	**(2,646)**	**(2,040)**
Other purchases and expenses	**(13,330)**	**(13,700)**
Financial expenses	**(53,180)**	**(33,919)**
Loan interest [(1)]	*(48,690)*	*(27,895)*
Interest under Group cash management agreement	*(4,490)*	*(6,024)*
TOTAL	**(90,106)**	**(68,320)**

(1) The interest expense is recorded for a full year in 2010 compared to only 6 months in 2009 (the loans were secured at the end of the first-half of 2009).

NOTE 10

Sales of marketable securities

(In thousands of euros)

	12/31/2010	12/31/2009
Net proceeds from sales of funds	2,065	1,835
Net proceeds from sales of marketable securities	-	-
TOTAL	**2,065**	**1,835**

NOTE 11

Sales of financial assets

(In thousands of euros)

	Selling price	Purchase price	Gross capital gain (loss)
Capital gains	**200,165**	**62,423**	**137,742**
Groupe B&B Hotels	169,346	(34,165)	135,181
Diriginvest 1	970	(386)	584
Diriginvest 2	3,151	(1,761)	1,390
Viant	1,012	(426)	586
Other shares	25,684	(25,684)	-
Capital losses	**1,238**	**(1,443)**	**(205)**
Concentra	653	(805)	(152)
Other	585	(638)	(53)
TOTAL	**201,403**	**(63,866)**	**137,537**

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NOTE 12

Other financial income and expenses

	12/31/2010	12/31/2009
Rebilling of investment costs	1,485	456
Eurazeo Entertainment Lux debt waiver	-	(9,134)
RedBirds Participations debt waiver	-	(82,893)
TOTAL	**1,485**	**(91,572)**

In 2009, on the dissolution of the Luxembourg companies, Eurazeo Entertainment Lux and RedBirds Participations, the liquidator noted that these companies were unable to pay off Eurazeo in full. Partial offset by asset transfer was accepted by Eurazeo, but in the absence of additional assets, Eurazeo decided not to seek recovery of its remaining receivables.

NOTE 13

Charges to and reversals of provisions (including expense reclassifications) on financial assets and non-recurring charges and reversals

(In thousands of euros)

	Charge	Reversal
Eurazeo Services Lux	(320)	-
Financière Truck Investissement	(7,152)	
Euraleo	(7,948)	-
Eurazeo Italia	(10,527)	-
LH APCOA	(109,182)	
Legendre Holding 8	-	818
Legendre Holding 22	-	11,601
Eurazeo Real Esate Lux	-	2,556
Sub-total investments and related receivables	**(135,129)**	**14,975**
Sub-total directly-held portfolio securities	**-**	**176**
Provisions for impairment of other securities holdings	(21)	-
Sub-total net financial expense	**(135,151)**	**15,152**
Provisions for impairment of treasury shares	(1,385)	942
Loss provisions on treasury shares	(551)	147
Expense reclassifications	-	404
Sub-total non-recurring expenses	**(1,935)**	**1,493**
TOTAL	**(137,086)**	**16,645**

NOTE 14

Affiliates and related parties

AFFILIATES

(In thousands of euros)

	Investments gross value	Receivables from investments [1]	Other securities holdings [1]	Other receivables	Other liabilities [1]	Other financial income	Dividends	Interest under Group cash management agreement
Immobilière Bingen	17,863				74,056			229
Eurazeo Real Estate Lux	83,329	29,216				193		
Eurazeo Management Lux	30						3,533	
Eurazeo Services Lux	1,535			14	2,191			7
Ray France Investment	463,773				1,433			5
Europcar Groupe	657,770							
LH APCOA	347,101	19,853				794		
Holdelis	176,531		278,461			20,553		
Euraleo	45,270							
Eurazeo Italia	51,498	4,355						
Legendre Holding 22	2,132,169			121,500	1,288,666			4,091
Legendre Holding 19	525,902				48,452	2,077		123
Legendre Holding 8	56,776	4						
Legendre Holding 25	25,537				60			
TOTAL	**4,585,085**	**53,428**	**278,461**	**121,514**	**1,414,858**	**23,616**	**3,533**	**4,455**

(1) *Including accrued interest.*

RELATED-PARTY TRANSACTIONS

During the fiscal year, Eurazeo did not enter into any major transactions with related parties that were not performed on an arm's length basis.

NOTE 15

Average number of employees and compensation of officers and Directors

COMPENSATION OF OFFICERS AND DIRECTORS

(In thousands of euros)

	12/31/2010	12/31/2009
Compensation paid to Executive Board members	7,162	5,292
Directors' fees allocated to members of the Supervisory Board	504	507

AVERAGE NUMBER OF EMPLOYEES

	12/31/2010	12/31/2009
Average number of employees	49	50

NOTE 16

Non-recurring income and expenses

(in thousands of euros)

	12/31/2010	12/31/2009
Capital losses realized on the exercise of stock options and bonus share grants	(970)	(900)
Capital losses realized on the market-making agreement	(39)	(1,418)
Other	(147)	(78)
Non-recurring expenses	**(1,156)**	**(2,395)**
Capital gains realized on the market-making agreement	124	801
Other	13	24
Non-recurring income	**137**	**825**

NOTE 17

Taxes

Eurazeo has not recognized an income tax expense in respect of the 2010 fiscal year, as the Company incurred a tax loss of €32,496 thousand for this period.

Eurazeo exercised the option to carry back tax losses on April 15, 2010 and recognized a receivable of €91,059 thousand on the exercise of the option. Eurazeo should also exercise an additional carry-back option on April 15, 2011.

Eurazeo formed a tax group on January 1, 2001.

The taxable income (loss) of tax group companies as of December 31, 2010 is as follows:

(In thousands of euros)

	Taxable income (loss) of tax group companies in the absence of tax grouping
	12/31/2010
Company	
Legendre Holding 22	(142,263)
La Mothe	4
Eurazeo Capital Investissement	(2)
Immobilière Bingen	3,572
Ray France Investment	1
Legendre Holding 8	(6)
LH APCOA	(1,072)
Legendre Holding 21	(2)
Legendre Holding 23	(3)

The income tax expense is calculated based on the tax bases applicable at each income level, as if the company were not included in the tax group.

Tax savings associated with tax losses (losses generated by subsidiaries during tax grouping likely to be offset against future income, internal capital gains rolled-over, etc.) are neutralized in the parent company's accounts and accordingly are not reported in the income statement.

As of December 31, 2010, the tax group consisting of Eurazeo and its subsidiaries had carried forward losses of €172,267 thousand.

NOTE 18

Off-balance sheet commitments

PROCEDURE APPLICABLE TO OFF-BALANCE-SHEET COMMITMENTS

All Eurazeo contracts are reviewed by the Legal Department, which enters the corresponding commitments into a computer system. Using the data collected, the Legal Department works with the Accounting Department to conduct a cross-referenced analysis of the data held and produce, on this basis, a joint list of off-balance sheet commitments.

In accordance with current accounting standards, all material Eurazeo commitments (excluding those relating to shareholder agreements covered by confidentiality agreements) are listed below:

- **Eurazeo Partners**

  On June 30, 2006, Eurazeo agreed to invest €25 million in the Eurazeo Partners fund. As of December 31, 2010, the Group's remaining commitment was €5.9 million, following calls for funds paid.

  On March 30, 2007, Eurazeo agreed to invest €9.6 million in the Eurazeo Partners B fund. As of December 31, 2010, the Group's remaining commitment was €2.3 million.

  Under agreements relating to Eurazeo Partners and Eurazeo Partners B, Eurazeo agreed to permit these funds to participate in every new Eurazeo investment up to 16.67% (or 20/120th) of each private equity investment performed by Eurazeo.

- **Colyzeo**

  Under the Colyzeo and Colyzeo II credit lines and for the term of the Colyzeo Capital LLC Partnership Agreement, Eurazeo guaranteed the commitments given by Eurazeo Real Estate Lux as follows:

  > on March 24, 2005, Eurazeo provided a guarantee of up to €35 million to Colyzeo Capital LLP. This guarantee expired on April 30, 2010, following the expiry and non-renewal of the Colyzeo credit line,

  > on April 18, 2007, Eurazeo provided a guarantee of up to €60 million to Colyzeo Capital II LLP. As of December 31, 2010, the total amount of the guarantee was estimated at €36 million.

- **Syndicated loan**

  On January 26, 2006, Eurazeo was granted a five-year €500 million loan by a banking syndicate. This loan was increased to €1 billion on July 6, 2006, accompanied by two one-year options to extend.

  In 2007, this agreement was extended for the first time to July 2012 (€1 billion), and in 2008 was extended for a second time to July 2013 (€875 million). This loan was not drawn during fiscal year 2010 and the Eurazeo commitment totaled €1 billion.

  The agreement contains most of the standard clauses recommended by the Loan Market Association, including the usual undertakings and event-of-default provisions of this type of agreement, but does not have a cross-default clause. The principal covenant applying to this funding relates to compliance with a loan-to-value ratio.

- **Call options granted to Investco 3d Bingen, Investco 4iBingen and Investco 5 Bingen**

  In line with standard investment fund practice, Eurazeo has created a co-investment plan for the members of the Executive Board and investment teams.

  Under the agreements entered into by Eurazeo and the companies representing the beneficiaries, the latter could be entitled, pro rata to vested entitlement and after the minimum return guaranteed to Eurazeo of 6% per annum (the hurdle), to a portion of any net aggregate capital gain realized on the investments concerned following disposal of the last investment. In the absence of specific IFRS provisions in this area, capital gains recognized by Eurazeo are recorded net, after taking account of the portion likely to ultimately contribute to the future overall capital gain entitlement of beneficiaries.

  The terms and conditions of this co-investment plan were set and approved by the Supervisory Board meeting of February 19, 2006. The key terms of the original agreement (pertaining to 2003 investments) and the amendment (pertaining to 2004 investments) were left unchanged for investments made by Eurazeo over the four-year period from 2005 to 2008:

  > the sharing of any capital gains will take place only after net income from investments in this period guarantees Eurazeo a preferential annual return of 6%. The initial offering of shares on a regulated market in France or elsewhere could be considered a disposal,

  > the right to any capital gains will accrue to recipients no later than December 31, 2014, or in the event of a change in control of Eurazeo,

  > the total amount of call options granted by Eurazeo to members of the Executive Board is fixed at a maximum percentage representing 5% of the interest held by Eurazeo. The aggregate of all call options granted to members of the investment team may not exceed 5% of that interest.

  The Supervisory Board meeting of December 9, 2008 authorized the principle and terms and conditions of a co-investment plan for members of the Executive Board and investment teams, pertaining to investments to be performed by Eurazeo between 2009 and 2011. The terms and conditions of this plan were set by the Supervisory Board meeting of June 25, 2009 as follows:

  > the key terms of the previous contract pertaining to investments between 2005-2008 were left unchanged for investments made by Eurazeo over the three-year period from 2009 to 2011, with an exit clause at the end of 2015; in particular, the sharing of any capital gains will take only place after net income from investments in this period guarantees Eurazeo a preferential annual return of 6%;

  > certain terms and conditions of the previous contract were adjusted to take account, in particular, of changes in market practice:

  - the total amount of call options granted by Eurazeo to beneficiaries remains fixed at a maximum percentage representing 10% of the investment held by Eurazeo and may be increased to 13% if new offices are opened outside of Paris or Milan,

- beneficiaries may recover the nominal amount of their investment, although only after Eurazeo has recovered its total investment during the period,
- for each investment, "co-investment" rights shall vest to the beneficiary in tranches of one-third, with the first tranche vesting on the initial investment and the subsequent two tranches vesting at intervals of one year, provided the beneficiary remains a member of the investment team at this time.

- **Sale of Sandinvest shares**

  In connection with the sale of Sandinvest shares, Eurazeo gave several vendor warranties which expired on June 3, 2010.

  A settlement memorandum of understanding was signed on September 22, 2010 in respect of claims notified by the buyer, under the terms of which the buyer irrevocably and definitively waived entitlement to any compensation under the vendor warranties in respect of such claims, thereby bringing the warranties to a definitive end.

- **Retirement benefits**

  Eurazeo purchased group insurance on January 19, 2000, which entered into effect on January 1, 1999 to cover benefits payable when its employees retire, in accordance with the employer's obligations under the national collective bargaining agreement for the banking sector.

  Accordingly, no provision was set aside to cover obligations with respect to vested retirement benefits, which are not included in off-balance-sheet commitments.

  No contributions were made during the 2010 fiscal year, because existing capital is sufficient.

- **Fund portfolio**

  As part of its disposal of the fund portfolio, Eurazeo entered into various agreements setting out the ways in which these portfolios will be sold. These agreements contain a number of standard declarations and guarantees. All these guarantees have now expired, with the exception of the compensation clause concerning the Baker II agreement which is not subject to a time limit. However, no claims may exceed the transaction amount.

- **Station Casinos**

  As part of the partial refinancing of the investment in Station Casinos, Eurazeo provided HSBC France with a standby guarantee for a fixed-term 5-year loan of up to US$150 million to RedBirds Participations SA and Eurazeo Entertainment Lux S.à.r.l. Eurazeo also undertook to retain control (within the meaning of Article L. 233-3 of the French Commercial Code) of RedBirds Participations SA and Eurazeo Entertainment Lux S.à.r.l. until the due date for repayment of this loan on February 1, 2013.

  Following signature of a novation contract on May 26, 2009, the loan was transferred from RedBirds Participations SA and Eurazeo Entertainment Lux S.à.r.l. to Eurazeo with retroactive effect from May 6, 2009. Consequently, the standby guarantee granted by Eurazeo expired along with the commitment to hold the shares.

- **US Equity Partners III, LP**

  On July 30, 2007, Eurazeo gave a commitment to invest US$15 million in US Equity Partners III, LP, pro rata to amounts raised by the fund up to September 30, 2011. As of December 31, 2010, the Group's maximum remaining commitment was US$15 million.

- **Financière Truck (Investissement)**

  Under the terms of an agreement signed on February 15, 2007 by the FTI partners, Eurazeo undertook to retain its FTI shares for a period of 4 years. Furthermore, in the event that Financière Truck Sarl (the majority shareholder in FTI) and Eurazeo lose control of FTI, Financière Truck Sarl may, subject to a number of conditions, require Eurazeo to sell its shares in FTI at the price, terms and conditions offered by the potential buyer.

- **Groupe B&B Hotels**

  Pursuant to the sale to Carlyle of Groupe B&B Hotels ("GBB") shares on September 28, 2010, Eurazeo granted a number of warranties:

  > a general warranty covering standard declarations concerning all Groupe B&B Hotels companies;

  > a specific warranty covering risks relating to current or future management-agent disputes notified before March 31, 2012; compensation payable under this warranty is capped at €14.6 million, and the maximum portion attributable to Eurazeo based on its direct and indirect investment in GBB is €10.5 million;

  > a specific warranty covering tax risks capped at €16 million and expiring at the end of the applicable limitations period; the maximum portion attributable to Eurazeo based on its direct and indirect investment in GBB is €11.5 million, partially covered by an insurance policy purchased in this respect.

- **Elis group**

  As part of Eurazeo's investment in the Elis group, Eurazeo and the senior executives of Elis were granted options to buy and sell the shares in Quasarelis, which is itself a shareholder in Holdélis. The options may be exercised by Eurazeo or the option holders, provided they are no longer employed by Elis.

- **Eurazeo Real Estate Lux**

  As part of the guarantee covering Eurazeo Real Estate Lux's investment in Colyzeo II, Eurazeo undertook to hold the entire share capital of Eurazeo Real Estate Lux.

- **Immobilière Bingen**

  As part of the €100 million loan granted to Immobilière Bingen, Eurazeo undertook to retain directly at least 95% of Immobilière Bingen shares and voting rights.

- **Europcar**

  As part of Eurazeo's investment in Europcar Groupe, Eurazeo and the senior executives of Europcar Groupe were granted options to buy and sell shares in Eureka Participation, which is itself a shareholder of Europcar Groupe SA.

- **Accor**

  Pursuant to the shareholders' agreement between Eurazeo and Colony Capital signed on May 4, 2008 and amended on December 18, 2009, Eurazeo and Colony Capital reciprocally undertook to retain their interests in Accor and Edenred until January 1, 2012.

  On October 9, 2008, Eurazeo and Crédit Suisse International signed an agreement, amended on March 30, 2009 and adjusted following the demerger of Accor and Edenred, under the terms of which Eurazeo granted Crédit Suisse International a call option over 1,844,032 share baskets, each basket comprising one Accor share and one Edenred share, at a price of €30 per basket. The option exercise date is October 31, 2013. Eurazeo may opt, no later than the 21st trading day preceding October 31, 2013, to replace the purchase of the share baskets by the payment of an amount equal to 1,884,032 share baskets multiplied by the difference between the €30 share price and the average over the 19 trading days preceding October 31, 2013 of the sum of the closing prices of the Accor and Edenred shares.

  As of December 31, 2010, the Accor share price was €33.3, the Edenred share price was €17.715 and the fair value of the put option was €3.16 million.

- **Acquisition by RAY INVESTMENT S.à.r.l. of shares of its associates in exchange for Rexel SA shares**

  A Special Agreement was signed on February 13, 2007 between RAY INVESTMENT S.à.r.l. CD&R, Eurazeo, MLGPE, Caisse de Dépôt et de Placement du Québec and Citigroup Venture Capital Equity Partners LP in order to formalize their relationship within the Rexel SA IPO. On April 4, 2007, the parties to the Special Agreement also signed a "Second Amended and Restated Shareholders Agreement" setting out the governance structure of RAY INVESTMENT S.à.r.l. and the transfers of RAY INVESTMENT S.à.r.l. shares (the "Ray Investment Pact").

  Under the terms of the Special Agreement and the Ray Investment Pact, each RAY INVESTMENT S.à.r.l. associate party to the Ray Investment Pact is entitled, at any time after January 1, 2008, to request RAY INVESTMENT S.à.r.l. to purchase all the shares it holds in RAY INVESTMENT S.à.r.l. in exchange for the corresponding proportion of Rexel SA shares held by RAY INVESTMENT S.à.r.l.

  In addition, should RAY INVESTMENT S.à.r.l. perform a share capital decrease by purchasing equity shares funded by the proceeds of Rexel SA share disposals, each RAY INVESTMENT S.à.r.l. associate would be entitled to request participation in this share capital decrease in proportion to its holding in RAY INVESTMENT S.à.r.l. and to receive either cash or Rexel S.A. shares held by RAY INVESTMENT S.à.r.l. in return for its shares.

- **Legendre Holding 22**

  Eurazeo has entered into interest rate swaps with various banking institutions. At the same time, Legendre Holding 22 concluded "mirror" interest rate swaps with Eurazeo under the same financial terms as those concluded between Eurazeo and the various banking institutions, to hedge the interest rate risk on the loan entered into between Legendre Holding 22, Crédit Suisse and Nexgen.

  The characteristics of the interest-rate swaps existing as of December 31, 2010 and covering €283 million are as follows: Euribor 3-month floating rate interest payable swapped for fixed-rate interest at 4.8816% (maturity June 16, 2013).

  As part of the issue by Eurazeo of bonds exchangeable for existing Danone shares held by Legendre Holding 22, the latter granted Eurazeo a call option covering 16,433,370 Danone shares, subject to adjustment in the event of Danone share capital transactions.

  Pursuant to the delegation signed with Eurazeo, Legendre Holding 22 gave a commitment to bondholders as delegate, to deliver Danone shares in accordance with bond terms and conditions. This delivery commitment is guaranteed by the pledge of a securities account to which Danone shares likely to be delivered are credited.

  As of December 31, 2010, 16,433,370 Danone shares are recorded in the pledged securities account, representing a value of €772.7 million (based on the closing stock market price of €47.02).

- LH APCOA

  Under the terms of a comfort letter dated February 11, 2010, Eurazeo undertook to ensure that APCOA group GmbH is able to satisfy its commitment to make an additional capital contribution to APCOA Parking Holdings GmbH of a maximum amount of €16.7 million.

PLEDGE OF COMPANY ASSETS (INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT AND FINANCIAL ASSETS)

Nil.

SUMMARY SCHEDULE OF OFF-BALANCE SHEET COMMITMENTS GIVEN

(In millions of euros)

	12/31/2010	12/31/2009
■ Counter guarantees received		
■ Assigned receivables not due (Dailly forms, etc.)		
■ Pledges, mortgages and collateral	16.7	
■ Sureties, deposits and guarantees given	35.9	25.1
■ Vendor warranties	22.0	
■ Investment commitments given		
- US.Equity Partners III LP	11.2	10.4
- Eurazeo Partners	5.9	5.9
- Eurazeo Partners B	2.3	2.3

SUMMARY SCHEDULE OF OFF-BALANCE SHEET COMMITMENTS RECEIVED

(In millions of euros)

	12/31/2010	12/31/2009
■ Counter guarantees received		
■ Assigned receivables not due (Dailly forms, etc.)		
■ Sureties, deposits and guarantees received		
■ Other funding commitments received	1,000.0	1,000.0

5.3.4 STATEMENT OF CHANGES IN FINANCIAL POSITION

(In thousands of euros)

	12/31/2010	12/31/2009	12/31/2008
Gross operating income from ordinary operations	(30,370)	34,533	15,114
Foreign exchange gains (losses)	(1)	3	(1)
Net proceeds from sales of marketable securities	2,065	1,835	2,187
Net capital gains on sales of securities	131,279	(16,490)	1,033,388
Non-recurring income (excluding provisions)	1,128	(93,358)	(2,193)
Taxes	91,142	47	(68,829)
Net cash from operations for the fiscal year	**195,243**	**(73,430)**	**979,666**
Divestments of investments	90,868	11,037 (2)	259,319
Divestments of receivables from investments	160,325	382,650	69,370
Divestments of portfolio securities	1,710	400	944,569
Divestments of receivables from portfolio securities	-	-	-
Divestments of loans	106	203	-
Divestments of other financial assets	23,266	69,910	172,884
Disposals of intangible assets and property, plant and equipment	138	143	6,449
Increase in equity	82	566	1,016
Increase in borrowings	40	725,258	-
Increase in operating liabilities	130,554	173,108	739,851
TOTAL SOURCES OF FUNDS	**602,332**	**1,289,845**	**3,173,124**
Dividend paid during the year	61,468	39,237	62,601
Acquisitions of investments	29,874	408	944,409 (1)
Acquisitions of receivables from investments	49,082	833,248	951,296
Investments in portfolio securities	479	500	8,663
Investments in receivables from portfolio securities	-	-	-
Investments in loans	14	19	23
Investments in other financial assets	46,246	88,743	123,704
Acquisitions of intangible assets and property, plant and equipment	78	205	453
Net increase in cash and cash equivalents	415,091	226,305	149,304
Reduction in borrowings	-	101,180	932,673
TOTAL USE OF FUNDS	**602,332**	**1,289,845**	**3,173,124**

This statement of changes in financial position takes into account accrued interest and dividends.

(1) Including €11,967 housand representing the investment in RedBirds Participations contributed as part of the merger termination of RedBirds France.

(2) Including €89,992 thousand representing the repayment of the purchase price of investments in RedBirds Participations and Legendre Holding 8.

5.3.5 SUBSIDIARIES AND AFFILIATES

(In thousands of euros)

December 31, 2010	Share capital	Equity excluding share capital and net income	% share capital held	Carrying amount of shares held Gross	Net
DETAILED INFORMATION ON INVESTMENTS WITH A CARRYING AMOUNT IN EXCESS OF 1% OF THE SHARE CAPITAL					
Subsidiaries (50% or more of the share capital)					
SFGI 32, rue de Monceau, 75008 Paris Siret : 542 099 072 00176	3,813	4,184	94.8	3,390	3,390
Eurazeo Real Estate Lux 25, rue Philippe II L 2340 Luxembourg	19	78,263	75.6	83,329	61,765
Financières Truck investissement 106-108, terrasse Boieldieu 92800 Puteaux Siret : 492 851 266 000 22	116,967	(50,664)	14.2	16,587	9,435
Legendre Holding 25 32, rue de Monceau, 75008 Paris Siret : 504 390 907 00013	25,537	(2)	100.0	25,537	25,537
RayFrance Investment 32, rue de Monceau, 75008 Paris Siret : 479 898 124 00025	488,130	2,685	95.0	463,773	463,773
Immobilière Bingen 32, rue de Monceau, 75008 Paris Siret : 451 235 063 00026	17,863	5,714	100.0	17,863	17,863
Europcar Groupe SA Le Mirabeau, 5 - 6 place des Frères Montgolfier - 78280 Guyancourt Siret : 489 099 903 00028	778,466	(121,827)	84.5	657,770	657,770
Legendre Holding 19 32, rue de Monceau, 75008 Paris Siret : 499 405 678 00016	2,875	630,739	86.3	525,902	525,902
Legendre Holding 22 32, rue de Monceau, 75008 Paris Siret : 500 441 357 00018	3,072	1,820,829	100.0	2,132,169	1,843,945
Gruppo Banca Leonardo 46 Via Broletto 20121 Milan	304,446	182,052	19.4	110,247	110,247
Euraleo 14 Via Lauro 20121 Milan	5,600	20,099	50.0	45,270	5,015
Eurazeo Italia 14 Via Lauro 20121 Milan	1,830	15,334	100.0	51,498	5,987
Legendre Holding 8 32, rue de Monceau, 75008 Paris Siret : 483 341 657 00029	1,199	17,900	100.0	56,776	19,917
Holdelis 33, rue Voltaire 92800 Puteaux Siret : 499 668 440 000 21	214,664	(8,920)	80.6	176,531	176,531
LH APCOA 32, rue de Monceau, 75008 Paris Siret : 487 476 749 00022	347,101	(84)	100.0	347,101	237,918
RedBirds US LP (2) C/O Corporation Trust Center 1209 Orange Street, Wilmington, DE 19801	147,615	687	100.0	145,995	-
Afffiliates (10% to 50% of the share capital)					
LT Participations 35, rue du Val de Marne 75013 Paris Siret : 345 101 943 00040	95	1,634	25.0	18,980	18,980
SUMMARY INFORMATION CONCERNING OTHER SUBSIDIARIES AND AFFILIATES WITH A CARRYING AMOUNT OF LESS THAN 1% OF THE SHARE CAPITAL OF THE COMPANY					
Subsidiaries not included above					
a) French entities	-	-	-	1,174	1,174
b) Foreign entities	-	-	-	1,592	1,246
Affiliates not included above					
a) French entities	-	-	-	126	126
b) Foreign entities	-	-	-		

(1) Closing date of benchmark fiscal years

(2) Figures in thousands of US dollars translated at the exchange rate prevailing as of 12/31/2008, i.e. €1.3917.

