/ 2004 ANNUAL REPORT

WENDEL
INVESTISSEMENT

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AN ENTREPRENEURIAL APPROACH TO LONG-TERM INVESTMENT

WENDEL Investissement is a listed investment firm that invests in companies active in industry and services to accelerate their development, improve their profitability, and help them become leaders in their field. This strategy is based on long-term partnerships with these companies' management teams.

WENDEL Investissement is a full-fledged industrial and financial partner. The Group supports committed entrepreneurial teams, helps define and implement ambitious strategies, and provides the financing needed to ensure the success of the projects undertaken. WENDEL Investissement makes investments of more than 100 million euros. The goal is to increase the value of WENDEL Investissement over the long term by more than 15% per year, while ensuring shareholders of a net return on investment of approximately 3% per year.

The Group's investment and development strategy is based on the confidence and close partnership formed with existing management teams. This partnership is at the heart of the process by which value is created. "We never get involved in the day-to-day running of the company, but we provide constant, active support by contributing our experience and expertise, and by making available the required resources. WENDEL Investissement has representatives on each of its holdings' Boards of Directors," states Jean-Bernard Lafonta.

"The dialogue is confident, constant and stimulating for our teams in terms of performance, since our shareholders have the same entrepreneurial spirit as we have always had."

Gilles Schnepp, Chairman and CEO, Legrand (La Tribune, April 14, 2005)

"WENDEL Investissement has been our financial partner for ten years. Its teams have gotten to know us. They appreciate our strengths and our great potential, and they know that they are working with a winning team."

Frank Piedelièvre, Chairman, Bureau Veritas

"The simple fact that Wendel makes it possible for Editis to invest 300 million euros – half of its investment in Editis – over the next three years is a sign that the Group led by Ernest-Antoine Seillière has an entrepreneurial approach that targets the medium term."

Alain Kouck, Chairman and CEO, Editis (Les Échos, June 2, 2004)

MESSAGE FROM THE CHAIRMAN

"With a young, competent and motivated team, adapted corporate governance and the incentive of our share price, the Wendel Group has real strengths that allow it to engage the future with confidence and optimism, respecting the values that have inspired the Company for three centuries."

To the Shareholders

In 2004, your Company actively continued to implement the strategy initiated three years ago with Jean-Bernard Lafonta, which resulted in a major change in the Group's assets, with the disposal of Trader Classified Media and bioMérieux, the acquisition of Editis and of near 100% of the capital of Bureau Veritas. In 2004, acquisitions and disposals totaled approximately 1.5 billion euros. In addition, as we planned, unlisted business sectors now account for more than 80% of our total assets. Finally, the increase in the Group's value was significant, 25% per year in the last three years, with the major part of this rise coming from improvements in the quality of management in these companies and from their development.

The strong growth reported in 2004 in income from business sectors, which doubled in the space of two years, well reflects the dynamism of our subsidiaries. By rising almost 60% in 2004, our share price illustrates the success of the initiatives launched since the creation of WENDEL Investissement.

In this very positive environment and after the progressive replacement of the management team in the last few years, we propose to modify your Company's corporate governance structure, and to this end we will submit new by-laws to the Shareholders' Meeting for approval, transforming WENDEL Investissement into a company with an Executive Board and a Supervisory Board. In this way, we will be able to continue to work together with a clear definition of the responsibilities of management and of shareholders and with the determination to share a common vision.

With a young, competent and motivated team, adapted corporate governance and the rise of our share price, WENDEL Investissement has real strengths that enable it to engage the future with confidence and optimism, respecting the values that have inspired the Company for three centuries – an entrepreneurial approach, long-term strategy, constant adaptation to economic and technological challenges and, especially, in its tradition, family unity.

Ernest-Antoine Seillière

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

The year 2004 was marked by a significant rise in income from our Group's business sectors, which doubled in two years. All our business sectors reported good performances and increased their contributions to WENDEL Investissement's bottom line. This growth reflects not only the dynamism our subsidiaries have demonstrated and the good positions they have built, but also the success of the strategy defined almost three years ago and the stepped-up renewal of the Group in 2004.

With its investment capacities intact, an efficient financial structure and solid prospects, WENDEL Investissement has considerable credibility as an investment firm. Our specific focus has been recognized – investing for the long term in quality companies to boost their development and make them leaders in their sectors.

Over the last three years, our team has expanded and consolidated its experience through the operations it has conducted, as difficult as they have sometimes been. Its strength lies in its team spirit, motivation, skills, and financial and industrial expertise.

> “Our growth in income reflects the good positions of our business sectors and the dynamism of our expanded and consolidated team.”

Working in close cooperation with the management teams of the companies in which we have invested, we have an in-depth knowledge of the issues at stake in the development, management and adaptation of our subsidiaries.

In the next five years, we will have the financial capacity to invest considerable sums under attractive conditions – 1.3 billion euros in our main subsidiaries, in order to accelerate their development, and 1.5 billion euros at the level of WENDEL Investissement to finance new acquisitions. Investing a total of 2.8 billion euros seems to be a realistic ambition. As in the past, we will proceed with discernment and prudence, since our Group’s prospects, on the basis of its current holdings, bolster our confidence in our capacity to double its value in the five years to come.

Jean-Bernard Lafonta

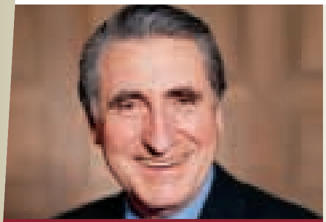
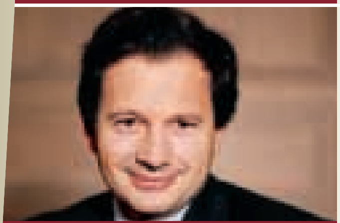
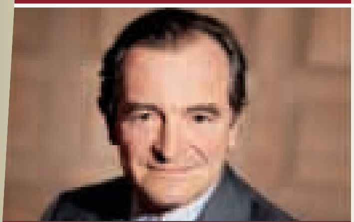
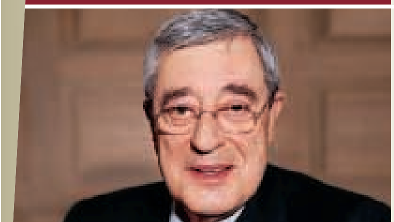
EXECUTIVE MANAGEMENT

1. Benoit Drillaud
Finance and accounting
2. Sophie Parise
Tax Affairs
3. Arnaud Desclèves *
Legal Affairs
4. Jean-Bernard Lafonta *
Chief Executive Officer
5. Christine Dutreil *
Communications and Public Relations
6. Stéphane Gutierrez
Accounting
7. Bernard Gautier *
Investment
8. Gérard Lamy
Investor Relations
9. Arnaud Fayet *
Investment
10. Nicole Dupuis *
Company Secretary
11. Jean-Yves Hémery *
Tax Affairs
12. Yves Moutran *
Investment
13. Gérard Combes
Human Resources
14. Sébastien Willerval
Legal Affairs
15. Jean-Michel Ropert *
Finance
16. Fanny Picard *
Investment
17. Karim Souid
Investment

Olivier Chambriard
Investment
(absent)

* Members of the Executive Committee

BOARD OF DIRECTORS AS OF DECEMBER 31, 2004

	Date of first appointment and end of term*. Principal function	Other responsibilities	
 Ernest-Antoine Seillière	Member of the Board 1985-2008 Chairman of the Board of Directors and Chief Executive Officer • WENDEL Investissement	Chairman of the Board of Directors and Chief Executive Officer • Société Lorraine de Participations Sidérurgiques (SLPS) Chairman of the Board of Directors • Legrand Holding • Lumina Parent (Luxembourg) Chairman of the Supervisory Board • Oranje-Nassau Groep B.V. (Netherlands)	Vice Chairman of the Supervisory Board • Capgemini Member of the Board of Directors • SOFISAMC (Switzerland) Member of the Supervisory Board • Bureau Veritas • Editis Holding • Gras Savoye & CIE (S.C.A.) • Hermès International (S.C.A.) • Peugeot S.A.
 Jean-Bernard Lafonta	Member of the Board 2002-2006 Chief Executive Officer WENDEL Investissement	Chairman of the Supervisory Board • Editis Holding • Poincaré Investissements Vice Chairman of the Supervisory Board • Bureau Veritas Member of the Board of Directors • Legrand Holding • Legrand SA	• Lumina Parent (Luxembourg) • Valeo Member of the Supervisory Board • Oranje-Nassau Groep B.V. (Netherlands) Manager • Granit (SARL)
 Jean-Pierre Berghmans	Member of the Board 2002-2008 Chairman of the Board of Directors • Groupe Lhoist, Limelette (Belgium)	Chairman • Board Belgium of INSEAD (Belgium) Member of the Board of Directors and Committee Member • INSEAD (France)	
 Didier Cherpitel	Member of the Board 2002-2008 Chairman of the Supervisory Board • Atos Origin	Member of the Board of Directors • Foundation of the Red Cross	
 Jean-Marc Janodet	Member of the Board 1997-2009 Member of the Board of Directors WENDEL Investissement	Chairman of the Board of Directors • SOFISAMC (Switzerland) • Trief Corporation (Luxembourg) Member of the Board of Directors • Compagnie Financière de la Trinité • Solfur Member of the Supervisory Board • Banque de Neuflize • Oranje-Nassau Groep B.V. (Netherlands),	Permanent representative of Compagnie Financière de la Trinité to the Board of Directors of • Stallergènes
 Édouard de L'Espée	Member of the Board 2004-2008 Member of the Board of Directors and Chief Executive Officer • Calypso Asset Management SA	Member of the Board of Directors • Concorde Asset Management Ltd, • Société Lorraine de Participations Sidérurgiques (SLPS) • Theofinance Plc External Consulting Member of the Board of Directors • Praetor Management Company S.A.	

As of the date of the Shareholders' Meeting called to approve the financial statements of the previous year.

	Date of first appointment and end of term*. Principal function	Other responsibilities
 François de Mitry	Member of the Board 2004-2008 Member of the Board of Directors and Chief Executive Officer • Intermediate Capital Group Plc	Member of the Board of Directors • Danival SAS • Holding SIA SAS • Sebia International SAS
 Grégoire Olivier	Member of the Board 2003-2007 Chairman of the Board of Directors and Chief Executive Officer • Sagem Communication Member of the Executive Board • Safran	Member of the Supervisory Board • Imerys
 Didier Pineau-Valencienne	Member of the Board 2002-2008 Chairman and Partner • Sagard SAS	Senior Advisor • Crédit Suisse First Boston Europe Member of the Board of Directors • Fleury Michon • Pernod-Ricard • Swiss Helvetia Fund (USA) Member of the Supervisory Board • Lagardère SA Chairman of European Advisory Board • Booz Allen Hamilton Europe
 Guy de Wouters	Member of the Board 1992-2005 Member of the Board of Directors: WENDEL Investissement	Chairman of the Board of Directors and Chief Executive Officer • Compagnie Financière de la Trinité
 François de Wendel	Member of the Board 2004-2007 Executive Vice President • Crown Food Europe	Chairman of the Board of Directors • Crown Emballage France SAS Chairman of the Board of Directors and Chief Executive Officer • Carnaud Maroc • Eole Member of the Supervisory Board • Crown Magyarorszag Cosmagoloipari Kfr (Hungary) • Crown Packaging Slovakia, s.r.o. Member of the Board of Directors and Chief Executive Officer • Crown Netherlands Investments BV Member of the Board of Directors • Burelle SA • Crown Cork Kuban (Russia) • Crown Cork & Seal de Portugal Embalagens SA • Crown Packaging UK Plc • Faba Sirma Spa (Italy) • Fa.Ba Sud (Spain) • Société Lorraine de Participations Sidérurgiques (SLPS) Co-manager • Crown Europe Group Services • Crown Nahrungsmitteldosen Deutschland GmbH

The adoption of new by-laws transforming WENDEl Investissement into a company with an Executive Board and a Supervisory Board is submitted for approval to the Shareholders' Meeting of May 31, 2005, as are the appointments of Ernest-Antoine Seillière, Jean-Pierre Berghmans, Didier Cherpitel, Jean-Marc Janodet, Edouard de l'Espée, François de Mitry, Grégoire Olivier, François de Wendel and Guy de Wouters as members of the Supervisory Board (see the resolutions submitted to the Shareholders' Meeting).

KEY DATES

1975
/ CREATION OF MARINE-WENDEL
through the Wendel Group's takeover of the Marine-Firminy holding company.

1977
/ CREATION OF CGIP
which regroups Wendel Group assets in sectors other than steel.

1978
Creation of the cement group Cedest.

1982
Acquisition of an equity interest in Capgemini Sogeti.

1983
Sale of equity interest in Creusot-Loire.

1988
Merger of Carnaud and Metalbox to form CMB Packaging, the European leader in its field.

1989
Partnership with the Mérieux family to create bioMérieux Alliance.

1993
Diversification of Marine-Wendel through the acquisition of Reynolds.

1994
Sale of Cedest and acquisition of 100% of the capital of Wheelabrator Allevard.

1995
Merger of CMB Packaging with Crown Cork and Seal to create the world's largest packaging manufacturer.
Acquisition of a 20% equity interest in Bureau Veritas. Marine-Wendel acquires Stallergènes.

1996
Acquisition of 20% of the capital of Valeo.

1997
/ CGIP STRENGTHENS ITS POSITION IN SERVICES
Capgemini (30%), Bureau Veritas (34%).
Acquisition of a 22% equity interest in Afflelou.

1998
Sale of Crown Cork and Seal.
Acquisition of a 29% equity interest in Trader.com.
Sale of 28.4% of the capital of Stallergènes when floated on the stock market.

1999
Sale of Reynolds.
Marine-Wendel invests in AOM Participations.

2000
Merger of Capgemini and Ernst & Young.
Sale of Afflelou.
Marine-Wendel invests in Boucle Locale Radio.

2001
Acquisition of 5% of the capital of LDCOM, which replaced the investment in Boucle Locale Radio.

2002
/ CREATION OF WENDEL INVESTISSEMENT
Merger of Marine-Wendel and CGIP.
Partial sale of equity interest in Valeo.
Acquisition of 37.4% of the capital of Legrand.
Progressive sale of interest in Capgemini.

2004
Sale of Trader Classified Media.
bioMérieux floated on the stock exchange and sale of shares.
Acquisition of Editis.
Equity interest in Bureau Veritas increased to 99%.

/ 2004 EVENTS AND PORTFOLIO TRANSACTIONS

JANUARY
Sale of 2.4 million Capgemini shares.

APRIL
Sale of interest in Trader Classified Media.

JULY
bioMérieux floated on the stock exchange and partial **sale of shares**.

2004
/ CELEBRATION OF THE WENDEL GROUP'S THREE-HUNDREDTH ANNIVERSARY

Founded in 1704, the Wendel Group celebrated its three-hundredth anniversary in 2004, continuing the tradition of its family shareholders. On November 15, an exhibition recounting the Group's history was opened at the Musée d'Orsay. Many shareholders expressed interest and contributed to its success.

In May 2005, this exhibition will be transferred to Hayange in Moselle , the home of the Wendel family and the steel industry in France.

The three-hundredth anniversary was also the subject of books by Jacques Marseille, Yves Guéna and Jean-Noël Jeanneney.

2004
/ CREATION OF A WENDEL/INSEAD CENTER ON MAJOR FAMILY-OWNED COMPANIES

The Group's long-term entrepreneurial vision, promoted by the same family for ten generations, led to a reflection on the specific model the Company represents. In 1996, CGIP created a chair for the study of major family-owned companies at INSEAD, now a world-class business school. Because of its success on campus, the chair has been transformed into a full-fledged center, the Wendel Center for Large Family Firms, in order to provide additional resources and continue to build its reputation. WENDEL Investissement contributed 5 million euros to the INSEAD project. The center was officially opened in January 2005.

SEPTEMBER
Equity interest in Bureau Veritas increased from 33% to 66%.

OCTOBER
Acquisition of 100% of the capital of Editis.

NOVEMBER
Celebration of Wendel's three-hundredth anniversary.

DECEMBER
Equity interest in Bureau Veritas increased from 66% to 99%.

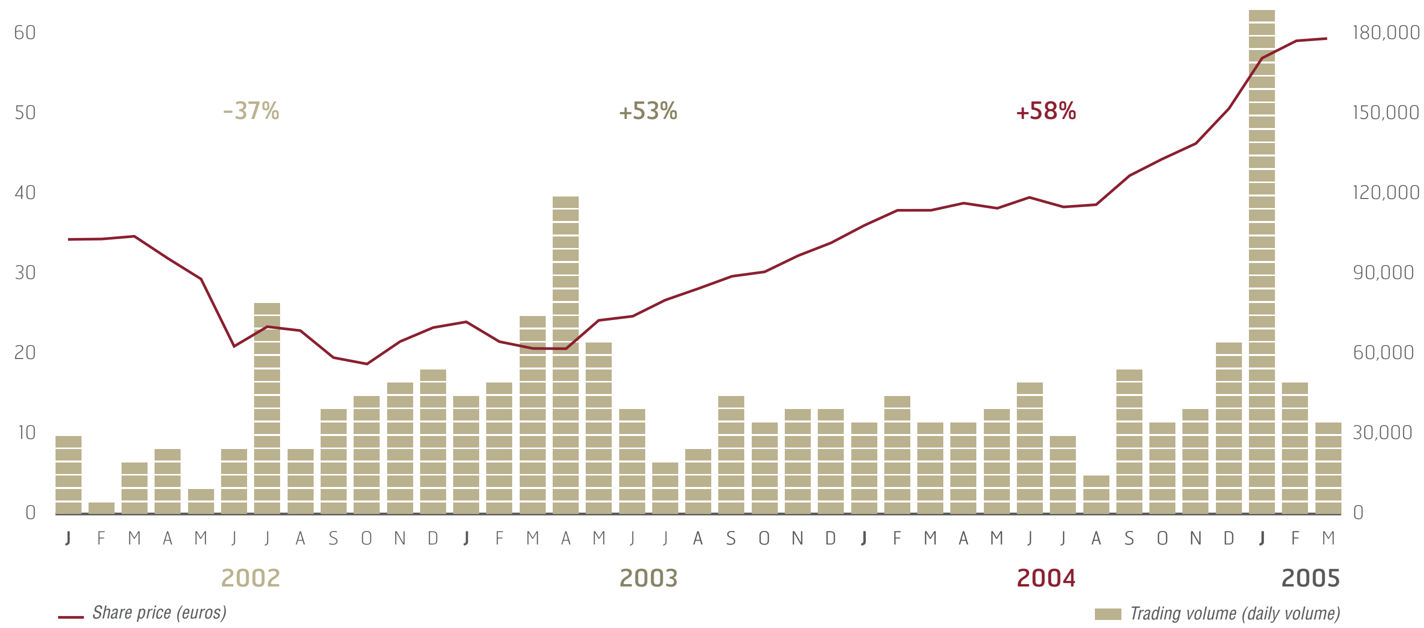
SHAREHOLDERS' REVIEW

STOCK MARKET DATA

Euros	2002	2003	2004
Highest price	38.00	35.15	**54.10**
Lowest price	16.57	19.51	**33.70**
Average price	24.54	25.37	**42.01**
Average price in December	23.40	34.14	**51.16**
Millions of euros			
Stock market capitalization in December	1,309	1,910	**2,874**

WENDEL Investissement shares are traded in Compartment A of Euronext Paris' Eurolist.
ISIN Code: FR0000121204.

SHARE PRICE AND TRADING VOLUME
(highest, lowest, average)



FINANCIAL COMMUNICATION AND INVESTOR RELATIONS

WENDEL Investissement deploys all channels of communication to provide the financial community and all its shareholders, both individual and institutional, with regular, transparent information.

In France, a toll-free number enables the Group's 38,000 shareholders to obtain information on the management of their shares, their rights, events in the life of the Group and other practical subjects.

Regular relations are maintained with the financial community via:

• meetings with financial analysts and journalists when semiannual and annual results are published or other developments occur in the life of the Group, its subsidiaries and affiliates.

• meetings between the Group's management team and investors in France and other countries; in 2005, meetings were organized with equity managers of the main financial institutions in Paris, London, Geneva, Edinburgh and New York.

In 2004, the strategic focusing of the Group on unlisted companies was accompanied by reinforced communication:

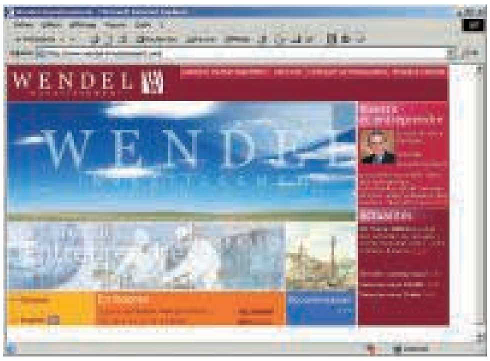
• at the Shareholders' Meetings of June 1 and December 3, E.-A. Seillière and J.-B. Lafonta gave an in-depth presentation of the situation of the Group and its prospects, as well as of the financial transactions being conducted;

• in December 2004, for the second year in a row, a day of information on the Group's unlisted companies was organized in Paris. The Chairmen of Bureau Veritas, Oranje-Nassau, Legrand, Neuf Telecom, Editis and Wheelabrator Allevard gave detailed presentations of their business, strategy and prospects. The presentations can be consulted on WENDEL Investissement's Web site.

• communication facilitates meetings between the Group's management team, financial analysts and journalists when semiannual and annual results are announced.

General and event-related information on the Group, its subsidiaries and affiliates is available in both French and English on WENDEL Investissement's Internet site. Updated financial information is also provided.

http://www.wendel-investissement.com



All the documents published by the Group are available online, including the annual report, press releases, shareholder newsletters and the data presented to financial analysts and journalists.

The Group's share price and trading history are published daily. Net asset value is posted every quarter on the Web site.

A forum has been created to enable shareholders to ask questions by e-mail at:

communication@wendel-investissement.com

CALENDAR 2005

Annual Shareholders' Meeting	May 31
Dividend paid	June 2
Semiannual financial statements	September 22
Meeting on unlisted companies	December 6

FINANCIAL HIGHLIGHTS

WENDEL INVESTISSEMENT GROUP

Millions of euros	2004	2003	2002
Income from business sectors			
Legrand	**99.1**	48.4	3.4
Oranje-Nassau	**59.9**	53.9	35.5
Bureau Veritas	**41.5**	36.1	33.4
Wheelabrator Allevard	**22.1**	13.9	17.5
Stallergènes	**10.3**	7.8	5.3
Editis	**6.7**	-	-
Dividends unconsolidated companies	**8.6**	7.7	11.0
bioMérieux, Silliker	**13.3**	25.5	20.2
Trader Classified Media	**-**	11.7	9.5
Financial expense	**(46.5)**	(37.7)	(24.0)
Taxes, General operating expense	**(12.1)**	(10.4)	(11.3)
Income from business sectors	**202.9**	156.9	100.5
Income			
Income from business sectors	**203**	157	101
Non-recurring items	**138**	152	(929)
Consolidated net income, Group share	**281**	253	(650)
Investments and disposals			
Investments	**1,915**	290	756
Disposals	**855**	446	446
Per share data (euros)			
Income from business sectors	**3.6**	2.8	2.2
Consolidated net income, Group share	**5.0**	4.5	(14.2)
Net dividend	**1.15**	1.05	1.0*

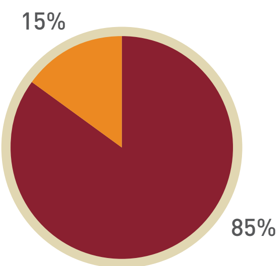
** For the 2002 reporting period, which lasted 18 months, a dividend of 2.10 euros was paid, including an advance of 1.10 euros paid in June 2002 and a dividend of 1.00 euro paid in June 2003.*

NET ASSET VALUE

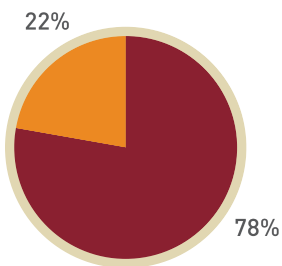
Millions of euros	Dec. 2004	Dec. 2003	Dec. 2002
Unlisted assets	3,840	2,640	2,230
Listed assets	690	760	820
Gross assets	**4,530**	**3,400**	**3,050**
Net cash	570	90	270
Financial debt	(1,670)	(970)	(1,230)
Net asset value	**3,430**	**2,520**	**2,090**
Net asset value per share	**61€**	**45€**	**38€**

BREAKDOWN OF ASSETS

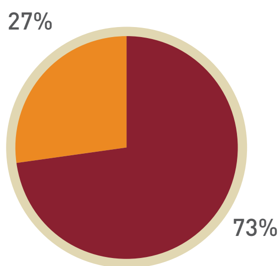
December 2004



December 2003



December 2002



Unlisted companies:
Legrand
Bureau Veritas
Editis
Oranje-Nassau
Wheelabrator Allevard
Neuf Telecom

Listed companies:
WENDEL Investissement
(Treasury stock)
Valeo
Capgemini
Stallergènes
bioMérieux
(floated in July 2005)

The percentage of unlisted companies increased regularly in 2003 and 2004 to account for 85% of total assets at the end of 2004.

The turnover of assets continued in 2004 with the additional equity interest in Bureau Veritas, the acquisition of Editis, the disposal of Trader Classified Media and the partial sale of bioMérieux.

RATING

After the merger in June 2002, WENDEL Investissement asked Standard & Poor's for a rating. After study, Standard & Poor's gave the Company a long-term rating of **BBB+** with a stable outlook and a short-term rating of **A-2**. This rating was made public in September 2002 and has been maintained by Standard & Poor's since that date.

EQUITY HOLDINGS
AS OF DECEMBER 31, 2004

/ INDUSTRY

LEGRAND — 37.4%

World Leader in electric equipment

Year of investment: 2002

ORANJE-NASSAU — 100%

Energy (exploration-production) and real estate

Year of investment: 1908

WHEELABRATOR ALLEVARD — 100%

World leader in abrasive pellets

Year of investment: 1961

STALLERGÈNES — 47.6%

Europe's leading pharmaceutical laboratory
specialized in the treatment of allergies by immunotherapy

Year of investment: 1994

Information on the competitive position and market share of these equity holdings was provided by the companies themselves.

INDUSTRY **P.16**

MEDIA AND SERVICES **P.26**

/ MEDIA AND SERVICES

BUREAU VERITAS — 99.2%

Certification and quality control

Year of investment: 1995

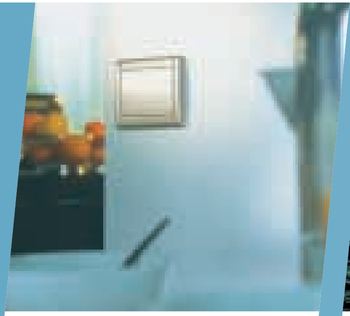
EDITIS — 100%

French publishing house

Year of investment: 2004

/ NON-STRATEGIC HOLDINGS

VALEO > Automotive equipment and systems	9.9%
CAPGEMINI > Management and IT consulting	2.4%
NEUF TELECOM > Telecommunications operator	4.2%
bIOMERIEUX > Medical diagnosis	3.0%



LEGRAND P.18

ORANJE-NASSAU P.20

WHEELABRATOR ALLEVARD P.22

STALLERGÈNES P.24

THE WENDEL GROUP HAS GREAT EXPERIENCE IN

INDUSTRY

AND KNOWS THE VALUE OF TECHNOLOGY AND INNOVATION

ELECTRIC
EQUIPMENT

ENERGY AND
REAL ESTATE

ABRASIVE
PELLETS

ALLERGENIC
IMMUNOTHERAPY

WENDEL INVESTISSEMENT: **37.4%**

LEGRAND

A GLOBAL SPECIALIST IN PRODUCTS AND SYSTEMS FOR ELECTRICAL INSTALLATIONS AND INFORMATION NETWORKS

STRONG GROWTH IN NET SALES

In 2004, Legrand reported net sales of 2,926 million euros, up 6.0% from 2003. On a constant consolidation and foreign exchange basis, the Group's growth stood at 8.8%, one of the best performances in ten years. These very good results demonstrate Legrand's capacity to take full advantage of the recovery and win market share. Foreign exchange fluctuations had an unfavorable impact of 2.6% in 2004.

The very positive trend in sales was particularly due to the continued bolstering of marketing and sales teams and to the regular launch of new innovative products that enabled the Group to outstrip the growth of its markets.

STRONG COMMERCIAL POSITIONS

Legrand is a world leader in low-tension cable networks with a global market share of 15%, and in switches and connectors, with a global market share of 18%. In this sector, Legrand offers solutions for the principal world standards (France, the United States, the United Kingdom, Germany, China, etc.) and has many lines that meet specific national standards (Brazil, Switzerland, etc.).

Legrand's capacity to launch new innovative products regularly and to reinforce its commercial clout in markets with high potential enables the Group to strengthen its leadership and continue to win market share.

GREATER PROFITABILITY

Operating income, before amortization of goodwill and accounting for acquisitions, was 479 million euros, representing an increase of 18% over 2003, and 16.4% of net sales, up 170 basis points from 2003.

The strong growth in margins was due to the continuation in 2004 of the efforts to increase profitability launched in 2002, and to the significant rise in net sales.

SIGNIFICANT REDUCTION IN NET DEBT

In 2004, net financial debt was down 355 million euros (15%) from the end of 2003. The very favorable trend in the Group's net debt since December 31, 2002, with a reduction of net debt in the amount of 628 million euros, allowed Legrand to refinance the senior line of credit it had negotiated in 2002 under conditions that made it possible to reduce the annual interest expense by approximately 16 million euros.

/ PROFILE

MORE THAN **130,000 PRODUCTS**
BASES IN ALMOST **60 COUNTRIES**
26,000 EMPLOYEES
ALMOST **5% OF NET SALES** INVESTED **IN R&D**

In 2004, the Group generated operating cash flow of 412 million euros and reduced capital employed by optimizing industrial investments and reducing its working capital requirements to 14 % of net sales.

INNOVATION AND GROWTH

In 2004, Legrand launched some 15 new products, including the In One by Legrand offering, the first WIFI wall plug and the new line of XL3 commercial distribution cabinets.

In addition, Legrand bolstered its marketing and sales teams by almost 3% to more than 3,800 people. This investment in marketing and sales teams was particularly marked in countries with strong growth potential.

In terms of acquisitions, in November 2004, Legrand announced that it had signed an agreement to acquire the activities of Van Geel, a European specialist of metal cable management systems, and in January 2005, it signed an agreement to take over Zucchini, an Italian leader in prefabricated electric bus bar systems. These acquisitions (both of which are subject to the approval of the relevant authorities) mark a return to Legrand's targeted acquisition strategy that aims to develop the Group's market position and technological expertise.

PROSPECTS

The good results reported in 2004 will enable Legrand to continue to move forward in 2005. The Group will continue to launch new products and bolster its sales teams, and it will pursue its active external growth policy.

KEY FIGURES >

French GAAP

Millions of euros	2002 pro forma	2003	2004
Net sales	2,933	2,762	2,926
Operating income[1]	383	405	479
Consolidated net income (loss) - Group share	n.c.	(127)	(28)

Data for 2002 and 2003 concern FIMEP, which has become Legrand Holding.

(1) EBIT before amortization of goodwill and acquisition adjustments.

ASSETS (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Tangible assets	1,025	915	**816**
Intangible assets and long-term investments	3,099	2,873	**2,671**
Other long-term investments	291	126	**86**
Working capital requirements	509	458	**424**
TOTAL	4,924	4,372	**3,997**

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Shareholders' equity	690	443	**355**
Additional capital	1,156	1,214	**1,273**
Provisions	205	227	**225**
Other long-term debt	280	168	**179**
Financial debt	2,593	2,320	**1,965**
TOTAL	4,924	4,372	**3,997**

ORANJE-NASSAU

ENERGY AND REAL ESTATE

The Dutch group Oranje-Nassau is active in two business sectors: energy and real estate. In the energy sector, Oranje-Nassau invests in the exploration and production of oil and natural gas (in the North Sea, North Africa and the Middle East). Its real estate holdings are primarily comprised of offices, commercial properties and showrooms, most of which are located in the Netherlands. Oranje-Nassau is also the holding company for several WENDEL Investissement equity interests, as well as for miscellaneous direct financial investments.

ENERGY

The high price of oil in 2004 was linked to a significant increase in world demand, in particular in China. The hike in prices also reflected political tensions in the Middle East and Venezuela and social unrest in Nigeria, which slowed production.

The average price of a barrel of Brent was USD 38.20, up 33% from the average price recorded in 2003. Translated into euros, the average price of a barrel rose 20% from 25.40 euros to 30.60 euros owing to the appreciation of the euro vis-à-vis the US dollar.

In 2004, Oranje-Nassau produced 7.8 million barrels of oil, compared with 8.5 million in 2003, a level comparable to that of 2002, which was 7.3 million barrels. Net sales from Energy activities rose from 204 million euros to 209 million euros, reflecting the increase in the price of oil offset by an 8% decline in production.

The Norwegian government granted Oranje-Nassau pre-qualified status, allowing the company to acquire licenses in oil deposits in Norway.

Three major development projects were completed. Two concerned the expansion of activities at the West Franklin and James oil fields, and the third involved the installation of a water injection system at the Pierce field in the British North Sea sector. Two of the three exploration wells were successful and reserves were discovered.

During the year, the company pursued its strategic efforts to refocus its activities by selling its 3.5% equity interest in the Gryphon oil deposit. This disposal, which took place on January 1, 2005, made it possible to take full advantage of the favorable environment of energy prices.

No acquisition took place in 2004, given the continued increase in the price of oil deposits.

REAL ESTATE

The Company manages 67,000 m² of rental properties with an occupancy rate that remains high (more than 90%). Net revenues from real estate activities totaled 10.1 million euros in 2004, compared with 11.5 million euros the previous year. Rental income went from 10.5 million euros in 2003 to 9.1 million euros in 2004, owing to the disposals conducted at the end of 2004. Net income after taxes stood at 5.1 million euros, down 1.0 million euros from the previous year.

The major program launched to upgrade company properties continued to be a focus, and the renovation and expansion of the office buildings in Arnheim and Utrecht are nearing completion.

INVESTMENTS

In 2004, Oranje-Nassau sold its equity interest in Hyva. In addition, Oranje-Nassau sold half of its stake in Navteq when the company was floated on the stock exchange. These disposals generated 29 million euros in capital gains.

Finally, Oranje-Nassau, which owned 31% of the capital of the Dutch company Trader Classified Media sold all its shares in the first half of the year. This company, which in addition to direct financial investments regroups several equity interests of the WENDEL Group, acquired a 25% interest in Legrand, another WENDEL Group company. These investments explain the rise in equity holdings from 123 million euros to 577 million euros on the asset side of the balance sheet.

The cash flow generated enabled the group to reduce net debt and at the end of 2004, the group had net cash of 28 million euros.

PROSPECTS

Oranje-Nassau is well positioned to take advantage of lower energy prices so as to focus again on investment.

/ PROFILE

REAL ESTATE HOLDINGS: **67,000 M²**
OIL PRODUCTION:
7.8 MILLION BARRELS

KEY FIGURES >

Millions of euros	2002	2003	2004
Net sales	190	221	**215**
Operating income	87	102	**115**
Consolidated net income - Group share*	52*	107	**395**

** Excluding non-recurring items from intra-group disposals.*

ASSETS (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Real estate	130	113	**104**
Energy	179	110	**77**
Investment	156	123	**577**
TOTAL	465	346	**758**

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Shareholders' equity	243	256	**547**
Provisions	115	94	**93**
Financial debt	105	18	**(28)**
Working capital resources	2	(22)	**146**
TOTAL	465	346	**758**

WHEELABRATOR ALLEVARD

WORLD LEADER IN ABRASIVE PELLETS

Wheelabrator Allevard is engaged in two main activities – abrasive pellets and diamond tools. Abrasive pellets are composed of small beads of steel, mainly used to clean and prepare metal surfaces, as well as to cut granite slabs.

Wheelabrator Allevard also manufactures diamond tools for sawing and cutting granite, marble and cement.

GOOD ADAPTATION TO TRENDS IN THE ABRASIVE PELLETS MARKET

The market environment was generally favorable to the Wheelabrator Allevard Group's activity in 2004, with a significant increase in the production of steel (up approximately 9%), and growth in the construction market of almost 3%. The strong demand for steel, principally from China, nevertheless led to a sharp rise of more than 50% in the price of scrap metal during the year. The price of energy and the cost of sea freight also rose significantly in 2004 and weighed on the Group's production and distribution costs. Conversely, the price of synthetic diamonds, which is a major factor in determining the price of diamond tools, continued to decline.

Under these conditions, Wheelabrator Allevard reported a 21% increase in net sales to 345 million euros in 2004.

The Group succeeded in controlling costs, benefiting from the restructuring measures taken in 2003 with the shutdown of unprofitable production units in the United Kingdom and the United States. Operating income thus rose 37%, from 27 million euros to 37 million euros.

In 2003, there was a net loss, Group share, of 4 million euros, owing to major restructuring charges. In 2004, the Group posted net income of 21 million euros, including 1.5 million euros in non-recurring income from the sale of assets.

The Group invested 8 million euros in industrial projects and bought the 40% minority interests of its diamond tool subsidiary in Germany.

Working capital requirements were kept under control and reduced by 2 million euros between the end of 2003 and December 31, 2004. This allowed Wheelabrator Allevard to reduce its consolidated net financial debt significantly, from 77 million euros at the end of 2003 to 54 million euros at the end of 2004. The debt-to-equity ratio stood at 40% as of December 31, 2004, compared with 61% at the end of the previous year.

DEVELOPMENT AND PROSPECTS

In 2005, the Group intends to pursue the advances of 2004, in particular by reducing production costs in abrasive pellets, a sector in which major new industrial investments will promote the Group's international strategy.

The diamond tools branch will continue to integrate the Winterstone subsidiaries and will exploit all possible commercial synergies with abrasive pellets. The diamond tools activity will make a progressively greater contribution to Wheelabrator Allevard's growth and results.

/ PROFILE

MORE THAN **40% OF THE WORLD MARKET**
SALES IN **MORE THAN 100 COUNTRIES**
1,390 EMPLOYEES
15 PRODUCTION FACILITIES

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net sales	288	284	**345**
Operating income	36	27	**37**
Consolidated net income (loss) - Group share	2	(4)	**21**

ASSETS (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Tangible assets	79	71	**59**
Intangible assets and long-term investments	57	54	**57**
Working capital requirements	90	101	**86**
TOTAL	226	226	**202**

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Shareholders' equity	137	126	**135**
Provisions	16	23	**13**
Financial debt	73	77	**54**
TOTAL	226	226	**202**

WENDEL INVESTISSEMENT: **47.6%**

STALLERGÈNES

EUROPE'S LEADING PHARMACEUTICAL LABORATORY SPECIALIZED IN ALLERGENIC IMMUNOTHERAPY

Stallergènes has made its reputation as a dynamic player, and often a precursor, in the fight for the prevention and cure of allergies, colds and allergy-related asthma.
The Stallergènes Group focuses its development on the French market and internationally through subsidiaries (Germany, Spain, Italy, Portugal and Belgium) and distributors (eastern Europe, North Africa, etc.).

DECISIVE PROGRESS IN SUBLINGUAL TREATMENT IN GERMANY

Germany is the world's largest allergenic immunotherapy market, accounting for approximately 30% of the global market. In 2004, sublingual treatments gained significant market share and bolstered their reputation in the medical community and with health authorities.

As the international leader in sublingual treatments and Germany's largest allergenic immunotherapy provider, Stallergènes increased its market share by two percentage points, from 10% to 12%. The laboratory obtained from Germany's Paul-Ehrlich Institute the first registrations of sublingual specialties – Staloral 300 (birch) and Staloral 300 (3 trees).

SUSTAINED GROWTH

The Company reported growth in business of 11%. The development of a complete line of individualized products and services helped boost the allergy immunotherapy market. Since 2004, Stallergènes offers all its patients in France the possibility to pay only the part of the price not covered by Social Security, thereby enabling the greatest number to access a simple treatment that could cure allergy and, in this country, business was up 15%.

In Germany, the rise in net sales was limited by a difficult regulatory environment, which obliged the pharmaceutical industry to reduce prices.

PARALLEL EFFORTS IN PRODUCT INNOVATION AND STRICT MANAGEMENT

In 2004, Stalllergènes increased its research and development expenditures by almost 50%, doubling the search for new products in two years. At the same time, the efforts made to improve productivity and control costs led to an increase of more than 30% in the operating margin and net income, as well as to a decrease of almost 40% in working capital requirements.

At the end of 2004, Stallergènes had practically wiped out its debt, thereby responding to management's commitment to pursue both the creation of a "pipeline of innovative and promising products" and the development of profitability, each supporting the other.

/ PROFILE

MOST PATIENTS TREATED
(2 MILLION PATIENTS TREATED IN TEN YEARS)
500 EMPLOYEES
SALES IN **30 COUNTRIES**
MORE THAN **10% OF THE NET SALES INVESTED IN R&D**

PREPARATION FOR THE NEXT GENERATION OF PILL-BASED TREATMENTS

In 2004, Stallergènes launched a European phase II/III efficiency study of an allergenic grass pollen pill. The results of the study will be announced at the end of 2005, and will make it possible to confirm the commercial potential of the allergenic pill.

This pill, designed for daily use, will contain one or several allergens, and will be easier to prescribe and use than existing treatments, while maintaining sublingual applications. Its future success is expected to contribute to market expansion when the product is introduced in 2007.

PROSPECTS

Stallergènes forecasts double-digit growth in business in 2005 and further development in both profitability and product innovation.

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net sales	75	86	**95**
Operating income	11	13	**16**
Consolidated net income - Group share	5	7	**10**

ASSETS (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Tangible assets	13	14	**15**
Intangible assets and long-term investments	27	26	**26**
Working capital requirements	10	10	**6**
TOTAL	50	50	**47**

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Shareholders' equity	33	39	**45**
Provisions	1	2	**1**
Net financial debt	16	9	**1**
TOTAL	50	50	**47**

BUREAU VERITAS P.28

EDITIS P.30

WENDEL INVESTISSEMENT IS COMMITTED FOR THE LONG TERM IN

MEDIA AND SERVICES

THESE INVESTMENTS HIGHLIGHT TALENT AND TEAM-WORK

CERTIFICATION AND QUALITY CONTROL

MEDIA

WENDEL PARTICIPATION: **99.2%**

BUREAU VERITAS

CERTIFICATION AND QUALITY CONTROL

Bureau Veritas is a service provider that offers companies a range of technical services and solutions in certification, compliance, training and consulting.

SOLID GROWTH IN BUSINESS AND RESULTS IN 2004

In 2004, Bureau Veritas reported solid results in terms of both growth in business and an increase in profitability. Net revenues totaled 1,422 million in 2004, up 11% from 2003, in spite of the impact of the depreciation of the US dollar.

This increase was largely the result of significant organic growth in addition to the fruits of a sustained acquisition strategy. Growth in business was accompanied by a 17% rise in operating income to 200 million euros. In ten years, operating profitability has improved constantly, rising from 3% of net revenues in 1995 to 14% in 2004. Consolidated net income, Group share, totaled 101 million euros.

At the end of the year, Bureau Veritas contracted debt in order to take advantage of the impact of financial leverage, and net financial debt amounted to 271 million euros.

GOOD PERFORMANCE IN ALL DIVISIONS

Good operating results were reported by all Group divisions, which expanded their activities and increased margins in 2004. Industry & Infrastructures, which accounts for almost two-thirds of the Group's business, reported growth of 10%, with revenues of 921 million euros. Bureau Veritas pursued its acquisition policy and consolidated its positions in two strategic markets – the United States and eastern Europe.

The Industry & Infrastructures division made a major contribution to the increase in the Group's net income, as a result of an upturn in performance in the United States and the United Kingdom and optimized margins in France, Latin America and the Middle East/India/Russia region.

The Maritime division profited from the dynamism of the shipbuilding industry. Net revenues were 166 million euros, up 10% from 2003.

The Consumer Goods division reported very satisfactory results in 2004. Organic growth was 17% on a constant foreign exchange basis, and operating income rose sharply. The division built its growth by relying on three geographic zones – the United States, Europe and Asia, by bolstering its worldwide network of laboratories and inspectors, and by developing new commercial relations in Europe and China.

The Government Contracts and **International Trade division** reported net revenues of 170 million euros in 2004, up 18% from 2003.

/ PROFILE

MORE THAN **200,000 CLIENTS** IN **140 COUNTRIES**
ALMOST **20,000 EMPLOYEES**
MORE THAN **600 OFFICES** AND **LABORATORIES**

SIGNIFICANT BUSINESS DEVELOPMENT IN AMERICA

In North America, growth stood at 25%, with net revenues of 247 million euros in spite of the impact of the exchange rate. The development of business in this part of the world was boosted by the acquisition of three companies. Latin America also reported 25% growth, with net revenues of 103 million euros.

In Europe, including France, business was up almost 8%, generating net revenues of 833 million euros. Organic growth was 7% in 2004.

In Africa, Bureau Veritas recorded net revenues of 77 million euros, representing an increase of 6% and accounting for a little more than 5% of the Group total.

In Asia, business generated net revenues of 162 million euros, up 3% from 2003.

INTRODUCTION OF AN EFFICIENT MODEL

In the Group's internal organization, the year 2004 marked the launch and implementation of a new management tool, the BV Business Model. This tool is designed to structure and federate the strategic initiatives and action plans conducted in the Group. It will be decisive in enabling the company to take advantage of growth opportunities and further improve operating performance in the years to come.

GOOD POSITION FROM WHICH TO PURSUE GROWTH

In 2005, Bureau Veritas should benefit from its position in industrialized countries and from growth opportunities in emerging countries. The introduction of a client-oriented organization and a proactive approach with key accounts should make it possible to win new market share and develop a service offering with higher value added.

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net revenues	1,145	1,284	**1,422**
Operating income	137	170	**200**
Consolidated net income – Group share	86	95	**101**

ASSETS (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Tangible assets	60	62	**71**
Intangible assets and long-term investments	299	294	**318**
Working capital requirements	64	72	**39**
TOTAL	423	428	**428**

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2002	12/31/2003	12/31/2004
Shareholders' equity	288	347	**23**
Provisions	111	118	**134**
Net financial debt	24	(37)	**271**
TOTAL	423	428	**428**

WENDEL PARTICIPATION: **100%**

EDITIS

FRENCH PUBLISHING HOUSE

Editis is France's second largest publishing group and is active in four publishing segments – Literature, Education, Reference and Services. Recognized for the quality and eclecticism of its editorial content, the Group is a leader in France and the French-speaking world. Its distribution subsidiary, Interforum, ranks as a European leader.

YEAR OF CHANGE

The year 2004 marked the beginning of a new period for Editis. At the end of 2002, Lagardère acquired the activities of Vivendi Universal Publishing. On January 7, 2004, the European Commission authorized Lagardère to keep a number of VUP's assets, and the rest were put up for sale. These activities then took the name Editis, and they were acquired by WENDEL Investissement on September 30, 2004.

DYNAMIC DEVELOPMENT RETURNS

In 2004, Editis pursued the strategic organic development of its publishers with the launch in September of a new international illustrated department, Fitway publishing, as a part of Editions Presses-Solar-Belfond, and the signing in October of a licensing agreement between Presses-Solar-Belfond and Lonely Planet.

This agreement enables Presses-Solar-Belfond to become France's third largest tourism publisher.

The year 2004 was also particularly rich for Univers Poche. Each of its publishers came up with bestsellers, thereby burnishing the brand's image and strengthening its position in a very competitive environment. Plon-Perrin and La Découverte also reported very good results.

In the Education segment, Nathan continued to grow as it gained market share in textbooks and developed its game and youth publishing activities. Retz maintained its results compared with 2003, already a record year for this publisher. CLE improved its performance in the export market.

In 2004, the distribution subsidiary Interforum Diffusion optimized its market and sales organization by creating a fifth bookstore team, reflecting the Group's strategy to encourage closer ties with bookstores.

Editis also strengthened Interforum's productivity by launching the Miniload inventory storage system in September. This system makes medium quantities of books readily available so orders can be filled rapidly and delivery accelerated.

GROWTH IN NET REVENUES AND COST CONTROL

With proforma net sales of 717.4 million euros in 2004, compared with 696.4 million euros in 2003, Editis reported growth of 3%.

/ PROFILE

2,300 EMPLOYEES
MORE THAN **30 PUBLISHERS**
BUSINESS BREAKDOWN:
DISTRIBUTION: 38%, LITERATURE: 32%, EDUCATION AND REFERENCE: 30%

The rise in net sales reflected:

- the stable performance, in line with expectations, of Education and Reference activities, good results in the Youth division, and a repeat of the outstanding performances reported in Literature in 2003;
- the dynamism of Distribution activities with the signing of new contracts in 2004.

PROJECTS

Editis will pursue its development with a major objective – to confirm its leadership in French-language publishing. One of the year's main objectives in 2005 will involve accelerating compensation for the programmed departure of Dalloz, Dunod, Armand Colin and Larousse, publishers that are still distributed by Interforum in 2005, a project that was already far advanced in 2004.

Another important development objective will be the expansion of existing editorial activity, the exploration of new editorial territories, in particular in the strong growth segments of comics and mangas, and lastly, of course, the search for new third-party publishers and the willingness to seize relevant acquisition opportunities.

KEY FIGURES >

French GAAP

Millions of euros	2004* pro forma	2004 4 Q
Net revenues	717	213
Operating income	58	18
Consolidated net income (loss) – Group share	-	(23,5)

** Activities acquired on a full year basis.*

ASSETS (Millions of euros)	12/31/2004
Tangible assets	47
Intangible assets and long-term investments	527
Working capital requirements	17
TOTAL	591

SHAREHOLDERS' EQUITY AND LIABILITIES (Millions of euros)	12/31/2004
Shareholders' equity	157
Provisions	32
Net financial debt	402
TOTAL	591

NON-STRATEGIC HOLDINGS

VALEO

WENDEL INVESTISSEMENT: 9.9%

Business review

Consolidated net sales in 2004 totaled 9,439 million euros, up 2.2% from 2003. On a constant consolidation and foreign exchange basis, the Group's net sales remained practically unchanged. In Europe, net sales rose slightly, and net sales in North America were down 9% in US dollars. In Asia, net sales increased by 3%. Finally, in South America, net sales climbed 25% on a constant consolidation and foreign exchange basis.

In the second quarter, Valeo was confronted by a significant rise in the price of raw materials and short supplies, particularly of steel. The measures taken to manage the situation made it possible to limit the decrease in the gross margin to 17.7% of net sales.

The Group reported operating income of 458 million euros and the operating margin was 4.9% of net sales, down 0.1 percentage point in a year. Net income totaled 150 million euros, representing a decrease of 17.1% from 2003.

Operations generated cash flow of 753 million euros, up 31 million euros from 2003, and free cash flow totaled 296 million euros. Consolidated net financial debt stood at 500 million euros at the end of 2004, down 68 million euros from December 31, 2003.

Strengthened presence in Asia

During the year, Valeo expanded its foothold in Asia, in particular by increasing its equity interest in Shanghai Valeo Automotive Electrical Systems from 30% to 50%, and adding 5% to its stake in Valeo Shanghai Automotive Electric Motors, of which it now owns 55% of the capital. Finally, the Group created a joint venture with the Furukawa Electric Group.

Prospects

For the year 2005, Valeo targets organic growth in net sales that will surpass automotive industry production. Efforts to improve competitiveness will be pursued.

The Group will also pursue its strategic expansion of technological offerings while respecting financial criteria.

/ PROFILE

Valeo designs, manufactures and markets components, integrated systems and modules for cars and trucks. This international group is one of the world's largest automotive parts manufacturers.

129 PRODUCTION FACILITIES
65 RESEARCH AND DEVELOPMENT CENTERS
9 DISTRIBUTION PLATFORMS
67,300 EMPLOYEES IN 26 COUNTRIES

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net sales	9,803	9,234	**9,439**
Operating income	487	465	**458**
Consolidated net income - Group share	135	181	**150**

CAPGEMINI

WENDEL INVESTISSEMENT: 2.4%

/ PROFILE

Capgemini is a global leader in consulting, IT services and facilities management.

APPROXIMATELY 60,000 EMPLOYEES

Recovery in the second half of the year

In 2004, the Group's consolidated net sales totaled 6,291 million euros, up 2.7% from 2003 on a constant consolidation and foreign exchange basis, and up 9.3% on a current consolidation and foreign exchange basis. After a phase of stabilization at the beginning of the year, business recovered markedly in the second half with sequential growth of 12.4% on a constant consolidation and foreign exchange basis compared with the first half of the year. Operating income stood at 58 million euros.

Incorporating restructuring costs in the amount of 220 million euros and amortization of goodwill totaling 51 million euros, the year's net loss, Group share, stood at 359 million euros. At the end of 2004, net cash amounted to 402 million euros.

Activities rebalanced

2004 was a year of transition in which the Group did not benefit on a full year basis from the stabilization of prices and the improvement in utilization rates observed as of September, or from the strict measures taken to optimize the cost base.

With facilities management accounting for 33% of net sales, the Group significantly increased the portion of recurring activities. At the end of 2004, orders booked totaled more than 14 billion euros, up 40% from the previous year.

With the success of the integration of Transiciel, the Group became a powerful player in local technical assistance.

Prospects

As the market progressively recovers, the improvement in the utilization rate in Technology and Consulting and the ongoing efforts to optimize the cost base will provide the main leverage to enhance the Group's operating performance. The results recorded in Europe in the second half of 2004 and the favorable conditions noted since the beginning of 2005 presage a significant rise in profitability in this zone.

The recovery of North American operations is a priority for the Group's management in 2005, and an energetic action plan has been launched to enable the company to break even in this zone in the second half of the year.

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net sales	7,047	5,754	**6,291**
Operating income	114	155	**58**
Consolidated net income (loss) – Group share	(514)	(197)	**(359)**

NEUF TELECOM

WENDEL INVESTISSEMENT: 4.2%

Growth in net sales of almost 20% due to broadband

Net sales at Neuf Telecom increased by 18% in 2004 to just under 1.2 billion euros, boosted by the development of broadband services. Net sales can be broken down as follows: other telecommunications operators 40%, companies 40%, and the general public 20%.

Neuf Telecom thus confirmed its position as the leading alternative operator in the market for services to companies and operators, and the third largest provider of services to residential customers with more than 440,000 DSL customers at the end of 2004, representing net growth of more than 30,000 customers per month.

Although major expenditures were dedicated to the development of the residential market, Neuf Telecom improved its operating income before amortization by 20% in 2004, to 120 million euros.

In 2004, Neuf Telecom's broadband network was considerably expanded. It is now operational in more than 3,000 municipalities and covers more than 50% of the population. In fact, the investments made in 2004 totaled more than 300 million euros. Market infill efforts will be pursued in 2005 to enable more customers to access the network, in partnership with local governments within the framework of public service delegations.

Through its "all IP" broadband network, Neuf Telecom introduced new services in its markets, e.g. residential DSL access for less than 15 euros per month, a multi-service "n9ufBox" modem, Protocol Internet telephone services, DSL television, direct-access voice and total regrouping for companies.

At the end of 2004, Neuf Telecom was the French degrouping leader with more than 700,000 degrouped lines, representing a market share of 41%.

/ PROFILE

Created in 1998, Neuf Telecom has become the leading alternative broadband operator with more than 830,000 degrouped lines.

Neuf Telecom offers a full range of Internet products and services to residential, professional and corporate customers, as well as to telecommunications operators.

Its services are based on broadband infrastructures operated by Neuf Telecom with:

20,000 KILOMETERS OF FIBER OPTICS
650 INTERCONNECTION POINTS
440,000 GENERAL PUBLIC DSL CUSTOMERS

Prospects

In 2005, Neuf Telecom plans to confirm its position as the leading alternative operator by capitalizing on innovation and the competitiveness of the price of its broadband services. The milestone of 1,000,000 degrouped lines should be reached in the second half of the year.

Mobile telephone offerings should be launched in the first half for corporate customers, and a little bit later in the residential sector, thereby allowing Neuf Telecom to become these customers' sole operator.

Growth in net sales in the residential and corporate sectors in 2005 should be approximately 30%. With net cash of 169 million euros at the end of 2004, the Group should be able to finance its own operations as of the second half of 2005.

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net revenues	566	997	**1,180**
Operating income (loss)	(102)	(77)	**(48)**
Consolidated net income (loss) - Group share	(120)	(57)	**(66)**

ASSETS

Millions of euros	12/31 2002	12/31 2003	12/31 2004
Tangible assets	1,283	1,256	**1,334**
Intangible assets and long-term investments	229	457	**308**
Net cash	450	311	**169**
TOTAL	1,962	2,024	**1,811**

SHAREHOLDERS' EQUITY AND LIABILITIES

Millions of euros	12/31 2002	12/31 2003	12/31 2004
Shareholders' equity	1,158	1,112	**1,047**
Provisions	46	56	**33**
Working capital resources	758	856	**731**
TOTAL	1,962	2,024	**1,811**

bIOMÉRIEUX

WENDEL INVESTISSEMENT: 3.0%

Satisfactory growth in net sales

In 2004, bioMérieux reported net sales of 931 million euros, up 5.2% on a constant consolidation and foreign exchange basis. Growth was boosted by sales of reagents, which rose 6% excluding foreign exchange fluctuations.

Excluding the impact of foreign exchange fluctuations, net sales increased in all regions. Net sales in the region composed of Europe, the Middle East and Africa rose 3.7% excluding foreign exchange fluctuations. In North America, growth in sales was measured at 6.1% on a constant foreign exchange basis, reflecting the success of the Company's main lines and in spite of a decline in equipment sales compared with 2003. In the Asia-Pacific and Latin America regions, net sales were up approximately 9%, excluding foreign exchange fluctuations, boosted by sales in all product lines.

On a constant foreign exchange basis, clinical and industrial applications respectively rose 4.7% and 8.9%. In the clinical sector, the Company reported good performance in its bacteriology, VIDAS immunotesting and molecular biology lines. As for industrial applications, there was a significant increase in sales of reagents.

Launch of new instruments

In 2004, bioMérieux launched VITEK2 Compact, a new platform for automatic identification and antibiogramming, and MiniMag™, a molecular biology extraction system. Reagent lines were enhanced, in particular, with extensions of VIDAS TPSA tests to help diagnose prostate cancer and VIDAS D-Dimer tests for the exclusion of pulmonary embolism. VIDAS D-Dimer Exclusion is the only test now available in the American market in this type of indication.

The Company continued to invest in order to drive development and launch new platforms. Investments totaled 79.4 million euros, in line with the level of investments in previous years.

Financial highlights

The gross margin amounted to 497 million euros compared with 475 million euros in 2003. This increase was due to growth in business volume, the greater proportion of reagents in net sales, the savings generated by the restructuring measures taken in 2003, and the Company's ongoing efforts to improve productivity. R&D costs totaled 126.8 million euros, accounting for 13.6% of net sales. This amount reflected the efforts made to develop new platforms.

Operating income stood at 132.2 million euros and net income at 75.7 million euros.

These results, together with control of investments and operating working capital requirements, generated free cash flow of 73 million euros, and net debt amounted to 109.2 million euros at the end of December 2004.

Prospects

On a comparable basis, the Company forecasts growth in sales in 2005 comparable to the year 2004. As anticipated, the year should be marked by continued efforts to develop and launch platforms.

/ PROFILE

bioMérieux is a world leader in diagnostics. It develops, produces and markets systems for clinical applications, the diagnosis of infectious diseases, respiratory infections and certain other pathologies, as well as for industrial applications, the verification of the microbiological quality of food, natural elements, surfaces and pharmaceutical and cosmetic products.

33 SUBSIDIARIES
130 COUNTRIES
5,400 EMPLOYEES

KEY FIGURES >

French GAAP

Millions of euros	2002	2003	2004
Net sales	945	915	**931**
Operating income	92	102	**132**
Net income - Group share	33	61	**76**

OTHER HOLDING COMPANIES

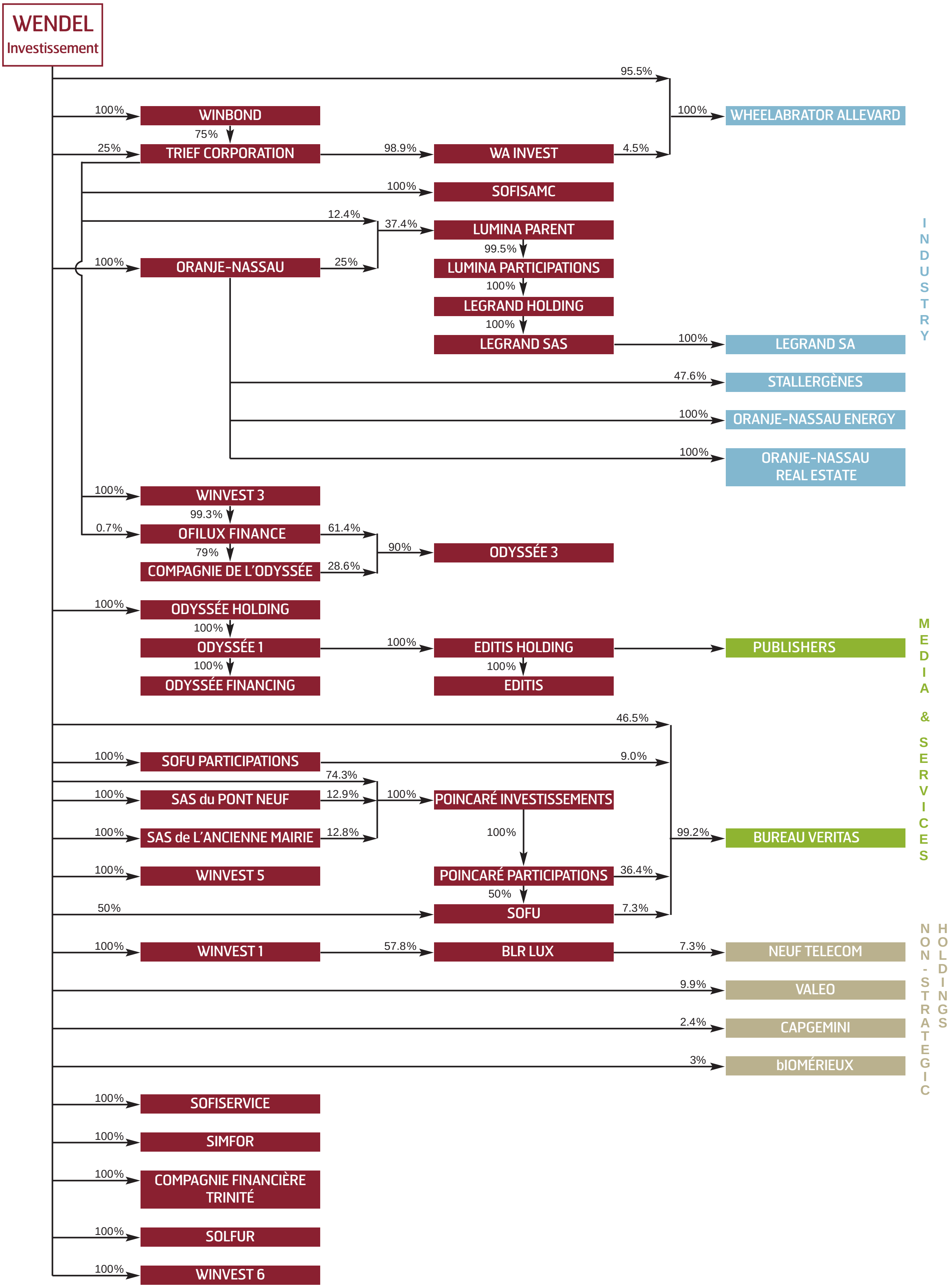
These intermediate holding companies contribute to Group financing and serve to lodge its equity interests.

Millions of euros

Company name (shareholders)	Equity holdings	Shareholders' equity (*) as of 12/31/2004	Total assets as of 12/31/2004	Net income 2004	Dividend paid in 2004
TRIEF CORPORATION (75% Winbond) (25% WENDEL Investissement)	12.4% Lumina Parent 100.0% Sofisamc 98.9% WA Invest 100.0% Winvest 3 0.7% Ofilux Finance	866.4	878.8	321.5	-
WA INVEST (98.9 % Trief Corporation)	4.5% Wheelabrator Allevard	8.9	8.9	-	-
WINVEST 3 (100% Trief Corporation)	99.3% Ofilux Finance	19.1	19.1	-	-
OFILUX FINANCE (99.3% Winvest 3) (0.7% Trief Corporation)	79.0% Compagnie de l'Odyssée 61.4% Odyssée 3	19.1	20.7	-	-
ODYSSÉE 3 (61.4% Ofilux Finance) (28.6% Compagnie de l'Odyssée)		16.5	109.7	-	-
COMPAGNIE DE L'ODYSSÉE (79% Ofilux Finance)	28.6% Odyssée 3	4.0	4.0	-	-
ODYSSÉE HOLDING (100% WENDEL Investissement)	100.0% Odyssée 1	88.2	187.5	(2.0)	-
SOFU PARTICIPATIONS (100% WENDEL Investissement)	9.0% Bureau Veritas	(0.8)	365.5	(0.9)	-
SAS DU PONT NEUF (100% WENDEL Investissement)	12.9% Poincaré Investissements	6.1	6.1	1.1	-
SAS DE L'ANCIENNE MAIRIE (100% WENDEL Investissement)	12.8% Poincaré Investissements	6.1	6.1	1.1	-
POINCARÉ INVESTISSEMENTS (74.3% WENDEL Investissement) (12.9% SAS du Pont Neuf) (12.8% SAS de l'Ancienne Mairie)	100.0% Poincaré Participations	37.2	180.5	8.8	8.3
POINCARÉ PARTICIPATIONS (100% Poincaré Investissements)	50.0% Sofu 36.4% Bureau Veritas	111.7	262.3	8.5	8.2
SOFU (50% WENDEL Investissement) (50% Poincaré Participations)	7.3% Bureau Veritas	14.0	14.1	1.9	1.9
WINVEST 5 (100% WENDEL Investissement)		0.1	366.4	-	-
WINVEST 1 (100% WENDEL Investissement)	57.8% BLR Lux	153.8	153.8	0.9	-
BLR Lux (57.8% Winvest 1)	7.3% Neuf Telecom	128.2	128.3	(52.1)	-
SOLFUR (100% WENDEL Investissement)	13.5% SNC Wendel Participations	17.3	21.4	2.7	2.3
WINBOND (100% WENDEL Investissement)	75.0% Trief Corporation	376.4	387.7	(0.1)	7.5
SOFISERVICE (100% WENDEL Investissement)	-	98.6	108.2	1.9	-
SOFISAMC (100% Trief Corporation)	-	15.0	15.0	0.2	-
COMPAGNIE FINANCIÈRE DE LA TRINITÉ (100% WENDEL Investissement)	-	19.8	20.0	2.4	0.8
SIMFOR (100% WENDEL Investissement)	-	1.6	1.7	-	-
WINVEST 6 (100% WENDEL Investissement)	-	8.8	8.8	-	-

** Including net income for the year.*

LEGAL STRUCTURE AS OF DECEMBER 31, 2004



CORPORATE GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS

WENDEL Investissement is a "société anonyme" with a Board of Directors. As of March 30, 2005, the Board of Directors was comprised of 11 members (see pages 6-7).

Relations between members of the Board and the Company

The Board of Directors adopted the definition of independent members of the Board formulated in the Bouton report: "A member of the Board is independent when he has no relation of any sort with the company, its group or management". The Board of Directors examined the situation of each of its members on the basis of the following criteria:

- not to be or have been in the previous five years an employee or director of the company, its parent company or a consolidated company;
- not to be the company's merchant or corporate finance banker;
- not to have family ties with a member of the Board;
- not to have been a member of the Board for more than 12 years.

The Board of Directors considered that Jean-Pierre Berghmans, Didier Cherpitel, Grégoire Olivier and Didier Pineau-Valencienne were members of the Board with no direct or indirect links with the Company, its management and the companies in the Group, and that a third of its members could therefore be considered as independent.

This proportion of a third was respected in the composition of the Board committees.

Code of Conduct for Board members

The Code of Conduct drawn up by the Board of Directors spells out the rights and duties of the members of the Board, the minimum number of shares they should own (80) and rules for trading shares of WENDEL Investissement and listed companies of which the Group is represented on the Board of Directors.

Trading in Company shares and transparency vis-à-vis the market

Members of the Board should not trade any WENDEL Investissement shares in the market during the 30 calendar days preceding the publication of semiannual and annual results, and prior to any major event affecting the Company that might influence its share price.

The Code of Conduct complies with the recommendation of the "Autorité des marchés financiers" (AMF) concerning the declaration of transactions by members of the Board. It provides for nominative registration of the shares held by members of the Board as well as a declaration to the Company of transactions conducted directly by each of them or through a member of the Board or an intermediary company which the member of the Board controls.

In 2004, trading of Company shares by members of the Board of Directors was posted semiannually on the AMT Web site. As of January 1, 2005, pursuant to article L.621-18-2 of the "Code monétaire et financier", a press release announces financial instrument transactions conducted and declared by Company officers, on an individual and nominative basis, within five trading days from the date of the receipt of the declaration of these transactions.

ORGANIZATION OF THE BOARD OF DIRECTORS

The Board of Directors holds regular meetings and meets at least four times per year. In 2003, the Board met nine times and average attendance was 93%. In order to exercise its mission under the best conditions, the Board's internal guidelines stipulate that its discussions be prepared in certain fields by specialized committees. There are two such committees: the Audit Committee and the Appointments and Compensation Committee.

Once a year, the Board's includes a discussion on the conditions of the preparation and organization of the Board of Directors' working sessions.