Loans and advances granted by the Company	Deposits and guarantees given	Revenue for the last fiscal year	Net income (loss) for the last fiscal year	Dividends recorded in the last fiscal year	Observations [1]
-	-	-	(41)	-	12/31/2009
29,158	-	1	3,387	-	12/31/2010
-	-	5,084	(63,541)		12/31/2010
-	-	-	(461)	-	12/31/2010
-	-	5	1	-	12/31/2010
-	-	22,302	17,624	-	12/31/2010
-	-	4,885	(33,702)	-	12/31/2010
-	-	45,308	6,279	-	12/31/2010
-	-	25,542	(2,074)	-	12/31/2010
-	-	90,414	38,805	-	12/31/2010
2,238	-	401	(15,417)	-	12/31/2010
4,355	-	-	(11,177)	-	12/31/2010
-	-	-	818	-	12/31/2010
-	-	2	35,007	-	12/31/2010
19,670	-	2,509	(110,105)	-	12/31/2010
12	-	0	(2,156)	-	12/31/2008
-	-	-	7,080	-	12/31/2010
-		-	-	-	
-		-	-	3,533	
-		-	-	-	
-		-	-	-	

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5.3.6 INVESTMENT PORTFOLIO

(In thousands of euros)

	Number of shares held	% share capital held	Purchase cost Gross	Provisions	Net	Stock market value or purchase cost (1)	Gross unrealized capital gain (loss)
Investments							
Legendre Holding 22	307,236	100.0	2,132,169	(288,223)	1,843,946	1,843,946	
Europcar Groupe	65,776,928	84.5	657,770		657,770	657,770	
Legendre Holding 19	247,954	86.3	525,902		525,902	525,902	
Ray France Investment	46,377,268	95.0	463,773		463,773	463,773	
LH APCOA	34,710,064	100.0	347,101	(109,182)	237,919	237,919	
Holdelis	173,070,464	80.6	176,531		176,531	176,531	
Gruppo Banca Leonardo	50,511,074	19.4	110,247		110,247	110,247	
RedBirds Participations US LP		100.0	145,995	(145,995)			
Legendre Holding 8	119,900	100.0	56,776	(36,859)	19,917	19,917	
Eurazeo Real Estate Lux	1,466,979	75.6	83,329	(21,564)	61,765	61,765	
Eurazeo Italia	1,830,000	100.0	51,498	(45,511)	5,987	5,987	
Euraleo	n/a	50.0	45,270	(40,255)	5,015	5,015	
Immobilière Bingen	1,786,325	100,0	17,863		17,863	17,863	
Financière Truck Investissement	16,586,612	14.2	16,587	(7,152)	9,435	9,435	
SFGI	23,696	94.8	3,390		3,390	3,390	
Eurazeo Services Lux	17,999	99,9	1,535	(667)	868	868	
La Mothe	10,000	100,0	963		963	963	
Eurazeo Capital Investissement	13,700	100,0	137		137	137	
Legendre Holding 25	2,553,700	100.0	25,537		25,537	25,537	
Other shares			257		257	257	
TOTAL INVESTMENTS			**4,862,630**	**(695,409)**	**4,167,222**	**4,167,222**	
Portfolio securities							
Listed direct investments							
LT Participations	11,808	25.0	18,980		18,980	60,826	41,846
Sub-total Listed direct portfolio securities			**18,980**		**18,980**	**60,826**	**41,846**
Unlisted direct investments							
Cardiomedix	14,100	n/a	215	(215)			
Eurazeo Partners		7.2	19,116		19,116	19,116	
Eurazeo Partners B		6.2	7,382		7,382	7,382	
Other			1		1		
Sub-total Unlisted direct portfolio securities			**26,714**	**(215)**	**26,499**	**26,498**	
TOTAL PORTFOLIO SECURITIES			**45,694**	**(215)**	**45,479**	**87,324**	**41,846**

(In thousands of euros)

	Number of shares held	% share capital held	Purchase cost Gross	Provisions	Net	Stock market value or purchase cost (1)	Gross unrealized capital gain (loss)
Other securities holdings							
Holdelis - Bonds (2)	216,047,229	n/a	277,466		277,466	277,466	
Holdelis - Share subscription warrants	4,976,054	n/a	995		995	995	
Financière Truck -Bonds (2)	31,826,087	n/a	42,891		42,891	42,891	
Financière Truck - PECS (2)		n/a	3,282		3,282	3,282	
Eureka Participations	1,039,500	15.1	1,093		1,093	1,093	
Quasarelis	247,000	6.1	261		261	261	
Investco 3 d Bingen	958,957	13.5	11		11	11	
Investco 4 i Bingen	500,380	10.6	23		23	23	
Investco 5 Bingen	500	0.6	1		1	1	
Treasury shares	27,750	0.1	1,576	(21)	1,555	1,555	
Other			78	(4)	74	74	
TOTAL OTHER SECURITIES HOLDINGS			**327,677**	**(25)**	**327,652**	**327,652**	
Loans							
Other loans		n/a	1		1	1	
Loans to employees (2)			1,323		1,323	1,323	
TOTAL LOANS			**1,324**		**1,324**	**1,324**	
Marketable securities (2)			735,898		735,898	735,898	
Treasury shares	1,875,760	3.2	71,927	(13,494)	58,433	58,433	
TOTAL MARKETABLE SECURITIES			**807,825**	**(13,494)**	**794,331**	**794,331**	
TOTAL INVESTMENT PORTFOLIO			**6,045,150**	**(709,143)**	**5,336,009**	**5,377,853**	**41,846**

(1) *Stock market value based on the average share price in December 2010.*

(2) *Including accrued interest.*

5.4 STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

This is a free translation into English of the Statutory Auditors' report on the financial statements issued in French and it is provided solely for the convenience of English-speaking users.

The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions or disclosures.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to the shareholders.

This report should be read in conjunction with and construed in accordance with French law and professional auditing standards applicable in France.

Statutory Auditors' report on the Financial Statements

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Meetings, we hereby report to you, for the year ended December 31, 2010, on:

- the audit of the accompanying financial statements of Eurazeo;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Executive Board. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2010 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. Justification of our assessments

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

We have made our own assessments of the accounting estimates used for the preparation of the financial statements as at December 31, 2010, which have notably covered the methods used for the valuation of the equity holdings and portfolio securities disclosed in Note "Methods used – Equity holdings, portfolio securities, other investment holdings and marketable securities". Our work consisted in examining the data used and the documentation available, assessing the assumptions on which the estimates are based, and ascertaining that the methods defined by your company were correctly applied.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Executive Committee and in the documents addressed to shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the Directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Neuilly-sur-Seine and Paris-la-Défense, April 18, 2011

The Statutory Auditors
French original signed by:

PricewaterhouseCoopers Audit

Rémi Didier

Ernst & Young Audit

Jean-François Ginies

5.5 FIVE-YEAR FINANCIAL SUMMARY

(Article R. 225-102 of the French Commercial Code)

(In euros)

	01/01/2010 12/31/2010	01/01/2009 12/31/2009	01/01/2008 12/31/2008	01/01/2007 12/31/2007	01/01/2006 12/31/2006
Capital at year end					
Share capital (1)	176,875,428	168,289,974	168,653,644	164,506,751	157,541,163
Number of shares issued	57,991,942	55,177,039	55,296,275	53,936,638	51,652,839
Transactions and net income for the year					
Net revenue, excluding taxes*	59,735,558	102,853,520	97,667,505	404,485,386	232,940,813
Earnings before tax, depreciation, amortization and provisions	103,295,849	(73,663,798)	1,053,094,411	773,393,085	175,944,384
Income tax expense	91,142,302	(47,372)	68,828,917	31,595,493	20,093,323
Earnings after tax, depreciation, amortization, and provisions	65,459,705	5,922,936	478,291,340	680,785,354	241,560,571
Distributed earnings	(1) 69,590,330	64,059,706	63,059,908	62,601,498	56,827,624
Earnings per share					
Earnings before tax, depreciation, amortization and provisions	0.21	(1.33)	17.80	13.75	3.02
Earnings after tax, depreciation, amortization and provisions	1.13	0.11	8.65	12.62	4.68
Net dividend per share *(in euros)*	(2) 1.20	1.20	1.20	1.20	1.10
Employees					
Number of employees as of December 31	48	51	50	46	43
Total payroll	15,033,701	12,827,268	12,689,395	10,794,652	10,037,086
Employee benefits	5,915,037	5,833,298	5,755,640	4,233,293	3,626,915

(1) Share capital taking account, where applicable, of the exercise of share subscriptions noted in an amendment to the Bylaws the following fiscal year.

(2) Dividend proposed to the Shareholders' Meeting of May 18, 2011.

* *Corresponds to current income.*

INFORMATION ON THE COMPANY AND THE SHARE CAPITAL

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6.1 INFORMATION ON THE COMPANY

6.1.1 COMPANY NAME

Eurazeo

6.1.2 REGISTERED OFFICE

32, rue de Monceau – 75008 Paris

Telephone: +33 (1) 44 15 01 11

6.1.3 FORM AND INCORPORATION

French company (*société anonyme*), with an Executive Board and a Supervisory Board, governed by the provisions of the French Commercial Code and Decree no. 67-236 of March 23, 1967; registered on July 18, 1969 with the Paris Trade and Companies Registry under no. B 692 030 992. APE industry code 6420Z.

6.1.4 CORPORATE DOCUMENTS

All documents pertaining to the Company, in particular its Bylaws, financial statements and reports to Shareholders' Meetings presented by the Executive Board, the Supervisory Board or the Statutory Auditors may be consulted at the Company's registered office.

6.2 BYLAWS

ARTICLE 1 - LEGAL FORM OF THE COMPANY

The Company is a French company (*société anonyme*), with an Executive Board and a Supervisory Board. It is governed by applicable laws and regulations, in particular Articles L. 225-57 to L. 225-93 of the French Commercial Code and by these Bylaws.

ARTICLE 2 - COMPANY NAME

The Company name is "Eurazeo".

ARTICLE 3 - CORPORATE PURPOSE

The purpose of the Company, in France and all other countries, directly or indirectly, is:

- the management of its funds and their investment over the short, medium or long term;
- the acquisition, management and disposal, by all available means, of all minority or controlling interests, and generally of all listed and unlisted securities and all real and movable property, in France and elsewhere;
- the sponsoring and acquisition of investment funds and the acquisition of interests in funds of this type;
- the acquisition, disposal, management and operation, by way of leasing or otherwise, of all real property and buildings that it owns, principally in the cities of Lyons and Marseilles, or that it may acquire or build;
- the performance of services on behalf of entities or companies in which the Company holds an equity stake;
- the grant of security interests, endorsements and guaranties in order to facilitate the financing of subsidiaries or entities in which the Company holds an investment;
- and more generally, all financial, industrial, commercial, real and movable property transactions, directly or indirectly related to one of those purposes or to any similar or related purpose.

ARTICLE 4 - REGISTERED OFFICE

The Company's registered office is located at 32, rue de Monceau in Paris (8th District).

The registered office may be transferred to another location in the same county (*département*) or a neighboring county (*département*) by a decision of the Supervisory Board, subject to confirmation of this decision by the next Ordinary Shareholders' Meeting.

ARTICLE 5 - DURATION

Except in the event of dissolution or extension by decision of the Extraordinary Shareholders' Meeting, the Company is incorporated for ninety-nine years as from the date of registration with the Trade and Companies Registry, that is, July 1, 1969.

ARTICLE 6 - SHARE CAPITAL

The Company has a share capital of one hundred and seventy-six million, nine hundred and sixteen thousand, three hundred and twenty-five euros (€176,916,325). It is divided into fifty-eight million, five thousand and three hundred and fifty-one (58,005, 351) fully paid-up shares of the same class.

Any contributions in kind performed are described in the appendices to the Bylaws, in accordance with Article 55 of the Decree of March 23, 1967.

ARTICLE 7 - FORM OF SHARES

Shareholders may choose whether their fully paid-up shares are held in registered or bearer form.

They are recorded in an account governed by relevant law and regulations.

Pursuant to applicable laws and regulations, and subject to the corresponding penalties, the Company may at any time ask an institution or broker to disclose the name, address and nationality of individuals or entities holding securities conferring current or future voting rights at the Company's Shareholders' Meetings, as well as the number of securities held by each individual or entity and any restrictions on the securities held.

ARTICLE 8 - INFORMATION ON THE OWNERSHIP OF THE SHARE CAPITAL

Any individual or legal entity which, acting alone or jointly with others, comes to hold, either directly or indirectly, one (1%) percent or more of the outstanding shares or voting rights of the Company shall inform the Company of the aggregate number of shares, voting rights and future rights to Company equity it holds. It shall also report that information to the Company whenever the number of shares or voting rights it owns increases by an additional one (1%) percent or more of the total number of outstanding shares and voting rights.

The information must be provided to the Company no later than five (5) business days after any acquisition of shares or voting rights which brings the total held to one percent or a multiple thereof.

Should a shareholder fail to comply with the above provisions and at the request of one or more shareholders owning five percent (5%) or more of the outstanding shares, duly recorded in the minutes of the Shareholders' Meeting, any unreported shares or voting rights shall be barred from voting at all Shareholders' Meetings held during a period of two (2) years commencing the date they are reported by the owner.

The foregoing reporting requirement shall also apply whenever the portion of shares or voting rights held decreases by one (1%) percent or more of the outstanding shares or voting rights.

ARTICLE 9 - RIGHTS ATTACHED TO EACH SHARE

In addition to the voting right conferred by law, each share confers entitlement to a portion of the profits or liquidation surplus in direct proportion to the existing number of shares.

On each occasion where it is necessary to own a certain number of shares in order to vote, it remains the responsibility of those shareholders not possessing the required number to arrange the grouping of shares required.

ARTICLE 10 - PAYMENT OF SHARES

The amount of shares issued during a capital increase and to be paid up in cash is payable under the terms and conditions determined by the Supervisory Board.

Subscribers and shareholders are notified of calls for funds at least fifteen (15) days before the date set for each payment by a notice published in a legal gazette of the location of the registered office or by registered letter sent individually to subscribers and shareholders.

All delays in payment of sums due on the unpaid shares shall automatically, and without the need for any formality whatsoever, lead to the payment of interest calculated at the legal rate plus two (2) points, day after day, as from the due date, without prejudice to any action *in personam* that the Company may bring against the defaulting shareholder and enforcement measures provided by law.

ARTICLE 11 - MEMBERS OF THE SUPERVISORY BOARD

1. The Supervisory Board has a minimum of three (3) and a maximum of eighteen (18) members, subject to the exemption granted by law in the event of a merger.

   The members of the Supervisory Board are appointed by the Ordinary Shareholders' Meeting. When a vacancy arises for one or more Board members, the Board itself may appoint replacements by co-optation, each being appointed for the remaining period of office of his/her predecessor, and subject to ratification of the appointment by the next Shareholders' Meeting.

   The number of Supervisory Board members aged over seventy (70) may not exceed one-third of the total number of Supervisory Board members at any time. When this proportion is exceeded, the oldest member of the Supervisory Board, with the exception of its Chairman, must resign his/her position at the end of the next Ordinary Shareholders' Meeting.

2. Each Supervisory Board member must hold at least two hundred and fifty (250) Company shares throughout his/her entire term.

3. Members of the Supervisory Board are appointed for a period of four (4) years. They may be re-appointed. The duties of members of the Supervisory Board are terminated at the end of the Ordinary Shareholders' Meeting approving the financial statements for the last fiscal year that is held during the year in which their term of office expires. However, the duties of current members of the Supervisory Board whose term of office was set at six years shall continue to serve until their term of office expires.

ARTICLE 12 - CHAIR OF THE SUPERVISORY BOARD

1. The Supervisory Board elects a Chairman and Vice-Chairman for the full period of their appointment. Both functions must be filled by natural persons.

   The Supervisory Board sets their compensation, whether fixed or variable.

   The Chairman is responsible for calling Board meetings at least four times a year, and for chairing the proceedings.

2. The Vice-Chairman has the same responsibilities and prerogatives as the Chairman, and acts on behalf of the latter when the Chairman is unable to attend or has delegated his/her duties temporarily.

3. The Supervisory Board may appoint a secretary, either from among its own members or from outside the Board.

ARTICLE 13 - PROCEEDINGS OF THE SUPERVISORY BOARD

1. Supervisory Board members may be notified of Board meetings by any form of communication, including orally.

   Supervisory Board meetings are held at the registered office or in any other place specified in the notice of meeting. Meetings are chaired by the Supervisory Board Chairman or, in the absence of the latter, by the Vice-Chairman.

2. Meetings are held and proceedings conducted subject to the legal provisions governing quorum and majority rules. Where voting is tied, the Chairman will have the casting vote.

3. The Supervisory Board drafts Internal Rules, which may provide that, except in cases of resolutions relating to the appointment or replacement of its Chairman and Vice-Chairman, and those relating to the appointment or dismissal of Executive Board members, for the purposes of quorum and majority rules, Supervisory Board members may participate in Board meetings through video conferencing or another form of telecommunications, as provided by the law and regulations.

4. Minutes are recorded of Supervisory Board meetings and copies or extracts thereof are certified and distributed in accordance with the law.

ARTICLE 14 - POWERS OF THE SUPERVISORY BOARD

1. The Supervisory Board permanently oversees the management of the Company by its Executive Board.

   At any time during the year, it conducts any verifications and reviews that it deems necessary and may ask the Executive Board to communicate any documents that it considers necessary for the performance of its duties.

   The Executive Board submits a report to the Supervisory Board at least once every quarter on the Company's main management acts and decisions, including all information that the Board may require to be kept informed of the Company's business, along with the quarterly and half-yearly financial statements.

   The Supervisory Board also submits budgets and investment plans twice a year.

   Following the end of each fiscal year, the Executive Board submits the annual company and consolidated financial statements and its report to the Shareholders' Meeting, to the Supervisory Board for verification and review. The Supervisory Board reports its observations on the Executive Board's report and the annual company and consolidated financial statements to the Shareholders' Meeting.

   This supervision may, under no circumstances, lead to the performance of management acts, directly or indirectly, by the Supervisory Board or its members.

2. The Supervisory Board appoints and may dismiss the members of the Executive Board, in accordance with the law and pursuant to Article 17 of these Bylaws.

3. The Supervisory Board prepares the draft resolution proposing the appointment of the Statutory Auditors to the Shareholders' Meeting, in accordance with the law.

4. The following transactions are subject to the prior approval of the Supervisory Board:

a) pursuant to applicable law and regulations:

- the disposal of real estate;
- the partial or full disposal of investments;
- the creation of security interests, as well as the granting of sureties, endorsements and guarantees;

b) pursuant to these Bylaws:

- any proposal to the Shareholders' Meeting to amend the Bylaws;
- any transaction that could result, immediately or in the future, in a share capital increase or decrease through the issue or cancelation of shares;
- the creation of stock option plans and the granting of Company share subscription or purchase options;
- any proposal to the Shareholders' Meeting regarding share buyback programs;
- any proposal to the Shareholders' Meeting regarding the appropriation of earnings and the distribution of dividends or interim dividends;
- the appointment of one or more Company representatives to the Boards of any French or foreign companies in which the Company holds an investment with a value of one hundred and seventy-five million euros (€175 million) or more;
- the acquisition of a new or additional investment in any entity or company; any acquisition, exchange or disposal of shares, property, receivables or securities involving an investment by the Company of more than one hundred and seventy-five million euros (€175 million);
- agreements regarding debt, financing or alliances, whenever the total amount of the transaction or agreement, performed in one or more stages, exceeds one hundred and seventy-five million euros (€175 million).

  The following items are taken into consideration for the purpose of the above limit of one hundred and seventy-five million euros (€175 million);

- the value of any investment by the Company, as reported in its company accounts, either in the form of equity or equity equivalents or in the form of shareholder loans or similar arrangements;

- debts and liabilities for which the Company has provided an express guarantee or agreed to stand surety. Other liabilities contracted by the subsidiary or holding entity concerned, or by a special-purpose acquisition entity, for which the Company has not expressly agreed to give a guarantee or stand surety, are not taken into account to determine whether or not the limit has been exceeded;

c) all agreements governed by Article L. 225-86 of the French Commercial Code.

5. Within the limit of the amounts that it will determine, under the terms and conditions and for the duration that it defines, the Supervisory Board may authorize the Executive Board in advance to carry out one or more of the transactions mentioned in a) and b) of paragraph 4 above.
6. The Supervisory Board may decide to set up committees from among its members to review questions that it or its Chairman submit for their opinion. It defines the membership and tasks of these committees which will act under the Board's responsibility.

ARTICLE 15 - COMPENSATION OF SUPERVISORY BOARD MEMBERS

The Supervisory Board may be granted attendance fees by the Shareholders' Meeting. The Supervisory Board may then distribute such fees freely among its members.

The Supervisory Board may also grant exceptional compensation to certain of its members as provided by law.

ARTICLE 16 - NON-VOTING MEMBERS

1. The Shareholders' Meeting may appoint non-voting members to assist the Supervisory Board. Non-voting members may or may not be selected among the shareholders; there are no more than four non-voting Directors, and they are appointed for a maximum of four years. The Supervisory Board decides their roles and responsibilities and sets their compensation.
2. The maximum age limit for non-voting members of the Board is eighty (80) years. Non-voting members who reach this age shall be deemed to have resigned.
3. Non-voting members are invited to all Supervisory Board meetings and may contribute to its proceedings in an advisory role only. They may not act on behalf of Supervisory Board members and may only advise.

ARTICLE 17 - MEMBERS OF THE EXECUTIVE BOARD

1. The Company is managed by an Executive Board composed of three to seven members appointed by the Supervisory Board. It performs its duties under the supervision of the Supervisory Board, in accordance with the law and the Company's Bylaws.
2. The members of the Executive Board need not be chosen from among the shareholders. They must be natural persons. They may be reappointed indefinitely. No member of the Supervisory Board may be a member of the Executive Board.

   The age limit for acting as a member of the Executive Board is set at sixty-eight (68) years of age. Any member of the Executive Board who reaches that age shall be deemed to have resigned.

   Members of the Executive Board may have an employment contract with the Company that shall remain in effect throughout their entire term of office and thereafter.
3. The Executive Board is appointed for a term of four (4) years. In the event that a seat falls vacant, the Supervisory Board shall appoint, in accordance with the law, a successor for the predecessor's remaining term.
4. Members of the Executive Board may be dismissed, either by the Supervisory Board, or by Shareholders' Meeting upon the recommendation of the Supervisory Board. If the dismissal is without good cause, the member may be entitled to damages. Dismissal of a member of the Executive Board does not result in termination of his/her employment contract.

ARTICLE 18 - CHAIR OF THE EXECUTIVE BOARD - GENERAL MANAGEMENT

1. The Supervisory Board appoints one of the members of the Executive Board as its Chairman. He or she fulfills the duties of Chairman for the full term of appointment as an Executive Board member. He or she represents the Company in its dealings with third parties.
2. The Supervisory Board may confer the same powers of representation on one or more Executive Board members, who then assume the title of Chief Operating Officer.
3. The duties of Chairman and, where applicable, Chief Operating Officer, allocated to Executive Board members may be withdrawn at any time by the Supervisory Board.
4. The Chairman and Chief Operating Officer(s) validly carry out all acts that bind the Company with respect to third parties.

ARTICLE 19 - PROCEEDINGS OF THE EXECUTIVE BOARD

1. The Executive Board meets as often as required in the best interests of the Company, after a meeting has been called by the Chairman or at least half of its members. Meetings are held at the registered office or in any other place specified in the notice of meeting. Items may be added to the agenda at the meeting. Meetings may be notified by any form of communication, including orally.
2. Meetings are chaired by the Chairman of the Executive Board or, in his/her absence, by the Chief Operating Officer designated by the Chairman.
3. Executive Board proceedings are valid only when at least half of its members are present. Decisions are adopted by the majority of votes cast by those members present or represented. Where voting is tied, the Chairman will have the casting vote.

   Members of the Executive Board may take part in Board meetings by means of videoconference or telecommunications, as permitted by current regulations applicable to meetings of the Supervisory Board. The members shall be considered present for the purpose of calculating quorum and majority.
4. The proceedings are recorded in the form of minutes, which are held in a special register and signed by those Executive Board members attending the meeting.
5. The Executive Board sets its own internal rules and notifies the Supervisory Board thereof.

ARTICLE 20 - POWERS AND OBLIGATIONS OF THE EXECUTIVE BOARD

1. The Executive Board is vested with the most extensive powers to act on behalf of the Company in all circumstances, within the limits of the corporate purpose and subject to the powers expressly attributed by law and the Company's Bylaws to Shareholders' Meetings and the Supervisory Board.

   No restriction on its powers will be enforceable against third parties, who may launch legal proceedings against the Company, with respect to the performance of the commitments made in its name by the Chairman of the Executive Board or a Chief Operating Officer, once their appointments have been regularly published.
2. Members of the Executive Board may, with the permission of the Supervisory Board, divide management tasks among themselves. However, this division of tasks may, under no circumstances, exempt the Executive Board from meeting and deliberating on the most important issues concerning the Company's management, or be invoked as a reason for exemption from the joint and several liability of the Executive Board and each of its members.
3. The Executive Board may vest one or more of its members or any person chosen from outside the Board, with special, permanent or temporary duties that it will determine, and delegate to them for one or more specified purposes, with or without the possibility of sub-delegation, any powers that it deems necessary.
4. The Executive Board prepares and presents to the Supervisory Board, reports, budgets and quarterly, half-year and annual financial statements, in accordance with the law and pursuant to paragraph 1 of Article 14 above.

   The Executive Board calls all Shareholders' Meetings, defines their agenda and implements their decisions.
5. Members of the Executive Board may be held liable, towards the Company or third parties, collectively and severally, as the case may be, for breaches of laws governing French companies (*sociétés anonymes*), breaches of these Bylaws, or management faults, under the conditions and governing sanctions provided by applicable laws.

ARTICLE 21 - COMPENSATION OF EXECUTIVE BOARD MEMBERS

The Supervisory Board sets the method and amount of compensation paid to each Executive Board member, and sets the number and conditions of any share subscription or purchase options they may be granted.

ARTICLE 22 - STATUTORY AUDITORS

The Statutory Auditors are appointed and carry out their duties in accordance with the law.

ARTICLE 23 - SHAREHOLDERS' MEETINGS

1. Shareholders' Meetings are called and vote in accordance with the law.
2. Each share entitles its holder to one vote. However, fully paid-up shares deposited in registered accounts in the name of the same shareholder for two (2) years or more, are entitled to double voting rights. Furthermore, in the event of a share capital increase through capitalization of reserves, earnings or shares premiums, bonus shares granted to shareholders in proportion to existing shareholdings qualifying for double voting rights shall also confer double voting rights.

   Shares converted into bearer shares or which change hands lose their extra voting rights. However, the foregoing provision is not applicable to shares transferred by virtue of inheritance, the liquidation of community property or *inter vivos* gifts to a spouse or relative entitled to inherit, nor shall such transfers interrupt the two-year period specified in the preceding paragraph.

   The beneficial owners of shares shall exercise the voting rights attached to them at Ordinary Shareholders' Meetings, and their legal owners shall exercise these voting rights at Extraordinary Shareholders' Meetings. The shareholders may, however, agree to allocate voting rights in a different manner at Shareholders' Meetings. If they do so, they shall inform the Company thereof by registered letter to its registered office and the Company shall comply with such agreement at all Shareholders' Meetings held one month or more after the postmarked date of this registered letter.
3. Meetings are held either at the Company's registered office or at some other venue indicated in the notice of meeting.

   Evidence of the right to participate at the Company's Shareholders' Meetings shall consist in the registration of the shares in the name of the shareholder or financial broker acting on his/her behalf (as provided for by law) no later than 0:00 AM (Paris time) three business days prior to the meeting:

- in the case of registered shareholders: in the registered share books of the Company;
- in the case of holders of bearer shares: in the bearer share books kept by the authorized broker, as provided for by applicable regulations.

   Shareholders may attend meetings in person or be represented by a proxy. They may also participate by sending a postal vote as provided for by applicable laws and regulations. In order to be counted, mail ballots must be received by the Company no later than three (3) business days before the date of the meeting.

   The Executive Board shall be able to authorize sending to the Company of proxy and mail-in voting forms by telecommunications (including via electronic means) in accordance with applicable law and regulations.

   When such telecommunications means are used, the electronic signature may take the form of a process that meets the criteria set out in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code.

   If the Executive Board decides to use such telecommunications means, as set out in the meeting notice or convening notice, shareholders who participate in Shareholders' Meeting via videoconferencing or telecommunications means that allow them to be identified as set forth by applicable law are deemed to be present for the calculation of the quorum and the majority.

4. Shareholders' Meetings are chaired by the Chairman of the Supervisory Board or, in his/her absence, the Vice-Chairman. In the absence of both individuals, the meeting elects its own Chairman.
5. Minutes are recorded of Shareholders' Meetings and copies thereof are certified and distributed in accordance with the law.

ARTICLE 24 - COMPANY FINANCIAL STATEMENTS

The fiscal period commences January first (1st) and ends December thirty-first (31st) of each year.

Provided that there is sufficient income left after deducting the sums required to fund or supplement the legal reserve, the Shareholders' Meeting may, upon the recommendation of the Executive Board, allocate any portion of earnings it deems appropriate, either to retained earnings or to one or more general or special reserve accounts, or for distribution to shareholders.

The Shareholders' Meeting called to approve the financial statements for the year has the authority to grant all shareholders the option to receive some or all of the dividend or interim dividend distributed in either cash or shares, in accordance with the laws and regulations applicable on the date of the decision.

ARTICLE 25 - DISSOLUTION AND LIQUIDATION

In the event of dissolution of the Company, the Shareholders' Meeting appoints one or more liquidators in accordance with the conditions of quorum and majority laid down for Ordinary Shareholders' Meetings.

The liquidator represents the Company. He is vested with the most extensive powers to liquidate the assets, by amicable settlement. He is qualified to pay creditors and distribute the available balance.

The Shareholders' Meeting may authorize the liquidator to continue the outstanding businesses or initiate new businesses for the needs of the liquidation.

ARTICLE 26 - DISPUTES

Any disputes that may arise during the term of the Company or during its liquidation, either between the Company and shareholders, or among shareholders relating to corporate matters shall be subject to the jurisdiction of the competent courts of the registered office.

6.3 INFORMATION ON THE SHARE CAPITAL

6.3.1 NUMBER OF SHARES

Share capital as of January 31, 2011:

The Company has a share capital of €176,916,325, divided into 58,005,351 fully paid-up shares of the same class.

6.3.2 SECURITIES CONFERRING ACCESS TO THE SHARE CAPITAL

As of December 31, 2010, no securities were outstanding that entitled their holders to acquire Company shares or voting rights.

The 37th resolution adopted by the Shareholders' Meeting of May 7, 2010 authorizes the Executive Board, in the event of a takeover bid targeting the Company's shares, to issue bonus share warrants to the Company's shareholders. This authorization was granted for a period of 18 months commencing the date of the Shareholders' Meeting, *i.e.* until November 6, 2011.

The 38th resolution adopted by the Shareholders' Meeting of May 7, 2010, authorizes the Executive Board to grant options to subscribe for new shares up to a maximum amount of 3 percent of the share capital, or to purchase existing shares as permitted by law. The authority to grant these stock options remains in effect for 38 months from the date of the Shareholders' Meeting, *i.e.* until July 6, 2013.

The 19th resolution adopted by the Shareholders' Meeting of May 29, 2009, authorizes the Executive Board to grant bonus shares to employees and corporate officers of the Company. The bonus share grants must take place before the expiry of a 38-month period from the Shareholders' Meeting of May 29, 2009, *i.e.* no later than July 28, 2012.

The total number of bonus shares granted cannot exceed 1% of the share capital on the day of the Executive Board's decision.

6.3.3 CHANGES IN SHARE CAPITAL

Date	Transaction	Amount of the change in capital *(in euros)*	Total number of shares	Total amount of share capital *(in euros)*
01/29/2008	Recognition by the Executive Board of the capital increase resulting from the exercise of 26,885 share subscription options in fiscal year 2008.	81,999	53,963,523	164,588,750
04/02/2008	Capital decrease via the cancellation of 768,499 treasury shares approved by the Executive Board on March 21, 2008.	(2,343,922)	53,195,024	162,244,828
05/26/2008	Capital increase via a one-for-twenty bonus share grant. (creation of 2,659,751 new shares with effect as of January 1, 2008)	8,112,241	55,854,775	170,357,069
06/25/2008	Capital decrease via the cancellation of 558,500 treasury shares approved by the Executive Board on June 3, 2008.	(1,703,425)	55,296,275	168,653,644
06/29/2009	Capital increase via the issuance of new shares following the payment of the dividend in shares. (creation of 765,041 new shares with effect as of January 1, 2009)	2,333,375	56,061,316	170,987,019
06/30/2009	Capital decrease via the cancellation of 900,000 treasury shares approved by the Executive Board on June 24, 2009.	(2,745,000)	55,161,316	168,242,019
01/26/2010	Recognition by the Executive Board of the capital increase resulting from the exercise of 15,723 share subscription options in fiscal year 2009.	47,955	55,177,039	168,289,974
06/07/2010	Capital increase via the issuance of new shares following the payment of the dividend in shares. (creation of 51,102 new shares with effect as of January 1, 2010)	155,861	55,228,141	168,445,835
06/11/2010	Capital increase via a one-for-twenty bonus share grant. (creation of 2,761,407 new shares with effect as of January 1, 2010)	8,422,292	57,989,548	176,868,127
01/10/2011	Recognition by the Executive Board of the capital increase resulting from the exercise of 2,394 share subscription options in fiscal year 2010.	7,301	57,991,942	176,875,428
01/25/2011	Recognition by the Executive Board of the capital increase resulting from the exercise of 13,409 share subscription options since January 1, 2011.	40,897	58,005,351	176,916,325

6.3.4 INFORMATION ON POTENTIAL SHARE CAPITAL DILUTION

Information on the potential dilution of the Company's share capital from the exercise of share subscription options:

					Exercise period		
	Date of grant	Potential expiry date	Strike price *(in euros)*	Discount/ Premium	By holder	Number of shares	Total potential dilution (1)
Share subscription options 2002 Plan	07/01/2002	06/30/2012	34.28	0%	07/01/2006	34,653	0.06%

(1) On the basis of 57,989,548 shares outstanding as of December 31, 2010.

6.3.5 SUMMARY TABLES OF UNEXPIRED DELEGATIONS OF AUTHORITY

The 28th, 29th, 30th, 31st, 32nd, 33rd and 34th resolutions adopted by Shareholders' Meeting of May 7, 2010 canceled the 9th, 10th,11th, 12th, 13th, 14th and 15th resolutions adopted at the Shareholders' Meeting of May 29, 2009, and authorized the Executive Board to:

- increase share capital by capitalizing reserves, profits or issue, merger or contribution premiums;
- issue securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, with preferential subscription rights;
- issue securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, without preferential subscription rights and by public offering, or in connection with a takeover bid comprising a share exchange offer;
- issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, without preferential subscription rights, in connection with an offering referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code;
- set the issue price in the event of the issue of shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, without preferential subscription rights, representing up to 10% of share capital;
- increase the number of shares, securities or other instruments to be issued in the event of a capital increase with or without preferential subscription rights for shareholders;
- issue shares and/or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, in consideration for contributions in kind granted to the Company.

The 36th resolution adopted by the Shareholders' Meeting of May 7, 2010 canceled the 17th resolution adopted at the Shareholders' Meeting of May 29, 2009, and authorized the Executive Board to increase share capital by issuing shares reserved for members of a Company Savings Plan (*Plan d'Épargne d'Entreprise*, or PEE).

These authorizations were granted for a period of twenty-six months from the date on which the resolutions were approved and will expire on July 6, 2012.

The table below sets out the various authorizations approved by the Shareholders' Meetings of May 29, 2009 and May 7, 2010 or which are on the agenda of the Shareholders' Meeting of May 18, 2011:

Date of Shareholders' Meeting	Purpose	Resolution	Duration
05/18/2011	Authority to issue bonus share warrants to the Company's shareholders in the event of takeover bids targeting the Company's shares*.	11	18 months
05/07/2010	Authority to increase share capital by capitalizing reserves, profits or issue, merger or contribution premiums.	28	26 months
05/07/2010	Authority to issue securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, with preferential subscription rights.	29	26 months
05/07/2010	Authority to issue securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, without preferential subscription rights and by public offering, or in connection with a takeover bid comprising a share exchange offer.	30	26 months
05/07/2010	Authority to issue shares and/or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, without preferential subscription rights, in connection with an offering referred to in Section II of Article L. 411-2 of the French Monetary and Financial Code.	31	26 months
05/07/2010	Authority to set the issue price in the event of an issue, without preferential subscription rights, representing up to 10% of share capital.	32	26 months
05/07/2010	Increase in the number of shares, securities or other instruments to be issued in the event of a capital increase with or without preferential subscription rights for shareholders.	33	26 months
07/05/2010	Authority to issue shares and/or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, in consideration for contributions in kind granted to the Company.	34	26 months
05/07/2010	Authority to issue shares and/or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or in the future, for shares, reserved for members of a Company Savings Plan (Plan d'Épargne Entreprise).	36	26 months
05/07/2010	Authority to grant share subscription or purchase options to the employees and corporate officers of the Company or its affiliates.	38	38 months
05/29/2009	Authority to grant bonus shares to the employees and corporate officers of the Company or its affiliates.	19	38 months

** Renewal subject to the approval of the Shareholders' Meeting of May 18, 2011.*

Ceilings on capital increases that may be decided by the Executive Board pursuant to its delegation of authority:

- Capitalization:
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 28th resolution of the Shareholders' Meeting of May 7, 2010, is equal to €1.7 billion;
- Capital increases with or without preferential subscription rights:
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 29th resolution of the Shareholders' Meeting of May 7, 2010, is equal to €150 million,
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 30th resolution of the Shareholders' Meeting of May 7, 2010, is equal to €100 million;
- Private placements:
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 31st resolution of the Shareholders' Meeting of May 7, 2010, is equal to 20% of share capital (as of the transaction date);
- Greenshoe:
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 33rd resolution of the Shareholders' Meeting of May 7, 2010, is equal to 15% of the initial issue;
- General ceilings:
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 29th to 34th resolutions of the Shareholders' Meeting of May 7, 2010, is equal to €150 million,
  > the maximum nominal value amount of issues of debt securities convertible, redeemable, exchangeable or otherwise exercisable for shares pursuant to the 29th to 34th resolutions of the Shareholders' Meeting of May 7, 2010 is equal to €1 billion;

- capital increases reserved for members of the Company Savings Plan (*Plan d'Epargne d'Entreprise*):
  > the ceiling on the par value amount of capital increases that may be carried out pursuant to the 36th resolution of the Shareholders' Meeting of May 7, 2010, is equal to €2 million;
- share warrants:
  > the ceiling on the par value amount of capital increases that may result from the exercise of all warrants that could be issued pursuant to the 11th resolution, subject to the approval of the Shareholders' Meeting of May 18, 2011, is €175 million.

6.3.6 SHARES NOT REPRESENTING THE SHARE CAPITAL

None.

6.3.7 PLEDGES

Pledges of the issuer's shares held in registered accounts

None.

Pledges of the issuer's assets (intangible assets, property, plant and equipment and long-term financial assets)

None.

6.4 SHAREHOLDING STRUCTURE

As required by law, we list here below the shareholders owning a stake in Eurazeo's equity or voting rights above the legal thresholds as of December 31, 2010 [(1)]:

(As a percentage)

	Of share capital	Of voting rights	Of voting rights including treasury shares
Concert [(2)]	20.87	20.88	20.33
Crédit Agricole	18.17	24.60	23.95
Sofina	5.84	9.06	8.83
Vincent Meyer	5.68	4.69	4.57

(1) Data for bearer shares is based on identifiable bearer shares as of February 4, 2010 and a simulation following the grant on June 11, 2010 of one bonus share for 20 shares held.

(2) Shareholders' agreement between Michel David-Weill, the Michel David-Weill Trust 2001, the undivided estate of Michel David-Weill, Montreux LLC, Constance Broz de Solages, Jean-Manuel de Solages, Amaury de Solages, Martine Bernheim-Orsini, Pierre-Antoine Bernheim, Alain Guyot and Hervé Guyot (AMF notice no. 211C0404) (hereafter referred to as the "Agreement").

6.4.1 CHANGES IN EURAZEO'S SHAREHOLDING STRUCTURE DURING FISCAL YEAR 2010

- In various letters received May 6, 2010, followed by a letter received May 7, 2010 (AMF notice no. 210C0396), the Concert (see definition above) reported, for regularization purposes, that it had exceeded the 20% voting rights threshold on December 31, 2009 and held at that date 11,555,879 Eurazeo shares and 14,025,591 voting rights, representing 20.94% of the Company's share capital and 20.52% of voting rights.

  This threshold was crossed due to a decrease in the total number of voting rights in Eurazeo, following the conversion by a shareholder of his/her shares to bearer shares.

- In a letter dated December 24, 2010, followed by a letter received December 28, 2010 (AMF notice no. 210C1337), the Concert (see definition above) reported that it fell below the 20% share capital and voting rights threshold on December 24, 2010 and then exceeded these thresholds on the same day and held 12,105,441 Eurazeo shares and 14,659,655 voting rights, representing 20.88% of the Company's share capital and 20.33% of voting rights.

  These thresholds were crossed following the transfer to Montreux LLC of all Eurazeo shares previously held by Lakonia Management Ltd and the entry into the aforementioned concert of Montreux LLC to replace Lakonia Management Ltd.

6.4.2 SHARE OF CAPITAL HELD BY COMPANIES OWNED BY EURAZEO AND/OR BY RECIPROCAL INVESTMENTS

None.

6.4.3 CURRENT BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS

Number of shareholders

A survey of identifiable bearer shares (*titres au porteur identifiables*, TPI) on January 31, 2011, which identified custodians holding over 125,000 shares as well as individuals holding over 100 shares, found that Eurazeo had over 10,847 shareholders, of which 691 registered shareholders and 10,156 identified holders of bearer shares.

On January 31, 2011, registered shareholders (including the treasury shares held by Eurazeo) accounted for 41.29% of share capital and 50.13% of voting rights (based on all shares outstanding, including those stripped of voting rights).

On January 31, 2011, Eurazeo had a share capital of €176,916,325, divided into 58,005,351 fully paid-up shares of a single class.

Shares owned by employees

Under the Group savings plan introduced on December 31, 1997, Eurazeo employees hold shares in a company mutual fund partially invested in Eurazeo shares. On January 31, 2011, the savings plan held 49,500 Eurazeo shares (0.08% of the share capital).

CHANGE IN THE SHAREHOLDING STRUCTURE (SHAREHOLDERS OWNING OVER 5% OF SHARES OR VOTING RIGHTS)

(As a percentage)

	12/31/2009					
	Shares	% of share capital	Voting rights	% of voting rights	% of voting rights *	Shares
Registered shares	18,389,055	33.33%	31,571,167	47.44%	46.18%	23,983,408
Bearer shares	36,787,984	66.67%	36,787,984	55.27%	53.82%	34,008,534
Michel David-Weill 2001 Trust	2,548,584	4.62%	3,807,786	5.72%	5.57%	2,676,013
Michel David-Weill	41,038	0.07%	82,076	0.12%	0.12%	43,089
Montreux LLC (1)	2,734,210	4.96%	2,734,210	4.11%	4.00%	2,870,932
Guyot Family	588,706	1.07%	588,706	0.88%	0.86%	460,984
Bernheim Family	1,046,380	1.90%	1,046,380	1.57%	1.53%	1,098,698
Undivided estate of MDW	2,006,656	3.64%	2,006,656	3.02%	2.94%	2,106,988
Heirs of Eliane David Weill (2)	2,590,305	4.69%	3,759,777	5.65%	5.50%	2,848,733
Concert (3)	**11,555,879**	**20.94%**	**14,025,591**	**21.07%**	**20.52%**	**12,105,437**
Crédit Agricole	10,040,399	18.20%	16,451,562	24.72%	24.07%	10,534,956
Sofina SA	3,200,000	5.80%	5,720,000	8.59%	8.37%	3,386,250
Vincent Meyer	3,136,034	5.68%	3,138,580	4.72%	4.59%	3,292,262
Public	25,440,813	46.11%	27,219,504	40.90%	39.82%	26,769,527
Eurazeo (4)	1,803,914	3.27%			2.64%	1,903,510
TOTAL	**55,177,039**	**100%**	**66,555,237**	**100%**	**100%**	**57,991,942**

(1) Montreux LLC replaced Lakonia Management Limited and joined the Agreement on May 24, 2010.

(2) Division of Eliane David Weill's estate between her heirs.

(3) Summary Agreement published by the AMF on April 4, 2011 (AMF notice no. 211C0404 of April 4, 2011).

(4) Treasury shares held by Eurazeo.

** Based on the total number of shares, including shares stripped of voting rights in accordance with Article L. 233-8-II of the French Commercial Code.*

*** Data based on identifiable bearer shares as of February 4, 2010 and a simulation following the grant on June 11, 2010 of one bonus share for 20 shares held.*

As of January 31, 2011, Eurazeo had 1,902,245 treasury shares worth a gross carrying amount of €73,049,924.20.

12/31/2010 **				01/31/2011				
% of share capital	Voting rights	% of voting rights	% of voting rights *	Shares	% of share capital	Voting rights	% of voting rights	% of voting rights *
41.36%	36,187,654	51.55%	50.19%	23,949,734	41.29%	36,145,172	51.49%	50.13%
58.64%	34,008,534	48.45%	47.17%	34,055,617	58.71%	34,055,617	48.51%	47.23%
4.61%	3,998,175	5.70%	5.55%	2,676,013	4.61%	3,998,175	5.70%	5.55%
0.07%	86,178	0.12%	0.12%	43,089	0.07%	86,178	0.12%	0.12%
4.95%	2,870,932	4.09%	3.98%	2,870,932	4.95%	2,870,932	4.09%	3.98%
0.79%	460,984	0.66%	0.64%	461,008	0.79%	461,008	0.66%	0.64%
1.89%	1,098,698	1.57%	1.52%	1,098,698	1.89%	1,098,698	1.57%	1.52%
3.63%	2,106,989	3.00%	2.92%	2,106,988	3.63%	2,106,988	3.00%	2.92%
4.91%	4,037,697	5.75%	5.60%	2,919,701	5.03%	4,108,664	5.85%	5.70%
20.87%	**14,659,653**	**20.88%**	**20.33%**	**12,176,429**	**20.99%**	**14,730,643**	**20.98%**	**20.43%**
18.17%	17,266,677	24.60%	23.95%	10,784,653	18.59%	17,516,374	24.95%	24.29%
5.84%	6,363,000	9.06%	8.83%	3,360,000	5.79%	6,336,750	9.03%	8.79%
5.68%	3,294,362	4.69%	4.57%	2,952,100	5.09%	2,954,200	4.21%	4.10%
46.16%	28,612,496	40.76%	39.68%	26,829,924	46.25%	28,662,822	40.83%	39.75%
3.28%			2.64%	1,902,245	3.28%			2.64%
100%	**70,196,188**	**100%**	**100%**	**58,005,351**	**100%**	**70,200,789**	**100%**	**100%**

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6.5 SHAREHOLDERS’ AGREEMENTS

6.5.1 AGREEMENTS REPORTED TO THE AMF CONCERNING EURAZEO SHARES

Pursuant to Article L. 233-11 of the French Commercial Code, the Financial Markets Authority (*Autorité des Marchés Financiers*) (or its predecessor, the *Conseil des Marchés Financiers*) has released to the public information on the following agreements:

- two agreements signed on June 24, 1999 by Compagnie Financière et Auxiliaire, a subsidiary of Lazard Frères et Cie, with France-Vie and Rebelco (CMF notice no. 199C1052 of August 4, 1999). The agreement with Rebelco expired on March 22, 2004. The agreement with France-Vie contains a pre-emptive right in favor of Compagnie Financière et Auxiliaire in the event of the transfer of the shares held by Generali (the latter assuming the rights of La Fédération Continentale, which absorbed France-Vie);
- in a letter dated December 13, 2007, SCHP notified the AMF of a shareholders’ agreement signed on December 6, 2007 by SCHP, Michel David-Weill, the Michel David-Weill 2001 Trust, the Estate of Eliane David-Weill, the Fondation Atmer and the Fondation Bellema (collectively referred to as SCHP and its affiliates). The agreement was made public by the AMF on December 18, 2007 (Decision and Notice no. 207C2831) and came into effect on January 1, 2008. It was tacitly renewed on December 31, 2010 for a period of three-years expiring December 31, 2013.

  Following the dissolution of SCHP and the liquidation of SCHP leading to its withdrawal from the agreement and the concert, an amendment to the agreement was signed on November 16, 2009 (Decision and Notice no. 209C1445). The agreement and its various amendments were grouped together in a summary agreement and communicated to the AMF on March 29, 2011 (Decision and Notice no. 211C0404) (hereafter referred to as the “Agreement”). The parties to the Agreement, which are considered to act in concert, are currently Michel David-Weill, the Michel David-Weill Trust 2001, Montreux LLC (replacing Lakonia Management Limited), Alain Guyot, Hervé Guyot, Amaury de Solages, Jean-Manuel de Solages, Constance Broz de Solages, the children of Michel David-Weill, jointly and severally, Martine Bernheim-Orsini and Pierre-Antoine Bernheim.