The committees' attributions and procedures are described in the by-laws governing each committee and included in the Code of Conduct of the members of the Board of Directors.

AUDIT COMMITTEE

At the beginning of the year, the Audit Committee was composed of five members:
- Jean-Marc Janodet, Chairman,
- Didier Cherpitel,
- Henri de Mitry (until September 6, 2004),
- Alain Mérieux (until October 22, 2004),
- Didier Pineau-Valencienne.

Since October 22, 2004, the Board has three members:
- Jean-Marc Janodet, Chairman,
- Didier Cherpitel,
- Didier Pineau-Valencienne.

Responsibilities of the Audit Committee

The Committee's responsibilities are:

- to guarantee the pertinence of the choice and proper application of the accounting methods employed;
- to check the accounting of any significant transactions conducted by the Company;
- to ensure that internal data collection and control procedures make it possible to guarantee the quality and sincerity of the Company's accounts;
- to control all accounting and financial information contained in documents to be issued by the Company before they are published;
- to inform the Board of Directors of any observations it considers pertinent from an accounting and financial point of view, in particular when the semiannual and annual parent company and consolidated financial statements are submitted for approval;
- to pilot the procedure to select the Company's auditors and submit the result of the selection to the Board of Directors;
- to review the audit and consulting fees paid by the Company and the companies in the Group over which it exercises control to the Company's auditors and their networks and report to the Board of Directors.

Organization and procedures

The Audit Committee meets as frequently as it deems necessary, and at least twice a year, prior to the Board of Directors' review of the semiannual and annual financial statements.

Committee meetings may be organized by conference call or videoconference; the presence of at least half of the members constitutes a quorum.

The Audit Committee has access to all the means it deems necessary to conduct its business. In particular, it may interview the accounting staff as well as the auditors and, if it so desires, independently of the presence of the Company's management. After every committee meeting, a report is drawn up and sent to the Board of Directors.

The Audit Committee met four times in 2004.

March 19, 2004 – Agenda:

- Analysis of parent company and consolidated financial statements as of December 31, 2003, and forecasts of results for 2004.
- Analysis of the Company's financial situation.
- Financial communication (NAV, press release, annual report).
- Internal control procedures.

July 9, 2004 – Agenda:

- Preliminary financial statements as of June 30, 2004, and estimate of 2004 net income.
- Financial situation as of June 30, 2004.
- Changeover to IFRS (examination of main impacts on WENDEL Investissement's financial statements at the level of the holding company and the subsidiaries).
- Information on the AMF project to interpret COB regulations for estimated results and recommendation on approval of financial statements.

September 6, 2004 – Agenda:

- Examination of the financial statements as of June 30, 2004, and analysis of differences vis-à-vis the preliminary estimates examined at the July 9, 2004, meeting.
- Analysis of NAV and the financial situation as of June 30, 2004.
- Changeover to IFRS (progress report).
- Analysis of financial communication.

October 22, 2004 – Agenda:

- Investment in Bureau Veritas.
- Financial situation of WENDEL Investissement and share buyback.
- Preliminary 2004 financial statements updated following changes in consolidation and balance sheet as of December 31, 2004.
- Study of Document E, in particular pro-forma financial statements and Board recommendations.

The attendance rate was 80% for the first and second meetings and 100% for the third and fourth meetings.

APPOINTMENTS AND COMPENSATION COMMITTEE

At the beginning of the year, the Appointments and Compensation Committee was composed of three members:

- Hubert Leclerc de Hautecloque (Chairman until September 6, 2004),
- Louis-Amédée de Moustier (until September 6, 2004),
- Didier Pineau-Valencienne.

Since September 6, 2004, the Committee has four members:

- Guy de Wouters, Chairman,
- François de Mitry,
- François de Wendel,
- Didier Pineau-Valencienne.

Responsibilities of the Appointments and Compensation Committee

- To propose candidates for Board membership and/or appointment as corporate officers to the Board of Directors after having reviewed all the factors that should be taken into account – i.e. the desired balance of the Board's composition in function of the composition of and changes in the Company's shareholding, in particular the desired number of members with no direct or indirect link with the Company.
- To propose compensation for the Chairman of the Board of Directors, the Chief Executive Officer Designate, and if so required, any Chief Executive Officer named by the Board of Directors, including compensation in kind and retirement benefits.
- To prepare stock subscription or purchase option plans, in particular specifying the beneficiaries and the number of options to be granted to each.
- To review any question posed by the Chairman of the Board of Directors on the above points.

Organization and procedures

The Committee prepared the Board's decisions on compensation for the Chairman and the Chief Executive Officer Designate, which involves no variable component, and on the introduction of a new category in the Company savings plan.

The Committee reviewed the 2004 stock option plan and proposed to the Board of Directors a list of beneficiaries and the number of options to be granted to each, as well as the subscription price.

The Committee analyzed the general management incentive policy for the next five years and application procedures.

The Committee studied applications and proposed three names to the Board for Board membership after three members of the Board resigned.

The Committee met five times during the year. The attendance rate was two-thirds for the first and third committee meetings in 2004 and 100% for the other meetings.

May 18, 2004 – Agenda:

- Compensation of the Chairman and the Chief Executive Officer.
- Company savings plan.
- Stock-options – preliminary study.

July 9, 2004 – Agenda:

- Stock subscription options: determination of subscription price – grants.
- Premium for the acquisition of Editis.
- Preliminary study of applications for Board membership.

September 6, 2004 – Agenda:

- Study of the applications of:
  - Edouard de l'Espée,
  - François de Mitry,
  - François de Wendel.
- Investment of WENDEL Investissement management in Editis.

September 23 and October 22, 2004 – Agenda:

- Equity interest of WENDEL Investissement management in Editis.
- General management incentive policy for the next five years.

Distribution of directors' fees

The breakdown of the annual amount of directors' fees, set at 480,000 euros by the Annual Shareholders' Meeting of June 1, 2004, was as follows, per Board member and per year in 2004:

- ordinary fee: 30,000 euros,
- fee paid to the Chairman of each Committee: 45,000 euros,
- Chairman's fee: 60,000 euros.

INTERNAL CONTROL

INTERNAL CONTROL PROCEDURES

The internal control procedures in effect in the Company are designed to ensure that management decisions, operations and employee conduct are in conformity with applicable legislation and regulations and with the Company's internal values, standards and rules.

One of the goals of the internal control system is to prevent and control risks arising from the Company's activities and risks of error and fraud, in particular in the accounting and financial fields. As with any system of control, it cannot, however, provide an absolute guarantee that such risks have been totally eliminated.

CORPORATE OBJECTIVES IN TERMS OF INTERNAL CONTROL PROCEDURES

Corporate internal control objectives involve, on the one hand:

- preserving the Company's assets by monitoring and controlling:
  - the activity and strategy of each Group company,
  - the choice of investments/divestments,
  - the Company's financial situation;
- preventing and controlling risks related to the Company's activities and its status as a company that raises capital in the market:
  - protection of confidential information,
  - insider trading;

and, on the other hand, verifying that the accounting and financial information communicated by the Company to the Board fairly represents the Company's business and financial situation.

SYNTHETIC DESCRIPTION OF CONTROL PROCEDURES IN EFFECT

These procedures were introduced by Executive Management. The Board of Directors has not limited the powers of the Chief Executive Officer or the Chief Executive Officer Designate.

The Wendel group is organized in a decentralized manner, and each entity in the group has management autonomy. Within this framework, the internal control procedures set up by the Company are as follows.

Procedures designed to preserve the Company's assets

Since the creation of WENDEL Investissement through the merger of CGIP and Marine-Wendel, an Investment unit, with a staff of seven, is responsible for monitoring Group subsidiaries and acquisition and divestment transactions.

1) Monitoring the existing portfolio

For each equity holding, a team of two to four people is responsible for assisting the Chief Executive Officer in monitoring activities (choice of strategic orientations, business plan, operational reporting) and development (external growth, partnership, sales of subsidiaries or business lines).

Each team has one or two senior member(s) who coordinate(s) WENDEL Investissement relations with subsidiaries' management teams, and organizes the work of the team.

Monitoring the existing portfolio involves:

- monthly operational reporting;
- a monthly working session with management; in addition to a review of business, the agenda includes an in-depth study of an important topic (procurement policy,

industrial optimization, research and development, analysis of the situation of major subsidiaries, existence and organization of internal control, etc.);

• two budget meetings per year;

• many telephone conversations or meetings organized with managers of the subsidiary if so required.

The senior members of the Investment unit team meet with Executive Management twice a month to coordinate initiatives. They present a synthetic analysis of their monitoring of the equity holdings in their charge and make recommendations if important decisions concerning an equity holding need to be taken.

At each meeting of the Board of Directors, Executive Management presents the situation of the Company and the Group's subsidiaries. In all the companies under the Group's control, the CEO and the principal officers are chosen in agreement with the Executive Management of WENDEL Investissement.

2) New investments and divestments

A weekly investment committee studies new opportunities. For each project, Executive Management forms a team that includes members with the skills required. A participating senior member acts as coordinator and assumes responsibility for the investment/divestment recommendation made to Executive Management.

Once the project analysis has been finalized and approved by Executive Management, it is presented to the Board of Directors. After the Board's approval, Executive Management supervises operations as the team in charge implements the projects.

3) Company financial situation

These procedures, which are defined by Executive Management, are designed to provide constant reasonable assurance that financial transactions are secure and in conformity with the objectives set.

• Monthly reports by the head of Corporate Accounting and Finance on the cash reserves of the parent company and the consolidated business sectors with an analysis of changes forwarded to Executive Management and the Chairman of the Audit Committee.

• Double signature on all cash transactions related to current management operations. Transactions involving a significant sum are initiated solely by the Chief Executive Officer or under his direct control.

• Issues of bonds or any other debt vehicles are subject to prior authorization by the Board of Directors, in compliance with the financial authorizations approved by the Annual Shareholders' Meeting.

• Communication to the Audit Committee of tables of cash flows, debt and bank agreements. The Chairman of the Audit Committee makes regular reports to the Board of Directors on the Committee's analysis of the Company's financial situation. In addition, the Company requested Standard and Poor's to rate the Company in September 2002. This rating is updated at least twice a year.

Due diligence with regard to these procedures designed to preserve the Company's assets is the responsibility of Executive Management.

Procedures designed to prevent and control risks related to the Company's activities and its status as a company that raises capital in the market

Because of the Company's activities, employees may have knowledge of information that is not public and is of a confidential nature, and the disclosure and/or use of which may have an adverse effect on the Company. When such confidential information concerns companies with shares traded in a regulated market, it becomes privileged information, the direct or indirect use of which constitutes insider trading.

To inform employees of the provisions of current legislation (article L 465-1 of the "Code monétaire et financier") and the general AMF regulation on the use of privileged information, a Code of Business Conduct was distributed to all members of the staff in order to avoid any involvement, on their part or by the Company, in situations contrary to stock market regulations and, more generally, capable of engendering litigation. This code recapitulates basic rules for the material protection of confidential information within and outside of the Company. It recalls the rules forbidding stock market transactions in the 30 calendar days prior to the publication of semiannual and annual results, and whenever an employee has privileged information on the Company, an equity holding or a company that is the subject of an investment analysis.

To ensure transparency and prudence, the Code of Business Conduct requires employees to declare transactions on securities issued by the Company and on any attached derivatives, except for transactions conducted through the Group savings plan, which are subject to prior approval by the Company Secretary.

Ethical compliance is the responsibility of the Company Secretary.

Control procedures for accounting and financial information

Internal control procedures designed to ensue that the annual and semiannual financial statements (parent company and consolidated) are sincere and fairly present the results of operations as well as the Company's financial situation and net assets are as follows.

Procedures for the preparation and consolidation of the financial statements:

- determination, with the Finance department of each subsidiary, of a calendar for submitting the financial statements with the supplemental information required for the preparation of the parent company accounts;

- meeting to study the consolidated financial statements between the head of Corporate Accounting and Finance and the head of the Finance department of each subsidiary to analyze the highlights of the period as well as any significant or exceptional operations;

Procedures for the control of the financial statements:

At the level of the subsidiaries,

- harmonization of the networks of the Group's auditors to ensure clearer channels of information with the parent company's auditors;

- participation of Corporate Accounting and Finance in audit meetings of subsidiaries under exclusive control and recording of the details of audit and internal control observations of the subsidiaries' auditors in the performance of their mission;

- participation in meetings of subsidiaries' Boards of Directors and/or Audit Committees by one or several member(s) of Executive Management and the Investment unit and/or Corporate Accounting and Finance;

At the level of the parent company,

- the Company Secretary is responsible for accounting policies, and in particular should ensure compliance with accounting rules in the holding company and in Group subsidiaries. If required, audits may be initiated under the Secretary's responsibility;

- the Audit Committee: this committee's responsibilities and procedures are presented above in the section on the preparation and organization of the working sessions of the Board of Directors.

Procedures for the control of financial information:

All financial announcements and publications (annual report, shareholders' letters, documents distributed to analysts) are submitted for approval to the Audit Committee before being examined by the Board of Directors and the auditors.

In particular, the auditors monitor the permanent application of the methods used to value the assets, so as to determine the net asset value, and they report to the Audit Committee.

Procedures for the changeover to IFRS:

Within the framework of the mandatory application as of 2005 of ASB international accounting standards by listed European companies, WENDEL Investissement set up a working group in 2003 to investigate differences between these standards and the accounting policies currently applied by the Company and to introduce the new standards at the level of WENDEL Investissement. This analysis was conducted either directly at the level of WENDEL Investissement for operations that are specific to the holding company, or in direct relation with the working groups set up by each of the Company's consolidated subsidiaries.

Working sessions were organized according to a calendar pre-defined by WENDEL Investissement's Corporate Accounting and Finance division and the subsidiaries to monitor progress, evaluate the impact of the change in standards and ensure the consistency of the options decided throughout the Group. In addition, the subsidiaries send WENDEL Investissement copies of their auditors' reports on the evaluation of the impact of IFRS on their financial statements.

Since the IFRS financial statements of the subsidiaries and at the level of the parent company are being audited, IFRS consolidated financial statements will be approved by the Board of Directors on May 31, 2005, and an announcement will be made that same day, the date of the Annual Shareholders' Meeting of WENDEL Investissement.

SUSTAINABLE DEVELOPMENT

ENVIRONMENTAL POLICY

WENDEL Investissement

As a financial holding company, WENDEL Investissement is involved in no industrial activities and therefore has no specific environmental protection policy.

WENDEL Investissement integrates the notion of sustainable development, i.e. growth that – according to the definition in the Brundtland report of the United Nations – "meets the needs of the present without compromising the ability of future generations to meet their own needs" with regard to social as well as environmental issues. This process is activated when investment decisions are made and the activities of the Group's business sectors are monitored.

Compliance by Group companies with current environmental and International Labor Organization regulations is studied and evaluated, as is the ability of managers in subsidiaries and affiliates to ensure long-term management of social and environmental responsibilities.

When an audit is conducted prior to an acquisition, environmental risks are duly analyzed and the prevention policy implemented by the targeted company is evaluated through in-depth studies and, if so required, by inspections.

The WENDEL Investissement Group is made up of companies that work in diverse business sectors and in numerous geographic regions. The Group is organized in a decentralized manner, each entity has management autonomy, and the officers of these subsidiaries and affiliates should assume full responsibility for the sustainable development policy implemented in their company.

Here is a summary presentation of the environmental policies of the companies of which the Group is the majority shareholder, and whose financial statements are therefore fully consolidated by WENDEL Investissement.

WHEELABRATOR ALLEVARD GROUP

The Wheelabrator Allevard Group manufactures abrasive pellets at 12 production sites.

The production process is characterized by a number of stages that generate different varieties of scrap and of waste requiring particular treatment.

The French facility, which alone accounts for 30% of total production, is subject to environmental protection (ICPE) criteria. Authorizations from the local prefect define noise levels and the category and level of atmospheric emissions and water runoff.

The French plant has been certified ISO 14001 since September 2000; certification was successfully renewed in 2003.

In this regard, the plant's environmental policy is completely integrated into the quality management system. It incorporates the environment factor at all levels of the company and applies measures that make it possible to comply with current legislation and regulations, avoid pollution, conserve natural resources by using technologies requiring the least energy, water and raw materials, minimize noise pollution and gas emissions and liquid effluents, and promote maximum waste recycling before disposal.

In recent years, the company has thus made major investments in the dust removal, water processing and waste recycling. A company environmental protection laboratory controls liquid, solid and atmospheric waste and noise pollution in close cooperation with French environmental control authorities (DRIRE).

The company's quality and environment unit oversees policy application through an annual plan that sets objectives for the environment together with a staff-training program. Risk mapping is conducted on a regular basis and the results are integrated into environmental analyses.

The company's environmental policy also involved research and innovation, with the development of a process for the hydrometallurgical recycling of steel particulate matter (Récupac). Conducted in cooperation with university research laboratories, this project has been validated in its pilot phase, and a first processing unit is planned with an industrial waste management specialist.

The Group's innovation division is in charge of disseminating and fostering this environmental policy at the level of Group subsidiaries, including the diamond tool sector.

Several production facilities have already been awarded ISO 14001 certification in Japan and Spain. The remaining plants should be certified within the next three years.

ORANJE-NASSAU GROUP

The Oranje-Nassau Group operates in three sectors: energy, real estate and investment of private funds, managed with the same objective of profitable, long-lasting growth. Only the first activity involves environmental risks.

The Group participates in the research, development and mining of hydrocarbon deposits, in partnership with other investors, in Europe, Africa and the Middle East. The principal environmental risks are linked to oil and gas production processes. Any technical incident or human error can have consequences for the environment, property and health. Since all of the Group's energy sector activities are conducted by third-party operators through joint ventures, Oranje-Nassau's policy is only to work with qualified operators that have recognized experience in the oil sector.

In such projects, every precaution is taken to limit risks, including the selective recruitment of qualified staff; targeted, regular training in all aspects of the business; and strict application of health, environmental and safety regulations, whatever the size of the business.

STALLERGENES GROUP

As a pharmaceutical laboratory specialized in the development, production and distribution of allergy medicine and related products, Stallergènes is subject to European directives governing medication and, in particular, allergy medication.

As a pharmaceutical laboratory, Stallergènes complies with the recommendations and guidelines of official French Good Production Practices, which are regularly inspected by French health authorities ("Agence Française de Sécurité Sanitaire des Produits de Santé" - AFSSAPS).

Stallergènes' ongoing efforts to improve quality were recognized by the firm's ISO 9001 certification in 1999. This label, which is renewed annually, allows the company to ensure the continuous improvement of its quality control system.

The allergens used are made from raw materials of plant or animal origin. They are obtained by extraction in a saline solution and are then purified by filtration. This activity generates almost no emissions or effluents and practically no noise or disagreeable odor. The risk of pollution can be considered to be very limited, even inexistent.

Under these conditions, the Group's environmental expenditures are limited to waste recycling costs, i.e. 100,000 euros per year. All waste is processed by specialized companies approved by the "Fédération Nationale des Activités de la Dépollution et de l'Environnemnent" (FNADE). There are four types of waste: ordinary industrial waste (approximately 1,000 m^3/year), chemical waste (approximately 1.8 m^3/year), bacteriological waste (approximately 250 m^3/year) and radioactive waste (approximately 3.2 m^3/year). The presence of radioactive waste was the result of the use of an antibody marked with iodine 125 as a reagent for laboratory assessment of the allergenic activity of the principal agents (RAST tests). This category of waste was eliminated in 2004 as ELISA tests replaced RAST tests.

EDITIS GROUP

Editis is a leading French publishing group.

Editis outsources the production of the books it publishes. The Group works with highly qualified, well-equipped suppliers in the two main industrial sectors related to publishing – papermaking and printing.

Publishing accounts for only approximately 3% of the total consumption of paper in developed countries. Nevertheless, as a major player in this market, the Editis Group is conscious of the impact the paper industry may have on the environment.

In this regard, a certain number of factors should be pointed out. The production of paper pulp mainly uses wood trim and sawmill offcuts. In addition, the great majority of forest resources used to produce paper comes from managed and replanted forests. Lastly, if book publishing consumes a high proportion of non-recycled fibers, through the organized collection of printing rejects and unsold inventory, it contributes to the supply of recycled fibers more usually used to produce newspaper and cardboard.

Within the framework of sustainable forest management policies implemented in developed countries and many other parts of the world, the paper industry has already solved a great number of environmental problems and strengthened its commitment as can be seen in the following areas:

- the rapid increase in the last few years of the percentage of consumption of forest resources in compliance with Pan European Forest Certification (PEFC), Forest Stewardship Council (FSC) and/or Sustainable Forest Management (SFM) environmental standards;
- the continuous increase in recovery and recycling rates;
- the ongoing development of eco-efficient production technology with major results, especially in the field of water purification, energy conservation and the almost complete elimination of chlorine from bleaching operations;
- the compliance of production processes with ISO 14001 and Emas standards.

As for the printing industry, the environmental impact is more limited and is covered by operating authorizations that comply with regulations in the relevant country.

SOCIAL POLICIES

As a holding company, **WENDEL Investissement** has a small workforce. In the labor area, parent company data for the year 2004 was as follows.

A. WORKFORCE

1. Number of employees as of 12/31/2004

	Employees	Management	Total
Women	19	4	23
Men	7	16	23
Total	**26**	**20**	**46**

2. Staff hired during the year

	Employees	Management	Total
Women	1	-	1
Men	-	1	1
Total	**1**	**1**	**2**

3. Departures during the year

	Employees	Management	Total
Women	-	-	-
Men	1	-	1
Total	**1**	**-**	**1**

4. Temporary hire during the year

0.50 equivalent to a half-time employee in secretarial and accounting.

B. WORK SCHEDULE

WENDEL Investissement's workforce is divided into three categories:

- executive managers who are members of the Executive Committee, with no hour-based worktime restrictions;
- managers benefiting from a work year calculated in number of days (217 work days per year);
- non-management employees benefiting from a work year calculated in hours (1,730 hours of work per year, i.e. 1,600 hours plus 130 hours of overtime) and compensation time (days off) corresponding to the reduced work week.

A total of 3,101 hours of overtime was paid during the year.

Absenteeism (hours)

	Employees	Management	Total
Illness	936	35	971
Work-related accident	86	23	109
Maternity leave	-	-	-
Other leave	86	70	156
Total	**1,108**	**128**	**1,236**

C. COMPENSATION IN 2004

Thousands of euros	
Payroll	5,738
Social contributions	3,035

There was an across-the-board 2% increase in salaries as of January 1, 2004.

D. LABOR RELATIONS

There are four employee representatives:

- two representing the managers,
- two representing the employees.

E. HEALTH AND SAFETY

WENDEL Investissement employees work in a building that complies with health and safety standards.

F. TRAINING IN 2004

Number of people trained	13
Number of hours paid	270
Expense (euros) *	29,697

**Excluding payment of 46,821 euros to a collecting organization.*

G. DISABLED EMPLOYEES

No disabled employee works at WENDEL Investissement.

In 2004, the Group contributed 4,406 euros to AGEFIPH.

H. SOCIAL WELFARE PROJECTS

WENDEL Investissement paid 143,174 euros for social welfare projects in 2004.

I. SUBCONTRACTING

WENDEL Investissement uses subcontractor services, mainly for building operation and maintenance services (security, office cleaning, receptionists, switchboard, etc.).

WHEELABRATOR ALLEVARD GROUP

A. EMPLOYMENT

1. Workforce as of December 31, 2004

	Employees	Supervisors/ Management	Total
Women	**48**	**241**	**289**
Permanent staff	47	219	266
Limited-term contracts	1	22	23
Men	**710**	**654**	**1,364**
Permanent staff	684	621	1,305
Limited-term contracts	26	33	59
Total	**758**	**895**	**1,653**
Permanent staff	731	840	1,571
Limited-term contracts	27	55	82

2. Compensation 2004

Thousands of euros	
Salaries and wages	45,559
Social contributions	14,207

B. HEALTH AND SAFETY

Wheelabrator Allevard requires that all its companies comply with local legislation and regulations, and that they constantly improve working conditions and, above all, health and safety.

Safety is an absolute priority with a single objective, i.e. to eliminate accidents, under the direct responsibility of the plant manager, assisted in large companies by a safety specialist. Regular monitoring of accidents and incidents is centralized in a data base that allows Group management to analyze causes and better define action plans to achieve maximum safety.

The second focus in social policy concerns the improvement of working conditions in the plants to boost the productivity and motivation of employees on the plant floor and in the offices.

Almost a third of industrial investment is earmarked for safety or to improve working conditions and, in particular, to reduce the impact of manufacturing activities.

All the Wheelabrator Allevard companies are committed to reducing discrimination and promoting professional training for employees often beyond the requirements of national directives and in keeping with moral imperatives.

ORANJE-NASSAU GROUP

The Group has a long-standing policy to maintain a small, pluridisciplinary workforce that is highly qualified and motivated. The Group complies with current labor and social regulations, as defined by the Dutch work code.

A. EMPLOYMENT

1. Workforce as of December 31, 2004

	Supervisors/ Management	Executive Managers	Total
Women	**12**	**-**	**12**
Permanent staff	11	-	11
Limited-term contracts	1	-	1
Men	**15**	**3**	**18**
Permanent staff	14	3	17
Limited-term contracts	1	-	1
Total	**27**	**3**	**30**
Permanent staff	25	3	28
Limited-term contracts	2	-	2

2. Departures in 2004

An employee retired in 2004.

3. Temporary hire in 2004

Employment of a computer specialist two days a week.

B. WORK SCHEDULE IN 2004

The workweek counts 37.5 hours.

Absenteeism (in days): 400 days for illness and maternity leave.

C. COMPENSATION IN 2004

Thousands of euros	
Salaries	2,873
Other social contributions	1,195

Salaries rose 5% in 2004.

D. LABOR RELATIONS

There is no trade union representation or works council at Oranje-Nassau.

E. HEALTH AND SAFETY

Oranje-Nassau employees work in a building that complies with health and safety standards.

F. TRAINING IN 2004

Number of employees trained in 2004

	Supervisors/ Management	Executive Managers	Total
Women	2	-	2
Men	9	1	10
Total	**11**	**1**	**12**

Employee training expenditures totaled 40,000 euros in 2004.

G. DISABLED EMPLOYEES

No disabled employee works at Oranje-Nassau.

STALLERGÈNES GROUP

A. EMPLOYMENT

1. Workforce as of December 31, 2004

524 salaried employees in the following categories:

Women	340
Men	184
Permanent employment	477
Limited-term employment	47
Full time	465
Part time	59

The number of employees at Stallergènes increased by approximately 3%. Strong growth in business at the end of the year required slightly more developed use of limited-term contracts.

Women employees continued to represent the majority of the workforce, as is generally the case in the pharmaceutical industry. Trends in compensation and training were identical for men and women.

2. Change in the number of employees in 2004

33 employees were hired on permanent contract and 11 employees were dismissed.

3. Temporary employment in 2004

The average number of temporary employees in 2004 was 16.

B. WORK SCHEDULE IN 2004

In France, the average workweek for full-time employees is 35 hours.

All the Group's French companies apply time compensation agreements. The general lines are as follows.

- non-management employees work a specified number of hours weekly and benefit from compensation days on a yearly basis.
- management works according to an unrestricted worktime schedule and benefits from compensation days on a yearly basis.
- executive management works according to an unrestricted worktime schedule and is excluded from time compensation agreements.

Absenteeism represented 4.6% of total working time.

Improved work organization at the company made it possible to limit the number of temporary hires and overtime and to reduce absenteeism.

C. COMPENSATION IN 2004

Thousands of euros	
Salaries and social contributions	28,161
Gainsharing and profitsharing	3,220

Payroll grew at a faster rate than the number of employees owing to the rapid rise in gainsharing and profitsharing related to the company's performance and enhanced qualifications.

D. TRAINING IN 2004

In 2004, external employee training expenditures totaled 281,000 euros.

EDITIS GROUP

The Editis Group was acquired on September 30, 2004. The following data therefore corresponds to the activities acquired by WENDEL Investissement, and the part of the year included in WENDEL Investissement's 2004 consolidated financial statements (fourth quarter of 2004).

A. EMPLOYMENT

1. Workforce as of December 31, 2004

	Supervisors	Management	Total
Women	**706**	**802**	**1,508**
Permanent staff	640	759	1,399
Limited-term contracts	66	43	109
Men	**262**	**448**	**710**
Permanent staff	242	436	678
Limited-term contracts	20	12	32
Total	**968**	**1,250**	**2,218**
Permanent staff	882	1,195	2,077
Limited-term contracts	86	55	141

2. New hires in the reporting period (fourth quarter 2004)

40 employees were hired on permanent contract in the period.

3. Departures in the reporting period (fourth quarter 2004):

26, including 16 at the employer's initiative and 10 retirements and voluntary departures.

4. Number of hours overtime in the reporting period (fourth quarter 2004):

3,812.

5. Number of hours worked by temporary employees in the reporting period (fourth quarter 2004):

93,107.

B. WORK SCHEDULE IN 2004

In France, the average workweek for full-time employees is 35 hours.

All the Editis Group's French companies apply time compensation agreements.

The general lines are as follows.

• non-management employees work a specified number of hours weekly and benefit from compensation days on a yearly basis.

• management works according to an unrestricted worktime schedule and benefits from compensation days on a yearly basis.

• executive management works according to an unrestricted worktime schedule and is excluded from time compensation agreements.

Absenteeism in number of days absent in the reporting period (fourth quarter 2004) was 6,571 days, of which 4,873 for illness.

C. COMPENSATION IN THE REPORTING PERIOD (FOURTH QUARTER 2004)

Thousands of euros	
Salaries and wages	23,123
Social contributions	9,888
Gainsharing and profitsharing	1,529

A 2% across-the-board salary increase was approved in 2004.

D. LABOR RELATIONS

1. Employee representatives

Employee representatives (works councils and elected representatives) numbered 137.

2. Collective bargaining agreements signed in 2004:

Amendments to the gainsharing agreements signed upon acquisition by WENDEL Investissement;

Amendments to the profitsharing agreements and Company and Group Savings Plans to provide for the exceptional law that allows early access to funds in employee savings plans.

E. HEALTH AND SAFETY

Editis Group employees work in a building that complies with health and safety standards.

In 2004, two companies moved to new premises meeting higher safety requirements: Sejer Corporate and Editis SA.

F. TRAINING IN THE REPORTING PERIOD (fourth quarter 2004)

Number of people trained: 520

Training expenditures: 401,000 euros

G. DISABLED EMPLOYEES

16 disabled employees work at the Editis Group.

H. SOCIAL WELFARE PROJECTS

The Editis Group allocated 345,000 euros to works councils in the reporting period (fourth quarter 2004).

RECENT EVENTS

HOLDINGS

Legrand

In February 2005, the Legrand Group signed an agreement to acquire the activities of OnQ, the American leader in structured wiring for residential buildings. Based in Harrisburg, Pennsylvania, OnQ reported net sales of approximately USD 22 million and had a workforce of 100 in 2004.

Oranje-Nassau

At the end of April 2005, Oranje-Nassau Groep announced the signing of an agreement to acquire Edinburgh Oil & Gas (EOG), together with Dyas UK, for GBP 132 million (196 million euros).

As of December 31, 2004, EOG had estimated reserves of 27.5 million barrels corresponding to its 5.162 equity interest in the Buzzard North Sea oil field.

Stallergènes

At the beginning of May 2005, French stock market authorities (AMF) authorized Stallergènes' simplified share buyback program, allowing the company to buy back a maximum of 300,000 of its own shares (approximately 9.3% of its capital) at the price of 95 euros (dividend included). WENDEL Investissement informed the company that it would not participate in the operation.

Editis

At the end of April 2005, Editis Holding announced the signing of an agreement to acquire Cherche Midi Editeur. This publisher focuses on documents, literature, humor, poetry, how-to-do, art and travel. It published approximately 120 new titles per year.

Valeo

At the beginning of May 2005, Valeo launched a two-tiered share buyback program for 6,250,000 of its shares at a unit price of 40 euros.

bioMérieux

Since the end of the fiscal year, WENDEL Investissement sold 661,205 bioMérieux shares. After these operations, WENDEL Investissement owns only 1.3% of the company's capital.

SHARE BUYBACK

The simplified share buyback program initiated by WENDEL Investissement on December 16, 2004, and ended on January 7, 2005, resulted in the buyback of 2,500,000 shares at 55 euros per share. In a complementary operation, between January and the end of March 2005, WENDEL Investissement bought shares for a total of 141,893,000 euros. Lastly, WENDEL Investissement canceled 2,224,765 shares as decided by the Board of Directors on January 18, 2005. Including the treasury stock at the end of the year and the operations at the beginning of 2005, at the date of registration of this report, WENDEL Investissement owned 4,638,022 shares representing 8.6% of its capital (excluding shares reserved to the exercise of stock purchase options granted in the framework of the stock-option plans).

NET DEBT

In order to benefit from favorable market conditions, WENDEL Investissement negotiated a new syndicated loan contract. This new 500 million loan has a maturity of 5 years, which may be extended to 7 years. It will take the place of the existing loan of 350 million euros that matures in August 2008.

NET SALES – FIRST QUARTER

Bureau Veritas

The significant increase in orders booked in the Maritime branch, together with organic and external growth in the Industry and Facilities branch and increased exports to the United States in the Consumer Products branch, resulted in a 10% increase in net revenues, in spite of the negative impact of the parity of the euro vis-à-vis the US dollar on sales in the Government Services sector.

Editis

The first quarter was marked by continued growth in distribution activities, boosted by new contracts and the dynamism of publishers of books for young people. The performance of literature remained satisfactory although a very good level had been attained in 2004. Net revenues rose 0.5% across the board.

Wheelabrator Allevard

Sales in the abrasive pellet branch continued to climb. The company pursued its commercial development and performance improvement objectives, the latter especially in diamond tools.

Oranje-Nassau

The rise in the price of oil, together with the depreciation of the US dollar, led to a 7% increase in net sales.

Stallergènes

There was a sustained increase in business of 20.7% in the first quarter of 2005, mainly linked to strong growth in France (+27%).

Legrand

Net sales were up 6.1% on a constant consolidation and foreign exchange basis, principally as a result of commercial investments or new products put on the market in recent months. As reported, net sales rose 4.8% after accounting for an unfavorable 0.9% impact of foreign exchange fluctuations over the period.

Consolidated net sales of fully consolidated companies

Millions of euros	Reported first quarter **2005**	Pro forma[1] first quarter **2004**	Change	Reported first quarter **2004**
Bureau Veritas	**346.0**	314.6	+ 10.0%	-
Editis	**143.4**	142.7	+ 0.5%	-
Wheelabrator Allevard	**87.3**	81.3	+ 7.4%	81.3
Oranje-Nassau	**56.9**	53.2	+ 7.0%	53.2
Stallergènes	**30.3**	25.1	+ 20.7%	25.1
	663.9	616.9	+ 7.6%	159.6

(1) Proforma of the acquisition of Bureau Veritas and Editis.