  The main provisions of the Agreement are as follows:

  > a commitment to keep the Eurazeo shares owned by the signatories to the Agreement,

  > a commitment by each of the parties not to increase their respective investments in Eurazeo, except (i) the acquisition of share capital and/or voting rights on the payment of dividends in shares, on the grant of bonus shares or as a result of a share split, (ii) any other acquisition of share capital and/or voting rights after prior confirmation that the proposed acquisition does not result in the concert crossing the threshold of one-third of the share capital or voting rights or (iii) where the withdrawal of the party from the concert is reported beforehand to the AMF, the other parties are informed, and the party withdraws from the Agreement,

  > a mechanism enabling the exclusion of any member that increases its investment in Eurazeo, in violation of the commitments given in the Agreement,

  > the option to withdraw early from the Agreement, subject to prior notification of the remaining parties, and

  > consultation between the parties to the Agreement prior to exercising the voting rights conferred by the Eurazeo shares held.

6.5.2 AGREEMENTS ENTERED INTO BY EURAZEO

Agreements entered into by Eurazeo and reported to the AMF

ACCOR/EDENRED SHAREHOLDERS’ AGREEMENTS

On May 4, 2008, Eurazeo (through Legendre Holding 19) and Colony Capital (through ColTime and ColDay) entered into a shareholders’ agreement pertaining to their investments in Accor, in conjunction with the joint action resulting from the memorandum of understanding signed on January 27, 2008 (AMF notice no. 208C0875).

The shareholders’ agreement mainly includes the following clauses:

- a commitment to vote in the same way on the Board of Directors of Accor on any strategic decision;
- a commitment to vote in the same way at Accor Shareholders’ Meetings;

- an agreement on equal representation on the Accor Board of Directors;
- a promise to sell in the event of non-compliance by one of the two partners with the commitment to vote in the agreed direction, under which the partner who complied with its commitment may acquire the investment of the partner who failed to comply, at a price equal to 80% of the lower of (i) the average price weighted for trading volumes during the 20 days preceding the non-compliance and (ii) the closing price on the day of non-compliance. The promise may be exercised within a period of one month following the non-compliance;
- prohibition to sell the partners' investments in Accor for two years, except in the event of a takeover bid launched by a third party or one of the two partners; this prohibition was extended to January 1, 2012 by the amendment dated December 18, 2009. It does not apply to ColTime to meet the fiduciary obligations of Colony towards its investors;
- a commitment to refrain from any acquisition or conclusion of an agreement with a third party, that would result in the concert crossing the threshold of one-third of the share capital or voting rights;
- a first right of refusal in the event of the sale of shares by one of the two partners to a given buyer, that can be exercised within 10 days of the notification of the intent to sell. The price will be the one proposed by the selling partner;
- a prior right of information, with a notice period of four days, should one of the two partners plan to sell the shares on the market to unknown buyers;
- in the event of the sale of shares by one of the two partners, a proportional right of sale exercisable by the other partner during a period of 10 days following notification;
- an obligation to propose to the other partner any acquisition of additional shares on an equal basis, where the investments of the two partners are already identical;
- a right for the partner with less shares than the other to acquire shares in priority. However, ColDay may freely acquire shares allowing it to reach 11% of the share capital of Accor and Eurazeo may freely acquire shares allowing it to reach 10% of the share capital of Accor;
- in the event of a takeover bid launched by a third party, if one of the two partners does not wish to tender its shares while the other party does wish to do so, the right for the partner refusing to tender its shares to the takeover bid to acquire the investment of the partner tendering its shares, at the bid price (or any additional price or counter offer);
- in the event of a takeover bid launched by one of the two partners and if the other partner does not wish to participate, the right for one or other of the two partners to terminate the concert. If the party that does not wish to participate in the takeover bid wishes to sell its investment, the party launching the bid is entitled to acquire the other party's shares before launching the bid, at the bid price (or any additional price or counter offer).

The shareholders' agreement is entered into for an initial period of five years at the end of which the concert may be cancelled with 30-days notice, unless in the event of early termination of the shareholders' agreement following breach by one of the partners of its obligations or notification by one of the partners of its intention to cross the share capital and voting rights threshold which renders a takeover bid mandatory for the concert. The aforementioned prohibition to sell during two years will apply notwithstanding the termination for breach of a stipulation of the shareholders' agreement. Furthermore, between the third and fifth year anniversary of the shareholders' agreement, one of the two partners may terminate the shareholders' agreement with a notice of three months. The shareholders' agreement shall also be terminated should one of the two partners hold less than 5% of the share capital of Accor.

On December 18, 2009, Eurazeo (through Legendre Holding 19), ColTime and ColDay signed an amendment to the shareholders' agreement of May 4, 2008 (AMF notice no. 209C1534). This amendment followed the decision by the Board of Directors of Accor to confirm the appropriateness of separating the Group's two businesses (Hotels and Prepaid Services) into two autonomous listed entities. The aim of this amendment, subject to the effective separation of Accor's two businesses, was (i) to extend the provisions of the shareholders' agreement, applicable from May 2008 to May 4, 2013, to encompass the shares of both companies and (ii) to extend to January 1, 2012, the commitment by the parties to hold their shares in Accor and Edenred.

In a notice published July 7, 2010 (AMF notice no. 210C0606), the AMF indicated that the effective performance, on July 2, 2010, of the aforementioned separation by contribution-distribution (Accor shareholders received one Edenred share for each Accor share held as of July 2010) rendered the provisions of the above agreements applicable to the parties who are now shareholders of Edenred.

A shareholders' agreement was signed on June 27, 2008 with ECIP Agree Sarl, a Luxembourg-registered company created for the syndication requirements of the investment in Accor by Legendre Holding 19, which is controlled by Eurazeo. Pursuant to this agreement, a lock-up clause prohibits the sale of the Legendre Holding 19 shares held by investors, other than Eurazeo, expiring on May 4, 2013, except in the event of disposal by Eurazeo of its shares, in which case the investors would sell their shares to the third party acquirer on an equal basis with Eurazeo, in proportion to their investment in Legendre Holding 19. At the end of the lock-up period, Eurazeo will have pre-emptive rights in the event of a third party offer on all or part of the Legendre Holding 19 shares held by one or several investors.

Other Shareholders' Agreements

RAY FRANCE SHAREHOLDERS' AGREEMENT

In conjunction with the March 16, 2005 purchase of Rexel Distribution (formerly Rexel SA), Eurazeo formed an acquisition holding entity under the name Ray France Investment SAS, for the purpose of acquiring, along with other co-investors (including companies belonging to the Clayton, Dubilier & Rice, Merrill Lynch and Citigroup groups), a direct interest in RAY INVESTMENT S.à.r.l. and indirect interests in other Rexel group entities (the holding company is now Rexel SA (formerly Ray Holding), whose shares began trading on the Euronext Paris Eurolist market on April 4, 2007).

Following the syndication of a portion of Eurazeo's investment in Ray France Investment SAS, a shareholders' agreement was entered into on June 7, 2005 (the "Ray France Shareholders' Agreement") with that company's new shareholders (investment companies and funds belonging to AGF and La Financière Patrimoniale d'Investissement).

The Ray France Shareholders' Agreement provides that each shareholder will have a pre-emptive right to shares sold, except in the case of certain transfers on conditions set forth in the Ray France Shareholders' Agreement.

Eurazeo's co-investors also have tag-along rights and proportional tag-along rights in the event that disposals of shares by Eurazeo should cause its investment to drop below certain thresholds.

Eurazeo and other group entities also have a drag-along right under which other investors would be required to sell their shares if an offer was made for all of the shares of Ray France Investment SAS.

The Ray France Shareholders' Agreement likewise details the conditions applicable in the event of (i) a transfer by Ray France Investment SAS of some or all of its investment in RAY INVESTMENT S.à.r.l. and (ii) the transfer by Eurazeo to another group entity of its indirect investment in RAY INVESTMENT S.à.r.l.

Lastly, the Ray France Shareholders' Agreement contains provisions pertaining to the governance of Ray France Investment SAS (composition and activities of governing bodies, voting of certain resolutions).

FINANCIÈRE TRUCK (INVESTISSEMENT) SHAREHOLDERS' AGREEMENT

In conjunction with Eurazeo's investment in Financière Truck (Investissement) ("FTI"), which controls 99% of the share capital and voting rights of Fraikin Groupe, Eurazeo entered into a shareholders' agreement on February 15, 2007 with Financière Truck Sarl (the "Financial Investor"), the co-investors (including Eurazeo Co-Investment Partners SCA) (collectively referred to with Eurazeo as the "Co-Investors"), the managers of Fraikin Groupe and Frinvest (the "Managers").

There are no pre-emptive rights in the event of the sale of shares by the Financial Investor or Eurazeo to third parties. However, the shareholders (other than Eurazeo) enjoy pre-emptive rights in the event of the sale of shares by a shareholder other than the Financial Investor (and its affiliates) or Eurazeo to other shareholders or to third parties.

In the event of a sale of shares by the Financial Investor, the shareholders have a proportional tag-along right or a full tag-along right if the Financial Investor reduces its investment below 50% of the FTI voting rights.

If the Financial Investor sells more than 50% of the FTI shares and voting rights to a third party, the Financial Investor would be entitled to exercise a drag-along right forcing the other shareholders to sell their shares, but this would apply to Eurazeo only if the Financial Investor were to sell all of its FTI shares.

The FTI Shareholders' Agreement also includes certain provisions pertaining to the governance of FTI (composition of the Supervisory Board and of the Strategy, Compensation and Audit Committees, prior approval by the Supervisory Board of certain strategic decisions).

LT PARTICIPATIONS SA SHAREHOLDERS' AGREEMENT

In conjunction with its purchase of an additional interest in LT Participations, the holding entity for Ipsos, Eurazeo entered into a shareholders' agreement with Mr. Lech and Mr. Truchot (who hold, directly or indirectly, a controlling interest in LT Participations) and certain other investors on November 10, 2000, as amended on December 16, 2002 (the "LT Shareholders' Agreement").

The LT Shareholders' Agreement provides for a pre-emptive right of the parties should one of the parties wish to sell its shares to a third party. Mr. Lech and Mr. Truchot also granted Eurazeo a tag-along right, in the event that their investment in LT Participations falls below a certain level, and liquidity rights under specific circumstances.

The LT Shareholders' Agreement also contains certain provisions pertaining to governance, including on the composition and activities of the Boards of Directors of LT and Ipsos.

EUROPCAR GROUPE SHAREHOLDERS' AGREEMENTS

In conjunction with the May 31, 2006 acquisition of Europcar International SASU, Eurazeo formed a holding entity under the name Europcar Groupe SA, and entered into two shareholders' agreements.

The first shareholders' agreement was entered into with Eureka Participation SAS, an entity formed by the managers of the Europcar group. It contains a lock-up clause prohibiting the sale of Europcar Groupe SA shares held by Eureka Participation SAS prior to December 31, 2013, other than in the event of tag-along rights being exercised if Eurazeo sells its shares (such rights cover all shares held or a proportion thereof depending on whether the sale leads to change in control of Europcar Groupe SA), or if Eurazeo forces Eureka Participation SAS to sell its shares in response to an offer by a third party for all of the shares held by Eurazeo. In the event of an IPO by Europcar Groupe SA or Europcar International SASU, the shareholders' agreement provides that Eureka Participation SAS shall be treated equally in all respects with Eurazeo. Lastly, the shareholders' agreement provides that should Europcar Groupe SA sell its Europcar International SASU shares for cash, Eureka Participation SAS could be entitled to a portion of the proceeds, in proportion to its interest in Europcar Groupe SA.

The shareholders' agreement also contains certain provisions pertaining to the governance of Europcar Groupe SA (composition of the Board of Directors and prior approval by the Board of Directors of certain decisions) and of Eureka Participation SAS, and to the transfer of shares issued by Eureka Participation SAS.

The second shareholders' agreement, entered into with ECIP Europcar Sarl, a Luxembourg-registered company formed for the purpose of syndicating Eurazeo's investment in Europcar Groupe SA and to which any new investor in Europcar Groupe SA could become a party, contains a lock-up clause prohibiting the sale of Europcar Groupe SA shares held by investors other than Eurazeo until June 30, 2013, unless Eurazeo sells its shares, in which case the investors would sell a portion of their shares proportional to their interest in Europcar Groupe SA to the purchasing third party on *pari passu* terms with those applicable to Eurazeo. The investors would have full tag-along rights if the sale of shares by Eurazeo resulted in control of Europcar Groupe SA changing hands. In the event of an IPO by Europcar Groupe SA or Europcar International SASU, the shareholders' agreement provides that the investors shall be treated equally in all respects with Eurazeo. At the end of the lock-up period, Eurazeo has pre-emptive rights in the event of an offer by a third party for some or all of the Europcar Groupe SA shares held by one or more investors.

50/50 JOINT VENTURE BETWEEN EURAZEO AND GRUPPO BANCA LEONARDO

In April 2006, Eurazeo and Gruppo Banca Leonardo announced the forming of a 50/50 Italian joint venture, Euraleo, for private equity investments in Italy, along the line of similar private equity transactions performed by Eurazeo.

Eurazeo and Gruppo Banca Leonardo signed a joint venture agreement on April 24, 2006, later modified by an amendment on April 1, 2007, setting forth their relationship as shareholders of Euraleo. It contains certain provisions pertaining to the governance of Euraleo, and specifically to the composition and activities of the Euraleo Board of Directors and Investment Committee.

The agreement provides, *inter alia*, that Eurazeo and Gruppo Banca Leonardo may not transfer their investment in Euraleo to third parties (other than entities of their respective groups) during a five-year period. At the end of that period, each of the parties will have pre-emptive rights should the other party decide to dispose of its shares.

ELIS GROUP SHAREHOLDERS' AGREEMENTS

In conjunction with the October 4, 2007 purchase of the Elis group, Eurazeo signed two shareholder agreements with its co-investors: one relating to Holdelis, the new holding company for the Elis group (formerly known as Legendre Holding 20) and the other relating to the company managed by some of the senior executives of the Elis group (Quasarelis).

The first agreement was signed on October 4, 2007 to structure relations between the shareholders of Holdelis, the company via which Eurazeo and its co-investors (including ECIP Elis Sarl) acquired shares in Novalis, and contains a lock-up clause prohibiting the sale of shares held by the co-investors until October 3, 2017, except (i) in the event of the exercise of tag-along rights on the disposal of its shares by Eurazeo (this right being proportional or total, depending on the percentage investment sold by Eurazeo), (ii) if Eurazeo forces its co-investors to dispose of their shares on receipt of an offer from a third party, acceptance of which would result in Eurazeo no longer holding the majority of Holdelis voting rights, or (iii) in the event of an IPO by Holdelis where Eurazeo would dispose of at least 25% of the share capital and voting rights of Holdelis.

The agreement also contains certain provisions pertaining to the governance of the Elis group (appointment of the Chairman of Holdelis and the Chairman of the Board of Directors, composition of the Board of Directors and prior authorization of certain Board decisions) and the transfer of shares issued by Holdelis.

The second agreement was signed on December 13, 2007 to structure relations between the shareholders of Quasarelis, the company via which certain Elis group senior executives invested in Holdelis and contains a lock-up clause prohibiting the sale of the Quasarelis shares held by the senior executives concerned until October 3, 2017, except (i) in the event of the exercise of their total tag-along rights on the disposal of Holdelis shares held by Eurazeo, following which Eurazeo would no longer hold the majority of voting rights in Holdelis, (ii) if Eurazeo forces the senior executives who are shareholders in Quasarelis to dispose of their Quasarelis shares on receipt of an offer from a third party, acceptance of which would result in Eurazeo no longer holding the majority of Holdelis voting rights or (iii) in the event of an IPO by Holdelis where Eurazeo would dispose of at least 25% of the share capital and voting rights of Holdelis.

Both agreements provide Eurazeo with pre-emptive rights in respect of any disposal by the co-investors occurring after expiry of the lock-up period referred to above.

APCOA SHAREHOLDERS' AGREEMENT

In conjunction with the acquisition of APCOA, a shareholders' agreement was signed on April 25, 2007 by the acquiring holding company (an indirect subsidiary of Eurazeo), certain APCOA group senior executives and their holding structure (the "APCOA Shareholders' Agreement").

The senior executives undertook not to sell their shares unless the purchase offer covers at least 50% of the share capital or until an IPO has been performed.

The APCOA Shareholders' Agreement gives the senior executives a tag-along right in the event of the holding company disposing of its shares to a third party. The holding company also has a drag-along right under which senior executives would be required to sell their shares if an offer was made for the acquisition of its APCOA shares. The APCOA Shareholders' Agreement also contains certain promises to buy and sell the APCOA shares held by the senior executives in the event of them leaving the APCOA group, as well as anti-dilution measures in their favor. Lastly, the APCOA Shareholders' Agreement also contains provisions relating to the governance of the APCOA group.

FONROCHE SHAREHOLDERS' AGREEMENT

In conjunction with the acquisition of the investment in Fonroche Énergies SAS, Eurazeo signed a shareholders' agreement with Yann Maus and Daniel Arnault on May 5, 2010. Legendre Holding 25 joined this agreement on acquiring Eurazeo's investment. This agreement contains certain provisions pertaining to the governance of Fonroche Énergies. It also includes a lock-up period of 5 years. Furthermore, the agreement contains mechanisms organizing the liquidity of their investments including under certain conditions partial or total tag-along rights and reciprocal pre-emptive rights. The founders of Fonroche Énergies also gave commitments to Eurazeo with respect to non-competition and the poaching of staff.

6.6 TRANSACTIONS IN COMPANY'S SHARES

6.6.1 2010 SHARE BUYBACK PROGRAM

A. Description of 2010 share buyback program

A) LEGAL FRAMEWORK

The twenty-third resolution of the Combined Shareholders' Meeting of May 7, 2010 authorized Eurazeo's Executive Board to launch a share buyback program (hereinafter referred to as the "**Buyback Program**") in accordance with Article L. 225-209 of the French Commercial Code.

During fiscal year 2010, the Executive Board of Eurazeo implemented this Buyback Program to acquire shares. Details of these transactions are set out below.

B) DETAILS OF THE BUYBACK PROGRAM

The Buyback Program was authorized for a period of 18 months from the Shareholders' Meeting until November 6, 2011. The maximum purchase price authorized was €100 per share and the Board was granted authorization to buy a number of shares equivalent to a maximum of 10% of Eurazeo's share capital on the date of such purchases.

In accordance with prevailing regulations and stock exchange practices approved by the French Financial Markets Authority (AMF), the Buyback Program was established with a view to:

- canceling shares, in accordance with the authorization granted to the Executive Board at the Extraordinary Shareholders' Meeting;
- market-making in the Company's shares as part of a liquidity contract with an independent investment service provider, in accordance with the French Financial Markets Authority's Code of Ethics;
- granting shares to employees and corporate officers of the Company and/or of companies either related to Eurazeo or which will be related to it in the future, as allowed by law, notably with respect to exercising share purchase options, granting bonus shares or profit sharing;
- remitting or exchanging shares when the rights attached to debt instruments that entitle holders to receive Eurazeo shares are exercised;
- retaining or using shares in exchange or as payment for potential future acquisitions;
- undertaking any other transaction approved or recognized by the law and/or the Financial Markets Authority and any goals consistent with prevailing regulations.

The twenty-seventh resolution of the Combined Shareholders' Meeting of May 7, 2010 authorized the Executive Board to decrease the Company's share capital by up to 10% in one or more transactions per 24-month period by canceling shares acquired in accordance with either the twenty-third resolution adopted by the Combined Shareholders' Meeting of May 7, 2010 and/or the seventh resolution adopted by the Combined Shareholders' Meeting of May 29, 2009 and/or the twentieth resolution adopted by the Combined Shareholders' Meeting of May 14, 2008.

B. Shares bought back by Eurazeo during fiscal year 2010

Eurazeo bought back 450,121 shares at an average price of €50.84 per share and a total cost of €22,884,181.20 during fiscal year 2010.

During the period from January 1, 2010 to March 15, 2011, Eurazeo bought 632,752 shares at an average price of €51.95 and a total cost of €32,871,800.30. Of these shares, 614,601 were purchased under a liquidity contract for market-making purposes and 18,151 were acquired for grant to holders of share purchase options or as bonus shares.

A) BUYBACK OF SHARES FOR CANCELLATION

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo did not buy back any shares with a view to cancellation, as authorized by the twenty-third resolution of the Combined Shareholder's Meeting of May 7, 2010.

B) BUYBACK OF SHARES UNDER A LIQUIDITY CONTRACT FOR MARKET-MAKING PURPOSES

During fiscal year 2010 and the subsequent period through March 15, 2011, Rothschild & Cie Banque, acting on behalf of Eurazeo under a liquidity contract for market-making purposes, bought 614,601 shares at an average price of €52.05 per share and a total cost of €31,989,661.70

Of these shares, 159,984 were purchased at an average price of €50.54 per share and a total cost of €8,085,032.56 in accordance with the authorization granted by the seventh resolution of the Combined Shareholders' Meeting of May 29, 2009. A further 454,617 shares were purchased at an average price of €52.58 per share and a total cost of €23,904,629.14 in accordance with the authorization granted by the twenty-third resolution of the Combined Shareholders' Meeting of May 7, 2010.

C) BUYBACK OF SHARES FOR GRANT TO EMPLOYEES AND CORPORATE OFFICERS

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo bought back 18,151 shares at an average price of €48.60 per share and a total cost of €882,138.60. The shares were acquired in accordance with the twenty-third resolution adopted by the Combined Shareholders' Meeting of May 7, 2010, for grant to holders of share purchase options or as bonus shares.

D) BUYBACK OF SHARES FOR REMITTANCE OR EXCHANGE WHEN RIGHTS ATTACHED TO DEBT INSTRUMENTS ARE EXERCISED

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo did not purchase any of its own shares for the purpose of remittance or exchange when rights attached to debt instruments are exercised.

E) BUYBACKS OF SHARES FOR RETENTION AND USE IN FUTURE ACQUISITIONS

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo did not purchase any of its own shares for the purpose of retention and use as payment for future acquisitions.

C. Sales of shares in fiscal year 2010

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo sold 36,002 shares at an average price of €58.97 per share, representing a total of €2,122,934.42, following the exercise of Eurazeo share purchase options.

During fiscal year 2010 and the subsequent period through March 15, 2010, Rothschild & Cie Banque, acting on behalf of Eurazeo under a liquidity contract for market-making purposes, sold 547,601 shares at an average price of €52.11 per share, representing a total of €28,535,186.73.

D. Share buyback details

During the period January 1, 2010 through March 15, 2010, Eurazeo bought back 18,151 shares directly on the market at an average price of €48.60 per share and a total cost of €882,138,60.

During the same period, Eurazeo also bought back 614,601 shares at an average price of €52.05 per share and a total cost of €31,989,661.70, under a liquidity contract.

Eurazeo did not use derivative instruments to purchase shares during this period.

E. Cancellation of shares by Eurazeo

During fiscal year 2010 and the subsequent period through March 15, 2011, Eurazeo did not cancel any shares.

On June 30, 2009, Eurazeo cancelled 900,000 shares, representing 1.63% of Eurazeo's share capital (1) pursuant to the authorization granted to the Board under the eighth resolution adopted at the Combined Shareholders' Meeting of May 29, 2009.

In accordance with prevailing law and in light of the number of shares already cancelled by Eurazeo, and the fact that companies may not cancel more than 10% of their capital in any 24-month period, Eurazeo may not cancel more than 8.45% of its share capital before June 30, 2011 (2), subject to potential capital increases.

F. Potential reallocations

Shares purchased by Eurazeo pursuant to the authorization granted by the twenty-third resolution adopted at the Combined Shareholders' Meeting of May 7, 2010 or pursuant to other authorizations granted previously, have not been reallocated to other objectives different to the initial objectives assigned on purchase.

G. Brokerage fees

The Company spent €3,061.37 on brokerage fees in respect of its share buyback program in fiscal year 2010.

(1) Based on 55,296,275 shares outstanding as of June 30, 2009.
(2) Based on 58,005,351 shares outstanding as of March 15, 2011.

6.6.2 DESCRIPTION OF THE 2011 BUYBACK PROGRAM SUBJECT TO THE APPROVAL OF THE COMBINED SHAREHOLDERS' MEETING OF MAY 18, 2011 IN ACCORDANCE WITH ARTICLES 241-2 AND 241-3 OF THE AMF'S GENERAL REGULATIONS

The eighth resolution subject to the approval of the Combined Shareholders' Meeting of May 18, 2011 (see Section 7.4, Draft Resolutions, of this Registration Document), invites shareholders to adopt a share buyback program in accordance with the provisions of Article L. 225-209 of the French Commercial Code.

As of March 15, 2011, the Company directly owned 1,932,245 shares, representing 3.33% (1) of its share capital. In accordance with prevailing laws and regulations, these shares do not confer dividend or voting rights.

Eurazeo's subsidiaries do not own any Eurazeo shares, either directly or indirectly.

The Company has no plans to cancel any of its 1,932,245 shares. 67,000 shares were purchased by Rothschild & Cie Banque on behalf of Eurazeo under the liquidity contract and 1,865,245 shares are allocated for grant to holders of share purchase options or as bonus shares to Eurazeo's employees or corporate officers.

In accordance with prevailing regulations and professional market practices as approved by the Financial Markets Authority (AMF), and as set out in the eighth resolution subject to the approval of the Combined Shareholders' Meeting of May 18, 2011, the buyback program covers:

1. canceling shares, in accordance with the authorization granted to the Executive Board at the Extraordinary Shareholders' Meeting;
2. market-making in the Company's shares as part of a liquidity contract with an independent investment service provider, in accordance with the French Financial Markets Authority's Code of Ethics;
3. granting shares to employees and corporate officers of the Company and/or of companies either related to Eurazeo or which will be related to it in the future, as allowed by law, notably with respect to exercising share purchase options, granting bonus shares or profit sharing;
4. remitting or exchanging shares when the rights attached to debt instruments that entitle holders to receive Eurazeo shares are exercised;
5. retaining or using shares in exchange or as payment for potential future acquisitions;
6. undertaking any other transaction approved or recognized by the law and/or the Financial Markets Authority and any goals consistent with prevailing regulations.

These objectives are the same as those set out in the previous share buyback program approved by the twenty-third resolution adopted at the Combined Shareholders' Meeting of May 7, 2010. The full text of the twenty-third resolution adopted at the Combined Shareholders' Meeting of May 7, 2010 can be found on pages 124-125 of the Registration Document (n° D.10-0296) filed with the AMF on April 21, 2010.

The authorization granted to the Board with respect to the buyback program limits purchases to 10% of share capital on the date of such purchases, as calculated in accordance with applicable laws and regulations, provided, however, that the total number of the Company's own shares held by it following such purchases does not exceed 10% of the share capital. On the basis of the Company's share capital at March 15, 2011, that ceiling would be 5,800,535 shares.

The share buyback program provides for a maximum authorized purchase price of €100 per share.

The total cost of share buybacks is therefore capped at €580,053,500 (2). In the event of changes in the Company's share capital, resulting, in particular, from the capitalization of reserves, granting of bonus shares, stock splits or reverse splits, the above price will be revised accordingly.

The share buyback program is to run for a period of 18 months starting from the Combined Shareholders' Meeting of May 18, 2011, when shareholders will be asked to adopt it, until November 17, 2012.

The following table lists the share buybacks completed by the Company under the previous buyback program. No shares were purchased using derivative instruments.

(1) Based on 58,005,351 shares outstanding as of March 15, 2011.

(2) Based on the share capital as of March 15, 2011.

EURAZEO PURCHASES AND SALES OF ITS OWN SHARES UNDER THE BUYBACK PROGRAM BETWEEN JANUARY 1, 2010 AND MARCH 15, 2011

	Gross transactions		Open positions as of March 15, 2011			
	Purchases	Sales [1]	Share purchase options purchased	Forward purchases	Share purchase options sold	Forward sales
Number of shares	632,752 [2]	594,118 [3]	-	-	-	-
Maximum average maturity	-	-	-	-	-	-
Average trading price *(in euros)*	51.95	53.17	-	-	-	-
Average strike price	-	-	-	-	-	-
Amounts *(in euros)*	32,871,800.30	31,590,968.38	-	-	-	-

(1) Including the delivery of shares to employees pursuant to the 2008 bonus share grant.

(2) 614,601 of which were purchased under the liquidity contract.

(3) 547,601 of which were sold under the liquidity contract.

6.7 FACTORS AFFECTING A POTENTIAL TAKEOVER BID

BOARD AUTHORIZATION TO ISSUE SHARE WARRANTS IN THE EVENT OF A TAKEOVER BID

At the Combined Shareholders' Meeting of May 18, 2011, shareholders will be asked to renew the Executive Board's authorization to issue bonus share warrants, in one or more transactions, in the event of a takeover bid for the Company, as initially granted by the Combined Shareholders' Meeting of May 7, 2010. These bonus share warrants will be allocated to all eligible shareholders before the expiry of the takeover bid, enabling them to subscribe to Company shares on preferential conditions.

The maximum number of share warrants that may be issued will be equal to the number of shares outstanding at the time that the warrants are issued. The maximum par value amount of the share capital increase that may result from the exercise of all such warrants is €175,000,000 (subject to adjustments).

The Combined Shareholders' Meeting of May 7, 2010 granted this authorization for a period of 18 months ending November 6, 2011. If the authorization is renewed at the Shareholders' Meeting of May 18, 2011, it will expire on November 17, 2012.

LOAN AGREEMENT

On January 26, 2006, Eurazeo entered into a five-year loan agreement for €500 million with a banking syndicate. The loan amount was subsequently extended to €1 billion on July 6, 2006. The loan agreements include the usual legal and financial commitments typical of such transactions. These provide for each bank to give notification of the termination of its commitment and of the accelerated maturity of its share in the outstanding balance in the event of a change in control of the Company.

CO-INVESTMENT CONTRACTS

In line with standard investment fund practice, Eurazeo has created a "co-investment" plan for the members of the Executive Board and investment teams.

Under the plan, Eurazeo has granted Investco 3d Bingen and Investco 4i Bingen (partnerships owned by the beneficiaries) a right to receive any capital gains generated by Eurazeo on investments made between 2005 and 2008.

The right to receive such capital gains must be exercised no later than December 31, 2014, or earlier in the event of a change in control of Eurazeo. A change of control is defined as (i) the takeover of Eurazeo (within the meaning of Article L. 233-3 I of the French Commercial Code) by one or more third parties acting alone or in concert, with the exception of Société Civile Haussmann Percier and/or persons acting in concert with it, or (ii) the termination, by one or more third parties acting alone or in concert, of the offices held by more than half of the members of Eurazeo's Supervisory Board at the Company's Shareholders' Meeting.

Eurazeo has also granted Investco 5 Bingen a right to receive any capital gains generated by Eurazeo on investments made between 2009 and 2011.

The right to receive such capital gains must be exercised no later than December 31, 2015, or earlier in the event of a change in control of Eurazeo. A change of control is defined as (i) the takeover of Eurazeo (within the meaning of Article L. 233-3 I of the French Commercial Code) by one or more third parties acting alone or in concert, with the exception of Société Civile Haussmann Percier and/or persons acting in concert with it, as stipulated in the French Financial Markets Authority's decision (notice no. 208C0876) of May 13, 2008, or (ii) the revocation by one or more third parties acting alone or in concert of the mandate held by more than half of the members of Eurazeo's Supervisory Board at the Company's Shareholders' Meeting.

EURAZEO PARTNERS

In an effort to increase its third-party fund management activity, Eurazeo created two Luxembourg-registered venture capital funds (SICAR): Eurazeo Partners SCA SICAR and Eurazeo Partners B SCA SICAR, which are to invest alongside Eurazeo. These two companies are managed by Eurazeo Management Lux SA.

In accordance with the incorporation documents of these two companies in the event of a change in control of Eurazeo the investment period may be terminated and/or the fund manager dismissed.

50/50 JOINT VENTURE BETWEEN EURAZEO AND GRUPPO BANCA LEONARDO

This agreement, which was signed on April 24, 2006 and was amended with effect from April 1, 2007, specifies that, in the event that the majority of B class shares issued by Gruppo Banca Leonardo are sold, Eurazeo will have an option to purchase Euraleo shares held by Gruppo Banca Leonardo, on condition that Gerardo Braggiotti no longer occupies the positions of Chairman, Chief Executive Officer or Director of Gruppo Banca Leonardo on the date the option is exercised. Reciprocally, in the event of a change in control of Eurazeo (i) Gruppo Banca Leonardo will have an option to buy Eurazeo's entire stake in Euraleo, and (ii) Gruppo Banca Leonardo must, at Eurazeo's request, employ its best efforts to acquire or have a third party acquire, all of Eurazeo's shares in Gruppo Banca Leonardo.

SHARE PURCHASE OPTIONS

At meetings held on June 4, 2007, May 20, 2008, June 2, 2009 and May 10, 2010, the Executive Board decided to grant Company share purchase options, in accordance with the delegations granted by the Shareholders' Meetings of May 3, 2007 and May 7, 2010 and the authorization granted by the Supervisory Board at its meetings of March 22, 2007, March 27, 2008, March 26, 2009 and March 19, 2010.

As stipulated in the option agreement, such purchase options shall immediately vest and be exercisable, regardless of conditions applying to employment and length of service, under the following circumstances:

(i) the filing of a takeover bid targeting the shares of the Company deemed compliant by the French Financial Markets Authority (AMF);

(ii) the takeover of the Company involving: (i) a change in control within the definition of Article L. 233-3 of the French Commercial Code; (ii) the replacement of the majority of the members of the Supervisory Board at the same time and upon the initiative of a new shareholder or shareholders acting in concert;

(iii) direct or indirect ownership by a company of more than 30% of the Company's voting rights, together with a change of more than 20% of the members of the Executive Board and the Supervisory Board over a nine-month period;

In all of these cases, the shares acquired by exercising share purchase options shall be immediately transferable, even if the lock-up period has not yet expired.

VIRGINIE MORGON'S EMPLOYMENT CONTRACT

In the event of a change in control of the Company (as defined hereafter) occurring within four (4) years from the day on which Virginie Morgon took up her position, she may ask the Company to terminate her employment contract during a period of six months from the effective change in control and according to the terms set out in the employment contract.

"Change of control" is defined as:

(i) a change in the majority of members of the Supervisory Board at the same time and at the initiative of a shareholder or shareholders acting in concert;

(ii) a change in control within the meaning of Articles L. 233-3 (I) and L. 233-3 (III) of the French Commercial Code;

(iii) (a) direct or indirect ownership by a company of more than forty percent (40%) of the Company's voting rights, when no other shareholder directly or indirectly owns a fraction higher than this fraction, or (b) direct or indirect ownership by a company of more than thirty percent (30%) of the Company's voting rights, together with a change of more than 20% of the members of the Executive Board and the Supervisory Board over a nine-month period.

6.8 STOCK MARKET INDICATORS

6.8.1 EURAZEO SHARE

Eurazeo is listed on the Eurolist of the Paris Euronext market in compartment A (Market capitalization exceeding 1 billion euros). The Eurazeo share is also eligible for deferred settlement (SRD).

ISIN Code: FR000121121

Reuters ticker symbol: Eura.pa

Bloomberg ticker symbol: RF FP

The Eurazeo share price (delayed by 15 minutes) is available on Eurazeo's website at: www.eurazeo.com.

Eurazeo is currently included in the following indices:

- SBF 80, SBF 120, SBF 250;
- CAC All Shares, CAC Mid & Small 190, CAC Mid100;
- CAC Financials, CAC Financial Services;
- DJ Euro Stoxx;
- MSCI Europe;
- LPX Europe.

6.8.2 PERFORMANCE AS OF DECEMBER 31, 2010

The following table shows the fluctuations in Eurazeo's share price relative to the CAC 40 index and the European Private Equity market index, LPX Europe, as of key dates.

PERFORMANCE AS OF DECEMBER 31, 2010

*(Relative to adjusted base of 100 *)*

	1 year	3 years	5 years	10 years
Eurazeo	122	75	90	137
LPX Europe	139	73	85	86
CAC 40	100	76	96	88

* *Taken from the start of the period and adjusted for retained dividends, bonus shares and the distribution of exceptional reserves (source: Bloomberg).*

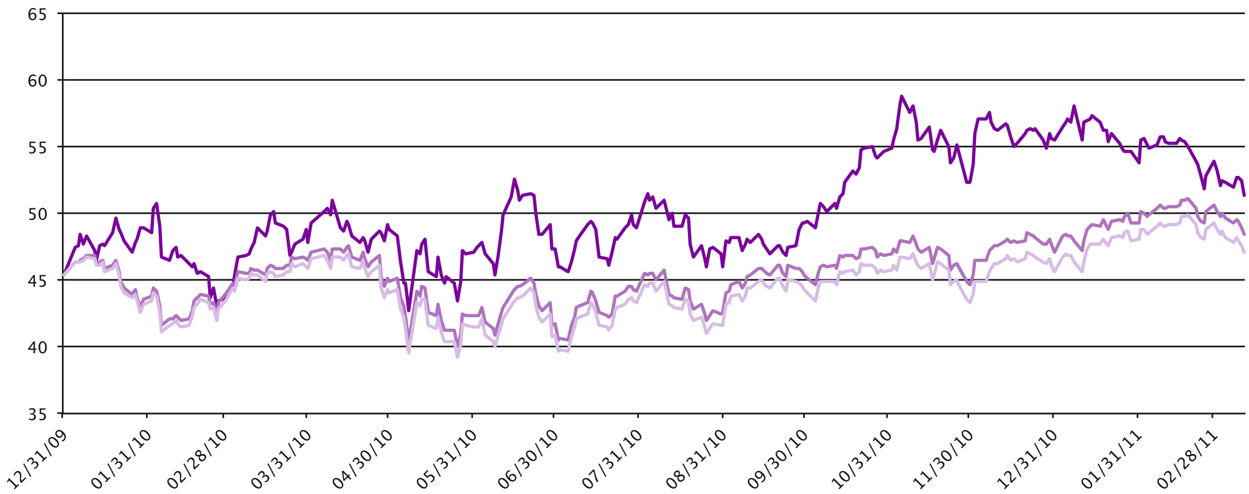
Over the last 10 years, the Eurazeo share has significantly out-performed the CAC 40 index and its benchmark index, LPX Europe.

Over the 2010 calendar year, the Eurazeo share gained 22% while the CAC 40 remained stable.

6.8.3 SHARE PRICE PERFORMANCE AS OF MARCH 11, 2011

PERFORMANCE SINCE JANUARY 1, 2010 (DIVIDENDS REINVESTED)

The stock market capitalization as of March 11, 2011 is €3,034 million, based on an Eurazeo share price of €51.30.



— Eurazeo: +12.9%

— SBF 120: +6.7%

— CAC 40: +3.7%

Source: Bloomberg.

6.9 RELATIONS WITH SHAREHOLDERS

IMPLEMENTING GOOD PRACTICE

Eurazeo prepares all communications based on the general principles and best practices set out in the “Financial Communication Framework and Practices” guidelines issued by the *Observatoire de la Communication Financière* under the aegis of the AMF.

The Executive Board defines the financial communication strategy, based on recommendations made by the dedicated team. All press releases are validated prior to issue by the members of the Executive Board. Press releases announcing half-year and annual results are submitted to the Audit Committee and the Supervisory Board. The Supervisory Board can also be consulted in an advisory capacity on specific subjects, before the information is released.

In accordance with recommendations, Eurazeo refrains from communicating with analysts, journalists and investors during a two-week period prior to the release of half-year and annual results and quarterly financial information.

MAKING INFORMATION ACCESSIBLE

Eurazeo provides shareholders and the financial community with access to many information and communication resources: annual review, Registration Document, website, financial notices and press releases, etc.

For its 2010 Annual Report, Eurazeo has decided to publish two separate documents rather than a two-volume Registration Document (*Document de reference*): an Annual Review presenting the Group, its business and its investments and targeting a wide public (individual shareholders, journalists and any other parties interested in Eurazeo) and a Registration Document, filed with the AMF, with a more financial focus. The aim is to facilitate shareholder access to information. At the same time, a complete overhaul was performed of the Registration Document to make access to information more user-friendly.

MEETING THE FINANCIAL COMMUNITY

Eurazeo meets frequently with the financial community, to share its strategy and better understand its public. It holds lunches, presentations and roadshows with analysts, managers and journalists. Conference calls are systematically organized at the time of each publication (revenue, transactions, etc.). These regular events help Eurazeo stay in contact with its stakeholders and contribute to building a relationship of trust. They also contribute to the Eurazeo share now being regularly monitored by ten financial analysts: CA Cheuvreux, Deutsche Bank, Exane BNP Paribas, Goldman Sachs, HSBC, JP Morgan Cazenove, Kepler, Oddo, Société Générale and UBS.

ACTIVITY IN 2010

In 2010, Eurazeo chose to focus on its business as an accelerator of company transformation and demonstrate, during analyst and investor days, how its companies have developed since acquisition and how they will continue to create value. Eurazeo also organized two investor days, one dedicated to APCOA held in June 2010 and a second dedicated to Europcar held in January 2011.

The roadshow campaign was intense in 2010 and attendance at broker conferences increased: Eurazeo devoted 25 days to meeting with investors (compared to 17 in 2009), consisting of 18 days at roadshows and 7 days at investor conferences. 17 of these 25 days were held outside France (United Kingdom, United States, Switzerland and Italy). The Company thereby totaled some 267 investors contacts in 2010, compared to 284 in 2009 and 242 in 2008.

Toll free number (in France) and contacts for shareholders

Eurazeo provides its shareholders with a toll-free phone number (for calls from within France). This allows them to pose questions directly to the people responsible for shareholder information, from 9 a.m. to 6:00 p.m.

N° Vert 0 800 801 161
APPEL GRATUIT DEPUIS UN POSTE FIXE

Shareholders may also submit their requests:

- by mail, to the following address: Eurazeo - Investor Relations - 32 rue de Monceau -75008 Paris - France;
- by fax to Investor Relations: +33 (0)1 47 66 84 41

Provisional financial agenda for 2011

> Eurazeo's Combined Shareholders' Meeting at Pavillon Gabriel: May 18, at 10 a.m.

> Release of Q1 2011 revenues: May 10.

> Payment of dividend: May 26 (subject to the approval of the Shareholders' Meeting).

> Distribution of one Eurazeo bonus share for every twenty held: May 26.

> Distribution of one ANF Immobilier share for every thirty Eurazeo shares held: May 26.

> Release of H1 2011 revenues and results: August 31.

> Release of Q3 2011 revenues: November 10.

7

SHAREHOLDERS' MEETINGS

7.1 SPECIAL REPORT ON SHARE SUBSCRIPTION AND PURCHASE OPTIONS

(Article L. 225-184 of the French Commercial Code)

1. **Pursuant to the provisions of Article L. 225-184 of the French Commercial Code, Eurazeo informs you that it granted share purchase options in fiscal year 2010, under the conditions set out below:**

	2010 Plan
Date of authorization by Shareholders' Meeting	05/07/2010
Date of Executive Board meeting that decided the grant (1)	05/10/2010
Nature of stock options granted	Purchase
Total number of shares available for purchase (2) (3)	375,802
Total number of persons concerned	29
of which: total number of shares that can be bought by Executive Board members (in its composition as of December 31, 2010) (2) (3)	*311,199*
of which: total number of shares that can be subscribed or bought by the 10 non-corporate officer employees receiving the highest number of stock options (2)	*51,042*
Number of executives (corporate officers) concerned	7
Beginning of exercise period	05/10/2010
End of lock-up period	05/10/2014
Expiry date	05/10/2020
Discount	**0%**
Strike price *(in euros)* (2)	**48.81**
Share subscription or purchase options cancelled during the period	**-**
Total number of shares remaining to be subscribed as of December 31, 2010 (4)	**375,802**
As a percentage of share capital as of December 31, 2010	**0.65%**

(1) The grant of stock options to corporate officers was submitted to the prior approval of the Supervisory Board at its meeting on March 19, 2010, in accordance with the recommendations of the Compensation and Appointment Committee.

(2) Number and price adjusted for the grant of one bonus share for 20 shares held decided on June 2, 2010.

(3) Including 125,267 performance-based stock options.

(4) Options may be exercised for one share each.

2. **Share subscription or purchase options granted to corporate officers and options outstanding as of December 31, 2010:**

	Total stock options (1)	Average strike price	Of which stock options granted	
			in 2009 (1)	in 2010 (1)
Patrick Sayer (2) (3)	543,414	€61.90	123,650	123,387
Bruno Keller (4)	153,655	€67.33	10,144	20,248
Philippe Audouin (5)	108,680	€59.89	27,082	27,022
Virginie Morgon (6)	175,759	€56.37	42,000	42,183
Luis Marini-Portugal (8)	70,834	€39.85	35,932	34,902
Fabrice de Gaudemar (9)	21,274	€48.81	-	21,274
Gilbert Saada (7)	204,783	€59.61	42,000	42,183

(1) Purchase options, adjusted for share capital transactions.

(2) Options definitively granted in 2002 and vested in four equal tranches on July 1, 2002, 2003, 2004 and 2005.

(3) Of which 144,111 performance-based stock options, including 20,757 options granted in 2007, 41,008 options granted in 2008, 41,217 options granted in 2009 and 41,129 options granted in 2010.

(4) Of which 24,995 performance-based stock options, including 8,303 options granted in 2007, 6,562 options granted in 2008, 3,381 options granted in 2009 and 6,749 options granted in 2010.

(5) Of which 30,098 performance-based stock options, including 3,330 options granted in 2007, 8,734 options granted in 2008, 9,027 options granted in 2009 and 9,007 options granted in 2010.

(6) Of which 40,211 performance-based stock options, including 12,150 options granted in 2008, 14,000 options granted in 2009 and 14,061 options granted in 2010.

(7) Of which 46,438 performance-based stock options, including 6,227 options granted in 2007, 12,150 options granted in 2008, 14,000 options granted in 2009 and 14,061 options granted in 2010.

(8) Of which 23,611 performance-based stock options, including 11,977 options granted in 2009 and 11,634 options granted in 2010.

(9) Of which 7,091 performance-based stock options granted in 2010.

Terms and conditions of the 2010 plan

Stock options vest by tranches, in three successive vesting periods subject to the continued employment of the beneficiary by the Company at the end of the relevant vesting period:

- the first tranche (one-third) of stock options will definitively vest after two years, *i.e.* on May 10, 2012;
- the second tranche (an additional one-third) of stock options will definitively vest after three years, *i.e.* on May 10, 2013;
- the third tranche (an additional one-third) of stock options will definitively vest after four years, *i.e.* on May 10, 2014.

In addition, should the beneficiary of the stock options not have been employed by the Company for at least four years at the end of one of the above-mentioned vesting periods, the stock options corresponding to such period will vest only when the beneficiary has been employed by the Company for four years.

The vesting of stock options granted to Executive Board members under the third tranche is also conditional upon Eurazeo's stock market performance, determined over a four-year period (starting on May 10, 2010 and expiring on May 9, 2014 inclusive) by combining (i) the increase in value of the Eurazeo share and (ii) dividends and other payments made, with the exception of the dividend paid on June 7, 2010 on the basis of fiscal year 2009 earnings ("Eurazeo's performance").

Eurazeo's performance shall be compared with the stock market performance, over the same period, of the LPX Europe index selected by the Supervisory Board at the proposal of the Compensation and Appointment Committee.

Should Eurazeo's performance equal or exceed the performance of the index over the same period, the options corresponding to the third tranche shall fully vest in favor of the beneficiary on May 10, 2014.

Should Eurazeo's performance be equal to or less than 80% of the performance of the index over the same period, only a fraction of the options, such that the sum of the options vested under the three tranches shall equal 75% of the entirety of the options granted, shall vest definitively in favor of the beneficiary on May 10, 2014.

Should Eurazeo's performance exceed 80% but be less than 100% of the performance of the index over the same period, the final vesting of the stock options under the third tranche shall be proportional.

In the event of the occurrence of one of the Events allowing the Early Exercise of Options (as defined below), the Eurazeo performance condition will be lifted.

Stock options definitively vested in favor of the beneficiary in accordance with the rules set out above shall be referred to hereinafter as "Vested Options." Stock options that, at a given date, have not been definitively vested in favor of a beneficiary in accordance with the rules set out above shall be referred to hereinafter as "Unvested Options."

- Vested Options may be exercised immediately. Shares in the Company acquired via the exercise of stock options may not be sold before May 9, 2014 inclusive (the "Lock-up Period");
- Stock options must be exercised within ten years, *i.e.* before May 9, 2020 inclusive, at which date any options that have not been exercised shall automatically expire;
- Pursuant to the provisions of the fourth paragraph of Article L. 225-185 of the French Commercial Code, Executive Board members are required to hold in a registered account, throughout their term of office, either directly or indirectly, through wealth management or family structures, a minimum number of shares issued from the exercise of stock options granted in their capacity as member or Chairman of the Executive Board and corresponding to the equivalent of:
  - > for the Chairman of the Executive Board, three times the compensation (fixed + variable) paid for the 2009 fiscal year, on the understanding that these levels must be reached within one year,
  - > for the other members of the Executive Board, twice the compensation (fixed + variable) paid for the 2009 fiscal year, on the understanding that these levels must be reached within five years.

Should a beneficiary leave the Company, any Unvested Options held by the beneficiary at the date of departure (as the beneficiary has not been employed by the Company for four years and/or the departure date is before one or several of the aforementioned vesting periods) will automatically expire, except in the following situations:

- the beneficiary's death or disability falling into the second and third categories provided for in Article L. 341-4 of the French Social Security Code, or the retirement of the beneficiary;
- the beneficiary is called on to exercise functions in another Group company (the presence conditions for future vesting periods will therefore be assessed with respect to this other company);
- formal agreement of the Executive Board, at the recommendation of the Compensation and Appointment Committee, cancelling the expiry of Unvested Options in favor of the beneficiary.

Should one of the following events arise (the "**Events allowing the Early Exercise of Options**"), all options, including Unvested Options, shall vest immediately and shall be immediately exercisable, notwithstanding the requirements relating to the beneficiary's presence and length of service in the Company:

(i) the beneficiary's death or disability falling into the second and third categories provided for in Article L. 341-4 of the French Social Security Code;

(ii) the filing of a takeover bid targeting the shares of the Company deemed compliant by the French Financial Markets Authority (AMF);

(iii) the takeover of the Company involving: (i) a change in control within the meaning of Article L. 233-3 of the French Commercial Code; (ii) a change in the majority of members of the Supervisory Board at the same time and upon the initiative of a new shareholder or shareholders acting in concert; (iii) the direct or indirect ownership by a company of more than 30% of the Company's voting rights, together with a change of more than 20% of the members of the Executive Board and the Supervisory Board over a nine-month period;

(iv) the dismissal of more than half the members of the Company's Supervisory Board by the Shareholders' Meeting.