Consolidated net sales of Legrand, accounted for by the equity method

	First quarter **2005**	First quarter **2004**	Change
Legrand (equity interest 37%)	**765.6**	730.4	+ 4.8%

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Analysis of the consolidated financial statements

1. ACCOUNTING PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

WENDEL Investissement's accounts are consolidated on the basis of the principles and methods described in the notes to the financial statements:

- Directly- or indirectly-held subsidiaries over which WENDEL Investissement exercises exclusive control are fully consolidated. This category includes the groups Wheelabrator Allevard, Oranje-Nassau, Stallergènes, Éditis (since October 1st, 2004) and Bureau Veritas (since December 31, 2004) as well as the main holding companies.

- Companies over which WENDEL Investissement exercises a significant influence i.e. Lumina Parent (holding company of the Legrand Group), bioMérieux Alliance (until June 30, 2004), Silliker Group Holding (until June 30, 2004) and Bureau Veritas (until December 31, 2004) are accounted for by the equity method.

CONSOLIDATED PROFIT AND LOSS ACCOUNT (millions of euros)

	2004	2003	2002
Operating profit	145	127	115
Financial charges	(5)	(28)	(60)
Profit on ordinary activities	**140**	**99**	**55**
Exceptional items	202	213	(855)
Tax	(66)	(75)	8
Net profit (loss) of consolidated companies	**276**	**237**	**(792)**
Net profit (loss) of companies accounted for by the equity method	**39**	**34**	**(58)**
Goodwill amortisation	(28)	(36)	(21)
Consolidated net profit (loss)	**287**	**235**	**(871)**
Net profit (loss) – Minority interests	6	(18)	(221)
Net profit (loss) – Group share	**281**	**253**	**(650)**

CONSOLIDATED BALANCE SHEET (millions of euros)

Assets	12.31.04	12.31.03	12.31.02
Tangible and intangible fixed assets	2,479	721	839
Investments accounted for by the equity method	539	970	980
Fixed asset investments	601	708	850
Working capital requirements	207	60	(137)
Net cash	991	145	388
	4,817	**2,604**	**2,920**

Liabilities	12.31.04	12.31.03	12.31.02
Shareholders' equity	1,364	1,229	1,094
Minority interests	90	80	99
Provisions	314	127	180
Borrowings	3,049	1,168	1,547
	4,817	**2,604**	**2,920**

The 2002 figures were restated to incorporate the sale of Capgemini shares under a repurchase agreement. This restatement affected borrowings (+340 million euros), provisions (–320 million euros), long-term investments (+107 million euros) and working capital requirements (–87 million euros).

ANALYSIS OF MAIN CHANGES IN 2004
(millions of euros)

Tangible and intangible fixed assets at December 31, 2003	**721**
Acquisition of Bureau Veritas	1,418
Acquisition of Éditis	560
Disposal of bioMérieux	(137)
Other	(83)
Tangible and intangible fixed assets at December 31, 2004	**2,479**

Investments accounted for by the equity method at December 31, 2003	**970**
Change in method of consolidating Bureau Veritas	(140)
Disposal of bioMérieux	(125)
Disposal of Trader Classified Media	(164)
Other	(2)
Investments accounted for by the equity method at December 31, 2004	**539**

Fixed asset investments at December 31, 2003	**708**
Disposal of Capgemini shares and valuation difference	(140)
Valuation difference on Valeo	(13)
Remaining investment in bioMérieux	23
Other	23
Fixed asset investments at December 31, 2004	**601**

Working capital requirements at December 31, 2003	**60**
Acquisition of Bureau Veritas	38
Acquisition of Éditis	98
Other	11
Working capital requirements at December 31, 2004	**207**

Consolidated shareholders' equity at December 31, 2003	**1,229**
Profit for the year	281
Dividend paid by WENDEL Investissement	(58)
Shares issued by WENDEL Investissement	169
Shares cancelled by WENDEL Investissement	(250)
Other	(7)
Consolidated shareholders' equity at December 31, 2004	**1,364**

Net debt at December 31, 2003	**1,023**
Cash flow for the year	(229)
Acquisition of Bureau Veritas	1,182
Acquisition of Éditis	664
Disposal of bioMérieux	(359)
Disposal of Trader Classified Media	(343)
Disposal of Capgemini	(87)
Repurchase of WENDEL Investissement shares	250
Dividend paid by WENDEL Investissement	58
Other (including net cash of Éditis and Bureau Veritas on acquisition date)	(101)
Net debt at December 31, 2004	**2,058**

2. ECONOMIC PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

ECONOMIC PRESENTATION OF THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

The consolidated profit and loss account is obtained by aggregating the results of the various participating interests held by WENDEL Investissement, which are either fully consolidated or accounted for by the equity method. As a result, the accounting presentation adopted for the profit and loss account does not permit a direct in-depth analysis. For this reason, WENDEL Investissement regularly communicates a profit and loss account prepared using an economic presentation.

• Income from participating interests is defined as WENDEL Investissement's share of the profit (losses) of companies included in the consolidation scope (regardless of the method used) before goodwill amortisation, the effects of fair value adjustments on acquisition, exceptional or non-recurring items, and items with no direct relation to the operating activity of these companies.

• Dividends include the dividends received from non consolidated participating interests (Valeo and Capgemini).

• Holding company costs comprise general operating expenses, the cost of the net debt used to finance the acquisition of participating interests, and the tax credit or charge related to these items. The items recorded are those that appear in WENDEL Investissement's accounts as well as those in different consolidated financial holdings. Interest expenses on the net debt of Legrand, Éditis, Bureau Veritas, Wheelabrator Allevard, Oranje-Nassau Groep and Stallergènes, and for which there is no recourse against WENDEL Investissement, is deducted from the income contributed by these participating interests. Interest in respect of other debt, in practice that of WENDEL Investissement, is included under the present heading.

• Exceptional items comprises, for all consolidated companies, net capital gains and losses on disposals, changes in provisions against shareholdings, costs to arrange financing, restructuring costs, the impact of foreign currency fluctuations linked to Oranje-Nassau's oil assets, and the effect in change in fair value adjustments arising on acquisitions.

• Goodwill amortisation includes goodwill amortisation recorded by WENDEL Investissement in its financial statements and WENDEL Investissement's share of the goodwill amortisation recorded by its participating interests.

The 2002 figures were restated to reflect the deconsolidation of Valeo that year. The profit contributed by this participating interest was limited to the dividends received in the last three years. The difference between these dividends and WENDEL Investissement's share of the profit recorded by Valeo in 2002 was reclassified under non-recurring items.

CONSOLIDATED PROFIT AND LOSS ACCOUNT – ECONOMIC PRESENTATION (millions of euros)

	2004	2003	2002
Legrand	99.1	48.4	3.4
Bureau Veritas	41.5	36.1	33.4
Oranje-Nassau Groep	59.9	53.9	35.5
Wheelabrator Allevard	22.1	13.9	17.5
Stallergènes	10.3	7.8	5.3
Éditis	6.7	-	-
bioMérieux and Silliker	13.3	25.5	20.2
Trader Classified Media	-	11.7	9.5
Income from participating interests	**252.9**	**197.3**	**124.8**
Dividends Valeo and Capgemini	**8.6**	**7.7**	**11.0**
Financial charges of WENDEL Investissement	(46.5)	(37.7)	(24.0)
General operating expenses and taxes	(12.1)	(10.4)	(11.3)
Holding company costs	**(58.6)**	**(48.1)**	**(35.3)**
Profit from ordinary activities	**202.9**	**156.9**	**100.5**
Exceptional items			
• Capgemini valuation	(41.4)	155.6	(739.3)
• Valeo valuation	(13.0)	31.0	(50.2)
• Other exceptional items	192.5	(34.8)	(139.3)
Exceptional items	**138.1**	**151.8**	**(928.8)**
Goodwill amortisation	(54.3)	(74.1)	(42.8)
Consolidated net profit (loss)	**286.7**	**234.6**	**(871.1)**
Net profit (loss) – Minority interests	5.7	(18.0)	(221.5)
Net profit (loss) – Group share	**281.0**	**252.6**	**(649.6)**

Profit from ordinary activities increased to 203 million euros in 2004, up 29% from the year before.

Consolidated companies recorded good performances and contributed a higher profit on ordinary activities. This was the case notably for Legrand (+105%), Bureau Veritas (+15%) and Stallergènes (+32%) which all achieved organic growth of around 10%. Wheelabrator Allevard (+59%) recorded strong growth accompanied by a significant turnaround in its margins. The contribution by Éditis (7 million euros) represents the profit on ordinary activities since its acquisition on 30 September 2004.

Non-recurring items comprise mainly the profits of the sale of Trader Classified Media and bioMérieux, and adjustments to the value of the Capgemini and Valeo shares.

Goodwill amortisation declined by 20 million euros in 2004 mainly as a result of the deconsolidation of Trader Classified Media and bioMérieux, for part offset by amortisation charges arising from the first-time consolidation of Éditis in 2004.

RECONCILIATION OF ACCOUNTING PRESENTATION TO ECONOMIC PRESENTATION

The table below, which concerns the year ended December 31, 2004, allocates the amounts appearing in the accounting presentation to the different heading used in the economic presentation.

Millions of euros	Income from participating interest	Dividends	Holding company costs	Non-recurring items	Goodwill amortisation	Consolidated net profit
Operating profit	185.0		(19.7)	(20.2)		145.1
Financial income (charges)	5.0	8.6	(42.0)	23.3		(5.1)
Exceptional items	(3.3)		0.1	205.3		202.1
Tax	(69.9)		3.0	0.8		(66.1)
Net profit (loss) of companies accounted for by the equity method	136.1			(71.1)	(26.4)	38.6
Goodwill amortisation					(27.9)	(27.9)
Consolidated net profit (loss)	**252.9**	**8.6**	**(58.6)**	**138.1**	**(54.3)**	**286.7**
Net profit – Minority interests	5.7					5.7
Net profit – Group share	**247.2**	**8.6**	**(58.6)**	**138.1**	**(54.3)**	**281.0**

CONSOLIDATED BALANCE SHEET – ECONOMIC PRESENTATION (millions of euros)

Assets	12.31.04	+ Legrand	12.31.04
Tangible and intangible fixed assets	2,479	1,297	3,776
Investments accounted for by the equity method	539	(539)	-
Fixed asset investments	601	7	608
Working capital requirements	207	123	330
Net cash	991	41	1,032
	4,817	**929**	**5,746**

Liabilities	12.31.04	+ Legrand	12.31.04
Shareholders' equity	1,364	-	1,364
Minority interests	90	8	98
Provisions	314	83	397
Borrowings	3,049	838	3,887
	4,817	**929**	**5,746**

This presentation of the consolidated balance sheet of WENDEL Investissement is based on the accounting presentation, adjusted by taking into account the assets and liabilities of Legrand in proportion to the Group's 37.4% interest and eliminating shares held in Legrand included under investments accounted for by the equity method.

Consolidated balance sheet

Assets

In thousands of euros	Note	12.31.2004	12.31.2003	12.31.2002
Goodwill	1	**2,044,632**	**388,754**	**411,434**
Intangible fixed assets		**68,123**	**32,640**	**34,079**
Tangible fixed assets	2	**366,740**	**299,560**	**393,261**
Fixed asset investments	3	600,847	708,190	743,413
Investments in companies accounted for by the equity method	4	539,091	970,405	979,621
Financial assets		**1,139,938**	**1,678,595**	**1,723,034**
Fixed assets		**3,619,433**	**2,399,549**	**2,561,808**
Stocks and work in progress	5	159,797	62,472	63,733
Trade debtors	6	606,239	126,005	110,902
Other debtors	7	322,338	69,900	112,513
Cash and cash equivalents	8	990,903	144,714	388,314
Current assets		**2,079,277**	**403,091**	**675,462**
TOTAL ASSETS		**5,698,710**	**2,802,640**	**3,237,270**

Liabilities

In thousands of euros	Note	12.31.2004	12.31.2003	12.31.2002
Share capital		224,732	223,928	223,727
Share premium account		281,688	127,099	226,422
Consolidated reserves		576,940	625,317	1,293,030
Net profit for the year		281,014	252,641	(649,557)
Shareholders' equity - Group share		**1,364,374**	**1,228,985**	**1,093,622**
Minority interests	9	**89,954**	**80,236**	**98,835**
Provisions	10	**314,180**	**126,903**	**500,311**
Borrowings	11	**3,048,945**	**1,167,792**	**1,207,382**
Trade creditors	12	359,154	56,067	51,343
Other creditors	13	522,103	142,657	285,777
Other liabilities		**881,257**	**198,724**	**337,120**
TOTAL LIABILITIES		**5,698,710**	**2,802,640**	**3,237,270**

Consolidated profit and loss account

In thousands of euros	Note	2004	2003	2002
Operating income	16	889,847	596,733	561,617
Operating charges	17	(744,731)	(469,344)	(446,191)
Operating profit	18	**145,116**	**127,389**	**115,426**
Net financial charges	19	**(5,002)**	**(27,965)**	**(59,944)**
Profit on ordinary activities of consolidated companies		**140,114**	**99,424**	**55,482**
Net gains (losses) of fixed asset disposals	20	205,134	(807,638)	22,872
Other exceptional items	21	(3,154)	1,020,589	(878,390)
Corporation tax	22	(66,074)	(75,821)	7,646
Net profit of consolidated companies		**276,020**	**236,554**	**(792,390)**
Shares of profits (losses) of companies accounted for by the equity method	23	38,549	34,345	(57,618)
Goodwill amortisation	24	(27,879)	(36,299)	(21,077)
Net profit of consolidated companies	25	**286,690**	**234,600**	**(871,085)**
Minority interests		5,676	(18,041)	(221,528)
Group share		**281,014**	**252,641**	**(649,557)**
Average number of shares in issue		55,700,688	55,929,054	45,632,175
Primary earnings per share (euros)		5.05	4.52	(14.23)
Diluted earnings per share (euros)		4.92	4.42	(13.88)

Consolidated cash flow statement

In thousands of euros	Note	2004	2003	2002
Cash flow from operating activities				
Net profit (loss) of consolidated companies		286,690	234,600	(871,085)
Adjustment for items not involving the movement of funds or not linked to the activities				
• Share of losses (profits) of companies accounted by the equity method		(38,549)	(34,345)	57,618
• Goodwill amortisation		27,879	36,299	21,077
• Amortisation, depreciation, provisions and other similar non-cash items		71,144	(935,033)	913,852
• Losses (gains) on fixed asset disposals		(205,134)	807,638	(22,872)
Cash flow from consolidated companies		**142,030**	**109,159**	**98,590**
Net dividends received from companies accounted for by the equity method		21,275	21,941	6,797
Merger costs not dealt with in the profit and loss account		-	-	(6,758)
Change in operating working capital requirements		65,773	5,293	42,724
NET CASH INFLOW FROM OPERATING ACTIVITIES		**229,078**	**136,393**	**141,353**
Cash flow from investing activities				
Outflows:				
Acquisitions of participating interests	27	(1,871,680)	(236,685)	(687,872)
Acquisitions of intangible and tangible fixed assets	28	(43,218)	(34,271)	(67,843)
Inflows:				
Proceeds from the disposals of participating interests	29	833,579	400,212	446,261
Proceeds from the disposals of intangible and tangible fixed assets	30	21,677	25,985	497
Change in working capital requirements linked to investing activities		(15,882)	(71,851)	15,794
NET CASH (OUTFLOW) INFLOW FROM INVESTING ACTIVITIES		**(1,075,524)**	**83,390**	**(293,163)**
Cash flow from financing activities				
Capital increases		10,189	1,726	2,104
Share buybacks		(251,881)	(3,601)	(503,610)
Dividends paid	31	(60,018)	(56,937)	(58,179)
Net change in loans and other borrowings	32	1,836,509	(373,951)	818,402
Change in working capital requirements linked to financing activities		(38,486)	(42,289)	-
NET CASH INFLOW (OUTFLOW) FROM FINANCING ACTIVITIES		**1,496,313**	**(475,052)**	**258,717**
Effect of changes in the consolidation scope and exchange rates	33	194,773	9,151	(3,574)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**844,640**	**(246,118)**	**103,333**
Cash and cash equivalents at January 1st [1]		136,956	383,074	279,741
CASH AND CASH EQUIVALENTS AT DECEMBER 31[1]		**981,596**	**136,956**	**383,074**

(1) Cash at bank and in hand and marketable securities other than own shares.

Changes in consolidated shareholders' equity

In thousands of euros	Number of shares	Share capital	Share premiums	Consolidated reserves	Translation adjustment	Own shares	Net profit (loss)	Shareholders' equity
AT 12.31.2001	**35,215,932**	**141,195**	**-**	**1,543,087**	**32,771**	**(2,587)**	**(379,004)**	**1,335,462**
Appropriation of 2001 loss				(379,004)			379,004	-
Interim dividend				(34,998)				(34,998)
Shares acquired under MW simplified purchase offer and cancelled pursuant to the decision of the General Meeting of June 13, 2002	(3,171,698)	(12,687)	(116,104)	(1,301)				(130,092)
Elimination of own shares		(331)	(2,256)			2,587		-
Capital increases:								
• Shares issued in connection with Marine Wendel-CGIP merger	23,876,729	95,507	351,346	162,004				608,857
• Shares issued on exercise of stock options	71		1					1
• Shares issued in connection with employee savings plan	10,653	43	201					244
Translation adjustment					(36,295)			(36,295)
Net loss for the year							(649,557)	(649,557)
AT 12.31.2002	**55,931,687**	**223,727**	**233,188**	**1,289,788**	**(3,524)**	**-**	**(649,557)**	**1,093,622**
Appropriation of 2002 loss			(106,766)	(542,791)			649,557	-
Interim dividend				(55,703)				(55,703)
Elimination of own shares	(121,423)					(3,601)		(3,601)
Capital increases:								
• Shares issued on exercise of stock options	11,722	47	85					132
• Shares issued in connection with employee savings plan	38,507	154	592					746
Translation adjustment					(58,852)			(58,852)
Net profit for the year							252,641	252,641
AT 12.31.2003	**55,860,493**	**223,928**	**127,099**	**691,294**	**(62,376)**	**(3,601)**	**252,641**	**1,228,985**
Appropriation of 2003 profit				252,641			(252,641)	-
Interim dividend				(58,414)				(58,414)
Elimination of own shares	(1,811,351)					(89,172)		(89,172)
Cancellation of shares[1]	(3,394,440)	(13,578)		(147,095)				(160,673)
Capital increases:								
• Shares issued on exercise of stock options	160,978	644	3,679					4,323
• Shares issued in connection with employee savings plan	40,154	160	1,077					1,237
• Shares issued in connection with Bureau Veritas minority buyout[2]	3,394,440	13,578	149,833					163,411
Translation adjustment					(6,337)			(6,337)
Net profit for the year							281,014	281,014
AT 12.31.2004	**54,250,274**	**224,732**	**281,688**	**738,426**	**(68,713)**	**(92,773)**	**281,014**	**1,364,374**

(1) Cancellation of 3,394,440 Wendel Investissement shares pursuant to decision taken by the Board of Directors on December 3, 2004.

(2) Pursuant to the decision taken by the General Meeting of December 3, 2004 to issue 3,394,440 Wendel Investissement shares as remuneration for the 1,257,200 Bureau Veritas shares contributed to the offer made to the minority shareholders of Bureau Veritas (see section dealing with changes in the consolidation scope).

Notes to the consolidated financial statements

The consolidated financial statements were prepared in accordance with French generally accepted accounting principles, notably Regulation 99-02 issued by the French Accounting Regulation Committee ("Comité de Réglementation Comptable"–CRC). Unless indicated otherwise, all amounts are expressed in thousands of euros. The consolidated accounts were prepared for the 12-month period ended 31 December 2004.

ACCOUNTING POLICIES

CONSOLIDATION METHODS

Companies that are controlled exclusively by WENDEL Investissement are consolidated under the full method. Companies that are controlled jointly by WENDEL Investissement are consolidated under the proportional method. Companies over which WENDEL Investissement exercises significant influence are accounted for by the equity method. As a rule, their accounts do not give rise to particular restatements when preparing the consolidated accounts.

In accordance with Article L233-19 of the Revised Commercial Code and Article 21 of CRC Regulation 99-02, companies over which WENDEL Investissement does not exercise significant influence have been excluded from the consolidation scope, as have companies whose exclusion from the consolidation scope does not materially affect the true and fair view of the Group's assets, liabilities, financial situation and profits as provided by the consolidated financial statements.

As a rule, newly acquired subsidiaries are consolidated as from the date of their acquisition, while subsidiaries sold are consolidated up to the date of their disposal.

BASIS OF CONSOLIDATION

The consolidated accounts of WENDEL Investissement were prepared from:

- the consolidated accounts of Wheelabrator Allevard, Oranje-Nassau, Stallergènes, Lumina Parent (Legrand) and Bureau Veritas for the year ended December 31, 2004,
- the consolidated accounts of Odyssée 1 (Éditis) for the period from October 1st, 2004 to December 31, 2004,
- the consolidated accounts of bioMérieux and Silliker bioMérieux Inc for the period January 1st, 2004 to June 30, 2004 as well as the separate accounts of Silliker Group Holding (SGH) for the same period,
- the individual accounts to December 31, 2004 of all the other companies.

The consolidated accounts of WENDEL Investissement do not include:

- Capgemini, Valeo and Neuf Telecom, as WENDEL Investissement's interest in the capital of these companies does not enable it to exercise significant influence,
- Trader Classified Media, which was sold at the end of the first quarter of 2004, no consolidated accounts having been prepared as at that date.

VALUATION METHODS

TRANSLATION OF FOREIGN CURRENCY FINANCIAL STATEMENTS

The balance sheets of foreign companies are translated at the year-end exchange rate and their profit and loss accounts at the average exchange rate for the period ended (or the period during which consolidated). The translation difference arising from the use of different exchange rates is taken directly to consolidated reserves and reported under translation adjustments.

In the case of companies operating in high-inflation countries, translation differences are dealt with in the profit and loss account.

Conversion differences on dollar-denominated oil assets and related long-term liabilities are dealt with in the profit and loss account.

The following exchange rates were used to translate the accounts of foreign companies:

Year-end dates	12.31.2004	12.31.2003	12.31.2002
US Dollar	1.3621	1.2630	1.0487
Swiss franc	1.5429	1.5579	1.4524

Average exchange dates	2004	2003	2002
US Dollar	1.2433	1.1312	0.9456
Swiss franc	1.5438	1.5212	1.4667

VALUATION POLICIES

The accounts of consolidated companies, which were prepared in accordance with local regulations, comply with the valuation rules prescribed by the French Commercial Code.

Intangible fixed assets

When the acquisition of a company enables WENDEL Investissement to establish significant positions in a specific market and/or future economic benefits, the fair value adjustment determined on the first-time consolidation of this company is recorded under Intangible fixed assets on the basis of the asset's value determined by applying appropriate criteria.

In view of their nature, these intangible assets are not amortised. At each year-end, however, they are valued on the basis of the same criteria as applied on the date of their acquisition

In the case of impairment in value observed over several successive years, a provision for impairment is recorded.

Notes to the financial statements

Editorial creation costs of Éditis Group

Editorial creation costs include all expenses incurred during the first phase of realisation of a publication. The editorial phase covers the period devoted to designing, creating and developing the finished layout.

In the case of the Literature activity, these costs are not material as the publications' useful life is short, for which reason these costs are treated as a period expense. For the Education and Reference activity, all costs are capitalised once the decision is taken to go ahead with a publication, and when it is estimated the publication will be profitable. All costs incurred beforehand are treated as period expense. Editorial costs capitalised in this way are amortised over the publication's estimated useful life as from the date of publication. These costs are the object of annual impairment tests that may give rise to the recording of an exceptional provision.

Goodwill on acquisition

Goodwill on acquisition represents the difference between the cost of the shares held in a consolidated company and the Group's share of the company's net assets after fair value adjustments to identifiable intangible and tangible assets (which must be finalised by the end of the financial year following that in which the acquisition was made). Goodwill is amortised over the following periods, which vary depending on the company's sector of activity:

- 20 years for the industrial abrasives, diamond tools, technical certification and control, diagnostics, products and systems for electrical installations, publishing, and real estate businesses;
- 10 years for the energy and allergy treatment businesses.

Goodwill is written off immediately when the three conditions below are satisfied:

- goodwill has arisen on the purchase of shares for an amount of less than 10 million euros during the year;
- the change in the Group's interest does not exceed 2% of the capital;
- the acquisition does not result in any statutory thresholds being passed.

At each year-end, shares in consolidated companies are valued on a mark-to-market basis in the case of listed companies and on the basis of stockmarket multiples in the case of unlisted companies. This is compared with the valuation obtained using the discounted cash flow method. If one or other approach gives a value that is inferior to the shares' book value, related goodwill gives rise to an exceptional write-down.

Tangible fixed assets

Tangible fixed assets are recorded at cost except for land and buildings having given rise to a legal revaluation, which are reported at their re-valued amount.

With the exception of land, all other tangible assets are depreciated using the straight-line method over their estimated useful life.

As a rule, tangible fixed assets are depreciated over the following periods:

Buildings.......... 10 to 30 years

Plant .... 6 to 8 years

Equipment and tooling.......... 3 to 10 years

Assets made available under finance leases or long-term rental agreements are recorded as if they had been purchased on credit and depreciated on a straight-line basis over their estimated useful life in the manner described above.

Valuation of oil assets

The oil assets of the Oranje-Nassau group are valued in US dollars under the successful efforts method. Exploration costs are expensed until such time as a productive field is discovered. All subsequent costs are recorded as intangible fixed assets and amortised by reference to the estimated useful life of the field and quantities extracted in relation to recoverable reserves, which are verified at regular intervals by independent experts.

At each period-end, the net book value of each intangible asset is compared with the estimated present value of the corresponding reserves, net of future production costs. If net book value is higher, an additional amortisation charge is recorded for the difference.

Provisions for liabilities and charges are recorded to cover costs that will be incurred in the future to dismantle and remove oil exploration and production equipment.

Intercompany asset sales and transfers

Gains on the sale or transfer of assets between consolidated companies are eliminated, with the assets maintained at their initial value in the seller's accounts.

Fixed asset investments – Non-consolidated participating interests

Investments are reported at the lower of cost and fair value. Fair value is determined by reference to the earnings potential of the companies and/or the Group's share of their net assets. In the case of listed companies, fair value is determined by reference to the average share price in the month preceding the year-end. As an exception to this rule, fair value at December 31, 2002 was determined by reference to the average share price for the last 60 trading sessions prior to the year-end on account of the extreme volatility displayed by the equity markets and in application of the concept of prudence.

Stocks

Raw materials are valued on a first-in first-out (FIFO) basis. Work in progress and finished products are valued at the lower of production costs and net realisable value. Production costs comprise raw material and labour costs, as well as indirect costs that can reasonably be allocated to production.

Notes to the financial statements

Work in progress

Work in progress at the Bureau Veritas (consolidated under the full method since December 31, 2004) is valued in accordance with the percentage of completion method, except for short-term contracts which are accounted for by the completed contract method. Work in progress is valued at the lower of production costs and net realisable value. Production costs comprise labour and subcontracting costs as well as the proportion of the indirect costs that can be allocated to production.

Trade debtors

Trade debtors are the object of a provision for doubtful debts reflecting the risk that all or part of the amounts due will not be recovered. This risk is analysed in the light of the debt's age, the debtor's status, and whether the invoice is the object of a dispute.

Financial instruments

- Interest rates and foreign exchange derivatives

Gains and losses on financial instruments used for hedging purposes are determined and recognised so as to match losses and gains on the hedged items.

When financial instruments are not being used for hedging purposes, gains and losses arising when these instruments are marked to market at the year-end are dealt with in the profit and loss account.

- Share options

As a rule, premiums collected or paid in respect of options are recorded in a suspense account until the exercise or expiry of these options. Provisions are recorded in respect of any unrealised losses whereas, gains are not recognised until they are realised.

As an exception to the above, premiums paid on purchasing share options intended as a hedge for an optional instrument incorporated into a debt instrument, namely an exchangeable bond, are considered to represent an anticipated payment of additional interest and, accordingly, are spread over the remaining maturity of the debt.

Marketable securities

Marketable securities are reported at the lower of cost and market value.

Provisions for pension obligations

The present value of retirement indemnities and supplementary pension benefits that the Group might be led to pay to active and retired employees gives rise to a provision for liabilities and charges determined in accordance with the projected unit credit method.

Rights are determined at each period-end by reference to each employee's age and length of service and the probability that the beneficiary will be employed by the company on reaching retirement. The calculation is based on an actuarial method, in particular assumptions regarding yields offered by long-term investments.

Research and development costs

Research and development costs are dealt with in the profit and loss account in the period in which they are incurred.

Deferred taxation

Deferred taxes are recognised under the liability method in respect of all timing differences between the value of the assets and liabilities for accounting and taxation purposes. Deferred taxes are calculated for each company in turn and determined at the estimated rate at which the tax will be paid or recovered (in the case of French companies 34.93% for short-term items and 15.72% for long-term items).The effect of changes in tax rates on deferred taxes recognised in previous periods is dealt with in the profit and loss account.

A deferred tax asset is recorded in respect of tax losses carried forward when there is a strong probability that these losses will be relieved in the immediately foreseeable future.

Irrecoverable taxes on planned distribution of earnings by group companies are dealt with in the profit and loss account in the year in which the profits are generated.

Ordinary and exceptional items

In order for the profit and loss account to present a true and fair view, the profit on ordinary activities includes only income and charges generated in the ordinary course of the business in which the consolidated companies are engaged. Exceptional items include all gains and losses on capital transactions for all assets except marketable securities.

Earnings per share

Earnings per share are calculated according to two methods:

– first, by dividing the net attributable profit by the average number of shares in issue during the year ended; and

– second, by dividing the net attributable profit adjusted for the financial impact of potential share issues by the average number of shares in issue during the year, increased by the number of shares to be issued on the exercise of outstanding stock options.

Notes to the financial statements

CHANGES IN THE CONSOLIDATION SCOPE

2004

Details of the main changes in the consolidation scope are provided below:

BUREAU VERITAS

In 2004, Bureau Veritas pressed ahead with its sustained policy of acquisitions, consolidating its positions in the regulatory inspection of industrial equipment, the assessment of building conformity, and the certification and inspection of merchandise. Several companies were acquired in 2004 Berryman & Henigar (US), Graham Marcus (US), One CIS (US), Rinave (Portugal), Inspekta (Czech Republic), LJ Church (UK)–for around 55 million euros in total.

During the year ended, WENDEL Investissement increased its interest in this company from 33.67% to 99.23% as at 31 December 2004. This was achieved by buying the shares held by the Mathy family representing 33% of the capital of Bureau Veritas for some 660 million euros in October and by buying nearly all of the shares held by the other shareholders in a cash or share offer made during the last quarter of 2004. WENDEL Investissement acquired shares representing 24.8% of the capital of Bureau Veritas for some 500 million euros in connection with the cash offer, and a further 8.8% of the capital as part of the share offer (1,257,200 shares contributed in exchange for 3,394,440 newly issued WENDEL Investissement shares).

As the acquisition of a controlling interest took place in stages in the last months of 2004 and since no consolidated accounts were available for Bureau Veritas at the dates of the various acquisitions, this investment was not consolidated under the full method until December 31, 2004. Accordingly, the assets and liabilities of this company were included in the closing consolidated balance sheet, whereas the profit for the year ended December 31, 2004 was accounted for by the equity method by reference to the initial 33.67% shareholding. As at December 31, 2004, the goodwill arising on the acquisition of a controlling interest, which amounted to around 1 billion euros, was allocated temporarily, pending finalisation in the course of 2005.

ÉDITIS

On September 31, 2004, WENDEL Investissement acquired the Éditis Group on the basis of an enterprise value of some 660 million euros, consisting for 180 million euros of equity, the other 480 million being the debt assumed. This price, which is based on the consolidated accounts prepared as at the date of acquisition, could be adjusted in 2005 pursuant to the agreements signed with the seller.

On the date the consolidated accounts were prepared, the goodwill arising from this acquisition, which amounted to around 480 million euros, was allocated temporarily, pending finalisation in the course of 2005.

As regards the consolidated profit and loss account, the Éditis Group was consolidated under the full method only during the last quarter of 2004, which therefore prevents direct comparisons from being made. To improve the legibility of the accounts, proforma figures that include the results of Éditis over a full year in both 2003 and 2004 are provided by way of appendix.

WHEELABRATOR ALLEVARD

In August 2004, Wheelabrator Allevard increased its shareholding in Eiche from 60% to 100% at a cost of 5.6 million euros. This acquisition strengthened Wheelabrator Allevard's presence in the diamond-tool sector.

Given the management incentive policy introduced two years ago by WENDEL Investissement, the percentage of the capital of Wheelabrator Allevard held by WENDEL Investissement declined from 100% to 99.95%. This did not have a material impact on the 2004 consolidated accounts.

STALLERGÈNES

As a result of share buybacks by Stallergènes, which did not have a material impact on the 2004 consolidated financial statements, the percentage of the capital held by WENDEL Investissement increased by 0.17 percentage points to 47.63%.

bIOMÉRIEUX

In mid-2004, WENDEL Investissement sold part of its shares in bioMérieux, which was consolidated until June 30, 2004, for a net amount of 359 million euros, resulting in a profit of 108 million euros in the consolidated accounts. At December 31, 2004, WENDEL Investissement still owned 1,197,317 shares in bioMérieux, equivalent to around 3% of the capital.

SILLIKER GROUP HOLDING

Shares in this company, which controls Silliker bioMérieux Inc, were sold in mid-2004 for 16 million euros. As a result, the investment in this company was accounted for by the equity method only in the first half of 2004.

TRADER CLASSIFIED MEDIA

This investment was deconsolidated with effect from 1 January 2004, all the shares held by WENDEL Investissement in Trader Classified Media having been sold during the first quarter of 2004, and because no consolidated accounts had been prepared by this company at a date nearer to the date of disposal. These shares were sold for 343 million euros, generating a profit of 152 million euros in the consolidated accounts.

Notes to the financial statements

WENDEL INVESTISSEMENT

In 2004, WENDEL Investissement acquired 5,205,791 of its own shares for 249.9 million euros. Of these shares, 3,394,440 were cancelled. Accordingly, and given the shares held in treasury at the previous year-end, WENDEL Investissement held 2,161,076 shares in treasury at December 31, 2004, including 228,302 shares earmarked for the company's stock option programmes. As required by accounting regulations, these 228,302 shares were reported as an asset in the balance sheet, whereas the other 1,932,774 shares were deducted from shareholders' equity.

2003

Details of the main changes in the consolidation scope are provided below:

BUREAU VERITAS

In 2003, Bureau Veritas acquired the companies of the British group Weeks. These companies, which generated combined sales of nearly 20 million euros, are specialised in the construction and environment sectors. They were consolidated as from June 1st, 2004.

At the end of December 2003, Bureau Veritas acquired Amtac, a British company specialised in the certification of consumer goods, mainly clothes and toys. Although not material since turnover is less than 1 million euros, this subsidiary was consolidated as from January 1st, 2004. This acquisition will enable Bureau Veritas to strengthen its presence in the UK market.