It being understood that in the Events allowing the Early Exercise of Options described in points (ii), (iii) and (iv) above, the immediate vesting of Unvested Options and the possibility of exercising them immediately shall be reserved to beneficiaries who have received, at the date at which the Event allowing the Early Exercise of Options arises, regular grants of stock options for more than two years under this stock option plan or an earlier plan.

Furthermore, the holding of stock options implies:

- a prohibition on using hedging instruments;
- a prohibition on exercising stock options during the 30 trading days prior to the publication of Company results or forecasts (following the implementation of the stock market ethics charter);
- the application of the third tranche performance condition assuming the early exercise of options in the event of dismissal.

3. **Share subscription or purchase options granted by Eurazeo to its corporate officers and exercised by them during the 2010 fiscal year:**

	Number of options granted/shares subscribed or purchased	Price *(in euros)*	Expiry or exercise date	Plan
Stock options granted by Eurazeo to corporate officers during the fiscal year:				
Patrick Sayer	123,387 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Bruno Keller	20,248 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Philippe Audouin	27,022 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Virginie Morgon	42,183 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Luis Marini Portugal	34,902 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Fabrice de Gaudemar	21,274 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Gilbert Saada	42,183 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Stock options exercised by Eurazeo corporate officers during the fiscal year:				
Bruno Keller	26,039	35.54	12/20/2010	2004 Plan
Gilbert Saada	6,430	37.32	01/07/2010	2004 Plan

(1) Number adjusted for the grant of one bonus share for 20 shares held.

(2) Strike price calculated on the basis of the average market price at the time of the Executive Board meeting of May 10, 2010, adjusted for the grant of one bonus share for 20 shares held.

(3) After authorization by the Supervisory Board on March 19, 2010, in accordance with the recommendations of the Compensation and Appointment Committee.

In fiscal year 2010, the Company's corporate officers exercised 32,469 purchase options (2004 Plan).

In his capacity as corporate officer of ANF, Bruno Keller was granted 84,283 ANF share purchase options at €31.16 each. The definitive vesting of the stock options granted to Bruno Keller is partly conditional upon ANF's stock market performance. This will be determined over a four-year period, from December 14, 2010 to December 14, 2014, by combining (i) the increase in value of the ANF share and (ii) dividends and other payments made.

ANF's performance shall be compared with the stock market performance, over the same period, of the EPRA index comprising a panel of European companies comparable to ANF.

4. **Share subscription or purchase options granted in fiscal year 2010 by Eurazeo to the ten employees other than corporate officers receiving the highest number of stock options, and shares subscribed or purchased through the exercise of options by the ten employees who have subscribed or purchased the highest number of shares:**

In fiscal year 2010, the Executive Board meeting of May 10, 2010 granted 51,042 share purchase options to the ten employees receiving the highest number of stock options, with a strike price of €51.25 (€48.81 after adjustment for the grant of one bonus share for 20 shares held) and an expiry date of May 10, 2020.

	Number of options granted/shares subscribed or purchased	Weighted average price *(in euros)*	Expiry or exercise date	Plan
Stock options granted during the fiscal year by Eurazeo to the ten employees receiving the highest number of stock options	51,042 (1)	48.81 (2)	05/10/2020	2010 Plan (3)
Options exercised during the fiscal year	2,394	34.28	11/10/2010	2002 Plan

(1) Number adjusted for the grant of one bonus share for 20 shares held.

(2) Strike price calculated on the basis of the average market price at the time of the Executive Board meeting of May 10, 2010, adjusted for the grant of one bonus share for 20 shares held.

(3) After authorization by the Supervisory Board on March 19, 2010, in accordance with the recommendations of the Compensation and Appointment Committee.

No share subscription or purchase options were granted to Eurazeo employees by Eurazeo affiliates pursuant to Article L. 225-180 of the French Commercial Code, with the exception of the 84,283 share purchase options granted by ANF to Bruno Keller.

5. **Share subscription or purchase options granted during the 2010 fiscal year to all employee beneficiaries:**

In fiscal year 2010, the Executive Board meeting of May 10, 2010 granted 370,375 share purchase options to all employee beneficiaries of the Company (including members of the Executive Board), with a strike price of €51.25 (€48.81 after adjustment for the grant of one bonus share for 20 shares held) and an expiry date of May 9, 2020. Stock options were granted to 31 employees, consisting of managerial staff and including five members of the Executive Board.

	2002 Plan	2003 Plan	2004 Plan	2005 Plan	2006 Plan	2007 Plan	2008/ 1 Plan	2008/ 2 Plan	2009 Plan	2010 Plan
Date of Shareholders' Meeting	05/15/ 2002	05/15/ 2002	05/05/ 2004	05/04/ 2005	05/04/ 2005	05/03/ 2007	05/03/ 2007	05/03/ 2007	05/03/ 2007	05/07/ 2010
Date of Board of Directors or Executive Board meeting [1]	07/01/ 2002	06/03/ 2003	06/25/ 2004	07/05/ 2005	06/27/ 2006	06/04/ 2007	02/05/ 2008	05/20/ 2008	06/02/ 2009	05/10/ 2010
Type of stock options	**Subs-cription**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**	**Pur-chase**
Total number of shares available for subscription or purchase *	37,047	42,258	117,281	185,557	203,084	207,048	55,125	327,290	351,745	375,802
Number of shares subscribed or purchased as of December 31, 2010	(2,394)	-	(32,791)	-	-	-	-	-	-	-
Share subscription or purchase options cancelled during the fiscal year	-	-	-	-	-	(1,250)	-	(2,919)	-	-
Share subscription or purchase options as of December 31, 2010	**34,653**	**42,258**	**84,491**	**185,557**	**203,084**	**205,798**	**55,125**	**324,371**	**351,745**	**375,802**
Number of persons concerned	17	17	14	19	20	23	1	25	25	29
Total number of shares that can be subscribed or bought by Executive Board members (in its composition as of December 31, 2010) [2] [9]	638,534 [3]	133,790 [4]	89,793 [5]	69,386	165,593	154,475	55,125	241,813	280,808	311,199
Number of executives concerned	3	2	2	2	4	4	1	5	6	7
Total number of shares that can be subscribed or bought by the first 10 employee beneficiaries	85,244	99,277	62,654	64,868	33,371	40,336	-	64,046	58,857	51,042
Number of employees concerned	12	10	10	10	9	9	-	10	11	10
Date of creation of options	07/01/ 2002	06/03/ 2003	06/25/ 2004	07/05/ 2005	06/27/ 2006	06/04/ 2007	02/05/ 2008	05/20/ 2008	06/02/ 2009	05/10/ 2010
Beginning of exercise period	07/01/ 2006	06/03/ 2007	06/25/ 2008	07/06/ 2009	06/28/ 2010	[7]	02/05/ 2010	[8]	[10]	[11]

	2002 Plan	2003 Plan	2004 Plan	2005 Plan	2006 Plan	2007 Plan	2008/ 1 Plan	2008/ 2 Plan	2009 Plan	2010 Plan
Expiry date	06/30/ 2012	06/03/ 2013	06/25/ 2014	07/06/ 2015	06/27/ 2016	06/04/ 2017	02/05/ 2018	05/20/ 2018	06/01/ 2019	05/09/ 2020
Discount										
Strike price (adjusted)	**34.28**	**29.93**	**35.54**	**54.02**	**66.43**	**100.19**	**67.86**	**76.79**	**31.14**	**48.81**
As a percentage of share capital as of December 31, 2010 (6)	0.06%	0.07%	0.15%	0.32%	0.35%	0.35%	0.10%	0.56%	0.61%	0.65%

* *Balance as of December 31, 2009 (2009 Registration Document) adjusted for the grant of one bonus share for 20 shares held decided on June 2, 2010. For the 2010 Plan, number and price adjusted for the grant of one bonus share for 20 shares held decided on June 2, 2010.*

(1) As from May 15, 2002.

(2) Options may be exercised for one share each.

(3) Options vested in four equal tranches on July 1, 2002, 2003, 2004 and 2005.

(4) Options vested in three equal tranches on July 1, 2003, 2004 and 2005.

(5) Options vested in two equal tranches on July 1, 2004 and 2005.

(6) On the basis of 57,989,548 shares outstanding as of December 31, 2010.

(7) Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2009, one-third in 2010 and one-third in 2011.

(8) Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2010, one-third in 2011 and one-third in 2012.

(9) Excluding options granted to members of the Executive Board in their capacity as employees (Philippe Audouin, Luis Marini-Portugal and Fabrice de Gaudemar). Number of shares initially granted adjusted for share capital transactions since the grant date. Including options held by Gilbert Saada.

(10) Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2011, one-third in 2012 and one-third in 2013.

(11) Options may be exercised by beneficiaries immediately after vesting. Options will vest in three equal tranches: one-third in 2012, one-third in 2013 and one-third in 2014.

7.2 SPECIAL REPORT ON THE GRANTING OF BONUS SHARES

PREPARED IN ACCORDANCE WITH ARTICLE L. 225-197-4 OF THE FRENCH COMMERCIAL CODE

7.2.1 DESCRIPTION OF THE 2010 EMPLOYEE BONUS SHARE PLAN

A. Legal framework

The Combined Shareholders' Meeting of May 29, 2009 (nineteenth resolution) authorized the Executive Board to grant bonus shares representing up to 1% of the share capital to the employees or corporate officers of Eurazeo or its affiliates in accordance with the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code. This authorization was given for a 38-month period.

During fiscal year 2010, Eurazeo's Executive Board adopted a bonus share plan, the details of which are described below, using the authorization obtained at the Combined Shareholders' Meeting of May 29, 2009.

B. Details of the bonus share plan

The bonus share plan provides, in particular, for a two-year vesting period, with the shares vesting only if the beneficiary is still employed by the Company, except in the event of death, retirement or disability.

The vesting period is followed by a two-year holding period, during which the beneficiary may not sell the shares. The beneficiary must register the shares in a registered share account, specifying that they are locked up during the holding period.

The plan also stipulates that the number of shares granted shall be adjusted in the event of transactions on the Company's share capital in order to protect the rights of beneficiaries.

C. Bonus shares granted by Eurazeo during fiscal year 2010

Eurazeo's Executive Board decided at its meeting on January 26, 2010 to grant 5,950 bonus shares to all of the Company's employees and corporate officers, with a value of €50.61 each (market price as at January 25, 2010), split as follows:

- 4,494 bonus shares representing 0.008% of the Company's share capital were granted to 26 managerial staff and technician beneficiaries who do not receive stock options. Of these shares, 2,300 went to the ten employees receiving the highest number of bonus shares;
- 1,456 bonus shares representing 0.003% of the Company's share capital were granted to 28 beneficiaries, either members of the Executive Board or managerial staff who receive stock options. Of these shares, 312 went to Executive Board members in the following numbers:

Patrick Sayer	52
Bruno Keller	52
Philippe Audouin	52
Virginie Morgon	52
Gilbert Saada	52
Luis Marini-Portugal	52
Total	**312**

7.2.2 BONUS SHARES GRANTED UNDER THE 2010 SHARE PURCHASE OPTION PLAN

A. Legal framework

Pursuant to (i) the thirty-eighth resolution approved by the Shareholders' Meeting on May 7, 2010 authorizing the Executive Board to grant share purchase options, (ii) the nineteenth resolution approved by the Shareholders' Meeting of May 29, 2009 authorizing the Executive Board to grant bonus shares and (iii) the authorization given by the Supervisory Board on March 19, 2010, the Executive Board of Eurazeo decided, at its meeting on May 10, 2010, to grant share purchase options to members of the Executive Board and certain managerial staff, each beneficiary having the possibility of receiving one bonus share for every four options granted (capped at 50% of the number of options granted for the Executive Board members).

B. Details of the bonus share plan

The rules governing the bonus share plan stipulate, in particular, that:

- shares granted shall be existing shares purchased under the Company's share buyback program;
- a two-year vesting period shall be observed.

The definitive vesting of half the Bonus Shares (the "Bonus Shares Subject to Performance Conditions") granted to Executive Board members and employees is conditional on the stock-market performance of the Eurazeo share, determined over a two-year period (starting on May 10, 2010 and expiring on May 9, 2012 inclusive) by combining (i) the increase in value of the Eurazeo share and (ii) dividends and other payments made, with the exception of the dividend paid on June 7, 2010 on the basis of 2009 earnings ("Eurazeo's performance").

Eurazeo's performance shall be compared with the stock market performance, over the same period, of an index comprising a panel of European companies comparable to Eurazeo, selected by the Supervisory Board at the proposal of the Compensation and Appointment Committee, namely the LPX Europe index.

Should Eurazeo's performance equal or exceed the performance of the index over the same period, the Bonus Shares Subject to Performance Conditions shall fully vest in favor of the beneficiary on May 10, 2012.

Should Eurazeo's performance be equal to or less than 80% of the performance of the index over the same period, only a fraction of the Bonus Shares Subject to Performance Conditions shall vest in favor of the beneficiary, such that 75% of the Bonus Shares shall fully vest in favor of the beneficiary on May 10, 2012.

Should Eurazeo's performance exceed 80% but be less than 100% of the performance of the index over the same period, the final vesting of the Bonus Shares Subject to Performance Conditions shall be proportional.

- a holding period of two years for Bonus Shares granted to Executive Board members and employees that are not subject to performance conditions, and three years for Bonus Shares Subject to Performance Conditions;
- the requirement that the beneficiaries remain employees of the Company or its subsidiaries during the entire vesting period, it being noted however that the above-mentioned condition relating to employee or corporate-officer status within the Company or one of its subsidiaries does not apply in the event of the death, or full or partial disability of the beneficiary;
- the requirement that the beneficiaries register the Bonus Shares in a registered share account, specifying that they are locked up during the holding period;
- the adjustment of the number of Bonus Shares granted, to protect the rights of beneficiaries in the event of transactions in the Company's share capital, such as those described in Article L. 225-181, paragraph 2 of the French Commercial Code applicable to options. The adjusted number of shares shall be rounded up or down to the nearest whole number.

C. Bonus shares granted by Eurazeo during fiscal year 2010

The Executive Board of Eurazeo decided, at its meeting on May 10, 2010, to grant a maximum number of 370,375 share purchase options or, at the choice of individual beneficiaries, 55,546 bonus shares with a value of €51.25 each (share price as at May 10, 2010), breaking down as follows:

- a maximum of 296,379 options to Executive Board members, subject to performance conditions;
- a maximum of 73,996 options to Company employees other than Executive Board members, subject to performance conditions.

Following the choice of individual beneficiaries in fiscal year 2010 to receive one bonus share for every four stock options granted under this decision:

- no bonus shares were granted to members of the Executive Board; and
- 3,095 bonus shares were granted to 9 Company employees.

7.3 AGENDA

PRESENTATION OF THE RESOLUTIONS SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING OF MAY 18, 2011

The resolutions submitted for your approval include resolutions that are to be voted by the Ordinary Shareholders' Meeting and others that are to be voted by the Extraordinary Shareholders' Meeting.

For the ordinary resolutions, we propose that shareholders, after reviewing the Executive Board's Management report, the Supervisory Board's observations and the Statutory Auditors' report on the Company and consolidated financial statements, approve the Company and consolidated financial statements for the year ended December 31, 2010, approve the payment of a dividend of €1.20 per share payable in cash, and approve the Statutory Auditors' special report on regulated agreements and commitments (1st, 2nd, 4th and 5th resolutions).

Furthermore, the Executive Board decided to propose to shareholders (3rd resolution) to receive an exceptional distribution in kind in the form of ANF Immobilier shares (FR0000063091), based on a parity of one ANF Immobilier share for thirty Eurazeo shares held (*i.e.* an additional distribution equal to €1.07 per Eurazeo share, based on the ANF Immobilier share price as of March 17, 2011). Each Eurazeo shareholder will receive, under the terms and conditions detailed below, an exceptional distribution in kind in the form of ANF Immobilier shares decided by the Ordinary Shareholders' Meeting, for all shares purchased on or before May 20, 2011.

This exceptional distribution will be performed as follows:

- on May 26, 2011, each beneficiary will receive a number of ANF Immobilier share allotment rights equal to the number of Eurazeo shares held by him/her based on Euroclear balances as of May 25, 2011;
- for 30 Eurazeo shares held, *i.e.* 30 ANF Immobilier share allotment rights, the shareholder will automatically receive one ANF Immobilier share, for 60 Eurazeo shares held, the shareholder will automatically receive two ANF Immobilier shares and so on;
- where the number of shares held by a shareholder is not a multiple of 30, he/she may trade fractional allotment rights on the market. The shareholder may therefore:
  - > retain the allotment rights and purchase on the market the additional allotment rights necessary for the delivery of a further ANF Immobilier share,
  - > sell the allotment rights on the market.

Fractional allotment rights for ANF Immobilier shares will be traded between May 26 and June 21, 2011 inclusive.

Where shareholders neither sell their fractional allotment rights nor purchase additional allotment rights conferring entitlement to a whole number of ANF Immobilier shares, the Company will apply the provisions of Article L. 228-6 of the French Commercial Code authorizing it to sell, on the decision of the Executive Board, those ANF Immobilier shares which could not be granted or in respect of which holders of allotment rights have not requested delivery, subject to having published, at least two years previously, a financial notice in accordance with applicable regulations. At the date of this sale, ANF Immobilier share allotment rights will be cancelled and their holders may only claim the distribution in cash (without interest) of the net proceeds from the sale of the unclaimed ANF Immobilier shares, plus where applicable, the prorata share of any dividend, interim dividend or reserve distribution (or equivalent amount), subject to the five-year statute of limitations period, paid by ANF Immobilier between the aforementioned distribution date and the sale of the unclaimed ANF Immobilier shares.

The ANF Immobilier shares to be distributed to Eurazeo are ordinary shares ranking for dividends. Given the distribution date, they will not confer entitlement to the dividend distributed by ANF Immobilier in respect of fiscal year 2010, but will confer entitlement to all distributions decided by ANF Immobilier from May 26, 2011.

A prospectus approved by the AMF will be issued in respect of the exceptional distribution in kind of ANF Immobilier shares prior to the Shareholders' Meeting of May 18, 2011 and will available, free of charge, on the Company's website (http://www.eurazeo.com). This prospectus assumes the adoption of the 9th resolution amending the Company's Bylaws.

Illustrative example:

A shareholder with 46 Eurazeo shares registered in the Euroclear account on the evening of May 25, 2011 (or, given settlement-delivery periods, a deadline for the purchase of Eurazeo shares on the market of May 20, 2011) will receive 46 ANF Immobilier share allotment rights on May 26, 2011. 30 of these allotment rights will be automatically converted into one ANF share. The shareholder may either sell the surplus rights, *i.e.* 16 fractional allotment rights, or purchase 14 allotment rights on the market, thereby enabling the 30 allotment rights to be automatically converted into an additional ANF Immobilier share.

Still within the scope of the ordinary resolutions (6th and 7th resolutions), shareholders are asked to appoint new principal and alternate Statutory Auditors to replace Ernst & Young Audit and Thierry Gorlin, whose terms of office expire. The new Statutory Auditors will be appointed for a term of six years expiring at the end of the Ordinary Shareholders' Meeting held in 2017. The proposed candidates are:

- Mazars, as principal Statutory Auditor;
- Patrick de Cambourg, as alternate Statutory Auditor.

Finally, we propose that the shareholders authorize a share buyback program by the Company for its own shares (8th resolution).

Within the scope of the extraordinary resolutions, you are asked to:

- amend Article 24 of the Bylaws to enable the distribution of dividends or reserves through the allotment of marketable securities presented in the Company's assets. This amendment is necessary to enable distributions such as that of the ANF Immobilier shares presented above (9th resolution);
- renew the authorization granted to the Executive Board to decrease the share capital by cancelling shares purchased under share buyback programs, in one or more transactions, up to 10% of the share capital by 24-month period (10th resolution);
- renew the authorization granted to the Executive Board, in the event of takeover bids targeting the Company's shares, to issue bonus share warrants to the Company's shareholders (11th resolution).

AGENDA

Resolutions before the Ordinary Shareholders' Meeting

1. Executive Board's reports, Supervisory Board's observations and Statutory Auditors' reports; approval of the Company financial statements for the year ended December 31, 2010.
2. Appropriation of net income for the year and dividend distribution.
3. Exceptional distribution in kind represented by portfolio shares.
4. Executive Board's report, Supervisory Board's observations and Statutory Auditors' reports; approval of the consolidated financial statements for the year ended December 31, 2010.
5. Statutory Auditors' special report on regulated agreements and commitments referred to in Article L. 225-86 of the French Commercial Code and approval of such agreements and commitments.
6. Appointment of a principal Statutory Auditor.
7. Appointment of an alternate Statutory Auditor.
8. Authorization of a share buyback program by the Company for its own shares.

Resolutions before the Extraordinary Shareholders' Meeting

9. Amendment of Article 24 of the Bylaws – Distribution of reserves.
10. Authorization of the Executive Board to decrease share capital by cancelling shares purchased under share buyback programs.
11. Delegation of authority to the Executive Board, in the event of takeover bids targeting the Company's shares, to issue bonus share warrants to the Company's shareholders.
12. Powers to carry out formalities.

7.4 DRAFT RESOLUTIONS

RESOLUTIONS BEFORE THE ORDINARY SHAREHOLDERS' MEETING

1ST RESOLUTION: EXECUTIVE BOARD'S REPORTS, SUPERVISORY BOARD'S OBSERVATIONS AND STATUTORY AUDITORS' REPORTS; APPROVAL OF THE COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2010

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's reports, the Supervisory Board's observations, the Statutory Auditors' reports as well as the Company financial statements for the year ended December 31, 2010, approves the Company financial statements for the year ended December 31, 2010 as presented to the Shareholders' Meeting, as well as the transactions reflected therein and summarized in these reports.

2ND RESOLUTION: APPROPRIATION OF NET INCOME FOR THE YEAR AND DIVIDEND DISTRIBUTION

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's reports, the Supervisory Board's observations and the Statutory Auditors' reports, resolves to appropriate earnings as follows:

Net income for the year	€65,459,705.23
Plus retained earnings	€92,299,679.40
Total	**€157,759,384.63**
To the legal reserve	€16,316.20
To payment of a dividend of €1.20 per share, representing a total of	€69,606,421.20
To the General Reserve	€88,136,647.23
Total	**€157,759,384.63**

Retained earnings are therefore appropriated in full.

Pursuant to Article L. 225-210 of the French Commercial Code, should the Company hold any of its own shares when the dividend is paid, dividends payable on such shares will automatically be added to the General Reserve account.

Dividends shall be fully eligible for the 40% rebate provided for in Article 158.3.2° of the French General Tax Code for qualifying shareholders.

The dividend will be paid on May 26, 2011.

In accordance with Article 243 bis of the French General Tax Code, the shareholders hereby note that the dividends per share for the previous three fiscal years were as follows:

In euros

	Year ended December 31, 2007	Year ended December 31, 2008	Year ended December 31, 2009
Dividend	1.20	1.20	1.20
Rebate provided for by Article 158.3.2° of the French General Tax Code (1)	Distribution fully eligible for the 40% tax rebate	Distribution fully eligible for the 40% tax rebate	Distribution fully eligible for the 40% tax rebate
Total income per share	1.20	1.20	1.20

(1) As permitted by applicable law.

3RD RESOLUTION: EXCEPTIONAL DISTRIBUTION IN KIND REPRESENTED BY PORTFOLIO SHARES

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's reports, resolves, subject to the approval of the 9th resolution amending Article 24 of the Company's Bylaws, to pay registered shareholders of Eurazeo as of May 25, 2011, an exceptional distribution in the form of an allotment of ANF Immobilier shares. The allotment will concern a maximum of 1,933,511 ANF Immobilier shares (without neutralizing treasury shares held by the Company), distributed at a parity of one ANF Immobilier share for thirty Eurazeo shares.

The shares allotted will be valued based on the opening price of the ANF Immobilier share on the date of payment of the exceptional distribution, *i.e.* May 26, 2011, and the distribution of ANF Immobilier shares will be deducted from the General Reserve account. This deduction will be subject to a ceiling of seventy-five million euros (€75,000,000). In the event that the distribution exceeds this ceiling, it will not be performed.

The ex-dividend date of the exceptional distribution in kind is May 26, 2011 and it will be payable from the same date.

In order to facilitate the management of fractional rights resulting from the allotment of ANF Immobilier shares, all Eurazeo shares conferring entitlement to payment of the exceptional distribution in kind on

May 26, 2011 will be allocated a maximum of 58,005,351 ANF Immobilier share allotment rights, each corresponding to 1/30th of an ANF Immobilier share. ANF Immobilier share fractions will not be delivered (allotment rights must be grouped by 30 or a multiple thereof) and 30 ANF Immobilier allotment rights will automatically result in the grant of one ANF Immobilier share from the exceptional distribution payment date.

Where the number of ANF Immobilier allotment rights held by a shareholder does not correspond to a whole number of ANF Immobilier shares, he/she must, pursuant to the provisions of Article 9 of the Bylaws, personally purchase or sell share allotment rights in order to hold a number of ANF Immobilier allotment rights equal to 30 or a multiple thereof, corresponding to a whole number of ANF Immobilier shares.

A request will be submitted for the listing of the ANF Immobilier allotment rights on the NYSE Euronext Paris during the period May 26, 2011 to June 21, 2011 inclusive, on which date the ANF Immobilier allotment rights will be transferred to the delisted securities compartment where they will continue to be traded during an additional six-month period.