In 2003, WENDEL Investissement acquired a further 107,006 shares in Bureau Veritas. Given the shares issued by this company in 2003, the group's interest in this company increased to 33.67% at December 31, 2003, up from 33.32% at December 31, 2002. The acquisition of these additional shares resulted in the recognition of goodwill amounting to 7.6 million euros, which was written off immediately.

TRADER CLASSIFIED MEDIA

In 2003, Trader Classified Media acquired Segundamano (the classified advertising leader in Mexico City, Mexico), Ujpressz (a classified advertising specialist based in Budapest, Hungary) and Kisokos (a publisher of local directories in Hungary). These companies generate annual turnover of approximately 7 million euros, 5 million euros and 7 million euros, respectively.

In March 2004, Trader Classified Media sold its Australian activities –namely The Trading Post– for 636 million Australian dollars (about 391 million euros). In 2003, the activities of The Trading Post accounted for 16% of the turnover of Trader Classified Media.

During 2003, WENDEL Investissement acquired a further 1,107,443 shares in Trader Classified Media on the stock market, increasing its interest in the company to 30.83% at year-end, compared with 29.87% at December 31, 2002. The acquisition of these additional shares resulted in the recognition of goodwill amounting to 3.1 million euros, which was written off immediately.

In March 2004, WENDEL Investissement exercised a call option resulting in the acquisition of 2,750,000 Trader Classified Media shares for 21.4 million euros. At the same time, WENDEL Investissement sold 10,000,000 Trader Classified Media shares on the market for 111 million euros.

LUMINA PARENT (LEGRAND)

In October 2003, as a result of public repurchase offers and squeeze-out procedures, Lumina Parent (37.39%-owned by WENDEL Investissement) indirectly owned 100% of the capital of Legrand SA (compared with 98% at 31 December 2002).

WHEELABRATOR ALLEVARD

On June 30, 2003, Wheelabrator Allevard acquired Saint Gobain's precision diamond tools activity consisting of eight companies based in Europe, South Africa, Brazil and India. These companies were consolidated as from July 1st, 2003.

WENDEL Investissement has undertaken to guarantee the liquidity of the Wheelabrator Allevard shares issued or to be issued in connection with the stock options allotted to a number of Wheelabrator Allevard employees. Accordingly, 7,138 shares issued by the company were purchased for 1.4 million euros by WENDEL Investissement, so that it still owned 100% of the capital of Wheelabrator Allevard.

STALLERGÈNES

The exercise of stock options resulted in a slight dilution, leaving WENDEL Investissement with 47.47% of the capital of Stallergènes at December 31, 2003, down from 47.51% one year before. This dilution did not have a material impact on the consolidated accounts for the year.

TRANSGÈNE, TSGH

The interest in this company, which is held by Nouvelle bioMérieux Alliance, a company that is 34.7%-owned by WENDEL Investissement, decreased from 70% to 15% following the sale of shares to an independent third party. In July 2003, the remaining 15% interest was sold by Nouvelle bioMérieux Alliance, so that it no longer held any shares in Transgène.

SILLIKER GROUP HOLDING SGH, SILLIKER bIOMÉRIEUX INC.

As a result of the reserved capital increase arranged by Silliker bioMérieux Inc, WENDEL Investissement's interest was slightly diluted, down to 25.91% at December 31, 2003 from 26.62% one year before. This dilution did not have a material impact on the consolidated account for the year.

Notes to the financial statements

WENDEL INVESTISSEMENT

In 2003, WENDEL Investissement acquired 121,423 of its own shares for 3.6 million euros. As a result, and given the shares repurchased previously, some 349,725 shares were held in treasury at December 31, 2003, including 228,302 shares earmarked for the company's stock options programmes. As required by accounting regulations, these 228,302 shares were reported as an asset in the balance sheet, whereas the other 121,423 shares were deducted from shareholders' equity.

2002

Details of the main changes in the consolidation scope are provided below:

GROUP RESTRUCTURING

At the beginning of 2002, CGIP launched share buyback offers that led to the repurchase of 11,477,500 shares. Marine-Wendel tendered only a proportion of its eligible CGIP shares to the offers, with the result that its interest in CGIP increased from 53.1% at January 1st, 2002 to 58.3% at December 31, 2002, leading to the recognition of goodwill in the amount of 39 million euros.

In connection with the merger between Marine-Wendel and CGIP, Marine-Wendel issued 23,876,729 ordinary shares that were allotted to CGIP's minority shareholders. Goodwill of 193 million euros was recorded, corresponding to the difference between the market value of the Marine-Wendel shares (608 million euros as at June 13, 2002), adjusted for the costs of the merger costs, and the book value of the minority interest cancelled as a result of the merger.

LEGRAND

On December 10, 2002, WENDEL Investissement, Kohlberg Kravis Roberts & Co (KKR), West LB, HSBC Private Equity, Goldman Sachs Capital Partners and the Verspieren and Decoster families (which founded Legrand) jointly acquired 98% of Legrand's capital from Schneider Electric for 3.63 billion euros. The acquisition was financed by a combination of equity capital—in the amount of 1.76 billion euros—and debt. The lenders that provided the debt financing have no right of recourse against the equity investors.

WENDEL Investissement invested 658.5 million euros. The holding company controlling Lumina Parent, the entity owning the Legrand shares, was accounted for by the equity method in 2002, as WENDEL Investissement has significant influence over the company's management via a 37.4% stake in the capital. The goodwill of 3 billion euros recorded in the accounts of Fimaf, an indirect subsidiary of Lumina Parent set up to hold the Legrand shares, was allocated in accordance with generally accepted accounting principles. This resulted in fair value adjustments to a number of assets, in particular the Legrand trademark, patents, ongoing research projects and stocks.

In its consolidated accounts, WENDEL Investissement decided to adopt the most conservative approach by charging to the profit and loss account all items arising between the date of acquisition and December 31, 2002 that might be considered as expenditure qualifying for immediate write-off under accounting regulations and the consolidation methods applied by the Group.

BUREAU VERITAS

WENDEL Investissement has undertaken to maintain a liquid market for Bureau Veritas shares issued and/or to be issued on exercise of stock options granted to certain Bureau Veritas employees. In fulfilment of this commitment, 144,505 Bureau Veritas shares were acquired, raising WENDEL Investissement's interest in Bureau Veritas to 33.32% at December 31, 2002, up from 32.58% at December 31, 2001.

bioMÉRIEUX PIERRE FABRE AND NOUVELLE bIOMÉRIEUX ALLIANCE

The merger carried out in 2000 between the bioMérieux and Pierre Fabre groups was reversed in June 2002. In connection with the demerger, WENDEL Investissement exchanged its 16.74% interest in bioMérieux Pierre Fabre for a 34.74% stake in Nouvelle bioMérieux Alliance, the parent company of the bioMérieux Group. Nouvelle bioMérieux Alliance was accounted for by the equity method in 2002. The demerger had no impact on the consolidated profit and loss account but led to the recognition of goodwill of 49 million euros on Nouvelle bioMérieux Alliance and to the cancellation of the 42 million euros in goodwill previously recognised on bioMérieux Pierre Fabre.

No consolidated financial statements being available for the bioMérieux Pierre Fabre Group for the period from January 1st, 2002 to the date of the demerger, Nouvelle bioMérieux Alliance was accounted for by the equity method based on the consolidated financial statements covering the full twelve months of 2002.

WHEELABRATOR ALLEVARD

In early 2002, the Wheelabrator Group acquired a 60% stake in Klaus Eiche Diamantwerkzeuge, a German manufacturer of laser-welded diamond tools, for 5.6 million euros.

WENDEL Investissement has undertaken to maintain a liquid market for Wheelabrator Allevard shares issued and/or to be issued on exercise of stock options granted to certain Wheelabrator Allevard employees. In fulfilment of this commitment, 12,426 shares issued by Wheelabrator Allevard were purchased by WENDEL Investissement, maintaining its interest at 100%.

Notes to the financial statements

TRADER CLASSIFIED MEDIA (FORMERLY TRADER.COM)

In 2002, Trader Classified Media carried out various acquisitions, including the buyout of minority interests in Trading Post Group (Australia) and the acquisition of Il Fe (Italy) and Auto Truck Seller (Canada).

WENDEL Investissement's interest in Trader Classified Media was slightly diluted as a result of the above, declining to 29.87% at December 31, 2002 from 29.96% one year earlier.

VALEO

In April 2002, the Group sold part of its shares in Valeo on the market, reducing its interest from 20.1% to 9.4%. Following this sale, the Group's remaining interest in Valeo was deconsolidated and reclassified under non-consolidated participating interests.

PROFORMA CONSOLIDATED PROFIT AND LOSS ACCOUNT

The contribution by the Éditis Group to the 2004 results of the Wendel Investissement being limited to the last three months, proforma consolidated profit and loss accounts were prepared for the years ended December 31, 2003 and 2004 on the following basis:

- the acquisition was considered as having been completed on January 1st, 2003;
- the results of Éditis are based on the current consolidation scope;
- non-recurring exceptional items linked to the acquisition and its financing were neutralised;
- group tax relief resulting from the creation of the Éditis tax group was considered to take effect from January 1st, 2003.

Thousands of euros	2004	2003
Operating income	1,408,742	1,365,443
Operating charges	(1,203,539)	(1,183,286)
Operating profit	**205,203**	**182,157**
Net financial charges	**(26,141)**	**(63,535)**
Profit on ordinary activities of consolidated companies	**179,062**	**118,622**
Net profit (loss) on the sale of fixed assets	205,153	(807,191)
Net exceptional income	5,805	1,020,589
Corporation tax	(90,311)	(86,876)
Net profit of consolidated companies	**299,709**	**245,144**
Share of profits of companies accounted by for the equity method	38,549	34,345
Goodwill amortisation	(46,209)	(60,737)
Net profit	**292,049**	**218,752**
Minority interests	5,683	(18,159)
GROUP SHARE	**286,366**	**236,911**

Notes to the consolidated balance sheet

NOTE 1
GOODWILL

In thousands of euros	Gross	Amortisation	12.31.2004 Net	12.31.2003 Net	12.31.2002 Net
Bureau Veritas	1,201,517	34,227	1,167,290	132,695	140,644
bioMérieux	-	-	-	140,954	148,792
Oranje-Nassau Groep	34,022	5,146	28,876	30,577	32,278
Oranje-Nassau Énergie	21,119	12,336	8,783	10,895	13,007
Wheelabrator Allevard	33,471	6,466	27,005	28,706	30,394
Stallergènes	1,224	889	335	410	485
Editis	481,003	6,108	474,895	-	-
Bureau Veritas subsidiaries	373,594	81,748	291,846	-	-
Wheelabrator Allevard subsidiaries	69,770	26,373	43,397	41,874	42,753
Stallergènes subsidiaries	4,499	2,294	2,205	2,643	3,081
Total	**2,220,219**	**175,587**	**2,044,632**	**388,754**	**411,434**

MOVEMENTS FOR THE YEAR

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
At January 1st	**388,754**	**411,434**	**180,569**
Acquisitions(1)	1,820,806	13,619	248,787
Disposals(2)	(137,049)	-	-
Effects of changes in consolidation scope and exchange rates	-	-	3,155
Amortisation for the year	(27,879)	(36,299)	(21,077)
At December 31	**2,044,632**	**388,754**	**411,434**

(1) Of which, in 2004, 1,042,544 thousand euros on the acquisition of shares in Bureau Veritas, 291,846 thousand euros on the change in the consolidation scope of Bureau Veritas, 481,003 thousand euros on the acquisition of Editis, and 4,925 thousand euros on the acquisitions made by Wheelabrator Allevard. The goodwill arising on the acquisition of Editis and on taking control of Bureau Veritas is the object of a temporary allocation pursuant to CRC Regulation 99.02.

(2) Of which, in 2004, 137,049 thousand euros resulting from the disposal of bioMérieux.

Notes to the consolidated balance sheet

NOTE 2
TANGIBLE FIXED ASSETS

In thousands of euros			12.31.2004	12.31.2003	12.31.2002
	Gross	Depreciation and provisions	net	net	net
Land	25,624	476	25,148	12,786	12,294
Buildings	218,680	73,399	145,281	133,543	154,593
Plant, equipment and tooling	720,048	576,505	143,543	143,759	216,140
Other tangible fixed assets	164,751	120,261	44,490	7,274	7,420
Assets under construction	8,278	-	8,278	2,198	2,814
TOTAL	**1,137,381**	**770,641**	**366,740**	**299,560**	**393,261**

MOVEMENTS FOR THE YEAR

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
At January 1	**299,560**	**393,261**	**448,741**
Acquisitions	37,055	33,517	64,558
Disposals	(18,653)	(19,987)	(1,388)
Effects of changes in consolidation scope and exchange rates	111,116	(20,122)	(30,211)
Depreciation and provisions for the year	(62,338)	(87,109)	(88,439)
At December 31	**366,740**	**299,560**	**393,261**
Of which: Oranje-Nassau Energy	77,054	110,118	179,183
Oranje-Nassau Property	94,011	99,849	117,936
Wheelabrator Allevard	58,556	71,416	78,907
Stallergènes	14,635	13,698	12,809
Editis	46,991	-	-
Bureau Veritas	71,329	-	-
WENDEL Investissement and holding companies	4,164	4,479	4,426

Notes to the consolidated balance sheet

NOTE 3
FIXED ASSET INVESTMENTS

In thousands of euros	Gross	Provisions	12.31.2004 net	12.31.2003 net	12.31.2002 net
Non-consolidated participating interests					
• Capgemini	116,070	39,386	76,684	216,577	219,833
• Valeo	334,024	91,963	242,061	255,405	208,858
• bioMérieux	23,176	-	23,176	-	-
• Neuf Telecom	180,262	52,034	128,228	128,228	180,262
• Wendel Participations	11,108	-	11,108	11,108	11,108
• Senelle bv	1,040	-	1,040	1,040	1,040
• Trimo-Participations	-	-	-	4,674	4,591
Held by Oranje-Nassau	27,756	4	27,752	31,017	66,401
Held by Editis	10,919	123	10,796	-	-
Held by Bureau Veritas	9,546	1,776	7,770	-	-
Held by Stallergènes	2,047	1,291	756	820	820
Other shares	1,657	883	774	850	778
	717,605	**187,460**	**530,145**	**649,719**	**693,691**
Loans and advances	67,995	17	67,978	57,262	47,839
Other	2,989	265	2,724	1,209	1,883
TOTAL	**788, 589**	**187,742**	**600,847**	**708,190**	**743,413**

BALANCE SHEET VALUE OF INVESTMENTS

	Number of shares held at December 31, 2004	Net balance sheet value total (millions of euros)	Net balance sheet value per share (euros)
Fully-consolidated companies			
• Oranje-Nassau (excluding Stallergènes and Lumina Parent)	1,943,117	201.0	103.45
• Wheelabrator Allevard	1,738,788	156.5	90.02
• Stallergènes	1,520,348	21.5	14.15
• BLR Lux (Neuf Telecom)	1,838,327	75.7	41.19
• Odyssée 1 (Editis)	5,631,407	148.4	26.35
• Bureau Veritas	11,408,725	1,185.6	103.92
Companies accounted for by the equity method			
• Lumina Parent (Legrand)	6,588,301	538.6	81.75
Non-consolidated participating interests			
• Capgemini(1)	3,118,514	76.7	24.59
• bioMérieux	1,197,317	23.2	19.36
• Valeo	8,186,045	242.1	29.57

(1) 5,566,014 shares at December 31, 2003.

Notes to the consolidated balance sheet

NOTE 4
SHARES IN COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD

In thousands of euros			12.31.2004	12.31.2003	12.31.2002
	Goodwill[1]	Net assets excluding goodwill	Total	Total	Total
Lumina Parent (Legrand)[2]	294,932	243,689	538,621	552,438	574,486
bioMérieux	-	-	-	124,019	126,757
Bureau Veritas	-	-	-	113,567	93,478
Trader Classified Media	-	-	-	164,449	164,044
Silliker Group Holding	-	-	-	15,636	20,529
Wheelabrator Allevard participating interests	-	71	71	296	327
Bureau Veritas participating interests	-	399	399	-	-
TOTAL	**294,932**	**243,760**	**539,091**	**970,405**	**979,621**

Movements for the year	12.31.2004	12.31.2003	12.31.2002
At 1 January	**970,405**	**979,621**	**1,111,467**
Dividends	(21,275)	(21,942)	(6,797)
Share acquisitions and subscription to capital increases			
• Lumina Parent (Legrand)	19,123	19,086	659,722
• Bureau Veritas	-	2,555	2,712
• Trader Classified Media	-	6,049	-
Share disposals and dilutions			
• Valeo	-	-	(374,661)
• Trader Classified Media	(164,449)	-	(322)
• bioMérieux	(124,620)	-	-
• Silliker Group Holding	(16,393)	-	-
Deconsolidation of Valeo with effect from April 30, 2002	-	-	(322,873)
Change of consolidation method for Bureau Veritas from equity to full method	(139,881)	-	-
Other	-	-	(7,278)
Effects of changes in exchange rates	(22,368)	(49,309)	(24,731)
Group share of the profit (loss) for the year (see Note 23)	38,549	34,345	(57,618)
At December 31	**539,091**	**970,405**	**979,621**

(1) These amounts correspond to WENDEL Investissement's share of the goodwill recorded in the accounts of equity-accounted companies resulting from their own acquisitions. The amortisation of this goodwill is recorded in the profit and loss account of these companies and therefore affects the Group's share of the profits of these companies. Goodwill arising on the acquisition by WENDEL Investissement of shares in consolidated companies is recorded as goodwill in the consolidated balance sheet, and the amortisation of this goodwill is reported as goodwill amortisation in the consolidated profit and loss account.

(2) The investment in Lumina Parent consisted of a combination of equity and quasi equity. The total investment is reported on the above line in order to reflect the substance of the transaction.

Notes to the consolidated balance sheet

NOTE 5
STOCKS AND WORK IN PROGRESS

In thousands of euros	Gross	Provisions	12.31.2004 net	12.31.2003 net	12.31.2002 net
At:					
• Wheelabrator Allevard	64,351	5,737	58,614	51,105	50,161
• Stallergènes	10,981	329	10,652	10,087	10,215
• Oranje-Nassau	2,016	-	2,016	1,280	3,357
• Bureau Veritas	36,825	4,976	31,849	-	-
• Editis	88,129	31,463	56,666	-	-
TOTAL	**202,302**	**42,505**	**159,797**	**62,472**	**63,733**

NOTE 6
TRADE DEBTORS

In thousands of euros	Gross	Provisions	12.31.2004 net	12.31.2003 net	12.31.2002 net
At:					
• WENDEL Investissement and holding companies	657	-	657	222	294
• Wheelabrator Allevard	106,437	12,041	94,396	84,047	73,633
• Stallergènes	17,512	395	17,117	17,630	14,823
• Oranje-Nassau	29,913	-	29,913	24,106	22,152
• Bureau Veritas	349,828	43,887	305,941	-	-
• Editis	165,100	6,885	158,215	-	-
TOTAL	**669,447**	**63,208**	**606,239**	**126,005**	**110,902**
Of which:					
Within one year			606,239		
One to five years			-		
More than five years			-		

Notes to the consolidated balance sheet

NOTE 7
OTHER DEBTORS

In thousands of euros	Gross	Provisions	12.31.2004 net	12.31.2003 net	12.31.2002 net
At:					
• WENDEL Investissement and holding companies[1]	105,770	1,678	104,092	51,344	92,136
• Wheelabrator Allevard	11,680	92	11,588	13,522	14,106
• Stallergènes	3,920	-	3,920	3,713	5,795
• Oranje-Nassau Groep[2]	18,370	-	18,370	1,321	476
• Bureau Veritas	83,381	1,457	81,924	-	-
• Editis	187,434	105,103	82,331	-	-
Deferred taxes (see Note 13)	20,113	-	20,113	-	-
TOTAL	**430,668**	**108,330**	**322,338**	**69,900**	**112,513**
Of which:					
Within one year			298,353		
One to five years			23,985		
More than five years			6,551		

(1) Of which, in 2004, 49,605 thousand euros in respect of the Capgemini options (see Note 14), 14,244 thousand euros in respect of the forward sale of US dollars (see Note 14), and 15,458 thousand euros in respect of accrued interest on interest rate swaps (see Note 14).

(2) Of which, in 2004, 16,000 thousand euros being the amount due on the sale of the shares in Silliker Group Holding, which is to be paid at latest by December 31, 2006.

Notes to the consolidated balance sheet

NOTE 8
CASH AND CASH EQUIVALENTS

In thousands of euros	12.31.2004		12.31.2003		12.31.2002	
	Book value	Market value	Book value	Market value	Book value	Market value
Mutual fund units	699,845	699,845	17,445	17,451	202,907	204,842
Shares	13,948	14,250	19,090	28,429	28,126	39,156
Bonds	3,986	3,986	3,762	3,978	3,353	3,377
Cash at bank and in hand	263,817	263,817	96,659	96,659	148,688	148,688
	981,596	**981,898**	**136,956**	**146,517**	**383,074**	**396,063**
WENDEL Investissement shares[1]	9,307	7,678	7,758	7,758	5,240	5,240
TOTAL	**990,903**	**989,576**	**144,714**	**154,275**	**388,314**	**401,303**
Of which:						
• WENDEL Investissement and holding companies	697,209	695,882	50,549	60,110	257,815	271,158
• Wheelabrator Allevard	28,148	28,148	31,680	31,680	29,439	29,439
• Oranje-Nassau	98,195	98,195	59,429	59,429	96,707	96,353
• Stallergènes	5,711	5,711	3,056	3,056	4,353	4,353
• Bureau Veritas	113,694	113,694	-	-	-	-
• Editis	47,946	47,946	-	-	-	-
TOTAL	**990,903**	**989,576**	**144,714**	**154,275**	**388,314**	**401,303**

(1) *Shares earmarked for allocation on the exercise of stock options granted in connection with stock option plans. The market value of these shares corresponds to the lower of the strike price for the options granted and the shares' stock market price. As required by accounting regulations, the negative difference between the accounting value and the strike price of the options, which amounted to 1,650 thousand euros, gave rise to the recording of a provision for liabilities and charges.*

Notes to the consolidated balance sheet

NOTE 9
MINORITY INTERESTS

In thousands of euros	Editis group	CGIP group	Staller-gènes group	Wheela-brator group	BLR Lux	BLR bv	Bureau Veritas group	Total
At December 31, 2001	**-**	**1,021,416**	**15,421**	**-**	**-**	**17,977**	**-**	**1,054,814**
Capital increases	-	-	-	1,462	76,121	-	-	77,583
CGIP repurchase offers	-	(325,050)	-	-	-	-	-	(325,050)
CGIP-Marine Wendel merger	-	(432,921)	-	3,164	-	-	-	(429,757)
Disposals	-	-	-	-	-	(17,638)	-	(17,638)
Dividends paid	-	(22,434)	(536)	(92)	-	-	-	(23,062)
Translation adjustment	-	(18,472)	(13)	(225)	-	-	-	(18,710)
Other movements	-	2,413	6	-	-	(236)	-	2,183
Net profit (loss) for the year	-	(224,952)	2,474	1,053	-	(103)	-	(221,528)
At December 31, 2002	**-**	**-**	**17,352**	**5,362**	**76,121**	**-**	**-**	**98,835**
Capital increases	-	-	33	1,382	-	-	-	1,415
Dividends paid	-	-	(1,041)	(194)	-	-	-	(1,235)
Translation adjustment	-	-	-	(291)	-	-	-	(291)
Other movements	-	-	-	(447)	-	-	-	(447)
Net profit (loss) for the year	-	-	3,860	1,680	(23,581)	-	-	(18,041)
At December 31, 2003	**-**	**-**	**20,204**	**7,492**	**52,540**	**-**	**-**	**80,236**
Capital increases	3,515	-	(589)	(2,361)	-	-	-	565
Dividends paid	(52)	-	(1,414)	(138)	-	-	-	(1,604)
Translation adjustment	-	-	-	(25)	-	-	-	(25)
Acquisitions	-	-	-	-	-	-	5,042	5,042
Other movements	159	-	(59)	(36)	-	-	-	64
Net profit (loss) for the year	12	-	5,144	536	(16)	-	-	5,676
At December 31, 2004	**3,634**	**-**	**23,286**	**5,468**	**52,524**	**-**	**5,042**	**89,954**

Notes to the consolidated balance sheet

NOTE 10
PROVISIONS FOR LIABILITIES AND CHARGES

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
Provisions for pension and other post-retirement benefits:			
• WENDEL Investissement and holding companies	26,368	24,100	22,314
• Bureau Veritas	58,470	-	-
• Editis	11,028	-	-
• Wheelabrator Allevard	9,726	6,324	4,985
• Stallergènes	506	261	182
	106,098	**30,685**	**27,481**
Other provisions for liabilities and charges:			
• WENDEL Investissement and holding companies	37,466	29,210	402,383
• Bureau Veritas(1)	75,129	-	-
• Editis(2)	20,956	-	-
• Wheelabrator Allevard	3,403	8,162	2,524
• Oranje-Nassau Groep(3)	70,590	57,306	67,258
• Stallergènes	510	1,512	637
Negative goodwill	28	28	28
	208,082	**96,218**	**472,830**
TOTAL	**314,180**	**126,903**	**500,311**

(1) Of which 62,197 thousand euros in respect of disputes.

(2) Of which 14,602 thousand euros in respect of ongoing restructuring.

(3) Of which 65,570 thousand euros in 2004, 52,265 thousand euros in 2003, and 59,979 thousand euros in 2002 in respect of provisions to cover the future costs of dismantling and removing oil exploration and production equipment.

MOVEMENTS FOR THE YEAR

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
At January 31	**126,903**	**500,311**	**103,981**
Reclassifications	-	-	6,717
Charge for the year(1)	49,716	43,531	395,488
Provisions written back and used(2)	(16,341)	(390,217)	(5,685)
Provisions written back and not used(3)	(8,550)	(28,866)	(128)
Effects of changes in the consolidation scope and exchange rates(4)	162,452	2,144	(62)
At December 31	**(314,180)**	**(126,903)**	**(500,311)**

(1) Of which, in 2004, 16,792 thousand euros at WENDEL Investissement in respect of the commitment to repurchase Bureau Veritas shares in connection with the stock option plans, 13,305 thousand euros at Oranje-Nassau in respect of future costs of dismantling and removing oil exploration and production equipment, and 8,900 thousand euros at Editis in respect of ongoing restructuring measures.

(2) Of which, in 2004, 6,524 thousand euros at Wheelabrator Allevard and 7,830 thousand euros at WENDEL Investissement in respect of the Capgemini stock options and, in 2003, 319,945 thousand euros being the provision recorded in 2002 against the Capgemini shares taken off the balance sheet following their sale under an optional repurchase agreement. Following the total reimbursement of the amount in 2003, the shares were reinstated in the consolidated balance sheet, the related provision for liabilities was written back, and changes in the value of the shares were recorded as a provision that was deducted from fixed asset investments.

(3) Of which, in 2004, 5,000 thousand euros in respect of Wheelabrator Allevard and 1,683 thousand euros in respect of the Valeo stock options, and, in 2003, an amount of 26,249 thousand euros being the reversal of provisions in respect of unrealised losses on the Capgemini, Valeo and Société Générale options no longer required because of the rally staged by the equity markets.

(4) Of which, in 2004, amounts of respectively 24,819 thousand euros and 133,599 thousand euros on the first-time consolidation of Editis and Bureau Veritas.

Notes to the consolidated balance sheet

CLAIMS AND DISPUTES

With regard to claims and disputes, the Group's policy is to set aside a provision once legal proceedings have been initiated and once this risk can be quantified. At December 31, 2004, provisions for claims and disputes amounted to 85,429 thousand euros. Details of the main items are provided below.

• Bureau Veritas

In its accounts, Bureau Veritas has set aside provisions totalling to 62,197 thousand euros relating to over 4,000 claims and disputes, the most important amounting to around 1 million euros.

• WENDEL Investissement and holding companies

The main dispute concerns the discovery of pollution at a site located near Rouen, possibly caused by the steelmaking activities of Hauts Fourneaux de Rouen (HFR), a company that ceased its activities in 1967. The Prefect of Seine Maritime, alleging affiliation between HFR and Sofiservice, issued a decree in 1998 ordering the latter company to conduct an environmental study and rehabilitate the site. On appeal, this decree was overturned by the Administrative Court, but this ruling was in turn overturned on appeal in October 2002 by the Administrative Court of Appeal, which ordered that the environmental study be undertaken. Since the case was still pending at December 31, 2004, the provision set aside in 2002 was maintained.

NOTE 11
BORROWINGS

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
Analysis by company			
• WENDEL Investissement	1,689,360	970,316	831,554
• Oranje-Nassau Groep	70,431	77,492	201,566
• Wheelabrator Allevard group	81,922	108,219	102,065
• Stallergènes group	6,480	11,765	18,217
• Bureau Veritas group	384,878	-	-
• Winvest 5	366,325	-	-
• Editis Group	449,549	-	-
• Trief Corporation	-	-	53,980
TOTAL	**3,048,945**	**1,167,792**	**1,207,382**
Analysis by nature			
Bonds	1,841,466	700,015	471,978
Bank loans	1,207,387	467,742	735,181
Other	92	35	223
Analysis by maturity			
More than five years	1,679,062	294,365	16,775
One to five years	833,498	676,154	970,350
Within one year	536,385	197,273	220,257
Analysis by currency			
Euros and other European Union currencies	2,731,649	1,146,516	1,150,967
Other currencies	317,296	21,276	56,415
Analysis by type of interest rate[1]			
Fixed interest rates	61%	72%	42%
Variable interest rates	39%	28%	58%

(1) Before taking into account interest rate swaps (see Note 14).

Notes to the consolidated balance sheet

MAIN CHANGES

WENDEL Investissement

• In February 2004, WENDEL Investissement issued for 500 million euros of bonds, later increased to 600 million euros in June 2004. These bonds, which mature in February 2011, offer a 5% coupon. Because of this 600 million euro bond issue, the amount available for drawdown against the syndicated loan facility was reduced from 500 million euros to 350 million euros. At December 31, 2004, no use had been made of this facility.

• In March and September 2004, WENDEL Investissement repaid the 100 million euro private bank loan taken out in March 2003.

• In November 2004, WENDEL Investissement issued for 400 million euros of bonds maturing in November 2014 and offering a coupon of 4.875%.

Winvest 5

• In December 2004, and in connection with the minority buyout at Bureau Veritas, Winvest 5 took out a 715 million euro bank loan, of which 349 million euros was repaid at the end of December 2004 after Bureau Veritas bought back some of its shares.

Bureau Veritas group

In order to finance the repurchase of some of its shares at the end of 2004, the Bureau Veritas group negotiated several bank credit lines. At December 31, 2004, it had drawn down 363 million euros against these facilities.

Editis group

In connection with the acquisition of the Editis group, several bank credit lines were arranged by Editis Holding, the vehicle used for the acquisition, and used in the amount of 480 million euros. At the start of the fourth quarter of 2004, part of these credit lines were refinanced for 150 million euros through the issue by Odyssée Financing of 150 million euros in high yield bonds maturing in October 2014 and offering an 8.375% coupon.

NOTE 12
TRADE CREDITORS

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
At:			
• WENDEL Investissement and holding companies	8,633	1,274	823
• Wheelabrator Allevard	45,697	30,495	27,837
• Stallergènes	13,547	11,878	8,914
• Oranje-Nassau Groep	21,253	12,420	13,769
• Bureau Veritas	91,508	-	-
• Editis	178,516	-	-
TOTAL	**359,154**	**56,067**	**51,343**

Notes to the consolidated balance sheet

NOTE 13
OTHER CREDITORS

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
Taxes and staff	348,542	64,909	49,302
Deferred taxes	-	39,772	45,018
Capgemini equity warrants	-	-	81,362
Amounts due by Oranje-Nassau Groep to fixed asset suppliers	-	-	44,000
Other	173,561	37,976	66,095
TOTAL	**522,103**	**142,657**	**285,777**
Analysis by company			
• Wendel Investissement and holding companies	15,574	25,856	124,305
• Oranje-Nassau Groep	52,216	80,617	122,032
• Wheelabrator Allevard	23,227	25,906	27,957
• Stallergènes	13,090	10,278	11,483
• Bureau Veritas	311,707	-	-
• Editis	106,289	-	-
TOTAL	**522,103**	**142,657**	**285,777**
Analysis of deferred taxes			
• Capital allowances and tax losses carried forward	(19,982)	(1,650)	(1,901)
• Provisions for pension and other post-retirement benefits	(3,830)	-	(7,182)
• Intercompany gains on fixed asset disposals	-	(2,813)	(3 933)
• Fixed asset valuation adjustments	26,906	35,066	46,181
• Other timing differences	(23,207)	5,869	8,051
TOTAL	**(20,113)[1]**	**39,772**	**45,018**

(1) See Note 7.

Notes to the consolidated balance sheet

NOTE 14
FINANCIAL INSTRUMENTS

Apart from the transactions described below, there are no financial instruments that could have a material impact on the financial situation of WENDEL Investissement.

MANAGEMENT OF EQUITY RISK

Capgemini shareholding

As part of the gradual disposal of its shareholding in Capgemini, WENDEL Investissement has entered into various option contracts. Net premiums received in respect of these contracts amounting to 1,078 thousand euros have been recorded under other creditors until these options expire. At December 31, 2004, there was an unrealised gain of 673 thousand euros on these options.

Valeo shareholding

In connection wit the management of its shareholding in Valeo, WENDEL Investissement has entered into various option contracts. Net premiums received in respect of these contracts amounting to 1,369 thousand euros have been recorded under other creditors until these options expire. At December 31, 2004, there was an unrealised gain of 2,764 thousand euros on these options, as a result of which the provision for liabilities of 1,682 thousand euros set aside in 2003 was reversed in its totality.

Trader Classified Media shareholding

Options that were in existence at December 31, 2003 were exercised at the start of 2004, which resulted in WENDEL Investissement acquiring 2,750,000 Trader Classified Media shares for 21.4 million euros and paying a premium of 0.1 million euros so as to cancel a put option on 11,000,000 Trader Classified Media shares. The shares acquired in this way were later sold when WENDEL Investissement pulled out of the capital of Trader Classified Media. At December 31, 2004, there were no elements relating to this shareholding on the balance sheet of WENDEL Investissement.

Bonds exchangeable for Capgemini shares

In 2004, WENDEL Investissement continued to hedge the bonds exchangeable for 7 million Capgemini shares issued in 2003 through the purchase of Capgemini calls with the same maturity and strike price as the bonds. In effect, the exchangeable bonds hedged in this way have been transformed into straight bonds. Premiums paid on the purchase of these calls represent an additional financial charge that is being amortised on a straight-line basis over the life of the bonds. These premiums are recorded under other debtors.

Situation at December 31, 2004	Number of options	Strike price (euros)	Maturity
Purchase of Capgemini calls	6,939,658	39.86	June 2009

MANAGEMENT OF INTEREST RATE RISK

WENDEL Investissement 5% 2011 bonds

The issue of fixed interest bonds in the amount of 600 million euros in February and June 2004 (see Note 11) gave rise to several interest rate swaps, details of which are provided below.

Situation at December 31, 2004	Nominal	Maturity
WENDEL Investissement receives 3.885% and pays 3-month Euribor	95,675	February 2011
WENDEL Investissement receives 3.885% and pays 7-year CMS (floor of 3.43% and ceiling of 3.85%)	400,000	February 2011
WENDEL Investissement receives 4.055% and pays 7-year CMS (floor of 3.32% and ceiling of 4.02%)	100,000	February 2011

Editis – Bank loans

The bank loans arranged in connection with the acquisition of Editis (see Note 11), initially arranged at variable interest rates, gave rise to various interest rate swaps, details of which are provided below.

Situation at December 31, 2004 (in thousands of euros)	Nominal	Maturity
Editis group receives 3-month Euribor 3 and pays 2.925%	65,250	September 2007
Editis group receives 3-month Euribor and pays residual CMS less 35.5 basis points (floor of 2% and ceiling of 3.50%)	65,250	September 2007

Notes to the consolidated balance sheet

MANAGEMENT OF CURRENCY RISK

At December 31, 2004, unrealised gains on open contracts for the forward sale of US dollars amounted to 14,244 thousand euros. These contracts, which are recorded at their market value under other debtors, gave rise to the recording of a gain of 11,208 thousand euros in 2004.

At December 31, 2004	Nominal amount	Exchange rate	Maturity
Forward sale of US dollars for euros	58.1 MUSD	1.162	May 2006
Forward sale of US dollars for euros	129.7 MUSD	1.297	December 2005
Forward sale of US dollars for euros	66.3 MUSD	1.325	December 2005
(WENDEL Investissement is selling US dollars)	254.1 MUSD		

TRANSACTIONS INVOLVING COMMODITIES

In 2003 and 2004, Oranje-Nassau Groep entered into a series of contracts to hedge part of its future oil production. Details of open contracts at December 31, 2004 are provided below:

At December 31, 2004	Number of barrels	Exercise price (USD)	Maturity
Collar	1,290,000	29.45 / 38.10	2005
Collar	480,000	34.29 / 46.09	2006
Forward sale	120,000	28.23	2005
Forward sale	120,000	44.55	2005
Put	1,500,000	35.00	2005

Notes to the consolidated balance sheet

NOTE 15
OFF-BALANCE SHEET COMMITMENTS

In thousands of euros	2004	2003	2002
Counter guarantees given in respect of transactions on financial markets	**4,902**	**-**	**-**
Discounted bills of exchange	**-**	**-**	**-**
Pledges, mortgages and collateral given as guarantee	**1,085,027**	**286,902**	**743,610**
Of which:			
• Guarantee in respect of the Capgemini shares sold under an optional repurchase agreement (shares pledged in an amount equivalent to 110% of the sale's proceeds)	-	-	373,908
• Valeo shares held as collateral for the WENDEL Investissement bonds exchangeable for Valeo shares	215,861	227,760	218,270
• Bonds issued by Sofu Participations and subscribed to by Winvest 5 pledged as guarantee for the repayment of its debt	366,271	-	-
• Shares in companies of the Editis Group pledged by Odyssée 1 (Editis group) and certain of its subsidiaries as guarantee for the repayment of the debt of the Editis group	441,362	-	-
• Capgemini shares held as collateral for allotted Capgemini equity warrants	-	-	65,643
• Property mortgaged by Oranje-Nassau Groep	59,226	59,142	81,433
• Other	2,307	-	4,356
Other guarantees given	**23,894**	**-**	**-**
Other commitments given	**39,681**	**113,172**	**34,450**
Of which:			
• Commitments to buy back Bureau Veritas shares[1]	34,751	111,597	33,156
• Commitments to buy back Wheelabrator Allevard shares[1]	1,882	1,575	1,294
• Other	3,048	-	-

***(1)** The Group has undertaken to maintain or help maintain a liquid market for the Bureau Veritas and Wheelabrator Allevard shares issued and/or to be issued on the exercise of stock options granted to certain employees of these companies. Commitments given are based on the number of shares that could be repurchased, valued by reference to the repurchase price at December 31, 2004. In 2004, following the acquisition of a controlling interest in Bureau Veritas, a provision of 16,792 thousand euros in respect of this commitment was booked, which corresponds to the difference between the strike price for the options that have been granted and the share's purchase price.*

There are no other commitments that could have a material impact on the financial situation of WENDEL Investissement other than those disclosed above.

WENDEL Investissement has no contractual obligation arising from finance leases or rental agreements, has not entered into any irrevocable purchase agreement, or has no other long-term obligation that could have a material impact on its financial situation.

Other than the commitments disclosed above, WENDEL Investissement has no commercial commitments (credit lines, letters of credits, guarantees, requirement to buy back shares or any other commercial commitment) that could have a material impact on its financial situation.

Notes to the profit and loss account

NOTE 16
OPERATING INCOME

In thousands of euros	2004	2003	2002
Sales contributed by:			
• Wheelabrator Allevard	340,964	281,039	287,863
• Oranje-Nassau Groep	214,414	220,638	189,940
• Stallergènes	94,939	85,712	74,891
• Trief Corporation	5,829	5,005	-
• Editis	213,153	-	-
	869,299	592,394	552,694
Other income	20,548	4,339	8,923
TOTAL	**889,847**	**596,733**	**561,617**

NOTE 17
OPERATING CHARGES

In thousands of euros	2004	2003	2002
Purchases consumed and external charges	503,618	270,697	257,698
Staff costs	143,183	97,285	92,286
Other operating charges	13,194	6,130	2,459
Taxes other than corporation tax	8,468	6,354	6,137
Depreciation and amortisation	70,258	81,983	82,095
Provisions	6,010	6,895	5,516
TOTAL	**744,731**	**469,344**	**446,191**
Average number of employees of consolidated companies	***4,737***	***2,074***	***1,927***
Of which:			
Wheelabrator Allevard	*1,653*	*1,515*	*1,395*
Oranje-Nassau Groep	*31*	*31*	*30*
Stallergènes	*509*	*472*	*455*
Trief Corporation	*11*	*8*	*-*
WENDEL Investissement and holding companies	*47*	*48*	*47*
Editis[1]	*2,486*	*-*	*-*

(1) The average number of employees is for the year ended, whereas the company was consolidated under the full method only as from September 30, 2004.

The average number of employees for Bureau Veritas, which will be consolidated under the full method as from January 1, 2005, was 20,524 in 2004.

Notes to the profit and loss account

NOTE 18
OPERATING PROFIT

In thousands of euros	2004	2003	2002
Wheelabrator Allevard	36,070	26,335	35,426
Oranje-Nassau Groep	114,641	102,293	86,526
Stallergènes	16,253	13,293	11,222
Editis	(2,250)	-	-
WENDEL Investissement and holding companies	(19,598)	(14,532)	(17,748)
TOTAL	**145,116**	**127,389**	**115,426**

NOTE 19
FINANCIAL INCOME AND CHARGES

In thousands of euros	2004	2003	2002
Dividend income from non-consolidated participating interests	25,198	10,431	15,712
Interest income on loans and income from short-term investments	49,305	31,606	36,638
Net foreign exchange gains(1)	4,201	-	-
Net change in financial provisions	-	9,039	-
Financial income	**78,704**	**51,076**	**52,350**
Interest payable and similar charges	(78,997)	(68,727)	(73,934)
Net foreign exchange losses(1)	-	(10,314)	(23,599)
Net change in financial provisions	(4,709)	-	(14,761)
Financial charges	**(83,706)**	**(79,041)**	**(112,294)**
Net financial charges	**(5,002)**	**(27,965)**	**(59,944)**
(1) *Of which net foreign exchange losses on the oil assets and matching long-term debt of Oranje-Nassau Groep*	*(5,935)*	*(16,270)*	*(20,083)*

Notes to the profit and loss account

NOTE 20
NET GAINS AND LOSSES ON FIXED ASSET DISPOSALS

In thousands of euros	2004	2003	2002
Net gains (losses) on the disposal of intangible and tangible fixed assets	2,828	25,477	(1,665)
Net gains and losses on the disposal of participating interests:			
• Capgemini	(69,130)	(819,210)	(49,696)
• bioMérieux and Silliker Group Holding	108,609	-	-
• Trimo Participations	(11,506)	-	-
• Trader Classified Media	152,343	-	-
• Fonds Alpha	4,166	(3,277)	351
• Various participating interests held by Oranje-Nassau Groep	17,787	-	-
• Valeo	-	-	(72,687)
• TSGH - Transgène	-	(9,968)	-
• Squadran shares	-	-	3,779
• Other	37	(660)	(2,584)
TOTAL	**205,134**	**(807,638)**	**22,872**

NOTE 21
OTHER EXCEPTIONAL ITEMS

In thousands of euros	2004	2003	2002
Miscellaneous exceptional income (charges)	(6,003)	2,878	7,823
Provisions for impairment and for liabilities relating to the Capgemini shares	24,472	965,595	(747,550)
Provision for impairment relating to the Valeo shares	(13,344)	35,396	(114,015)
Provision for impairment relating to the Transgène shares	-	9,678	(9,678)
Provision for impairment relating to the Trimo Participations shares	11,470	-	-
Provision for impairment relating to the Neuf Telecom shares	-	(52,034)	-
Other provisions[1]	(19,749)	(22,080)	(14,970)
Write-back of Capgemini equity warrants	-	81,156	-
TOTAL	**(3,154)**	**1,020,589**	**- 878,390**

(1) Of which, in 2004, 16,792 thousand euros in respect of the commitment given to the holders of Bureau Veritas stock options (see Note 15).

Notes to the profit and loss account

NOTE 22
CORPORATION TAX

In thousands of euros	2004	2003	2002
Current taxes	(81,952)	(66,039)	(68,908)
Deferred taxes	15,878	(9,782)	76,554
TOTAL	**(66,074)**	**(75,821)**	**7,646**

EFFECTIVE TAX RATE

The table below provides a reconciliation of the standard tax rate in France and the effective tax rate borne by the Group:

In thousands of euros	2004
Standard tax rate in France	**35.43%**
Effect of:	
• Transactions taxed at reduced rates and differences in foreign tax rates	(9.44)%
• Tax losses brought forward relieved against current period taxable income	3.67%
• Consolidation adjustments and other	(10.35)%
Effective tax rate	**19.31%**

NOTE 23
SHARE OF PROFITS OF COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD

In thousands of euros	2004	2003	2002
Bureau Veritas	37,523	31,438	21,832
Lumina Parent (Legrand)	(10,132)	(13,053)	(83,775)
bioMérieux	10,936	17,802	11,589
Silliker Group Holding (Silliker bioMérieux Inc)	227	(472)	(945)
Trader Classified Media	-	(1,356)	(9,147)
Valeo	-	-	4,019
bioMérieux Pierre Fabre	-	-	(1,200)
Other companies	(5)	(14)	9
TOTAL	**38,549**	**34,345**	**(57,618)**

Notes to the profit and loss account

NOTE 24
GOODWILL AMORTISATION

In thousands of euros	2004	2003	2002
Companies accounted for by the equity method:			
• Bureau Veritas	7,949	15,511	5,005
• bioMérieux	3,919	7,838	5,144
• Trader Classified Media	-	3,105	-
Companies consolidated under the full method:			
• Oranje-Nassau Groep	1,701	1,701	851
• Wheelabrator Allevard	1,699	2,361	1,901
• Oranje-Nassau Energie	2,112	2,112	2,112
• Stallergènes	552	75	75
• Editis	6,108	-	-
• Stallergènes subsidiaries	438	438	614
• Wheelabrator Allevard subsidiaries	3,401	3,158	3,109
• CGIP	-	-	2,266
TOTAL	**27,879**	**36,299**	**21,077**

NOTE 25
NET PROFIT

In thousands of euros	2004	2003	2002
Consolidated companies:			
• WENDEL Investissement and holding companies	24,632	194,893	(818,693)
• Wheelabrator-Allevard	21,505	1,263	5,875
• Oranje-Nassau Groep	237,532	32,613	15,099
• Stallergènes	10,260	7,785	5,329
• Editis	(17,909)	-	-
	276,020	**236,554**	**(792,390)**
Share of profits of companies accounted for by the equity method (see Note 23)	38,549	34,345	(57,618)
Goodwill amortisation (see Note 24)	(27,879)	(36,299)	(21,077)
	286,690	**234,600**	**(871,085)**
Minority interests (see Note 9)	5,676	(18,041)	(221,528)
Net profit, Group share	**281,014**	**252,641**	**(649,557)**

Notes to the profit and loss account

NOTE 26
SUBSEQUENT EVENTS

Wendel Investissement shares

The simplified public purchase offer by WENDEL Investissement for its own shares held from December 16, 2004 to January 7, 2005 resulted in the repurchase of 2,500,000 for 55 euros each. In addition, in the first three months of 2005, WENDEL Investissement acquired on the market a total of 2,432,179 shares for 141,893 thousand euros. Finally, pursuant to the decision taken by the Board of Directors on January 18, 2005, 2,224,765 shares were cancelled. Given the number of own shares held at the start of the year and the transactions completed in the first three months of 2005, WENDEL Investissement held 4,638,022 of its own shares at March 30, 2005, equivalent to 8.6% of its capital (not taking into account shares earmarked for options granted under stock option plans).

Notes to the cash flow statement

NOTE 27
ACQUISITIONS OF PARTICIPATING INTERESTS

In thousands of euros	2004	2003	2002
Wheelabrator Allevard	12	1,385	2,407
Bureau Veritas	514,627	10,118	11,156
Poincaré Investissements (Bureau Veritas)	667,583	-	-
Editis (Odyssée 1)	653,579	-	-
Editions XO (Editis)	10,500	-	-
Trader Classified Media	21,386	9,213	-
Capgemini	-	170,597	-
Valeo	-	11,151	-
Transgène Tsgh	-	9,968	-
Fonds Alpha	-	9,691	-
Lumina Parent (Legrand)	-	-	658,605
Wheelabrator Allevard subsidiaries	3,799	14,359	5,504
Oranje-Nassau Groep subsidiaries	-	-	7,218
Editis subsidiaries	32	-	-
Other	162	203	2,982
TOTAL	**1,871,680**	**236,685**	**687,872**

NOTE 28
ACQUISITIONS OF INTANGIBLE AND TANGIBLE FIXED ASSETS

In thousands of euros	2004	2003	2002
By:			
WENDEL Investissement and holding companies	343	588	315
Oranje-Nassau Groep	22,829	21,198	54,000
Wheelabrator Allevard	7,957	9,224	11,481
Stallergènes	4,492	3,261	2,047
Editis	7,597	-	-
TOTAL	**43,218**	**34,271**	**67,843**

Notes to the cash flow statement

NOTE 29
PROCEEDS FROM THE DISPOSALS OF PARTICIPATING INTERESTS

In thousands of euros	2004	2003	2002
Valeo	-	-	424,900
Capgemini	87,104	372,903	15,892
Trader Classified Media	343,360	78	-
bioMérieux	358,804	-	-
Silliker Group Holding	16,000	-	-
CGIP by Simfor	-	-	1,980
Fonds Alpha	4,166	26,681	-
Hyva by Oranje-Nassau Groep	18,816	-	-
Miscellaneous by Oranje-Nassau Groep	4,515	-	2,637
Miscellaneous by Wheelabrator Allevard	587	397	445
Miscellaneous by Editis	210	-	-
Other	17	153	407
TOTAL	**833,579**	**400,212**	**446,261**

NOTE 30
PROCEEDS FROM THE DISPOSALS OF INTANGIBLE AND TANGIBLE FIXED ASSETS

In thousands of euros	2004	2003	2002
Miscellaneous disposals by Wendel Investissement	75	383	-
Miscellaneous disposals by Stallergènes	197	209	-
Miscellaneous disposals by Wheelabrator Allevard	10,836	2,089	497
Miscellaneous disposals by Editis	11	-	-
Property sold by Oranje-Nassau Groep	10,400	20,099	-
Oil assets sold by Oranje-Nassau Groep	158	3,205	-
TOTAL	**21,677**	**25,985**	**497**

NOTE 31
DIVIDENDS PAID

In thousands of euros	2004	2003	2002
Paid by Wendel Investissement	58,413	55,703	-
Paid by CGIP (ordinary dividend)	-	-	22,644
Paid by Marine-Wendel	-	-	34,998
Dividends paid to minority shareholders of consolidated companies	1,605	1,234	537
TOTAL	**60,018**	**56,937**	**58,179**

Notes to the cash flow statement

NOTE 32
NET CHANGE IN LOANS AND OTHER BORROWINGS

In thousands of euros	2004	2003	2002
New loan contracted by:			
WENDEL Investissement - Issue of 5% bonds	596,722	-	-
WENDEL Investissement - Issue of 4.875% bonds	399,348	-	-
WENDEL Investissement - Issue of bonds exchangeable for CGEY shares	-	279,020	-
WENDEL Investissement - Bank loan	-	100,000	-
WENDEL Investissement - Syndicated loan maturing in 2008	-	170,000	-
WENDEL Investissement - Issue of bonds exchangeable for Valeo shares	-	-	408,800
WENDEL Investissement - Syndicated loan maturing 2003	-	-	400,000
WENDEL Investissement - Sale under optional repurchase agreement	-	-	600,000
Oranje-Nassau Groep	15,335	-	94,433
Wheelabrator Allevard	13,333	41,979	8,247
Stallergènes	-	155	7,395
Winvest 5	715,000	-	-
Bureau Veritas	349,971	-	-
Editis	477,974	-	-
	2,567,683	**591,154**	**1,518,875**
Loan repaid by:			
WENDEL Investissement - Sale under optional repurchase agreement	-	339,916	260,084
WENDEL Investissement - Syndicated loan maturing 2003	-	400,000	-
WENDEL Investissement - Syndicated loan maturing in 2008	170,000	-	-
WENDEL Investissement - 5.70% November 2002 bonds	-	-	304,898
WENDEL Investissement - Bonds exchangeable for Valeo shares	39,194	-	-
WENDEL Investissement - Bank loan	100,000	-	60,000
Trief Corporation	-	53,980	-
Oranje-Nassau Groep	21,564	117,750	66,850
Wheelabrator Allevard	39,629	36,595	13,538
Stallergènes	5,279	6,607	15,158
Winvest 5	348,729	-	-
Editis	35,070	-	-
Sofu	-	-	464
	759,465	**954,848**	**720,992**
WENDEL Investissement - Change in accrued interest	28,291	(10,257)	20,519
TOTAL	**1,836,509**	**(373,951)**	**818,402**

Notes to the cash flow statement

NOTE 33
EFFECT OF CHANGES IN THE CONSOLIDATION SCOPE AND EXCHANGE RATES

In thousands of euros	2004	2003	2002
Bureau Veritas	163,694	-	-
Editis	25,301	-	-
Other	5,778	9,151	(3,574)
TOTAL	**194,773**	**9,151**	**(3,574)**

List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	100.00	Wendel Investissement	France	Financial holding company
FC	54.70	BLR Lux (Neuf Telecom)	Luxembourg	"
FC	100.00	Compagnie Financière de la Trinité	France	"
FC	100.00	Simfor	France	"
FC	100.00	Sofisamc	Switzerland	"
FC	100.00	Sofiservice	France	"
FC	100.00	Sofu	France	"
FC	100.00	Solfur	France	"
FC	100.00	Trief Corporation	Luxembourg	"
FC	100.00	Winvest 1	France	"
FC	100.00	Winbond	France	"
FC	84.00	Odyssée 3	France	"
FC	100.00	Ofilux Finance	Luxembourg	"
FC	100.00	Winvest 3	France	"
FC	100.00	Poincaré Investissements	France	"
FC	100.00	Poincaré Participations	France	"
FC	100.00	SAS du Pont Neuf	France	"
FC	100.00	SAS de l'ancienne Mairie	France	"
FC	100.00	Sofu Participations	France	"
FC	100.00	Winvest 5	France	"
FC	100.00	Winvest 6	France	"
FC	98.89	WA Invest	Luxembourg	"
FC	79.00	Compagnie de l'Odyssée	France	"
FC	99.95	Wheelabrator Allevard	France	Industrial abrasives and diamond tools
FC	100.00	Deutsche Wheelabrator	Germany	Industrial abrasives
FC	100.00	Wheelabrator Allevard Espagnola	Spain	"
FC	70.00	Wheelabrator Allevard Italia	Italy	"
FC	100.00	PGM	France	"
FC	100.00	AMP Grenailles	Luxembourg	"
FC	75.00	Wheelabrator Allevard Ural	Russia	"
FC	90.00	Eder Strahlmittelwerk GmbH	Austria	"
FC	100.00	Metabrasive Ltd	United Kingdom	"
FC	100.00	Metabrasive Akteibolag Ltd	Sweden	"
FC	100.00	Abrasivi Metallici Industriale SpA	Italy	"
FC	100.00	Abrasiv Muta	Slovenia	"
FC	100.00	MT Trasformatzione Mettalli	Italy	"
FC	100.00	Panabrasive Inc.	Canada	"
FC	100.00	Wheelabrator Abrasives Inc.	United States	"
FC	100.00	Abrasivos Superiores Internacionales	Mexico	"
FC	100.00	National Metal Abrasiv	United States	"
FC	100.00	Kovobrasiv Mnisek Spol	Czech Republic	"
FC	100.00	Talleres Fabio Murga	Spain	"
FC	100.00	IKK do Brasil	Brazil	"
FC	96.77	Shanghaï Murga Steel Abrasives	China	"
FC	80.00	IKK Shot Co Ltd	Japan	"
FC	51.00	Reecon Steel Co Ltd	Taiwan	"
FC	80.00	Séoul Shot Industry Co. Ltd	South Korea	"
FC	80.30	Siam IKK	Thailand	"
E	99.99	Murga Argentina	Argentina	"
FC	65.00	Gojump Enterprise Co Ltd	Taiwan	"
FC	100.00	Thomas Abrasives Ltd	South Africa	"
E	20.00	Celik Granul	Turkey	"
FC	90.00	Eder Strahltechnik	Austria	"
FC	69.73	Recupac	France	"
FC	100.00	Klaus Eiche Diamantwerkzeuge	Germany	Diamond tools
FC	100.00	Samedia	France	"
FC	60.00	Peraïta	Spain	"
FC	100.00	Ardiam	France	"
FC	64.00	Diasint Italy	Italy	"

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List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	100.00	WD (formerly Geo Technical System)	Italy	"
FC	100.00	Samedia Latina America	Brazil	"
FC	100.00	Diasint Iberica	Spain	"
FC	100.00	W. Diamant EPE	Greece	"
FC	100.00	WA SAS	France	"
FC	100.00	WA Services	France	"
FC	100.00	W. Diamant SA	France	"
FC	100.00	W. Diamant GmbH & Co	Germany	"
FC	100.00	W. Diamant Herramientas	Spain	"
FC	100.00	W. Diamant SRL	Italy	"
FC	100.00	W. Diamant Pty Ltd	South Africa	"
FC	100.00	Winterstone Ltda	Brazil	"
FC	100.00	W. Diamant India	India	"
FC	100.00	Oranje Nassau Groep BV	Netherlands	
FC	100.00	Onroerend Goed Oranje Nassau NV	Netherlands	Property
FC	100.00	Oranje Nassau Energie BV	Netherlands	Energy
FC	100.00	Oranje Nassau Participaties BV	Netherlands	Holding company
FC	47.47	Stallergènes SA	France	Immunotherapy
FC	47.47	SCI Stallergènes Antony	France	"
FC	47.47	Bergstrabe 20. Erste VVGmbH	Germany	"
FC	47.47	Stallergènes GmbH	Germany	"
FC	47.47	Stallergènes & Co KG	Germany	"
FC	47.47	Stallergènes Italia	Italy	"
FC	47.47	Stallergènes Iberica	Spain	"
FC	47.47	Stallergènes Belgium	Belgium	"
FC	47.47	Laboratoire Stallergènes SARL	Switzerland	"
FC	99.23	Bureau Veritas	France	Technical control and certification
FC	99.23	BV SA – South Africa	South Africa	"
FC	99.23	BV SA – Germany	Germany	"
FC	99.23	BVQI Germany	Germany	"
FC	99.23	PKB Hamburg	Germany	"
FC	99.23	Ingenieurgesellschaft fur Projektmanagement	Germany	"
FC	99.23	BVCPS Germany	Germany	"
FC	99.23	DIN VSB ZERT GmbH	Germany	"
FC	99.23	BV Angola	Angola	"
FC	99.23	BV SA – Saudi Arabia	Saudi Arabia	"
FC	99.23	BIVAC Argentina	Argentina	"
FC	99.23	BV Argentine	Argentina	"
FC	99.23	BVQI Argentina	Argentina	"
FC	99.23	BV SA – Australia	Australia	"
FC	99.23	BVQI Australia	Australia	"
FC	99.23	BV SA – Austria	Austria	"
FC	99.23	BVQI Austria	Austria	"
FC	99.23	BV SA – Bahrain	Bahrain	"
FC	99.23	BIVAC Bangladesh	Bangladesh	"
FC	95.26	BV CPS Bangladesh	Bangladesh	"
FC	99.23	BV SA – Belgium	Belgium	"
FC	99.23	BVQI Belgium	Belgium	"
FC	99.23	AIBV	Belgium	"
FC	49.62	TT-Neptunus Bermuda	Bermuda	"
FC	95.65	BV do Brasil	Brazil	"
FC	99.23	BVQI do Brasil	Brazil	"
FC	95.66	Tecnitas do Brasil	Brazil	"
FC	99.23	BV SA – Brunei	Brunei	"
FC	99.23	BV Varna	Bulgaria	"
FC	99.23	BV Douala	Cameroon	"
FC	99.23	BV Canada	Canada	"
FC	99.23	BV Chile	Chile	"
FC	99.23	BVQI Chile	Chile	"

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List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	99.23	BV Consulting China	China	Technical control and certification
FC	99.23	BV CPS Hong Kong	China	"
FC	59.54	BV CPS Testing Co- Shanghai	China	"
FC	99.23	LCIE China	China	"
FC	99.23	BV SA – Hong Kong	China	"
FC	48.60	Falide International Quality Assessment	China	"
FC	99.23	BVQI Hong Kong	China	"
FC	99.23	QA Testing Center Ltd	China	"
FC	99.23	BIVAC Colombia	Colombia	"
FC	99.23	BV Colombia	Colombia	"
FC	99.23	BVQI Colombia	Colombia	"
FC	99.23	BV Congo	Congo	"
FC	99.23	Bivac Congo	Congo	"
FC	99.23	BV SA – South Korea	South Korea	"
FC	99.23	BVQI South Korea	South Korea	"
FC	99.23	BV Ivory Coast	Ivory Coast	"
FC	99.23	Bivac Ivory Coast	Ivory Coast	"
FC	50.61	Bivac Scan CI	Ivory Coast	"
FC	99.23	BV Croatia	Croatia	"
FC	99.23	BV SA – Cuba	Cuba	"
FC	99.23	BV SA – Denmark	Denmark	"
FC	99.23	BVQI Denmark	Denmark	"
FC	99.23	BV SA – Egypt	Egypt	"
FC	89.31	BV Egypt	Egypt	"
FC	99.23	BV SA – Abu Dhabi	United Arab Emirates	"
FC	99.23	BV SA – Dubai	United Arab Emirates	"
FC	99.23	BV Ecuador	Ecuador	"
FC	99.23	BVQI Ecuador	Ecuador	"
FC	99.23	BV SA – Spain	Spain	"
FC	98.56	BV Espanol	Spain	"
FC	99.23	BVQI Spain	Spain	"
FC	99.23	BV Estonia	Estonia	"
FC	99.23	BVHI – US	United States	"
FC	99.23	BVNA – US	United States	"
FC	99.23	BVQI North America	United States	"
FC	99.23	ISI / UNICON	United States	"
FC	99.23	BV Cons Products Inc.	United States	"
FC	99.23	Terra Mar	United States	"
FC	99.23	Testing Engineers San Diego	United States	"
FC	99.23	Unitek Energy	United States	"
FC	99.23	Unitek Technical Services	United States	"
FC	99.23	Testing Engineers Los Angeles	United States	"
FC	99.23	BTC Laboratories	United States	"
FC	99.23	Earth Consultant Inc	United States	"
FC	99.23	US Engineering Laboratories	United States	"
FC	99.23	US Laboratories Inc	United States	"
FC	99.23	Professional Eng Inspections Co	United States	"
FC	99.23	RW Hunt	United States	"
FC	99.23	Testing Engineers Nevada	United States	"
FC	99.23	Intercounty Laboratories	United States	"
FC	99.23	BDI Laboratories	United States	"
FC	99.23	Berryman & Henigar Enterprises	United States	"
FC	99.23	Berryman & Henigar West California	United States	"
FC	99.23	Berryman & Henigar East Florida	United States	"
FC	99.23	Employment Systems Inc	United States	"
FC	99.23	BHE Technical Staffing Inc.	United States	"
FC	99.23	BHE Medical Staffing	United States	"
FC	99.23	Vasey Engineering Cy Inc	United States	"
FC	99.23	Graham Marcus	United States	"

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List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	99.23	Bivac North America	United States	Technical control and certification
FC	99.23	One Cis	United States	"
FC	99.23	BV SA – Finland	Finland	"
FC	99.23	BV SA – Antilles & Guyana	France	"
FC	99.23	BV SA – Indian Ocean	France	"
FC	99.23	BVCPS France (formerly ACTS France)	France	"
E	49.54	ATSI – France	France	"
FC	99.23	Bivac International	France	"
FC	99.19	BV Monaco	France	"
FC	99.23	BVQI France	France	"
FC	99.23	BVQI Holding H.Off. France	France	"
FC	99.23	CEP Industrie	France	"
FC	99.23	BV Consulting France	France	"
FC	99.23	LCTsa – France	France	"
FC	99.23	PKB France	France	"
FC	99.23	Sedhyca	France	"
FC	99.23	Tecnitas SA	France	"
FC	99.23	Bio Control	France	"
FC	99.23	LCIE France	France	"
FC	99.23	Aquarism	France	"
FC	94.29	Qualité France SA	France	"
FC	99.23	Transcable	France	"
FC	99.23	BVSA Mayotte	France	"
FC	99.23	BV Gabon	Gabon	"
FC	99.23	BIVAC Ghana	Ghana	"
FC	99.23	BV SA – Greece	Greece	"
FC	99.23	BVQI Hellas	Greece	"
FC	99.23	BVCPS Guatemala	Guatemala	"
FC	99.23	BV Guinea	Guinea	"
FC	99.23	BV Equatorial Guinea	Equatorial Guinea	"
FC	99.23	BV Hungary	Hungary	"
FC	99.23	BV SA – India	India	"
FC	97.07	BVIS – India	India	"
FC	99.23	BVQI India	India	"
FC	99.23	BV CPS India Ltd	India	"
FC	99.23	BV Consulting India	India	"
FC	99.23	BV Indonesia	Indonesia	"
FC	84.35	BV CPS Indonesia	Indonesia	"
FC	99.23	BV SA – Ireland	Ireland	"
FC	99.23	BV SA – Iran	Iran	"
FC	99.23	BV Italia	Italy	"
FC	99.23	BVQI Italy	Italy	"
FC	59.54	MTL Italy	Italy	"
FC	99.23	BV SA – Japan	Japan	"
FC	99.23	BV Japan Compagny Ltd (Consulting)	Japan	"
FC	99.23	BVQI Japan	Japan	"
FC	99.13	BV Kenya	Kenya	"
FC	99.23	BV SA – Kuwait	Kuwait	"
FC	99.23	BV Lebanon	Lebanon	"
FC	99.23	BV Latvia	Latvia	"
FC	99.23	BV Lithuania	Lithuania	"
FC	99.23	Soprefira	Luxembourg	"
FC	99.23	BV Luxembourg	Luxembourg	"
FC	99.23	BV Madagascar	Madagascar	"
FC	99.23	BV Mali	Mali	"
FC	48.62	BV Malaysia	Malaysia	"
FC	99.23	BV SA – Malta	Malta	"
FC	99.23	BV SA – Morocco	Morocco	"
FC	99.23	BVQI Morocco	Morocco	"

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List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	99.23	BV SA – Mauritania	Mauritania	Technical control and certification
FC	99.23	BV SA – Mauritius	Mauritius	"
FC	99.23	BV Mexicana	Mexico	"
FC	99.23	MTL Mexico	Mexico	"
FC	99.23	BVQI Mexico	Mexico	"
FC	99.23	BV SA – Mozambique	Mozambique	"
FC	59.54	BV Nigeria	Niger	"
FC	99.23	BV SA – Norway	Norway	"
FC	99.23	BV SA – New Caledonia	New Caledonia	"
FC	99.23	BV New Zealand	New Caledonia	"
FC	99.23	BV SA – Oman	Oman	"
FC	99.23	BV SA – Pakistan	Pakistan	"
FC	99.23	BV Panama	Panama	"
FC	99.23	BIVAC Paraguay	Paraguay	"
FC	99.23	BV SA – Netherlands	Netherlands	"
FC	99.23	BIVAC Rotterdam	Netherlands	"
FC	99.23	BIVAC World market	Netherlands	"
FC	99.23	BVQI Netherlands	Netherlands	"
FC	99.23	BV Peru	Peru	"
FC	99.23	BIVAC Peru	Peru	"
FC	99.23	BV SA – Philippines	Philippines	"
FC	99.23	BV CPS Philippines	Philippines	"
FC	99.23	BV Poland	Poland	"
FC	99.23	BVQI Poland	Poland	"
FC	99.23	BV SA – Portugal	Portugal	"
FC	99.23	BVQI Portugal	Portugal	"
FC	93.11	Rinave Registro Int'l Naval	Portugal	"
FC	93.11	Rinave Consultadorio y Servicios	Portugal	"
FC	93.11	Rinave Qualidade y Seguranca	Portugal	"
FC	83.80	Rinave Certificao e Auditoria	Portugal	"
FC	99.23	BV SA – Qatar	Qatar	"
FC	99.23	BVCPS Dominican Republic	Dominican Republic	"
FC	99.23	BV – Czech Republic	Czech Republic	"
FC	99.23	BVQI Czech Republic	Czech Republic	"
FC	99.23	Inspekta Core	Czech Republic	"
FC	99.23	Inspekta Cert	Czech Republic	"
FC	99.23	BV Romenia CTRL	Romania	"
FC	99.23	BV SA – UK	United Kingdom	"
FC	99.23	BVQI LTD – UK	United Kingdom	"
FC	99.23	BVQI Holding H.Off. UK branch office	United Kingdom	"
FC	49.62	TT Neptunus London	United Kingdom	"
FC	99.23	BV Inspection UK (formerly PSL)	United Kingdom	"
FC	99.23	BV UK Ltd (formerly Weeks Group Holding)	United Kingdom	"
FC	99.23	Weeks Technical Services	United Kingdom	"
FC	99.23	Weeks Consulting Limited	United Kingdom	"
FC	99.23	Weeks Laboratories Limited	United Kingdom	"
FC	74.42	Pavement Technologies Limited	United Kingdom	"
FC	99.23	AMTAC Laboratories Ltd	United Kingdom	"
FC	99.23	LJ Church Ltd	United Kingdom	"
FC	99.23	Technicare	United Kingdom	"
FC	99.23	Templeth UK	United Kingdom	"
FC	99.23	BV Russia	Russia	"
FC	99.23	BV – Senegal	Senegal	"
FC	99.23	BV SA – Singapore	Singapore	"
FC	99.23	BV CPS Singapore	Singapore	"
FC	99.23	BVQI Singapore	Singapore	"
FC	99.23	BV CPS Sri Lanka	Sri Lanka	"
FC	99.23	BV Slovakia	Slovakia	"
FC	99.23	BV SA – Slovenia	Slovenia	"

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List of the main consolidated companies at december 31, 2004

Consolidation method	% interest	Company	Country	Sector of activity
FC	99.23	BV SA – Sweden	Sweden	Technical control and certification
FC	99.23	BVQI Sweden	Sweden	"
FC	99.23	BV Bivac Switzerland	Switzerland	"
FC	99.23	BVQI Switzerland	Switzerland	"
FC	99.23	BV SA – Tahiti	Tahiti	"
FC	99.23	BV SA – Taiwan	Taiwan	"
FC	99.23	BVQI Taiwan	Taiwan	"
FC	99.23	BV Chad	Chad	"
FC	48.62	BV Thailand	Thailand	"
FC	48.62	BVQI Thailand	Thailand	"
FC	99.23	BVCPS Thailand	Thailand	"
FC	99.23	BV Togo	Togo	"
FC	99.23	BV SA – Tunisia	Tunisia	"
FC	49.55	STCV – Tunisia	Tunisia	"
FC	99.23	BV Turkey	Turkey	"
FC	99.23	BV CPS Turkey	Turkey	"
FC	99.23	BVQI Turkey	Turkey	"
FC	99.23	BV Ukraine	Ukraine	"
FC	99.23	BVQI Ukraine	Ukraine	"
FC	99.23	BV Venezuela	Venezuela	"
FC	99.23	BVQI Venezuela	Venezuela	"
FC	99.23	BV Vietnam	Vietnam	"
FC	99.23	BVQI Vietnam	Vietnam	"
FC	100.00	Odyssée Holding	France	Publishing
FC	100.00	Odyssée 1	France	"
FC	100.00	Editis Holding	France	"
FC	100.00	Editis SA	France	"
FC	99.99	Editis Financing	Luxembourg	"
FC	100.00	Julliard	France	"
FC	100.00	Editions La Decouverte	France	"
FC	100.00	Plon	France	"
FC	99.95	Editions Robert Laffont	France	"
FC	100.00	Editions R Laffont Canada	Canada	"
FC	100.00	Editions Nil	France	"
FC	100.00	Les Presses De La Renaissance	France	"
FC	100.00	Les Presses Solar Belfond	France	"
FC	100.00	Sogedif	France	"
FC	99.95	Sagitta	France	"
FC	100.00	Univers Poche	France	"
FC	100.00	Univers Poche Langue Pour Tous	France	"
FC	51.00	Bookpole	France	"
FC	100.00	Comptoir Du Livre	France	"
FC	100.00	Interforum	France	"
FC	100.00	Interforum Benelux	Belgium	"
FC	100.00	Interforum Canada	Canada	"
FC	100.00	Interforum Suisse	Switzerland	"
FC	100.00	Sejer	France	"
FC	99.40	Jacar SCI	France	"
FC	100.00	Bordas SAS	France	"
FC	100.00	Librairie Fernand Nathan	France	"
FC	96.86	Dictionnaires Le Robert	France	"
FC	96.86	Redon SAS	France	"
FC	100.00	Nathan Jeux	France	"
FC	100.00	Editions Hemma	Belgium	"
E	37.39	Lumina Parent (Legrand)	Luxembourg	Electrical equipment

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Statutory Auditors' report on the consolidated financial statements

Year ended December 31, 2004

To the Shareholders,

In compliance with the assignment entrusted to us by the Annual Shareholders' Meeting, we have audited the accompanying consolidated financial statements of WENDEL Investissement for the year ended December 31, 2004.