At the end of the allotment rights trading period, the Company reserves the right to apply the provisions of Article L. 228-6 of the French Commercial Code, enabling it to sell, on the decision of the Executive Board and in accordance with applicable regulatory terms and conditions, the ANF Immobilier shares which have not given rise to a request for delivery by holders of ANF Immobilier allotment rights, subject to having published, at least two years previously, a financial notice in accordance with applicable regulations. At the date of this sale, ANF Immobilier share allotment rights will be cancelled and their holders may only claim the distribution in cash (without interest) of the net proceeds from the sale of the unclaimed ANF Immobilier shares, plus where applicable, the prorata share of any dividend, interim dividend or reserve distribution (or equivalent amount), subject to the five-year prescription period, paid by ANF Immobilier between the dividend distribution date and the sale of the unclaimed ANF Immobilier shares.

This distribution shall be fully eligible for the 40% rebate provided for in Article 158.3.2° of the French General Tax Code for qualifying shareholders.

The Shareholders' Meeting grants full powers to the Executive Board to take all measures necessary to the implementation of this resolution, to perform the necessary calculations and adjustments (particularly with respect to treasury shares held by Eurazeo) and to offset the exact amount of the exceptional distribution against the General Reserve account and, more generally, do all that is useful or necessary.

4TH RESOLUTION: EXECUTIVE BOARD'S REPORTS, SUPERVISORY BOARD'S OBSERVATIONS AND STATUTORY AUDITORS' REPORTS; APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2010

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's reports, the Supervisory Board's observations, the Statutory Auditors' reports as well as the consolidated financial statements for the year ended December 31, 2010, approves the consolidated financial statements for the year ended December 31, 2010 as presented to the Shareholders' Meeting, as well as the transactions reflected therein and summarized in these reports.

5TH RESOLUTION: STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS REFERRED TO IN ARTICLE L. 225-86 OF THE FRENCH COMMERCIAL CODE AND APPROVAL OF SUCH AGREEMENTS AND COMMITMENTS

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Statutory Auditors' special report on regulated agreements and commitments referred to in Article L. 225-86 of the French Commercial Code, approves this report and the agreements and commitments cited therein, and notes that the other regulated agreements and commitments entered into or performed during 2010 concerned transactions that occurred in the normal course of business and were entered into on an arm's length basis.

6TH RESOLUTION: APPOINTMENT OF A PRINCIPAL STATUTORY AUDITOR

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's report, appoints Mazars as principal Statutory Auditor for a term of six years, expiring at the end of the Ordinary Shareholders' Meeting held in 2017 to adopt the financial statements for the previous fiscal year.

7TH RESOLUTION: APPOINTMENT OF AN ALTERNATE STATUTORY AUDITOR

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's report, appoints Mr. Patrick de Cambourg as alternate Statutory Auditor for a term of six years, expiring at the end of the Ordinary Shareholders' Meeting held in 2017 to adopt the financial statements for the previous fiscal year.

8TH RESOLUTION: AUTHORIZATION OF A SHARE BUYBACK PROGRAM BY THE COMPANY FOR ITS OWN SHARES.

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's report and pursuant to Article L. 225-209 of the French Commercial Code, Book II Title IV of the AMF General Regulations and European Commission Regulation 2273/2003 of December 22, 2003:

- terminates, with immediate effect, the unused portion of the authorization granted to the Executive Board to purchase shares of the Company pursuant to the 23rd resolution of the Combined Shareholders' Meeting held on May 7, 2010;
- authorizes the Executive Board to carry out transactions on Company shares up to an amount representing 10% of share capital on the date of such purchases, as calculated in accordance with applicable laws and regulations, provided, however, that the total number of the Company's own shares held by it following such purchases does not exceed 10% of share capital.

The maximum purchase price per share will be €100 (excluding acquisition costs). The total cost of share buybacks is therefore capped at €580,053,500. It should be noted, however, that in the event of changes in share capital resulting, in particular, from the capitalization of reserves, granting of bonus shares, stock splits or reverse splits, the above-mentioned price will be revised accordingly.

Shares may be bought, sold or transferred by any means, in one or more transactions, including over the counter, through block trades, public offerings, the use of derivatives or of warrants or other securities convertible, redeemable, exchangeable or otherwise exercisable for Company shares, or by creating option mechanisms, as permitted by the financial market authorities and in accordance with regulations.

The Company will be entitled to make use of this authorization for the following purposes, in compliance with the above-mentioned statutes and financial market practices authorized by the AMF:

- canceling shares, in accordance with the authorization granted to the Executive Board at the Extraordinary Shareholders' Meeting;
- market-making in the Company's shares as part of a liquidity contract with an independent investment service provider, in accordance with the French Financial Markets Authority's Code of Ethics;
- granting shares to employees and corporate officers of the Company and/or of companies either related to Eurazeo or which will be related to it in the future, as allowed by law, notably with respect to exercising share purchase options, granting bonus shares or profit sharing;
- remitting or exchanging shares when the rights attached to debt instruments that entitle holders to receive Eurazeo shares are exercised;
- retaining or using shares in exchange or as payment for potential future acquisitions;
- undertaking any other transaction approved or recognized by the law and/or the Financial Markets Authority and any goals consistent with prevailing regulations.

In accordance with Article L. 225-209 of the French Commercial Code, the number of shares purchased by the Company with a view to using treasury shares in the future as payment or consideration in connection with an acquisition will not exceed 5% of the Company's share capital.

This authorization is granted for a period of 18 months from the date of this Shareholders' Meeting.

Company shares may be bought, sold or transferred at any time, subject to applicable laws and regulations, including during periods of takeover bids for cash or shares launched by the Company or targeting the Company's shares.

As required by applicable regulations, the Company will report purchases, disposals and transfers to the AMF and, in general, complete all formalities or filing requirements.

The Shareholders' Meeting grants full powers to the Executive Board, which may delegate such power as provided by Article L. 225-209 paragraph 3 of the French Commercial Code, to implement this authorization and to set the terms and conditions thereof, in particular, to adjust the above purchase price in the event of changes in shareholders' equity, share capital or the par value of shares, to place any orders on the stock exchange, enter into agreements, complete all filing requirements and formalities and, in general, do all that is necessary.

RESOLUTIONS BEFORE THE EXTRAORDINARY SHAREHOLDERS' MEETING

9TH RESOLUTION: AMENDMENT OF ARTICLE 24 OF THE BYLAWS – DISTRIBUTION OF RESERVES

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having reviewed the Executive Board's report, resolves to add a new paragraph to Article 24 of the Company's Bylaws "Company Financial Statements", drafted as follows:

"The Ordinary Shareholders' Meeting may decide the distribution of profits or reserves through the allotment of marketable securities presented in the Company's assets."

The remainder of the Article is unchanged.

10TH RESOLUTION: AUTHORIZATION TO THE EXECUTIVE BOARD TO DECREASE SHARE CAPITAL BY CANCELLING SHARES PURCHASED UNDER SHARE BUYBACK PROGRAMS

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having reviewed the Executive Board's report and the Statutory Auditors' special report, pursuant to Article L. 225-209 of the French Commercial Code:

1. authorizes the Executive Board to decrease, in one or more transactions, the Company's share capital by up to 10% of share capital per 24-month period, by cancelling shares bought pursuant to the 8th resolution of this Shareholders' Meeting and/ or the 23rd resolution of the Combined Shareholders' Meeting

held on May 7, 2010 and/or the 7th resolution of the Combined Shareholders' Meeting held on May 29, 2009, and this maximum applies to an amount of share capital that may be adjusted, if necessary, to take into account transactions impacting share capital subsequent to this Shareholders' Meeting;

2. resolves that any excess of the purchase price of the shares over the par value will be charged to share, merger, or contribution premium or to other available reserve accounts, including the legal reserve for up to 10% of the decrease in share capital;
3. resolves that this authorization is granted for a period of 24 months from the date of this Shareholders' Meeting;
4. grants full powers to the Executive Board, which may delegate such powers to its Chairman, to carry out and record these capital decreases, make the necessary amendments to the Bylaws if this authorization is used, as well as to handle all related disclosures, announcements and formalities;
5. resolves that this authorization will supersede the unused portion of any previous authorization with the same purpose.

11TH RESOLUTION: DELEGATION OF AUTHORITY TO THE EXECUTIVE BOARD, IN THE EVENT OF TAKEOVER BIDS TARGETING THE COMPANY'S SHARES, TO ISSUE BONUS SHARE WARRANTS TO THE COMPANY'S SHAREHOLDERS

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Ordinary Shareholders' Meetings, having reviewed the Executive Board's report and the Statutory Auditors' special report, delegates its authority to the Executive Board, pursuant to Articles L. 233-32 (II) and L. 233-33 of the French Commercial Code, to:

1. resolve to issue, in one or more transactions, in the proportions and at the times that it deems fit, bonus share warrants to all qualified shareholders before the expiration of the takeover bid, enabling them to subscribe for Company shares on preferential terms.

   The maximum number of share warrants that may be issued will be equal to the number of shares outstanding at the time that the warrants are issued. The maximum par value amount of the capital increase that may result from the exercise of all such warrants issued is €175,000,000. This maximum will be increased by the amount corresponding to the par value of the securities needed to make any adjustments that may be required under applicable laws and regulations, and, where applicable, contractual provisions calling for other adjustments, in order to preserve the rights of holders of the above-mentioned warrants;

2. set, with the power to delegate authority to its Chairman or one of its members as permitted by law and the Bylaws, the conditions under which warrants may be exercised, based on the terms of the offer or any competing offer, as well as the other features of these warrants. Subject to the restrictions set forth above, the Executive Board will have full powers, and may delegate such powers, to:

- determine the terms and conditions under which warrants are issued;
- decide the number of warrants to be issued;
- decide, if applicable, the conditions under which the rights attached to the warrants may be exercised, and in particular:
  > set a strike price or how that price is to be set,
  > determine the conditions of the capital increase(s) necessary to allow holders of warrants to exercise the rights attached to such warrants,
  > set the date, which may be retroactive, as of which the shares acquired through the exercise of rights attached to warrants will rank for dividends, as well as all other terms and conditions of issues necessary to allow holders of warrants to exercise the rights attached to such warrants;
- decide that the rights to receive fractional warrants will not be negotiable and that the corresponding securities will be sold;
- provide for the suspension for up to three months, if necessary, of the exercise of rights attached to warrants;
- establish, as required, the conditions for preserving the rights of holders of warrants, in accordance with applicable laws and regulations, and, where applicable, relevant contractual provisions;
- offset the costs, fees and expenses related to capital increases resulting from the exercise of these warrants against the amount of the premium related thereto, and deduct from these amounts the amounts required to bring the legal reserve to one-tenth of share capital;
- generally, enter into all agreements, to ensure the completion of the planned transaction(s), take all steps and complete all formalities required for the issue or granting of warrants issued under this delegation of authority and for the exercise of the rights attached to such warrants, formally record the resulting capital increases, amend the Bylaws accordingly and list the securities to be issued on the stock exchange.

The share warrants will automatically expire by law if the offer or any competing offer fails, expires or is withdrawn. It should be noted that warrants that expired pursuant to law will not be taken into account for the calculation of the maximum number of warrants that may be issued as indicated above.

The authorization hereby granted to the Executive Board will be valid for any issue of share warrants in connection with a takeover bid targeting the Company filed within 18 months from this Shareholders' Meeting and supersedes the authorization granted by the Combined Shareholders' Meeting held on May 7, 2010 in its 37th resolution.

12TH RESOLUTION: POWERS TO CARRY OUT FORMALITIES

The Shareholders' Meeting grants full powers to the Chairman of the Executive Board or his representatives, and bearers of these minutes or of a copy or extract thereof, for the purpose of all necessary filings, registrations and formalities.

7.5 OBSERVATIONS OF THE SUPERVISORY BOARD ON THE EXECUTIVE BOARD'S REPORT

With respect to Article l. 225-68 of the French Commercial Code, the Supervisory Board has no comments on the Executive Board's report or the financial statements for the year ended December 31, 2010, and recommends that the Shareholders' Meeting adopts all the resolutions proposed by the Executive Board.

7.6 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS

STATUTORY AUDITORS' REPORT ON RELATED PARTY AGREEMENTS AND COMMITMENTS

Shareholders' Meeting to approve the financial statements for the year ended December 31, 2010

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Eurazeo, we hereby report to you on related-party agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, about the main terms and conditions of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R. 225-58 of the French Commercial Code (*Code de commerce*), it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is our responsibility to report to shareholders the information pursuant to Article R. 225-31 of the French Commercial Code relating to the implementation during the year ended December 31, 2010 of agreements and commitments previously approved by the Shareholders' Meeting.

We performed the procedures we deemed necessary in accordance with professional standards applicable in France to such agreements. These procedures consisted in verifying that the information provided to us is consistent with the underlying documents.

1 Agreements and commitments submitted to be approved by the Shareholders' Meeting

1.1 AGREEMENTS AND COMMITMENTS AUTHORIZED IN 2010

In accordance with Article L. 225-88 of the French Commercial Code, we have been informed of the following agreements and commitments previously authorized by the Supervisory Board.

1.1.1 With the members of the Executive Board:

Persons concerned:

Virginie Morgon, Philippe Audouin, Luis Marini-Portugal, Fabrice de Gaudemar

At its meeting of December 15, 2010, the Supervisory Board approved an increase in fixed compensation to be paid to the members of the Executive Board as from 2011.

The members concerned and the amount of fixed compensation to be paid are as follows:

Virginie Morgon:

A gross annual fixed compensation of €550,000 for 2011.

Philippe Audouin:

A gross annual fixed compensation of €375,000 for 2011.

Luis Marini-Portugal:

An annual fixed compensation of €466,000 for 2011.

Fabrice de Gaudemar:

An annual fixed compensation of €325,000 for 2011.

1.1.2 With Legendre Holding 19:

Persons concerned:

Philippe Audouin and Bruno Keller

In connection with the debt refinancing at the level of Legendre Holding 19 by Crédit Suisse International and Royal Bank of Scotland to finance the purchase of Accor shares, at its meeting of October 14, 2010, the Supervisory Board authorized Eurazeo to:

(i) provide a temporary guarantee in order to free up the previous financing;

(ii) confirm its commitment to hold Legendre Holding 19 shares.

The debt refinancing of Legendre Holding 19 was performed without Eurazeo having to fulfill these commitments. No agreement relating to this transaction has been made.

1.2 AGREEMENTS AND COMMITMENTS AUTHORIZED AFTER YEAR-END 2010

We have been informed of the following commitments previously authorized by the Supervisory Board after year-end 2010.

1.2.1 With members of the Executive Board:

Persons concerned:

Virginie Morgon, Philippe Audouin, Luis Marini-Portugal, Fabrice de Gaudemar, Gilbert Saada (member of the Executive Board until December 15, 2010).

At its meeting of March 24, 2011, the Supervisory Board approved an increase in variable compensation for 2010 to be paid to the members of the Executive Board in 2011.

The members concerned and the amount of variable compensation are as follows:

Virginie Morgon:

A gross variable compensation of €597,600.

Philippe Audouin:

A gross variable compensation of €367,548.

Luis Marini-Portugal:

A gross variable compensation of €517,522.

Fabrice de Gaudemar:

A gross variable compensation of €314,078.

Gilbert Saada:

A gross variable compensation of €540,100.

1.2.2 With ANF Immobilier:

Persons concerned:

Patrick Sayer, Bruno Keller, Philippe Audouin, and Fabrice de Gaudemar (since his appointment on May 6, 2010)

Jean-Pierre Richardson, non-voting Director and member of the Supervisory Board of ANF Immobilier.

Henri Saint Olive and Théodore Zarifi, members of the Supervisory Board of ANF Immobilier (until the end of their terms of office on the Supervisory Board of Eurazeo on May 7, 2010).

The Supervisory Board of March 24, 2011 authorized the change in compensation paid by ANF Immobilier to Eurazeo under the services agreement between the two companies. In this respect, the total amount of €1,117,100 excluding taxes, will be paid to Eurazeo for 2011.

1.2.3 With Euraleo:

Persons concerned:

Patrick Sayer and Gilbert Saada

At its meeting of December 4, 2007, the Supervisory Board authorized an agreement under which Eurazeo pays arranging fees or service fees when Euraleo makes investments.

In accordance with the authorization given by the Supervisory Board at its meetings held on March 19, 2010 and October 14, 2010, the amount of compensation has been changed and the agreement has been extended to December 31, 2012.

Eurazeo paid Euraleo €200,000 for 2010.

2 Agreements and commitments previously approved by the Shareholders' Meeting

2.1 AGREEMENTS AND COMMITMENTS APPROVED IN PRIOR YEARS AND WHICH REMAINED CURRENT DURING THE YEAR ENDED DECEMBER 31, 2010

In accordance with Article R. 225-57 of the French Commercial Code, we have been informed of the following agreements and commitments approved in prior years and which remained current during the year ended December 31, 2010.

2.1.1 With the members of the Executive Board:

- **Implementation of the carried interest program relating to investments made between 2005 and 2008**

  This agreement was authorized by the Supervisory Board on December 13, 2005 and February 19, 2006, and remained in force during the year.

  In June 2010, Eurazeo granted Investco 3d Bingen and Investco 4i Bingen (of which Luis Marini-Portugal and Fabrice de Gaudemar, members of the Executive Board, are partners) a call option enabling these companies to purchase additional shares at cost of:

  (i) Eurazeo Italia (or any holding company owning the interest in Intercos);

  (ii) Eurazeo Italia (or any holding company owning the interest in Sirti).

  In consideration for these call options, Investco 3d Bingen and Investco 4i Bingen paid Eurazeo an amount equivalent to the value of the options, *i.e.*, €158,952.

  In connection with the sale of the interest held in B&B Hotels group, Investco 3d Bingen and Investco 4i Bingen (of which Luis Marini-Portugal and Fabrice de Gaudemar, members of the Executive Board, are partners) exercised on September 27, 2010 the call option, and the tag along rights, granted to them by Eurazeo.

The initial call option was exercised for a total of 434,953 shares, *i.e.*, €4,373,655.40.

- **Implementation of the carried interest program relating to investments made between 2009 and 2011**

  This agreement was authorized by the Supervisory Board on December 9, 2008 and June 25, 2009 and remained in force during the year.

  In March 2010, Eurazeo granted Investco 5 Bingen a call option enabling it to purchase:

  > additional shares at cost of B&B Hotels group;

  > shares at cost of LH APCOA.

In June 2010, Eurazeo granted Investco 5 Bingen a call option enabling it to purchase:

(i) shares at cost of Eurazeo Italia (or any holding company owning the interest in Intercos);

(ii) shares at cost of Eurazeo Italia (or any holding company owning the interest in Sirti);

(iii) additional shares at cost of LH APCOA;

(iv) additional shares at cost of B&B Hotels group; and

(v) shares at cost of Fonroche Energie (or any holding company owning the interest in Fonroche).

In consideration for these call options, Investco 5 Bingen paid Eurazeo an amount equivalent to the value of the options, *i.e.*, €206,694.

2.1.2 With members of the Executive Board having an employment contract with the Company:

The employment contracts of the Executive Board members authorized by the Supervisory Board at its meetings on March 21, 2006, January 22, 2008 and June 19, 2008 remained in force during the year.

2.1.3 With Europcar group:

The services agreement between Eurazeo and Europcar group, authorized by the Supervisory Board on March 21, 2006, remained in force during the year. In this respect, the total amount of €15,500,000 excluding taxes was paid to Eurazeo in 2010.

2.1.4 With Legendre Holding 22:

The agreements, authorized by the Supervisory Board on May 13, 2009, in connection with the issue by Eurazeo of bonds exchangeable for Danone shares held by Legendre Holding 22, remained in force during the year. These agreements are as follows:

(i) a call option between Eurazeo and Legendre Holding 22, concerning the number of Danone shares which may be exchanged;

(ii) a delegation between Eurazeo, Legendre Holding 22 and the bondholders according to which Legendre Holding 22 has made the undertaking to the bondholders to deliver the Danone shares according to the terms and conditions of the bonds.

No amounts were paid by Eurazeo under these agreements during the year ended December 31, 2010.

2.2 AGREEMENTS AND COMMITMENTS APPROVED DURING YEAR ENDED DECEMBER 31, 2010

We have been informed of the implementation, during the year ended December 31, 2010, of the following agreements and commitments, previously approved by the Shareholders' Meeting of May 7, 2010, as indicated in the Statutory Auditors' special report of April 20, 2010.

2.2.1 With members of the Executive Board

Persons concerned:

Patrick Sayer, Bruno Keller, Philippe Audouin, Fabrice de Gaudemar, Luis Marini-Portugal, Virginie Morgon and Gilbert Saada

At its meeting of March 19, 2010, the Supervisory Board authorized the compensation and benefits of any kind for the Executive Board members concerned as well as their respective terms of office or appointments. The members concerned, and the compensation and benefits of any kind authorized are as follows:

Patrick Sayer

- A supplementary defined-benefit pension plan which, if he reaches the end of his career while with Eurazeo within the meaning of the pension plan, will give him entitlement to supplementary pension rights calculated on the basis of the average compensation for the last 36 months (bonus included, limited to twice the fixed compensation of the beneficiary) and of the length of service in the Company, the pension being equal to 2.5% of the base compensation per year of service, limited to 24 years.
- A collective, defined-contribution pension plan for the Company.
- Insurance against incapacity to work and death, and reimbursement of healthcare costs, taken out for the benefit of Company employees.
- A senior executive insurance policy.
- Accident insurance.
- A company car and driver.
- Insurance policy to cover his civil liability as Chairman of the Executive Board.

- In the event of forced termination of his duties or forced departure before expiration of the four-year period as from the date of the Supervisory Board meeting on March 19, 2010:
  > Patrick Sayer will be entitled to payment by Eurazeo of termination benefits equal to 24 months of compensation calculated on the basis of total compensation (fixed + variable) paid over the last 12 months. He will not be entitled to termination benefits in the event of misconduct. Termination benefits will only be paid if the Company's share price compared to the LPX index changes between the date of Patrick Sayer's last appointment and the date of the end of his term of office, as follows:
    - if the Company's share price compared to that of the LPX index is equal to at least 100% between the date of renewal and the date of forced termination of his duties, Patrick Sayer will receive 100% of his termination benefits;
    - if the Company's share price compared to that of the LPX index is less than or equal to 80% between the date of renewal and the date of forced termination of his duties, Patrick Sayer will receive two thirds of his termination benefits;
    - between these two limits, the termination benefits will be calculated on a proportional basis.

  > These termination benefits will not be paid if Patrick Sayer leaves Eurazeo on his own initiative to take up new duties or if he changes position within the Group or if he is eligible for a pension in the near future.

  > The non-exercised options granted to Patrick Sayer, under stock option plans, could be exercised in advance on the date of forced termination of his duties, applying the performance conditions described hereafter:
    - if the Company's performance exceeds 80% of the stock market performance of the LPX Europe index calculated over the same period, all of the options granted can be exercised in advance;
    - if the Company's performance is equal to or less than 80% of the stock market performance of the LPX Europe index calculated over the same period, only a fraction of the options can be exercised in advance on the date of forced termination of his duties. This fraction is determined in such a way that the sum of the options definitively acquired in respect of the three tranches is equal to 75% of the total options granted.

Bruno Keller

- A supplementary defined-benefit pension plan which, if he reaches the end of his career while with Eurazeo within the meaning of the pension plan, will give him entitlement to supplementary pension rights calculated on the basis of the average compensation for the last 36 months (bonus included, limited to twice the fixed compensation of the beneficiary) and of the length of service in Eurazeo, the pension being equal to 2.5% of the base compensation per year of service, limited to 24 years. The compensation with respect to his term of office will be taken into account to determine the base compensation used for the calculation of the pension. All the years spent in the service of the Company, including those as Chief Executive Officer, will be taken into account to determine the length of service used for the calculation of the pension.
- A collective, defined-contribution pension plan for the Company.
- Insurance against incapacity to work and death, and reimbursement of healthcare costs, taken out for the benefit of Company employees.
- A senior executive insurance policy.
- Accident insurance.
- A company car.
- Insurance policy to cover his civil liability as Chief Executive Officer.
- In the event of resignation before March 20, 2014, Bruno Keller will be bound by a non-competition obligation for a period of six months. In this respect, he will receive a gross, monthly, compensatory allowance corresponding to 33% of the average monthly compensation for the last 12 months preceding the termination of the employment contract. He will also be bound by an obligation not to hire away any Company employee for a period of one year as from the termination of his employment contract.
- In the event of forced termination of his duties or forced departure before the expiration of the four-year period as from the date of the Supervisory Board meeting on March 19, 2010:
  > Bruno Keller will be entitled to the payment by Eurazeo of termination benefits equal to 18 months of compensation calculated on the basis of total compensation (fixed + variable) paid over the last 12 months. He will not be entitled to termination benefits in the event of misconduct. Termination benefits will include and be at least equal to the severance pay due under the collective agreement in the case of termination of the employment contract. Termination benefits will only be paid if the Company's share price compared to the LPX index changes between the date of Bruno Keller's last appointment and the date of the end of his term of office, as follows:
    - if the Company's share price compared to that of the LPX index is at least equal to 100% between the date of renewal and the date of forced termination of his duties, Bruno Keller will receive 100% of his termination benefits;
    - if the Company's share price compared to that of the LPX index is less than or equal to 80% between the date of renewal and the date of forced termination of his duties, Bruno Keller will receive two thirds of his termination benefits;
    - between these two limits, the termination benefits will be calculated on a proportional basis.