The consolidated financial statements have been approved by the Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

I - Opinion on the consolidated financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and results of the consolidated group of companies in accordance with the accounting rules and principles applicable in France.

II - Justification of our assessments

In accordance with the requirements of article L. 225-235 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

Note 2 to the consolidated financial statements describes the accounting rules and methods applied, including those concerning goodwill and investments. As part of our audit, we verified that said accounting methods were appropriate and that they were correctly applied. We also assessed whether the resulting estimates were reasonable.

Our assessments were made in the context of our audit of the consolidated financial statements, taken as a whole, and therefore contributed to the formation of the unqualified opinion expressed in the first part of this report.

III - Specific verification

We have also verified the information concerning the Group provided in the management report. We have no matters to report regarding its fair presentation and conformity with the consolidated financial statements.

Paris, May 10, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

COMPANY ACCOUNTS

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Analysis of company accounts

PROFIT AND LOSS ACCOUNT (millions of euros)

	2004	2003
Income from participating interests	814	166
Other financial income and charges	(51)	(29)
Financial income	**763**	**137**
Operating profit	(25)	(13)
Profit on ordinary activities	**738**	**124**
Exceptional items	(77)	87
Corporation tax	3	6
Net profit	**664**	**217**

The profit on ordinary activities amounted to 738 million euros in 2004 compared with 124 million euros the year before. Following the sale of all the shares held in Trader Classified Media and various asset movements within the Group, non-recurring dividends of 745 million euros were received. The decline recorded by the other components of the profit on ordinary activities reflects mainly changes in net debt and operating and financial expenses linked to the acquisition of a controlling interest in Bureau Veritas.

The exceptional charges of 77 million euros comprises mainly losses on the sale of Capgemini and bioMérieux shares.

After taking corporation tax into account, the net profit amounted to 664 million euros in 2004.

BALANCE SHEET (millions of euros)

ASSETS

	12.31.2004	12.31.2003
Tangible fixed assets	3	3
Fixed assets investments	3,179	2,347
Working capital requirements	75	30
Cash and cash equivalents	667	14
Total assets	**3,924**	**2,394**

LIABILITIES

	12.31.2004	12.31.2003
Shareholders' equity	1,640	1,018
Provisions	46	51
Borrowings	2,238	1,325
Total liabilities	**3,924**	**2,394**

The 832-million-euro increase in fixed assets was due mainly to the acquisitions of controlling interests in Bureau Veritas and Editis, for part offset by the disposals of the shares held in bioMérieux and Capgemini.

Shareholders' equity increased by 622 million euros, reflecting mainly the profit for the year of 664 million euros, capital transactions for 21 million euros, and the dividends of 58 million euros paid to the shareholders.

Net debt increased by 260 million euros from 1,311 million euros to 1,571 million euros.

ACQUISITION OF PARTICIPATING INTERESTS

Pursuant to the provisions of Article L233-6 of the Commercial Code (“Code de commerce”), the list of participating or controlling interests acquired by WENDEL Investissement in 2004 is provided below:

	Owned directly	Owned directly and indirectly
Odyssée Holding	100.0%	100.0%
Poincaré Investissements	74.3%	100.0%
SAS de l’Ancienne Mairie	100.0%	100.0%
SAS du Pont Neuf	100.0%	100.0%
Bureau Veritas	46.5%	99.2%

Balance sheet

Assets

In thousands of euros	Note		12.31.2004		12.31.2003	12.31.2002
		Gross	Depreciation and provisions	Net	Net	Net
FIXED ASSETS						
Tangible fixed assets		**10,804**	**8,129**	**2,675**	**2,927**	**3,144**
Fixed assets investments(1)						
Shares in subsidiaries and associates	1	2,674,129	63,013	2,611,116	2,078,579	2,244,835
Long-term equity portfolio	2	388,292	56,266	332,026	-	-
Other shares and bonds	3	142,587	-	142,587	265,139	307,429
Own shares	3	92,773	-	92,773	3,601	-
Loans and other fixed asset investments		63	-	63	78	116
		3,297,844	**119,279**	**3,178,565**	**2,347,397**	**2,552,380**
		3,308,648	**127,408**	**3,181,240**	**2,350,324**	**2,555,524**
CURRENT ASSETS						
Trade debtors(2)		1,337	-	1,337	1,043	985
Other debtors(2)		32,574	-	32,574	8,626	18,436
Treasury instruments	4	63,850	-	63,850	45,324	-
Marketable securities	5	665,426	-	665,426	13,343	421,211
Cash at bank and in hand		1,263	-	1,263	305	13,066
Prepayments		238	-	238	84	120
		764,688	**-**	**764,688**	**68,725**	**453,818**
Premiums on loan repayments		3,510	-	3,510	-	-
TOTAL ASSETS		**4,076,846**	**127,408**	**3,949,438**	**2,419,049**	**3,009,342**
(1) Of which within one year				*21*	*13*	*27*
(2) Of which more than one year				*-*	*-*	*1,071*

Liabilities

In thousands of euros	Note	12.31.2004	12.31.2003	12.31.2002
SHAREHOLDERS' EQUITY				
Share capital		224,732	223,928	223,727
Share premium account		294,285	127,099	226,422
Legal reserve		22,393	22,368	22,368
Regulated reserves		391,820	391,820	391,820
Other reserves		8,484	8,484	8,484
Retained earnings brought forward		34,264	27,304	25,177
Interim dividend		-	-	(34,997)
Net profit (loss) for the year		**664,219**	**217,481**	**(7,173)**
		1,640,197	**1,018,484**	**855,828**
PROVISIONS FOR LIABILITIES AND CHARGES	6	**45,592**	**51,437**	**193,708**
CREDITORS[1]				
Borrowings	7	2,238,521	1,324,904	1,709,495
Other creditors	8	25,128	24,224	250,311
		2,263,649	**1,349,128**	**1,959,806**
TOTAL LIABILITIES		**3,949,438**	**2,419,049**	**3,009,342**

(1) Of which within one year — 984,629 / 491,308 / 1,151,006
Of which more than one year — 1,279,020 / 857,820 / 808,800

Profit and loss account

In thousands of euros	Note	Year ended 12.31.2004	Year ended 12.31.2003	18 months ended 12.31.2002	Year ended 12.31.2001
Income from participating interests and long-term equity portfolio	11	**813,846**	**165,594**	**104,716**	**52,344**
Other financial income and charges	12				
Income					
Income from marketable securities		-	422	300	299
Income from loans and advances to subsidiaries and associates		8,706	9,211	5,642	3,552
Income from invested cash		25,018	13,835	20,322	20,220
Provisions written back		1,550	2,531	64,592	-
Charges					
Interest payable and similar charges		84,325	54,690	134,222	54,665
Provisions set aside		2,071	-	4,068	4,068
NET FINANCIAL INCOME		**762,724**	**136,903**	**57,282**	**17,682**
Other operating income	13				
Miscellaneous operating income		7,633	2,774	3,164	3,039
Provisions written back		-	-	-	-
Other operating charges					
Purchases and external charges		18,244	5,460	7,450	6,847
Taxes other than corporation tax		1,988	877	1,038	956
Wages and salaries	14	5,738	4,586	5,736	5,552
Social security costs		3,215	2,520	2,269	2,081
Depreciation and amortisation		459	456	487	477
Provisions set aside		2,296	1,754	1,956	1,831
Miscellaneous operating charges		391	421	390	344
OTHER OPERATING CHARGES, NET		**(24,698)**	**(13,300)**	**(16,162)**	**(15,049)**
PROFIT ON ORDINARY ACTIVITIES		**738,026**	**123,603**	**41,120**	**2,633**
Exceptional income					
From revenue transactions		3,383	94,940	10,466	10,466
From capital transactions		785,234	781,710	952,679	952,679
Provisions written back		63,392	490,552	31,129	31,114
Exceptional charges					
On revenue transactions		5,111	7,644	27,849	27,834
On capital transactions		870,711	1,192,432	656,451	656,451
Provisions set aside		53,495	79,478	374,116	374,116
NET EXCEPTIONAL INCOME (CHARGES)	15	**(77,308)**	**87,648**	**(64,142)**	**(64,142)**
CORPORATION TAX	16	**3,501**	**6,230**	**15,849**	**13,442**
NET PROFIT (LOSS)		**664,219**	**217,481**	**(7,173)**	**(48,067)**

Statement of changes in shareholders' equity

Number of shares		Share capital	Share premium account	Legal reserve	Regulated reserves	Other reserves and retained earnings b/f	Net profit (loss) for period	Interim dividends	Total shareholders' equity
17,649,370	**AT JUNE 30, 2001 BEFORE APPROPRIATION**	**141,195**	**-**	**14,119**	**159,724**	**42,130**	**30,269**	**-**	**387,437**
	Appropriation of 2000/2001 net profit					30,269 [1]	(30,269)		-
	Ordinary dividend					(38,738)			(38,738)
	Capital increases								
23,876,729	- in payment of CGIP assets	95,507	592,985						688,492
71	- on the exercise of stock options		1						1
10,653	- in connection with employee savings plan	43	201						244
17,649,370	Two-for-one share spit of AGM pursuant to 2nd resolution of June 13, 2002								
	Reinstatement of CGIP reserves pursuant to 4th resolution of AGM of June 13, 2002		(241,647)	9,551	232,096				-
(3,254,506)	Shares cancelled pursuant to 5th resolution of AGM of June 13, 2002	(13,018)	(118,360)	(1,302)					(132,680)
	Interim dividend decided at Board Meeting of March 27, 2002							(34,997)	(34,997)
	Merger costs		(6,758)						(6,758)
	2001/2002 net loss						(7,173)		(7,173)
55,931,687	**AT DECEMBER 31, 2002 BEFORE APPROPRIATION**	**223,727**	**226,422**	**22,368**	**391,820**	**33,661**	**(7,173)**	**(34,997)**	**855,828**
	Appropriation of 2001/2002 net loss		(100,000)			92,827 [2]	7,173		-
	Ordinary dividend					(90,700)		34,997	(55,703)
	Capital increases								
11,722	- on the exercise of stock options	47	85						132
38,507	- in connection with employee savings plan	154	592						746
	2003 net profit						217,481		217,481
55,981,916	**AT DECEMBER 31, 2003 BEFORE APPROPRIATION**	**223,928**	**127,099**	**22,368**	**391,820**	**35,788**	**217,481**	**-**	**1,018,484**
	Appropriation of 2003 net profit			25		217,456 [3]	(217,481)		-
	Ordinary dividend					(58,413)			(58,413)
	Capital increases								
160,978	- on the exercise of stock options	644	3,679						4,323
40,154	- in connection with employee savings plan	160	1,077						1,237
3,394,440	- Shares issued pursuant to 5th resolution of GM of December 3, 2004 [4]	13,578	162,430						176,008
(3,394,440)	Shares cancelled pursuant to the decision taken at Board Meeting of December 3, 2004	(13,578)				(147,095)			(160,673)
	Tax on reserves for long-term capital gains					(4,988)			(4,988)
	2004 net profit						664,219		664,219
56,183,048	**AT DECEMBER 31, 2004 BEFORE APPROPRIATION**	**224,732**	**294,285**	**22,393**	**391,820**	**42,748**	**664,219**	**-**	**1,640,197**

(1) The amount appropriated to retained earnings approved by the Annual General Meeting of November 27, 2001 was increased by 91 thousand euros, being the amount of the dividends payable on Marine-Wendel shares held in treasury on the ex-dividend date.

(2) The amount appropriated to retained earnings approved by the Annual General Meeting of May 27, 2003 was increased by 229 thousand euros, being the amount of the dividends payable on Marine-Wendel shares held in treasury on the ex-dividend date.

(3) The amount appropriated to retained earnings approved by the Annual General Meeting of June 1st, 2004 was increased by 367 thousand euros, being the amount of the dividends payable on WENDEL Investissement shares held in treasury on the ex-dividend date.

(4) Shares issued as remuneration for 1,257,200 Bureau Veritas shares contributed by the minority shareholders of Bureau Veritas in connection with the offer made by WENDEL Investissement in November 2004.

Cash flow statement

In thousands of euros	Year ended 12.31.2004	Year ended 12.31.2003	Year ended 2001/2002
CASH FLOW FROM OPERATING ACTIVITIES			
Net profit (loss)	664,219	217,482	(7,173)
Elimination of gains and losses on fixed asset disposals	85,478	410,722	(296,228)
Elimination of depreciation and provisions	(6,621)	(411,382)	284,906
Elimination of other non-cash items	(675,868)	4,063	38,162
Change in operating working capital requirements	(32,440)	(141,634)	33,251
Net cash flow from operating activities	**34,768**	**79,251**	**52,918**
CASH FLOW FROM INVESTING ACTIVITIES			
Outflows:			
• acquisitions of shares in subsidiaries and associates	(614,157) (1)	(334,169)	(1,207,147)
• acquisitions of bonds	(150,205) (2)	(7,710)	(316,258)
• acquisitions of tangible fixed assets	(330)	(265)	(281)
• loans granted	(2)	(23)	(5)
Inflows:			
• proceeds from the sale of shares in subsidiaries and associates	517,039 (3)	373,060	699,428
• proceeds from the sale of tangible fixed assets	75	377	64
• proceeds from the sale of bonds	272,757 (4)	50,000	84,683
• loans repaid	16	61	190
Change in working capital requirements related to investing activities	-	-	(25,763)
Net cash inflow (outflow) from investing activities	**25,193**	**81,331**	**(765,089)**
CASH FLOW FROM FINANCING ACTIVITIES			
Capital transactions:			
• capital increases	5,560	878	245
• CGIP capital increase	-	-	483
• Marine-Wendel share buybacks	-	-	(139,400)
• CGIP share buybacks	-	-	(364,210)
• WENDEL Investissement share buybacks	(249,845)	(3,601)	-
• merger costs charged against share premium account	-	-	(6,758)
Dividend payments	(58,413)	(55,703)	(38,738)
Marine-Wendel 2002 interim dividend	-	-	(34,998)
CGIP 2001 interim dividend	-	-	(30,922)
CGIP final dividend	-	-	(22,644)
Net change in long-term borrowings	909,686	(298,542)	1,427,819
Change in working capital requirements related to financing activities	(15,458)	-	-
Net cash inflow (outflow) from financing activities	**591,530**	**(356,968)**	**790,877**
CHANGE IN CASH AND CASH EQUIVALENTS	**651,491**	**(196,386)**	**78,706**
Cash and cash equivalents at the beginning of the period	**5,891**	**202,272**	**123,566**
Cash and cash equivalents at the beginning of the period (Figemu, absorbed in 2003)	**-**	**5**	**-**
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**657,382**	**5,891**	**202,272**

(1) Of which, in 2004, mainly the acquisition of shares in Bureau Veritas, directly (5,148 thousand euros) and indirectly (526,083 thousand euros) via the acquisition of Poincaré Investissements, SAS du Pont Neuf and SAS de l'Ancienne Mairie, the subscription to the capital increase by Winvest 6 (8,809 thousand euros), and the subscription to and acquisition of shares in Odyssée Holding, Editis (73,705 thousand euros).

(2) Of which, in 2004, mainly the subscription to bonds issued by Poincaré Investissements (141,500 thousand euros) in connection with the acquisition of a controlling interest in Bureau Veritas.

(3) Of which, in 2004, mainly the sale of Capgemini shares (87,104 thousand euros), Trader Classified Media shares (7,394 thousand euros) and bioMérieux shares (358,804 thousand euros), and the sale within the WENDEL Investissement Group of Bureau Veritas shares (49,999 thousand euros) and Wheelabrator Allevard shares (8,780 thousand euros).

Notes to the company accounts

The balance sheet and profit and loss account have been prepared in accordance with French generally accepted accounting principles, the company availing itself of the same derogations as in previous years in order to present a true and fair view of its results. The two derogations concern the presentation of the profit and loss account:

- net financial income is presented as being the main component of the company's activities, rather than the operating profit as defined under French generally accepted accounting principles;
- all gains and losses on capital transactions other than those arising on marketable securities are reported as exceptional items. In the case of marketable securities, changes in provisions and gains and losses on disposals are reported as financial items.

Valuation methods were applied consistently from one year to the next.

Fixed assets are recorded at cost, excluding transaction costs.

Each participating interest is the object of an impairment test at the period end. Its net book value is compared with its fair value (share of net assets, return on investment, market capitalisation), resulting in the recording of a provision for impairment if necessary.

Financial instruments

Gains and losses on financial instruments used for hedging purposes are determined and recognised so as to match losses and gains on the hedged items.

When financial instruments are used for purposes other than hedging, gains and losses arising when these instruments are marked to market at the year-end are dealt with in the profit and loss account.

Share options

As a rule, premiums on options sold or purchased are recorded in a suspense account until the exercise or expiry of these options. Provisions are recorded in respect of any unrealised losses, with gains not recognised until they are realised.

As an exception to the above, premiums paid on purchasing options intended as a hedge for an optional instrument embedded in a debt instrument, namely an exchangeable bond, are considered to represent an anticipated payment of additional interest and, accordingly, are spread over the residual maturity of the debt.

Pensions and other post-retirement benefits

The present value of retirement indemnities and supplementary pension benefits for active and retired employees gives rise to a provision for risks and charges determined in accordance with the projected unit credit method.

Rights are determined at each period-end by reference to each employee's age and length of service and the probability that the beneficiary will be employed by the company on reaching retirement. The calculation is based on an actuarial method, in particular assumptions regarding yields offered by long-term investments.

Basis of preparation

Following the merger between Marine-Wendel and CGIP, which took effect on January 1st, 2002, the company financial statements include the activities of Marine-Wendel over 18 months and those of CGIP over 12 months. For prior-year comparisons to be more meaningful, a pro forma profit and loss account covering the 12 months to 31 December 2002 has been provided.

Notes to the balance sheet

NOTE 1
SHARES IN SUBSIDIARIES AND ASSOCIATES

In thousands of euros	% Interest 12.31.03	% Interest 12.31.04	Net amount 12.31.03	Transfers	Acqui-sitions	Disposals	Change in provisions	Net amount 12.31.04
French subsidiaries								
Sofiservice	100.00	100.00	96,734	-	-	-	1,861	98,595
Solfur	100.00	100.00	14,982	-	-	-	-	14,982
Compagnie Financière de la Trinité	100.00	100.00	15,607	-	-	-	-	15,607
Simfor	100.00	100.00	302	-	-	-	-	302
Trimo Participations	100.00	-	4,674	-	-	49,894	45,220	-
Wheelabrator Allevard	99.98	95.50	196,145	-	12	7,955	-	188,202
Winvest 1	100.00	100.00	152,909	-	-	-	920	153,829
Winbond	100.00	100.00	376,190	-	-	-	-	376,190
Winvest 6	-	100.00	-	-	8,809	-	-	8,809
Odyssée Holding	-	100.00	-	-	73,705	-	-	73,705
Bureau Veritas	-	46.45	-	-	798,637	49,700	-	748,937
Sofu	-	50.00	-	-	59,280	-	-	59,280
Poincaré Investissements	-	74.30	-	-	390,863	2	-	390,861
SAS de l'Ancienne Mairie	-	100.00	-	-	67,610	-	-	67,610
SAS du Pont Neuf	-	100.00	-	-	67,610	-	-	67,610
Foreign subsidiaries								
Oranje-Nassau Groep	100.00	100.00	238,320	-	-	-	-	238,320
Trief Corporation	24.99	24.99	107,828	-	-	-	-	107,828
Participating interests								
Capgemini	4.24	-	216,573	(76,684)	-	94,933	(44,956)	-
bioMérieux	34.74	-	429,093	(35,333)	-	390,821	(2,939)	-
Valeo	9.97	-	220,009	(220,009)	-	-	-	-
Trader Classified Media	1.16	-	8,844	-	-	8,844	-	-
Other			369	-	400	320		449
TOTAL			**2,078,579**	**(332,026)**	**1,466,926**	**602,469**	**106**	**2,611,116**

Notes to the balance sheet

NOTE 2
LONG-TERM EQUITY PORTFOLIO

In thousands of euros	% interest 12.31.03	% interest 12.31.04	Net amount 12.31.03	Tranfers	Acqui-sitions	Disposals	Change in provisions	Net amount 12.31.04	Market[1] value
Capgemini	-	2.37	-	76,684	-	-	-	76,684	76,684
bioMérieux	-	3.03	-	35,333	-	-	-	35,333	35,333
Valeo	-	9.97	-	220,009	-	-	-	220,009	242,061
TOTAL			-	332,026	-	-	-	332,026	354,078

(1) Based on the average share price in the month preceding the year-end.

NOTE 3
OTHER SHARES AND BONDS

In thousands of euros	Net amount 12.31.03	Acquisitions	Cancellation of own shares	Disposals	Change in provisions	Net amount 12.31.04
Other shares and bonds						
Trief Corporation (bonds)	264,835	7,922[1]	-	272,757	-	-
Poincaré Investissements (bonds)	-	142,283[2]	-	-	-	142,283
Own shares	304	-	-	-	-	304
	265,139	150,205	-	272,757	-	142,587
Own shares[3]	3,601	249,845	(160,673)	-	-	92,773
TOTAL	268,740	400,050	(160,673)	272,757	-	235,360

(1)) Accrued interest.
(2) Of which accrued interest for 783 thousand euros.
(3) Number of own shares held by WENDEL Investissement: at December 31, 2003 = 121,423. At 31 December 2004 = 1,932,774.

NOTE 4
TREASURY INSTRUMENTS

In thousands of euros	Note	12.31.2004	12.31.2003	12.31.2002
Capgemini stock options	9	49,606	42,289	-
Currency derivatives	9	14,244	3,035	-
TOTAL		63,850	45,324	-

Notes to the balance sheet

NOTE 5
MARKETABLE SECURITIES

In thousands of euros	12.31.2004 Net book value	12.31.2004 Market value	12.31.2003 Net book value	12.31.2003 Market value	12.31.2002 Net book value	12.31.2002 Market value
228,302 WENDEL Investissement shares(1)	9,308	7,678	7,758	7,758	5,240	5,240
TOTAL	**9,308**	**11,785**	**7,758**	**7,758**	**5,240**	**5,240**
Mutual fund units	656,118	656,118	5,516	5,516	183,612	184,895
Certificates of deposits and savings bonds	-	-	-	-	5,594	5,594
Other	-	-	69	76	-	-
TOTAL	**656,118**	**656,118**	**5,585**	**5,592**	**189,206**	**190,489**
Shares borrowed(2)	-	-	-	-	226,765	N/A
TOTAL	**665,426**	**663,796**	**13,343**	**13,350**	**421,211**	**195,729**

(1) Shares held for allotment on the exercise of stock options granted in connection with stock option plans. These shares are reported at market value, being the lower of the strike price for the options that have been granted and their stock market value. In accordance with accounting regulations, the negative difference between the book value and the strike price of the options, which amounted to 1,650 thousand euros, gave rise to a provision recorded under Provisions for liabilities and charges.
(2) Shares loaned by Trief Corporation and Figemu.

NOTE 6
PROVISIONS FOR LIABILITIES AND CHARGES

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
Provision for pensions and other post-retirement benefits	24,283	21,987	20,233
Deferred taxes linked to tax group status (see Note 15)	10,259	14,864	8,559
Other provisions for liabilities and charges	11,050	14,586	164,916
TOTAL	**45,592**	**51,437**	**193,708**

MOVEMENTS FOR THE PERIOD

In thousands of euros	12.31.2003	Charge for the year	Written back used	Written back non used	12.31.2004
Provision for pensions and other post-retirement benefits	21,987	2,296	-	-	24,283
Deferred taxes linked to tax group status	14,864	600	1,116	4,089	10,259
Other provisions for liabilities and charges	14,586	6,650	7,855	2,331	11,050
TOTAL	**51,437**	**9,546**	**8,971**	**6,420**	**45,592**
Operating items		2,296	-	-	
Financial items		1,650	-	-	
Exceptional items		5,600	8,971	6,420	
		9,546	**8,971**	**6,420**	

Notes to the balance sheet

NOTE 7
BORROWINGS

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
3.75% 2002-05 bonds exchangeable for Valeo shares, including accrued interest[1]	377,922	417,998	417,998
2.00% 2003-09 bonds exchangeable for Capgemini shares, including accrued interest	282,017	282,017	-
5.00% 2004-11 bonds, including accrued interest[2]	626,229	-	-
4.875% 2004-14 bonds, including accrued interest[3]	403,099	-	-
Bank loans, including accrued interest	-	270,266	400,852
Accrued interest on optional repurchase agreement	-	-	12,481
Debt related to borrowed securities	-	-	226,765
	1,689,267	**970,281**	**1,058,096**
Debt related to subsidiaries and associates			
Sofiservice	107,991	105,521	231,497
Solfur	7,974	5,010	5,039
Compagnie Financière de la Trinité	18,923	16,982	12,251
Simfor	1,469	1,446	2,618
Trief Corporation	105,285	87,318	54,182
Winvest 1	78,035	77,719	76,121
Sofu Participations	219,927	-	-
Poincaré Investissements	1,596	-	-
SAS du Pont Neuf	1,066	-	-
SAS de l'Ancienne Mairie	1,066	-	-
Ofilux Finance	5,664	-	-
Oranje-Nassau Groep	-	55,575	65,576
Trimo Participations	-	4,674	4,575
Figemu	-	-	199,199
Other	165	343	119
	549,161	**354,588**	**651,177**
Other borrowings	93	35	222
TOTAL	**2,238,521**	**1,324,904**	**1,709,495**
Of which:			
due within one year	918,860	454,623	878,164
due within one to five years	279,020	578,800	808,800
due in more than five years	1,000,000	279,020	-
accrued interest	40,641	12,461	22,531

(1) *In 2004, WENDEL Investissement repurchased and cancelled some of the bonds exchangeable for Valeo shares, as a result of which the nominal value of this issue was reduced by 39,194 thousand euros.*

(2) *Bonds maturing February 2011, of which 500 million euros issued at 99.51% of their nominal value in February 2004 and a further 100 million euros at 99.172% of their nominal value in June 2004.*

(3) *Bonds amounting to 400 million euros issued at 99.837% of their nominal value on November 4, 2004.*

Notes to the balance sheet

NOTE 8
OTHER CREDITORS

In thousands of euros	12.31.2004	12.31.2003	12.31.2002
Trade creditors	8,691	1,385	782
Tax and social security[1]	11,049	3,850	6,528
Warrants exercisable for Capgemini shares[2]	-	-	81,362
Deferred gain on Capgemini shares[3]	-	-	123,842
Other[4]	5,388	18,989	37,797
TOTAL	**25,128**	**24,224**	**250,311**

(1) *Of which, in 2004, an exceptional amount of 5,058 thousand euros, being the 2.5% tax on the special reserves for long-term capital gains due by WENDEL Investissement in its capacity as the head of the tax group.*

(2) *On May 29, 2001, CGIP issued warrants exercisable for Capgemini shares. These warrants were exercisable up until March 31, 2003 on the basis of ten warrants per share at a price of 143 euros. On the warrants' expiration in 2003, WENDEL Investissement cancelled 30,134,188 warrants that had not been exercised and recorded income of 81,362 thousand euros.*

(3) *In 2003, WENDEL Investissement paid 339,916 thousand euros to repurchase 4,562,627 Capgemini shares sold in January 2002 under an optional repurchase agreement. This transaction led to the cancellation of the capital gain deferred at December 31, 2002.*

(4) *Of which Capgemini options for 1,078 thousand euros in 2004, 15,570 thousand euros in 2003, and 32,728 thousand euros in 2002.*

NOTE 9
FINANCIAL INSTRUMENTS

Apart from the transactions described below, there are no financial instruments that could have a material impact on the financial situation of WENDEL Investissement.

Management of equity risk

- Capgemini shareholding

As part of the gradual disposal of its shareholding in Capgemini, WENDEL Investissement has entered into various option contracts. Net premiums received in respect of these contracts amounting to 1,078 thousand euros have been recorded under other creditors until these options expire. At December 31, 2004, unrealised gains in respect of these options amounted to 673 thousand euros.

- Valeo shareholding

In connection wit the management of its shareholding in Valeo, WENDEL Investissement has entered into various option contracts. Net premiums received in respect of these contracts amounting to 1,369 thousand euros have been recorded under other creditors until these options expire. At December 31, 2004, unrealised gains in respect of these options amounted to 2,764 thousand euros. The provision of 1,682 thousand euros set aside at December 31, 2003 was written back in 2004.

- Bonds exchangeable for Capgemini shares

In 2004, WENDEL Investissement continued to hedge the bonds exchangeable for 7,000,000 Capgemini shares issued in 2003 through the purchase of Capgemini calls with the same maturity and the same strike price. Exchangeable bonds hedged in this way have been transformed into straight bonds. Premiums paid on the purchase of these calls represent an additional financial charge that is being amortised on a straight-line basis over the term of the bonds. These premiums are recorded under treasury instruments.

Situation at 12.31.2004	Number of options	Strike price (euros)	Maturity
Purchase of Capgemini calls	6,939,658	39.86	June 2009

Notes to the balance sheet

Management of interest rate risk

WENDEL Investissement - 5% 2011 bonds

The issue of fixed interest bonds in the amount of 600 million euros in February and June 2004 (see Note 7) gave rise to several interest rate swaps, details of which are provided below.

Situation at 12.31.2004	Nominal	Maturity
WENDEL Investissement receives 3.885% and pays 3-month Euribor	95,675	02.2011
WENDEL Investissement receives 3.885% and pays 7-year CMS (floor of 3.43% and ceiling of 3.85%)	400,000	02.2011
WENDEL Investissement receives 4.055% and pays 7-year CMS (floor of 3.32% and ceiling of 4.02%)	100,000	02.2011

Management of currency risk

At December 31, 2004, unrealised gains on open contracts for the forward sale of US dollars amounted to 14,244 thousand euros. These contracts, which are recorded at their market value under treasury instruments, gave rise to the recording of a gain of 11,208 thousand in 2004.

Situation at 12.31.2004	Nominal amount	Exchange rate	Maturity
Forward sale of US dollars for euros	58.1 million dollars	1.162	May 2006
Forward sale of US dollars for euros	129.7 million dollars	1.297	December 2005
Forward sale of US dollars for euros	66.3 million dollars	1.325	December 2005
(WENDEL Investissement is selling US dollars)	254.1 million dollars		

NOTE 10
OFF-BALANCE SHEET COMMITMENTS

In thousands of euros	2004	2003	2002
Commitments given:			
Pledges, mortgages and collateral given as guarantee	**215,861**	**227,760**	**657,821**
of which:			
• Guarantee in respect of the Capgemini shares sold under an optional repurchase agreement (shares pledged in an amount equivalent to 110% of the sale's proceeds)	-	-	373,908
• Valeo shares held as collateral for the WENDEL Investissement bonds exchangeable for Valeo shares	215,861	227,760	218,270
• Capgemini shares held as collateral for allotted Capgemini equity warrants	-	-	65,643
Other commitments given	**36,633**	**1,575**	**1,294**
• commitments to buy back Wheelabrator Allevard shares[1]	1,882	1,575	1,294
• commitments to buy back Bureau Veritas shares[1]	34,751	-	-

(1) The Group has undertaken to maintain or help maintain a liquid market for the Bureau Veritas and Wheelabrator Allevard shares issued and/or to be issued on the exercise of stock options granted to certain employees of these companies. Commitments given are based on the number of shares that could be repurchased valued by reference to the repurchase price at December 31, 2004.