  Termination benefits will not be paid if Bruno Keller leaves Eurazeo on his own initiative to take up new duties or if he changes position within the Group or if he is eligible for a pension in the near future.

  > The non-exercised options granted to Bruno Keller, under stock option plans, could be exercised in advance on the date of forced termination of his duties, applying the performance conditions described hereafter:

- if the Company's performance exceeds 80% of the stock market performance of the LPX Europe index calculated over the same period, all of the options granted can be exercised in advance;
- if the Company's performance is equal to or less than 80% of the stock market performance of the LPX Europe index calculated over the same period, only a fraction of the options can be exercised in advance on the date of forced termination of the duties of the Executive Board members concerned. This fraction is determined in such a way that the sum of the options definitively acquired in respect of the three tranches is equal to 75% of the total options granted.

Philippe Audouin, Fabrice de Gaudemar, Luis Marini-Portugal, Virginie Morgon and Gilbert Saada

- The reimbursement of their expenses.
- A supplementary defined-benefit pension plan which, if they reach the end of their career while with Eurazeo within the meaning of the pension plans, will give them entitlement to supplementary pension rights calculated on the basis of the average compensation for the last 36 months (bonus included, limited to twice the fixed compensation of the beneficiary) and of the length of service in the Company, the pension being equal to 2.5% of the base compensation per year of service, limited to 24 years.
- A collective, defined-contribution pension plan for the Company.
- Insurance against incapacity to work and death, and reimbursement of healthcare costs, taken out for the benefit of Company employees.
- Accident insurance.
- A company car.
- In the event of resignation before March 20, 2014, the Executive Board members concerned will be bound by a non-competition obligation for a period of six months. In this respect, they will receive a gross, monthly, compensatory allowance corresponding to 33% of the average monthly compensation for the last 12 months preceding the termination of the employment contract. They will also be bound by an obligation not to hire away Company employee for a period of one year as from the termination of their respective employment contracts.
- In the event of forced termination of their duties or forced departure before the expiration of the four-year period as from the date of the Supervisory Board meeting on March 19, 2010:
  > the Executive Board members concerned will be entitled to payment by Eurazeo of termination benefits equal to 18 months of compensation calculated on the basis of the total compensation (fixed + variable) paid over the last 12 months. They will not be entitled to termination benefits in the event of misconduct. Termination benefits will include and be at least equal to severance pay due under the collective agreement in the case of termination of the employment contract. Termination benefits will only be paid if Eurazeo's share price compared to the LPX index changes between the date of the last appointment of the Executive Board members concerned and the date of the end of their respective terms of office, as follows:
    - if the Company's share price compared to that of the LPX index is at least equal to 100% between the date of renewal and the date of forced termination of their duties, the Executive Board members concerned will received 100% of their compensation;
    - if the trend in the Company's share price compared to that of the LPX index is less than or equal to 80% between the date of renewal and the date of forced termination of their duties, the Executive Board members concerned will received two thirds of their termination benefits;
    - between these two limits, the termination benefits will be calculated on a proportional basis.
  > The non-exercised options granted to the Executive Board members concerned, under stock option plans, could be exercised in advance on the date of forced termination of their duties, applying the performance conditions described hereafter:
    - if the Company's performance exceeds 80% of the stock market performance of the LPX Europe index calculated over the same period, all of the options granted can be exercised in advance;
    - if the Company's performance is equal to or less than 80% of the stock market performance of the LPX Europe index calculated over the same period, only a fraction of the options can be exercised in advance on the date of forced termination of the duties of the Executive Board members concerned. This fraction is determined in such a way that the sum of the options definitively acquired with respect to the three tranches is equal to 75% of the total options granted.

Philippe Audouin

- A gross annual fixed compensation of €325,000 for 2010 and a variable amount of €338,325 for 2009 paid at the beginning of 2010.

Fabrice de Gaudemar

- A gross annual fixed compensation of €265,000 for 2010 and a variable amount of €341,550 for 2009 paid at the beginning of 2010.
- A gross fixed compensation of €310,000, €355,000 and €400,000 for the years 2011, 2012 and 2013 respectively.
- The Supervisory Board, at its meeting on March 19, 2010, authorized the modification of the carried interest contracts enabling Fabrice de Gaudemar to benefit from an interest of 1.20% in Investco 5 Bingen.

Luis Marini-Portugal

- A gross annual fixed compensation of €433,333 for 2010 and a variable amount of €561,760 for 2009 paid at the beginning of 2010.
- A gross fixed compensation of €466,667 and €500,000 for the years 2011 and 2012 respectively.

Virginie Morgon

- A gross annual fixed compensation of €500,000 for 2010 and a variable amount of €702,200 for 2009 paid at the beginning of 2010.
- If, in the four years as from the appointment date of Virginie Morgon, *i.e.*, by December 18, 2011 at the latest, a change in control should occur, she may, within a period of six months as from the effective change in control, ask Eurazeo to terminate her employment contract. Such termination will be deemed to have occurred on the initiative of the Company. Virginie Morgon will then receive, solely in this respect, an amount to compensate for any moral, professional, financial and career-related damage suffered as a result of this change in control, equivalent to:
  > twice her compensation, if such termination occurs within two years of the date of her appointment;
  > if such termination occurs after a two-year period, *i.e.*, by December 18, 2011 at the latest, this amount will be reduced in proportion to the number of months during which she has been employed by the Company, over a period of two years, decreasing to zero at the end of this period;
  > this amount cannot be combined with termination benefits and will include any benefits required by law or the collective agreement that may be due considering her length of service, it being understood that she will be entitled to receive the minimum benefits equal to the benefits required by law or the collective agreement.
- At its meeting on March 19, 2010, the Supervisory Board authorized the commitment of the Company whereby Virginie Morgon may receive an exceptional bonus for a variable (net) amount, corresponding to the difference between €1 million and the amount that could be due to Virginie Morgon under the co-investment program which will be terminated by December 31, 2014 at the latest. This bonus will only be paid to Virginie Morgon if, on December 31, 2014, she is still an employee or corporate officer of the Company, except in the event of the termination of her duties due to a change in control or in the case of dismissal other than for serious or willful misconduct ("*faute grave*" or "*faute lourde*").

Gilbert Saada

- A gross annual fixed compensation of €500,000 for 2010 and a variable amount of €702,200 for 2009 paid at the beginning of 2010.

2.2.2 With ANF

Persons concerned:

Patrick Sayer, Bruno Keller, Philippe Audouin, Henri Saint Olive and Théodore Zarifi

In accordance with the authorization of the Supervisory Board at its meeting on March 19, 2010, the compensation paid by ANF Immobilier to Eurazeo under the services agreement was revised and increased to €1,028,000 excluding taxes. This amount was invoiced by Eurazeo to ANF in 2011 for 2010.

2.2.3 With Euraleo

Persons concerned:

Patrick Sayer and Gilbert Saada

At its meeting on March 19, 2010, the Supervisory Board authorized, where appropriate, agreements between Eurazeo and Euraleo adjusting the compensation for services relating to the investments made by Euraleo.

Neuilly-sur-Seine and Paris-La Défense, April 18, 2011

The Statutory Auditors

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies

7.7 OTHER SPECIAL REPORTS OF THE STATUTORY AUDITORS

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL DECREASE BY CANCELLING SHARES PURCHASED UNDER SHARE BUYBACK PROGRAMS

Shareholders' Meeting of April 18, 2011

10th resolution

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Article L. 225-209 of the French Commercial Code (*Code de commerce*) in respect of a decrease in capital by the cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions of the proposed reduction in capital.

The proposed capital decrease would take place further to the buyback by the Company of up to 10% of its own shares, in accordance with Article L. 225-209 of the French Commercial Code (*Code de commerce*). The Executive Board is seeking an 18-month authorization by the Shareholders' Meeting for this buyback program.

Shareholders are also asked to grant the Executive Board full powers for a period of twenty-four months as from this meeting to cancel the shares acquired under the Company's share buyback program, provided that the aggregate number of shares cancelled in any given 24-month period does not exceed 10% of the Company's capital.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures consisted in verifying that the terms and conditions for the proposed reduction in capital are fair.

We have nothing to report on the appropriateness and methods of the proposed repurchase of shares, or on the terms and conditions of this proposed capital reduction.

Neuilly-sur-Seine and Paris-La Défense, April 18, 2011

The Statutory Auditors
French original signed by:

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies

STATUTORY AUDITORS' REPORT ON THE ISSUE OF BONUS SHARE WARRANTS IN THE EVENT OF TAKEOVER BIDS TARGETING THE COMPANY'S SHARES

Shareholders' Meeting of April 18, 2011

11th resolution

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in compliance with Article L. 228-92 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed issue of bonus share warrants in the event of takeover bids targeting the Company's shares, an operation upon which you are called to vote.

Your Executive Board proposes that, on the basis of its report, it be authorised to decide, under Article L. 233-32 of the French Commercial Code (*Code de commerce*), in respect of the following:

1. to resolve to issue share warrants subject to Article L. 233-32 of the French Commercial Code (*Code de commerce*), with preferential subscription rights, for one or more shares in the company, and their allocation free of charge to all qualified shareholders before expiration of the takeover bid;
2. to set the conditions under which the warrants may be exercised and the features of such warrants.

The maximum nominal amount of the shares thus issued may not exceed the ceiling of €175 million and the maximum number of share warrants may not exceed the number of shares outstanding at the time the share warrants are issued.

It is the responsibility of the Executive Board to prepare a report in accordance with Articles R. 225-113, R. 225-114 and R. 225-117 of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the accounts and on other information relating the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body *(Compagnie Nationale des Commissaires aux Comptes)* for this type of engagement. These procedures consisted in verifying the information provided in the Executive Board's report relating to this operation and the methods used to determine the issue price of the capital securities.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report on the information provided in the Executive Board's report.

In accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*), we will issue a supplementary report, if necessary, when the issue has been performed by your Executive Board.

Neuilly-sur-Seine and Paris-La-Défense, April 18, 2011

The Statutory Auditors
French original signed by:

PricewaterhouseCoopers Audit	Ernst & Young Audit
Rémi Didier	Jean-François Ginies


thirteen. Winston Smith, his chin nuzzled into his
to escape the vile wind,
with him. The hallway smelt of boiled cabbage
one end of it a coloured
of about forty-five, with a heavy black
cut off during daylight hours. It was part
for Hate Week,
on the way. On each landing,
YOU, the caption beneath it ran.

8

ADDITIONAL INFORMATION

8.1 CONTACTS AND AVAILABLE FINANCIAL INFORMATION

PERSON RESPONSIBLE FOR FINANCIAL INFORMATION

Philippe Audouin - Member of the Executive Board

Tel.: (33) 01 44 15 01 11 - Fax: (33) 01 47 66 84 41

E-mail: paudouin@eurazeo.com – Company website: www.eurazeo.com

FINANCIAL COMMUNICATIONS TIMETABLE

- Release of 2011 Q1 revenue:
May 10, 2011, before the stock market session.
- Eurazeo's Combined Shareholders' Meeting at Pavillon Gabriel:
May 18, 2011 at 10.00 a.m.
- Dividend payment date:
May 26, 2011 (subject to approval by the Shareholders' Meeting).
- Release of 2011 H1 revenue and results:
August 31, 2011, after the stock market session.
- Release of 2011 Q3 revenue:
November 10, 2011, before the stock market session.

DOCUMENTS AVAILABLE TO THE PUBLIC

Eurazeo's Bylaws, the minutes of Shareholders' Meetings and other corporate documents, as well as prior year financial statements and all expert valuations and statements issued at Eurazeo's request, which must be made available to its shareholders under applicable laws, can be examined at Eurazeo's registered office, at 32, rue de Monceau, 75008, Paris, France.

All financial announcements and reports issued by Eurazeo can be downloaded from the Company website at www.eurazeo.com.

8.2 ANNUAL REGISTRATION DOCUMENT

Press releases available on the Company website at www.eurazeo.com

Date	Title
02/12/2010	2009 Q4 and full year revenue
03/22/2010	Appointment of Fabrice de Gaudemar to the Executive Board
03/22/2010	2009 results
04/23/2010	Launch of Eurazeo Croissance: Initial investment in Fonroche
04/26/2010	Presentation of Eurazeo Croissance and the investment in Fonroche
05/07/2010	2009 Dividend
05/07/2010	2010 Q1 revenue
06/09/2010	2010 bonus share grant
07/31/2010	B&B Hotels
08/05/2010	B&B Hotels: Continuation of exclusive negotiations with Carlyle
08/30/2010	Launch of Eurazeo photography competition
08/31/2010	2010 H1 results
09/28/2010	Sale of B&B Hotels to Carlyle
10/21/2010	Intercos concludes an agreement with its banks
11/10/2010	2010 Q3 revenue
12/17/2010	Results of the Eurazeo photography competition
01/26/2011	Europcar Investors Day
02/10/2011	2010 revenue
03/24/2011	Compensation of executive corporate officers
03/25/2011	2010 results

Other Eurazeo share information permanently available on the Company website at www.eurazeo.com

Date	Title
02/05/2010	Number of shares and voting rights as of January 31, 2010
03/04/2010	Number of shares and voting rights as of February 28, 2010
04/07/2010	Number of shares and voting rights as of March 31, 2010
05/05/2010	Number of shares and voting rights as of April 30, 2010
05/11/2010	Number of shares and voting rights as of May 7, 2010
06/15/2010	Number of shares and voting rights as of May 31, 2010
07/06/2010	Number of shares and voting rights as of June 30, 2010
08/04/2010	Number of shares and voting rights as of July 31, 2010
09/06/2010	Number of shares and voting rights as of August 31, 2010
10/22/2010	Number of shares and voting rights as of September 30, 2010
11/05/2010	Number of shares and voting rights as of October 29, 2010
12/08/2010	Number of shares and voting rights as of November 30, 2010
01/05/2011	Number of shares and voting rights as of December 31, 2010
02/04/2011	Number of shares and voting rights as of January 31, 2011
03/04/2011	Number of shares and voting rights as of February 28, 2011
04/07/2011	Number of shares and voting rights as of March 31, 2011

Other information permanently or occasionally available on the Company website at www.eurazeo.com

Date	Title
04/21/2010	Release and availability of the 2009 Registration Document
04/21/2010	Report by the Chairman of the Supervisory Board on internal control (Fiscal year 2009)
04/21/2010	Statutory Auditor fees (Fiscal year 2009)
04/21/2010	2010 Share buyback program
08/31/2011	2010 Half-year financial report

8.3 DECLARATION BY THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Person responsible for the Registration Document

Patrick Sayer, Chairman of the Executive Board

DECLARATION BY THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT INCLUDING THE ANNUAL FINANCIAL REPORT

I hereby certify that to the best of my knowledge and having taken all reasonable care to ensure that such is the case, the information contained in this Registration Document is true and fair and does not contain any omission likely to affect its import.

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all consolidated companies, and that the Executive Board's report presented on page 310 provides a fair review of the development and performance of the business, results and financial position of the Company and all consolidated companies, together with an accurate description of the principal risks and uncertainties they face.

I obtained an audit letter from the Statutory Auditors, PricewaterhouseCoopers Audit and Ernst & Young Audit, in which they indicated that they have verified the information regarding the financial position and financial statements contained herein, and have read the entire Registration Document.

A Statutory Auditors' report was issued on the consolidated financial statements for the year ended December 31, 2010 presented in the Registration Document filed with the AMF under the reference no. D.10-0296. This report is presented on pages 236 and 237 of this document and contains an observation.

Patrick Sayer
Chairman of the Executive Board

8.4 PARTIES RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

PRINCIPAL AND ALTERNATE STATUTORY AUDITORS (6-YEAR TERM OF OFFICE)

	Start date of first term	Date of last renewal of term	End date of term: Date of the Ordinary Shareholders' Meeting indicated below
Principal Statutory Auditors			
Ernst & Young Audit Member of the Versailles Statutory Auditors Council Faubourg de l'Arche 11, allée de l'Arche 92037 Paris - La Défense Cedex Represented by Jean-François Ginies	05/27/1969	05/04/2005	2011 (1)
PricewaterhouseCoopers Audit Member of the Versailles Statutory Auditors Council 63, rue de Villiers 92208 Neuilly-sur-Seine Cedex Represented by Rémi Didier	12/20/1995	05/14/2008	2014
Alternate Statutory Auditors			
Thierry Gorlin Faubourg de l'Arche 11, allée de l'Arche 92037 Paris - La Défense Cedex	04/29/2003	05/04/2005	2011 (1)
Étienne Boris 63, rue de Villiers 92208 Neuilly-sur-Seine Cedex	12/20/1995	05/14/2008	2014

(1) *At the Combined Shareholders Meeting of May 18, 2011 (6th and 7th resolutions), shareholders will be asked to appoint Mazars as Principal Statutory Auditor and Mr. Patrick de Cambourg as Alternate Statutory Auditor.*

8.5 RELATED PARTY TRANSACTIONS

Related party disclosures are presented in Note 24 to the consolidated financial statements.

REGULATED AGREEMENTS SUBJECT TO THE APPROVAL OF THE SUPERVISORY BOARD ARE DETAILED IN THE STATUTORY AUDITORS' SPECIAL REPORT AND ARE THEREFORE NOT INCLUDED IN THIS SECTION

Statutory Auditors' report on regulated agreements for the 2010 fiscal year

The Statutory Auditors' report on regulated agreements for the 2010 fiscal year is presented on pages 287 to 293 of the Eurazeo Registration Document.

Statutory Auditors' report on regulated agreements for the 2009 fiscal year

The Statutory Auditors' report on regulated agreements for the 2009 fiscal year is presented on pages 137 to 143 of the Eurazeo Registration Document filed with the AMF on April 21, 2010 under reference no. D.10-0296.

Statutory Auditors' report on regulated agreements for the 2008 fiscal year

The Statutory Auditors' report on regulated agreements for the 2008 fiscal year is presented on pages 107 to 110 of the Eurazeo Registration Document filed with the AMF on April 22, 2009 under reference no. D.09-0298.

REGULATED AGREEMENTS PERTAINING TO ORDINARY TRANSACTIONS AND ENTERED INTO ON ARM'S-LENGTH TERMS (AGREEMENTS GOVERNED BY ARTICLE L. 225-87 OF THE FRENCH COMMERCIAL CODE) ARE LISTED BELOW

Finance agreements (cash management agreements and shareholder advances)

- 2003 Group cash management agreement.
- Société Immobilière Marseillaise, Eurazeo Entertainment Lux, Legendre Holding 11, Legendre Holding 22, Legendre Holding 19, EREL Capital S.à.r.l., Legendre Holding 8 and Eurazeo Real Estate Lux S.à.r.l. joined the Group cash management agreement in 2008, LH APCOA joined the Group cash management agreement in 2009 and RedBirds US LP, APCOA Finance Lux Sarl and Legendre Holding 25 joined the Group cash management agreement in 2010.
- Eurazeo has extended shareholder advances to subsidiaries, some of which have been repaid and/or capitalized:
  - > Legendre Holding 8 in 2008, 2009 and 2010;
  - > Euraleo in 2009;
  - > LH APCOA in 2008, 2009 and 2010;
  - > Eurazeo Real Estate Lux in 2008, 2009 and 2010;
  - > Groupe B&B Hotels in 2008, 2009 and 2010;
  - > RedBirds Participations in 2008 and 2009;
  - > Eurazeo Italia en 2008, 2009 and 2010;
  - > Legendre Holding 19 in 2008;
  - > Legendre Holding 22 in 2008 and 2009.
  - > RedBirds US in 2010.

Other

- Tax consolidation agreement.

SERVICE AGREEMENTS (AMOUNTS ARE PRESENTED NET OF TAX)

- Agreement of November 26, 2010 between Eurazeo and Eurazeo Services Lux, which entailed the payment of fees of €14,000 in 2010 (€7,000 for 2009 and €7,000 for 2010) for various internal audit services.
- Agreement of April 18, 2008 between Eurazeo and Euraleo S.r.l. which entailed the payment of fees of €200,000 in 2010, €312,500 in 2009, €1,250,000 for the period January 24, 2008 to December 31, 2008 and €937,500 for the period April 24, 2007 to January 23, 2008 for various consulting services.
- Agreement of April 18, 2008 between Eurazeo, Gruppo Banca Leonardo, Euraleo S.r.l. and Broletto 2 Srl. which entailed the payment to Eurazeo of fees of €400,000 in 2008 for various services provided in connection with the acquisition of interests in Sirti SpA by Broletto 2 Srl.
- Agreement of April 16, 2008 between Eurazeo and Eurazeo Management Lux entailing the payment of fees of €6,000,000 in 2010, €6,000,000 in 2009 and €5,725,901.38 in 2008 for various investment consulting services. This agreement followed the March 30, 2007 agreement for investment consulting services between Eurazeo and Eurazeo Management Lux under which fees of €5,769,863.02 were paid in 2007.
- Agreement of February 1, 2008 between Eurazeo, RedBirds Participations SA and Eurazeo Entertainment Lux S.à.r.l. which entailed the payment of €142,592.67 in 2009 and €417,031.24 in 2008 by RedBirds Participations SA and of €15,843.63 in 2009 and €46,336.80 in 2008 by Eurazeo Entertainment Lux for transactions relating to the funding of the investment in Station Casinos, Inc. for which Eurazeo gave sureties.
- Agreement of December 13, 2007 between Eurazeo and Ray France Investment SAS which entailed the payment of €1,017,557 in 2008 in consideration for a commitment made by Eurazeo as part of a subscription commitment made by Ray France Investment SAS.
- Agreement of April 23, 2007 between Eurazeo and the APCOA acquisition holding company which entailed the payment of fees of €8,850,000 for various services provided.
- Agreement of February 15, 2007 between Eurazeo and Parantech Expansion which entailed the payment of fees of €414,000 (excluding tax) in 2007 for various services provided in connection with the revaluation of Parantech's investment in Redbirds France.
- Agreement of May 31, 2006 between Eurazeo and Europcar Groupe which entailed the payment of fees of €15,500,000 in 2010 for various consulting services pursuant to the acquisition of Europcar Groupe.
- Agreement of December 20, 2005 between Eurazeo and ANF Immobilier which entailed the payment of fees of €1,021,000 for 2008 (paid in 2009), €927,000 for 2009 (paid in 2010) and €1,028,000 for 2010 (paid in 2011) for various services and the refund of expenses.

8.6 HISTORICAL FINANCIAL INFORMATION

In accordance with the provisions of Article 28 of European Commission (EC) regulation 809/2004, the following information is included by reference in this Registration Document.

ADDITIONAL INFORMATION CONCERNING THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2008 AND DECEMBER 31, 2009

Consolidated financial statements for the year ended December 31, 2008

The consolidated financial statements for the year ended December 31, 2008 appear on pages 118 to 190 of the Eurazeo Registration Document filed with the AMF on April 22, 2009 (under reference no. D.09-0298).

Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2008

The Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2008 appears on pages 191 and 192 of the Eurazeo Registration Document filed with the AMF on April 22, 2009 (under reference no. D.09-0298).

Consolidated financial statements for the year ended December 31, 2009

The consolidated financial statements for the year ended December 31, 2009 appear on pages 150 to 235 of the Eurazeo Registration Document filed with the AMF on April 21, 2010 (under reference no. D.10-0296).

Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2009

The Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2009 appears on pages 236 and 237 of the Eurazeo Registration Document filed with the AMF on April 21, 2010 (under reference no. D.10-0296).

ADDITIONAL INFORMATION CONCERNING THE COMPANY FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2008 AND DECEMBER 31, 2009

Company financial statements for the year ended December 31, 2008

The Company financial statements for the year ended December 31, 2008 appear on pages 194 to 219 of the Eurazeo Registration Document filed with the AMF on April 22, 2009 (under reference no. D.09-0298).

Statutory Auditors' report on the Company financial statements for the year ended December 31, 2008

The Statutory Auditors' report on the Company financial statements for the year ended December 31, 2008 appears on pages 220 and 221 of the Eurazeo Registration Document filed with the AMF on April 22, 2009 (under reference no. D.09-0298).

Company financial statements for the year ended December 31, 2009

The Company financial statements for the year ended December 31, 2009 appear on pages 240 to 267 of the Eurazeo Registration Document filed with the AMF on April 21, 2010 (under reference no. D.10-0296).

Statutory Auditors' report on the Company financial statements for the year ended December 31, 2009

The Statutory Auditors' report on the Company financial statements for the year ended December 31, 2009 appears on pages 268 and 269 of the Eurazeo Registration Document filed with the AMF on April 21, 2010 (under reference no. D.10-0296).

8.7 REGISTRATION DOCUMENT CROSS-REFERENCE TABLE

In order to facilitate the reading of this Registration Document filed with the AMF, the index below provides cross-references between the main headings as required by EC regulation 809/2004 implementing the "Prospectus" Directive, and the corresponding pages.

20	**Financial information concerning the assets and liabilities, financial position and income of the issuer**	
20.1	Historical financial information	10 to 11; 236
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21	**Additional information**	
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22	**Material contracts**	**256 to 259; 263 to 265; 303 to 304**
23	**Third party information and statements by experts and declarations of any interest**	**112 to 113 ; 135 to 137; 145 to 146; 151 to 152**
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N/A : not applicable.

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8.8 ANNUAL FINANCIAL REPORT CROSS-REFERENCE TABLE

8.9 EXECUTIVE BOARD'S REPORT CROSS-REFERENCE TABLE

The Registration Document contains all Executive Board report items required by Articles L. 225-100 *et seq.*, L. 232-1-II and R. 225-102 *et seq.* of the French Commercial Code.

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