Notes to the profit and loss account

NOTE 11
INCOME FROM PARTICIPATING INTERESTS AND LONG-TERM EQUITY PORTFOLIO

In thousand of euros	12 months to December 2004	12 months to December 2003	12 months to December 2002
Dividends received from:			
Oranje-Nassau Groep	766,761	30,000	20,500
Wheelabrator Allevard	6,086	6,061	6,021
Solfur	2,275	2,688	2,937
Valeo	8,595	7,724	-
Trader Classified Media	4,318	-	-
bioMérieux	10,336	-	-
Compagnie Financière de la Trinité	809	-	24,678
Sofu	967	-	500
Winbond	7,524	-	-
Poincaré Investissements	6,165	-	-
Sofiservice	-	118,245	-
Simfor	-	870	1,099
Capgemini	-	-	4,474
Bureau Veritas	-	-	4,135
Trief Corporation	-	-	4,788
Stallergènes	-	-	462
CGIP (bonds)	-	-	35,104
Other	10	6	18
TOTAL	**813,846**	**165,594**	**104,716**
Of which interim dividends received from:			
• Compagnie Financière de la Trinité	-	-	8,509
• CGIP (shares) - 2001 interim dividend	-	-	35,104
• Sofu	967	-	500
• Poincaré Investissements	6,165	-	-

Notes to the profit and loss account

NOTE 12
OTHER FINANCIAL INCOME AND CHARGES

In thousands of euros	12 months to December 2004	12 months to December 2003	12 months to December 2002
OTHER FINANCIAL INCOME			
Income from marketable securities	-	422	300
Income from long-term loans and advances	8,706	9,211	5,642
Income from invested cash	25,018	13,835	20,322
Provisions written back	1,550	2,531	64,592
TOTAL	**35,274**	**25,999**	**90,856**
of which income from related companies	*8,910*	*9,310*	*962*
OTHER FINANCIAL CHARGES			
Bond interest	58,652	25,425	24,768
Other interest payable and similar charges	25,673	29,265	109,454
Provisions set aside	2,071	-	4,068
TOTAL	**86,396**	**54,690**	**138,290**
of which charged by related companies	*11,983*	*8,468*	*7,815*

NOTE 13
OTHER OPERATING INCOME

In thousands of euros	12 months to December 2004	12 months to December 2003	12 months to December 2002
Property rentals	219	263	497
Management fees billed to subsidiaries	7,387	2,455	2,516
Miscellaneous income	27	56	151
Provisions written back	-	-	-
TOTAL	**7,633**	**2,774**	**3,164**

NOTE 14
MANAGEMENT COMPENSATION AND STAFF NUMBERS

Compensation paid by the company to corporate officers in respect of 2004 amounted to 1,757 thousand euros. Board fees paid to the directors amounted to 390 thousand euros in 2004, 420 thousand euros in 2003, and 391 thousand euros (including 101 thousand euros paid by CGIP) in 2002.

Average number of employees	2004	2003	2002
• Managers	19	18	15
• Employees	26	27	16
TOTAL	**45**	**45**	**31**

Notes to the profit and loss account

NOTE 15
EXCEPTIONAL ITEMS

In thousands of euros	Exceptional income			Exceptional charges			
	Revenue transactions	Capital transactions	Provisions written back	Revenue transactions	Capital transactions	Provisions set aside	Net amount 2004
FIXED ASSET DISPOSALS							
Tangible fixed assets							
• Land	-	-	-	-	49	-	(49)
• Other	-	1	-	-	-	-	1
Fixed asset investments							
• Capgemini shares	-	-	-	-	7,830	44,956	(52,786)
• Trimo Participations shares	-	-	45,220	-	45,257	-	(37)
• Sofiservice shares	-	-	1,861	-	-	-	1,861
• Winvest 1 shares	-	-	920	-	-	-	920
• bioMérieux shares	-	-	-	-	32,017	2,939	(34,956)
• Trader Classified Media shares	-	-	-	-	1,449	-	(1,449)
• Bureau Veritas shares	-	299	-	-	-	-	299
• Wheelabrator Allevard shares	-	825	-	-	-	-	825
OTHER EXCEPTIONAL ITEMS							
• linked to the existence of a tax group	-	-	5,205	-	-	600	4,605
• related to Capgemini	3,230	-	8,128	-	-	-	11,358
• miscellaneous	153	-	2,058	5,111 (1)	-	5,000	(7,900)
TOTAL	**3,383**	**1,125**	**63,392**	**5,111**	**86,602**	**53,495**	**(77,308)**

(1) Of which loan issuance costs amounting to 3,450 thousand euros.

NOTE 16
CORPORATION TAX

The tax charge for 2004 is analysed below:

Tax bases assessed at	33.33%	19.00%	
Ordinary income and charges	(11,978)	-	
Exceptional income and charges	(32,860)	(43,976)	
	(44,838)	**(43,976)**	
Corresponding tax	-	-	-
+ 3% and 3.3% surtaxes			-
- dividend tax credits			-
- effect of tax group relief			(3,557)
+ tax adjustment			-
+ annual flat rate tax			56
CORPORATION TAX CHARGED IN THE PROFIT AND LOSS ACCOUNT			(3,501)

Notes to the profit and loss account

The Company has opted for tax group status, as provided for in Articles 223 A to U of the General Tax Code. According to the group relief agreements between WENDEL Investissement and the other companies in the tax group, each company records in its accounts the tax that it would have paid if it had been taxed on a stand-alone basis. The difference between the tax effectively payable and the tax that would have been due in the absence of group relief is recorded in the accounts of WENDEL Investissement. In 2004, temporary relief in current taxes amounted to 10,259 thousand euros and gave rise to the recognition of a deferred tax liability (see Note 6).

In 2004, the other members of the WENDEL Investissement tax group were Sofiservice, Solfur, Coba, Lormétal, Wheelabrator Allevard, Samedia, Poudres & Grenailles Métalliques, WA SAS, W Diamant, Ardiam, Simfor, Compagnie Financière de la Trinité, Winbond, Winvest 1, Winvest 5, Sofu participations, and Sofe.

NOTE 17
SUBSEQUENT EVENTS

Wendel Investissement shares

The simplified public purchase offer by WENDEL Investissement for its own shares held from December 16, 2004 to January 7, 2005 resulted in the repurchase of 2,500,000 shares for 55 euros each. In addition, in the first three months of 2005, WENDEL Investissement acquired on the market a total of 2,432,179 shares for 141,893 thousand euros. Finally, pursuant to the decision taken by the Board of Directors on January 18, 2005, 2,224,765 shares were cancelled. Given the number of own shares held at the start of the year and the transactions completed in the first three months of 2005, WENDEL Investissement held 4,638,022 of its own shares at March 30, 2005, equivalent to 8.6% of its capital (not taking into account shares earmarked for options granted under stock option plans).

Investment portfolio at December 31, 2004

SHARES IN SUBSIDIARIES AND ASSOCIATES	Number of shares held	% interest	Book value (thousands of euros)
SUBSIDIARIES (OVER 50% OWNED)			
French companies			
Sofiservice	3,248,493	100.00%	98,595
Solfur	124,994	100.00%	14,982
Compagnie Financière de la Trinité	2,021,154	100.00%	15,607
Simfor	10,000	100.00%	302
Wheelabrator Allevard	1,660,531	95.50%	188,202
Winvest 1	5,635,696	100.00%	153,829
Winbond	376,189,599	100.00%	376,190
Winvest 6	275,285	100.00%	8,809
Odyssée Holding	898,842	100.00%	73,705
Bureau Veritas	5,349,550	46.45%	748,937
Sofu	224,997	50.00%	59,280
Poincaré Investissements	1,127,045	74.30%	390,861
SAS de l'Ancienne Mairie	304,645	100.00%	67,610
SAS du Pont Neuf	304,645	100.00%	67,610
Foreign companies			
Oranje-Nassau Groep	1,943,117	100.00%	238,320
Trief Corporation	2,399	24.99%	107,828
OTHER SUBSIDIARIES AND ASSOCIATES (WITH A BOOK VALUE OF LESS THAN 100,000 EUROS)			
Shares in French companies	-	-	449
LONG-TERM EQUITY PORTFOLIO			
Capgemini	3,118,514	2.37%	76,684
bioMérieux	1,197,317	3.03%	35,333
Valeo	8,186,045	9.97%	220,009
TOTAL			**2,943,142**
OTHER FIXED ASSET INVESTMENTS			
Safet Embamet	1,972	5.62%	271
Other shareholdings in French companies	-	-	33
Poincaré Investissements bonds	-	-	142,283
TOTAL			**142,587**

Subsidiaries and participating interests at December 31, 2004

DETAILED INFORMATION

Investments in subsidiaries and participating interests with a net book value in excess of 1% of the share capital of Wendel Investissement.

In thousands of euros	Capital	Reserves including profit for the year	% interest	Gross book value of shares	Net book value of shares	Loans and advances granted by Company	Sales for the last year	Net profit (loss) for the last year	Dividends received during the year by Company
SUBSIDIARIES (OVER 50% OWNED)									
French companies									
Sofiservice	90,958	7,637	100.00%	135,088	98,595	-	-	1,875	-
Solfur	2,000	15,350	100.00%	14,982	14,982	-	-	2,740	2,275
Compagnie Financière de la Trinité	15,159	4,670	100.00%	15,607	15,607	-	-	2,376	809
Simfor	230	1,383	100.00%	302	302	-	163	15	-
Wheelabrator Allevard[1]	27,821	101,665	95.50%	188,202	188,202	-	344,925	-	6,086
Winvest 1	90,171	63,658	100.00%	180,350	153,829	-	-	920	-
Winbond	376,190	176	100.00%	376,190	376,190	-	-	(133)	7,524
Winvest 6	4,405	4,412	100.00%	8,809	8,809	-	-	9	-
Odyssée Holding	36,852	51,354	100.00%	73,705	73,705	-	-	(2,000)	-
Bureau Veritas[1]	13,820	4,645	46.45%	748,937	748,937	-	1,482,770	100,686	-
Sofu	7,200	6,848	50.00%	59,280	59,280	-	-	1,882	967
Poincaré Investissements	27,760	9,490	74.30%	390,861	390,861	-	10,105	8,842	6,165
SAS de l'Ancienne Mairie	4,644	1,503	100.00%	67,610	67,610	-	1,066	1,059	-
SAS du Pont Neuf	4,644	1,503	100.00%	67,610	67,610	-	1,066	1,059	-
Foreign companies									
Oranje-Nassau Groep[1]	8,744	539,062	100.00%	238,320	238,320	-	214,414	784,937	766,761
Trief Corporation	240,000	626,383	24.99%	107,828	107,828	-	5,829	321,472	-
PARTICIPATING INTERESTS (5% TO 50% OWNED)									
-									
Long-term equity portfolio									
Capgemini[1]	1,051,062	1,950,938	2.37%	130,011	76,684	-	6,291,000	(359,000)	-
bioMérieux[1]	12,033	377,967	3.03%	38,272	35,333	-	930,600	75,700	10,336
Valeo[1]	251,127	1,478,873	9.97%	220,009	220,009	-	9,439,000	150,000	8,595
AGGREGATE INFORMATION									
French subsidiaries				449					
Foreign subsidiaries				-					
French associates				-					
Foreign associates				-					

(1) Consolidated data.

Five-year financial summary

In thousands of euros	Exercice 1999/2000	Exercice 2000/2001	Exercice 2001/2002	Exercice 2003	Exercice 2004
1 . CAPITAL AT PERIOD END					
Share capital[1]	141,195	141,195	223,727	223,928	224,732
Number of ordinary shares in issue	17,649,370	17,649,370	55,931,687 [3]	55,981,916	56,183,048
Maximum number of shares that could be issued:					
• on the exercise of options	-	-	1,126,138	1,435,416	1,698,638
2 . RESULTS[1]					
Operating income	584	477	3,164	2,774	7,633
Income from subsidiaries, associates and long-term equity portfolio	34,971	136,014	104,716	165,594	813,846
Profit before tax, depreciation, amortisation and provisions	83,949	135,206	261,884	(200,144)	654,097
Corporation tax	11,565	(4,998)	(15,849)	(6,230)	(3,501)
Net profit	71,908	30,269	(7,173)	217,481	664,219
Dividends[2]	35,299	38,829	94,761	58,781	64,610
• of which interim dividends	-	-	38,829	-	-
3 . RESULTS PER SHARE (euros)					
Profit after tax but before depreciation, amortisation and provisions	4.10	7.94	4.97	(3.46)	11.70
Net profit	4.07	1.72	(0.13)	3.88	11.82
Net dividend	2.00	2.20	2.10 [4]	1.05	1.15
• of which interim dividends	-	-	1.10 [4]	-	-
4 . EMPLOYEE DATA					
Average number of employees	7	7	31	45	45
Total payroll[1]	694	636	5,736	4,586	5,738
Staff benefits (social security, payments to welfare organisations, etc.)[1]	303	252	2,269	2,520	3,215

(1) In thousands of euros.

(2) Including own shares.

(3) After the two-for-one share split, cancellation of shares, and bonus issue of shares decided by the General Meeting that approved the CGIP-Marine Wendel merger.

(4) After the two-for-one share split.

Statutory Auditors' report on the financial statements

Year ended December 31, 2004

In compliance with the assignment entrusted to us by the Annual Shareholders' Meeting, we hereby report to you, for the year ended December 31, 2004, on:

- the audit of the accompanying financial statements of WENDEL Investissement;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our responsibility 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements give a true and fair view of the Company's financial position and its assets and liabilities as of December 31, 2004, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II – Justification of our assessments

In accordance with the requirements of article L. 225-235 of the French Commercial Code ("Code de commerce") relating to the justification of our assessments, we bring to your attention the following matters:

The notes to the financial statements describe the accounting rules and methods applied, including those concerning shares in subsidiaries and affiliates. As part of our assessment of accounting rules and methods, we verified that said accounting methods were appropriate and that they were correctly applied. We also assessed whether the resulting estimates were reasonable.

Our assessments were made in the context of our audit of the financial statements, taken as a whole, and therefore contributed to the formation of the unqualified opinion expressed in the first part of this report.

III – Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional standards applicable in France.

We have no matters to report regarding the fair presentation and the conformity with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

In accordance with the law, we verified that the management report contained the appropriate disclosures as to the acquisition of equity investments and controlling interests and the identity of the shareholders.

Paris, May 10, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

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Statutory Auditors' special report

on regulated agreements
Year ended December 31, 2004

To the Shareholders,

In our capacity as Statutory Auditors of the Company, we present below our report on regulated agreements.

Pursuant to article L. 225-40 of the French Commercial Code (Code de commerce), we have been informed of agreements authorized in advance by the Board of Directors.

Our responsibility does not include identifying any undisclosed agreements. We are required to report to shareholders, based on the information provided, about the main terms and conditions of agreements that have been disclosed to us, without commenting on their relevance or substance. Under the provisions of article 92 of the March 23, 1967 decree, it is the responsibility of shareholders to determine whether the agreements are appropriate and should be approved.

We conducted our review in accordance with the professional standards applicable in France. Those standards require that we carry out the necessary procedures to verify the consistency of the information disclosed to us with the source documents.

1. Agreement with bioMérieux and Nouvelle Biomérieux Alliance (NBMA)

Directors concerned

Jean-Marc Janodet and Alain Mérieux

Description, purpose and terms

WENDEL Investissement entered into the following agreements in connection with the planned stock market listing of the bioMérieux group:

1. Agreement dated March 30, 2004 between WENDEL Investissement, NBMA and bioMérieux specifying the allocation of all expenses and costs incurred or to be incurred in connection with the planned listing of bioMérieux shares on the *Premier Marché* of Euronext Paris.

2. Agreement dated March 30, 2004 between WENDEL Investissement, NBMA and bioMérieux defining the roles and responsibilities of the parties in relation to the stock market listing of bioMérieux. This agreement was amended by an addendum dated July 6, 2004 in order to reflect the guarantee granted directly to the banks managing the flotation.

3. Agreement dated May 19, 2004 providing for the sale by WENDEL Investissement of approximately 5% of its interest in bioMérieux to a group of investors, for an aggregate amount of €60 million. This sale was subject to a condition precedent relating to the planned stock market listing within a certain period of time. During this period, the shares and the sale price were placed in an escrow account in order to protect against the risk of restitution if the condition precedent was not fulfilled.

4. Guarantee agreement dated July 6, 2004 between WENDEL Investissement and bioMérieux, on the one hand, and Calyon, Goldman Sachs International, Lazard and Société Générale ("the Guarantors"), on the other hand, whereby the Guarantors undertake, jointly but not severally, to ensure that the investors purchase the shares offered in connection with the listing of bioMérieux, failing which the Guarantors themselves undertake to purchase said shares.

5. On April 29, 2003, WENDEL Investissement signed a memorandum of understanding with NBMA and ACCRA aimed at facilitating the sale of the Company's interest in NBMA. This memorandum of understanding was amended by an addendum dated March 30, 2004 in order to reflect the planned stock market listing of bioMérieux.

2. Agreement with Société Lorraine de Participations Sidérurgiques (SLPS)

Directors concerned

Henri de Mitry, Louis-Amédée de Moustiers, Hubert Leclerc de Hauteclocque and Ernest-Antoine Seillière.

Description, purpose and terms

In the context of the Wendel Group's tricentennial celebrations, your Company decided to organize a number of events in conjunction with SLPS. WENDEL Investissement has decided to assume one third of the expenses relating to these events and has asked SLPS to pay for the applicable portion of the costs in its name and on its behalf.

3. Agreement with UBS

Shareholder of WENDEL Investissement.

Description, purpose and terms

As part of the implementation of the buyback program authorized by the Shareholders' Meeting of June 1, 2004 and in view of offsetting the impact of any dilution that may occur in relation to the private exchange offer made by your Company to Bureau Veritas, WENDEL Investissement signed an agreement with UBS on September 10, 2004 granting the Company a call option on 5,200,000 shares up to December 30, 2004, at a price of €38 per share and a premium of €10 per option.

Pursuant to the March 23, 1967 decree, we were informed that the following agreements entered into in prior years remained in force during the year.

1. Agreements with Société Lorraine de Participations Sidérurgiques (SLPS)

Description, purpose and terms

On September 2, 2003, WENDEL Investissement entered into the following agreements with SLPS:

- an administrative assistance service agreement for a yearly amount of €15,000 (excluding taxes);
- a commitment to lease premises for a yearly amount of €11,950, excluding taxes but including service charges.

2. Agreement with Wendel-Participations

Description, purpose and terms

On September 2, 2003, WENDEL Investissement entered into an agreement with Wendel-Participations providing for the lease of premises for a yearly amount of €19,360 excluding taxes but including service charges.

3. Agreement with Stallergènes

Description, purpose and terms

WENDEL Investissement entered into an agreement with Stallergènes relating to the tax and administrative management of Stallergènes. An addendum to this agreement was signed on March 5, 2003 reducing the yearly fees paid to WENDEL Investissement (excluding taxes) to €80,000.

4. Agreement Société Lorraine de Participations Sidérurgiques (SLPS) and Wendel-Participations

Description and purpose

On May 15, 2002, two agreements were signed with SLPS and Wendel-Participations authorizing the Company to include "Wendel" in its registered name and business name, and granting the Company an exclusive license to use the WENDEL Investissement brand.

Terms

These agreements were granted without consideration for an indefinite period. They may, however, be revoked in the event that a direct and indirect interest held by the family-owned companies in WENDEL Investissement falls below 33.34% for 120 consecutive days. If this revocation right is not exercised within a reasonably short period after the said interest falls below the above-mentioned minimum threshold, the right to use the name Wendel and the exclusive license to use the brand shall become definitive and irrevocable.

Paris, May 10, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

Statutory Auditors' report

prepared in accordance with the final paragraph of article L. 225-235 of the French Commercial Code, on the report prepared by the Chairman of the Board of Directors of WENDEL Investissement on the internal control procedures relating to the preparation and processing of financial and accounting information

To the Shareholders,

In our capacity as Statutory Auditors' of WENDEL Investissement, and in accordance with the final paragraph of article L. 225-235 of the French Commercial Code (Code de commerce), we hereby report to you on the report of the Chairman of your Company in accordance with article L. 225-37 of the French Commercial Code for the year ended December 31, 2004.

In his report, the Chairman is notably required to give an account of the conditions in which the duties of the Board of Directors are prepared and organized and of the internal control procedures in place within the Company.

It is our responsibility to report to you our observations on the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information.

We performed our procedures in accordance with professional guidelines applicable in France. These require us to perform procedures to assess the fairness of the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information.

These procedures notably consisted of:

- obtaining an understanding of the objectives and general organization of internal control, as well as the internal control procedures relating to the preparation and processing of financial and accounting information, as set out in the Chairman's report;
- obtaining an understanding of the work performed to support the information given in the report.

On the basis of these procedures, we have no matters to report in connection with the information concerning the internal control procedures relating to the preparation and processing of financial and accounting information, as set out in the Chairman's report, prepared in accordance with the final paragraph of article L. 225-37 of the French Commercial Code.

Paris, May 10, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

Statutory Auditors' special report

on the proposed issuance of shares and share equivalents with or without pre-emptive subscription rights (sixth, seventh, eighth, ninth and eleventh resolutions)

To the Shareholders,

In our capacity as Statutory Auditors of the Company and pursuant to the provisions of articles L. 225-135, L. 225-136, L. 225-138 and L. 228-92 of the French Commercial Code, we hereby present our report on the proposed issuance of shares and securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares, as submitted to the shareholders for approval.

The Board of Directors is asking you to grant it or the Management Board (subject to the shareholders' approval of the Company's change in management method) powers to issue:

- shares and/or securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company or related companies as defined by article L. 228-93 of the French Commercial Code, with pre-emptive subscription rights for existing shareholders (sixth resolution);
- shares and/or securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company or related companies as defined by article L. 228-93 of the French Commercial Code, and/or securities conferring entitlement to debt instruments, with the elimination of pre-emptive subscription rights (seventh resolution), but with the option for the Board of Directors to introduce a priority right for shareholders. These securities may also be issued as payment for shares tendered to a public exchange offer initiated by the Company or following the issuance - by companies in which it directly or indirectly holds more than 50% of the capital - of shares or securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company;
- shares and/or securities without pre-emptive subscription rights, as payment for contributions in kind relating to shares and securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company (ninth resolution);
- shares and/or securities that are convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company to corporate officers and employees who are members of the Group employee stock ownership plan (eleventh resolution); this issuance shall be subject to the approval of the shareholders pursuant to article L. 225-129-6 of the French Commercial Code and article L. 443-5 of the French Labor Code.

The total nominal amount of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares shall not exceed:

- €200 million in respect of the sixth resolution and €100 million in respect of the seventh resolution,
- 10% of the Company's capital at the time of the share issue in respect of the ninth resolution,
- €250,000 in respect of the eleventh resolution.

The aggregate amount of shares or securities convertible, redeemable, exchangeable or otherwise exercisable for shares in the Company, issued pursuant to the sixth, seventh, eighth, ninth, tenth, eleventh and fourteenth resolutions of the Annual Shareholders' Meeting of June 1, 2004, shall not exceed €1 billion. In the context of the authorizations provided for in the sixth and seventh resolutions, this amount takes account of any additional shares or share equivalents that may be issued within the time periods and limits provided for

Statutory Auditors' special report

by article L. 225-135-1 of the French Commercial Code at the same price as the initial share issue, in the event that you adopt the eighth resolution.

The aggregate maximum face value of debt securities issued within the scope of the authorizations referred to in the sixth, seventh, eighth, ninth and eleventh resolutions shall be fixed at €2 billion.

On the basis of its report and within the scope of article L. 225-129-2 of the French Commercial Code, the Board of Directors is asking you to grant it or the Management Board (subject to the shareholders' approval of the Company's change in management method) powers for a period of 26 months to decide and set the terms and conditions for these operations. Shareholders are also asked to waive their pre-emptive subscription rights for issues carried out under the seventh, ninth and eleventh resolutions.

We conducted our review in accordance with the professional standards applicable in France. These standards require that we carry out the necessary procedures to review the methods used for determining the exercise price of subscription rights and the issue price for each issue.

Subject to the further examination of the terms and conditions of these issues, we have no matters to bring to the shareholders' attention regarding the terms and conditions applicable for the determination of issue prices as presented in the report of the Board of Directors in respect of the seventh and eleventh resolutions. We are not in a position to comment on the terms and conditions applicable for the determination of issue prices under the sixth and ninth resolutions, which are not referred to in the report of the Board of Directors.

As the issue price for each issue is to be determined by the Board of Directors when the operations are carried out, we are not in a position to comment on the final terms and conditions under which these issues will be conducted, nor, in consequence, on the proposed waivers of shareholders' pre-emptive rights under the seventh, ninth and eleventh resolutions.

In accordance with article 155-2 of the decree of March 23, 1967, we will issue a supplementary report at the time of each such issue conducted by the Board of Directors.

Paris, May 10, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

Explanation of Resolutions

Report of the Board of Directors on the proposed resolutions

RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING

I. FINANCIAL STATEMENTS 2004, ALLOCATION OF INCOME AND REGULATED AGREEMENTS

The purpose of the first resolution is to approve the parent company accounts of WENDEL Investissement for the period from January 1, 2004, to December 31, 2004. These financial statements show net income of 664 million euros.

A detailed commentary on the parent company accounts is presented in the annual report.

The object of the second resolution is to approve the consolidated financial statements of the WENDEL Investissement Group for the period from January 1, 2004, to December 31, 2004. These financial statements show net income of 281 million euros - Group share.

A detailed commentary on the consolidated financial statements is presented in the annual report.

The third resolution proposes to allocate 2004 net income and retained earnings, which together comprise a distributable total of 698.4 million euros at the disposal of the Shareholders' Meeting after allocation to the legal reserve.

The allocation proposed is as follows:

- 64.6 million euros distributed to shareholders in the form of a dividend of 1.15 euros per share in existence as of December 31, 2004;
- 633.8 million euros to retained earnings.

The dividend of 1.15 euros per share will be paid from June 2, 2004, when the coupon is detached.

Shareholders are reminded that, in keeping with new legislation, this dividend of 1.15 euros per share is no longer complemented by a tax credit, but is eligible for a 50% tax rebate benefiting individuals domiciled in France for tax purposes.

In application of the rectified law of finances for 2004, the Company is obliged to transfer the sums currently recorded in the "Special reserve for long-term capital gains" to an ordinary reserve within the limit of 200 million euros and to pay a tax of 2.5% on the amount of the sums transferred after deduction of a rebate of 500,000 euros. The Shareholders' Meeting is asked to recognize and authorize these measures taken in application of this law.

The fourth resolution concerns the regulated agreements mentioned in article L.225-38 of the "Code de commerce" that were authorized by the Board of Directors in the 2004 fiscal year, and are commented in a special report by the auditors.

RESOLUTIONS OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

II. CHANGES TO THE BY-LAWS: CHANGE IN THE COMPANY'S CORPORATE GOVERNANCE STRUCTURE; CHANGE IN DISCLOSURE THRESHOLDS

The fifth resolution proposes to change the company's corporate governance structure by creating a Supervisory Board and an Executive Board and to require that shareholders declare any crossing of the disclosure threshold of 2% of the capital or voting rights (up or down). The new by-laws shall govern the Company as of their adoption.

III. RENEWAL OF FINANCIAL AUTHORIZATIONS

Increase in capital within the limit of an overall ceiling

The sixth, seventh, eighth, ninth, tenth and eleventh resolutions are intended to renew the authorizations granted by the Shareholders' Meeting of June 1, 2004, to adapt to the changes introduced by the ordinance of June 24, 2004, and by the change in the corporate governance structure. They are designed to authorize the Board of Directors or, if the fifth resolution is adopted,

Explanation of Resolutions

Report of the Board of Directors on the proposed resolutions

the Executive Board, with the prior approval of the Supervisory Board, to increase the capital within the overall limit set in the sixth resolution. These authorizations, valid for twenty-six months, would cancel any preceding authorizations of the same nature, for any amounts not yet called, granted in 2004.

The sixth resolution is intended to empower the Board of Directors or, if such is the case, the Executive Board to issue shares or securities giving access to the capital, maintaining the pre-emptive right of subscription, within the limit of 2 million euros for capital increases and 2 billion euros for securities representing debt securities.

This resolution also determines the overall ceilings on the financial authorizations provided for in the sixth, seventh, eighth, ninth, tenth and eleventh resolutions, i.e.

- the nominal amount of issues of shares may not exceed a total of 1 billion euros;
- the nominal amount of securities representing debt securities of the Company, giving access to the capital or not, may not exceed a total of 2 billion euros.

The seventh resolution is intended to empower the Board of Directors or, if such is the case, the Executive Board to issue shares or securities giving access to the capital or giving a right to the allocation of debt securities, without the pre-emptive right of subscription, within the limit of 100 million euros for capital increases and 2 billion euros for securities representing debt securities. This authorization makes it possible to remunerate securities that would be transferred to the Company in a public offer.

Pursuant to legal and regulatory provisions, the issue price of the shares issued or to be issued under this authorization shall be at least equal to the weighted average of the share prices quoted on the stock exchange in the three business days preceding the setting of the subscription price for the capital increase, minus a possible 5% discount.

The eighth resolution is intended to empower the Board of Directors or, if such is the case, the Executive Board to increase in the thirty days that follow the closing of the subscription and within the limit of 15% of the initial issue the amount of the issues decided in application of the sixth and seventh resolutions on the assumption that these issues would be oversubscribed by investors.

The ninth resolution is intended to empower the Board of Directors or, if such is the case, the Executive Board to issue shares or securities giving access to the capital, without the pre-emptive right of subscription, in order to remunerate contributions in kind to the Company within the limit of 10% of the capital.

The tenth resolution is intended to empower the Board of Directors or, if such is the case, the Executive Board to increase the Company's capital by the incorporation of reserves, income or premiums within the limit of a nominal amount of 1 billion euros. These capital increases take the form of either the attribution of bonus shares or an increase in the par value of existing shares.

Development of employee shareholding

The eleventh resolution is intended to renew the authorization of the Board of Directors or, if such is the case, the Executive Board to increase the Company's capital to the benefit of the Group's employees within the framework of a Group savings plan for a total maximum nominal amount of 250,000 euros, with this amount to be deducted from the ceiling provided for in the sixth resolution.

RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING

IV. RENEWAL OF SHARE BUYBACK PROGRAM

The twelfth resolution is intended to renew the authorization to buy back Company shares granted by the Ordinary and Extraordinary Shareholders' Meeting of December 3, 2004, and which the Board of Directors used in the amount of 279,392,810 euros.

This resolution aims to authorize the Company to acquire its own shares within the legal limit of 10% of the number of shares comprising the share capital (5,399,303 shares as of March 31, 2005) for a total maximum share buyback amount of 647,916,360 euros. This authorization would be given for eighteen months.

Detailed information on the share buyback program is provided in the information note approved by the French stock market authorities (Autorité des marché financers) and published prior to the Shareholders' Meeting (also available on the Company's web-site: www.wendel-investissement.com).

V. SUPERVISORY BOARD: APPOINTMENT OF MEMBERS OF THE SUPERVISORY BOARD; DIRECTORS' FEES

The thirteenth resolution proposes to appoint Jean-Pierre Berghmans as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

The fourteenth resolution proposes to appoint Didier Cherpitel as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

The fifteenth resolution proposes to appoint, as of this date, Guy de Wouters as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

The sixteenth resolution proposes to appoint Jean-Marc Janodet as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2007.

Explanation of Resolutions

Report of the Board of Directors on the proposed resolutions

The seventeenth resolution proposes to appoint François de Mitry as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2007.

The eighteenth resolution proposes to appoint François de Wendel as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2007.

The nineteenth resolution proposes to appoint Edouard de l'Espée as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

The twentieth resolution proposes to appoint Grégoire Olivier as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

The twenty-first resolution proposes to appoint Ernest-Antoine Seillière as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

The twenty-second resolution proposes sets at 480,000 euros the total annual amount of directors' fees to be paid to members of the Supervisory Board.

Finally, the twenty-third resolution concerns the granting of powers to accomplish any publication or formalities required by law.

Proposed resolutions

RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING

> FIRST RESOLUTION

(Approval of the parent company's 2004 financial statements)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings,

- after examining the management report of the Board of Directors on the activity and situation of the Company in 2004 and the report of the Chairman attached to the management report,
- after hearing the general report of the Statutory Auditors and their special report on the report of the Chairman,

approves the parent company financial statements for the reporting period that ran from January 1, 2004, to December 31, 2004, as presented by the Board of Directors, showing net income of 664,218,625.81 euros, as well as the transactions therein accounted for or summarized in these reports.

> SECOND RESOLUTION

(Approval of the 2004 consolidated financial statements)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings,

- after examining the report of the Board of Directors on the activity and situation of the Group in 2004,
- after hearing the general report of the Statutory Auditors on the consolidated financial statements,

approves the consolidated financial statements for the reporting period that ran from January 1, 2004, to December 31, 2004, as presented by the Board of Directors, showing net income (Group share) of 281,014,000 euros, as well as the transactions therein accounted for or summarized in these reports.

> THIRD RESOLUTION

(Appropriation of net result, determination of dividend and payment of dividend)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings,

- on the recommendation of the Board of Directors,

1. decides to allocate from 2004 net income,
which totaled .... 664,218,625.81 €
the amount of .... 80,452.80 €
to the legal reserve.
2. decides to allocate the available surplus
of this net income, i.e. .... 664,138,173.01 €
plus retained earnings of .... 34,264,083.94 €
for a distributable profit of .... 698,402,256.95 €
as follows:
a) to shareholders, the amount of .... 64,610,505.20 €
for a net dividend of 1.15 euros per share in existence as of December 31, 2004,
b) and for the balance to retained earnings,
the amount of............ 633,791,751.75 €

3. decides that this net dividend of 1.15 euros per share shall be paid from June 2, 2005, when the coupon is detached;

4. decides that the dividend that cannot be paid to the WENDEL Investissement shares held by the Company shall be allocated to retained earnings;

5. acknowledges the Board's presentation of distributions allocated in the three previous years, which comprise, with the dividend that has been decided for the fiscal year 2004, the items in the following table:

Fiscal year	Number of shares at year end	Net dividend per share	Tax credit per share(1)	Total income per share
Shares with a par value of 8 euros				
2000-2001	17,649,370	2.20	1.10	3.30
Shares with a par value of 4 euros				
2001-2002	55,931,687 (2)	2.10 (3)	1.05	3.15
2003	55,981,916	1.05	0.525	1.575 (4)
2004	56,183,048	1.15 (5)	-	-

***(1)** The tax credit (avoir fiscal) represents 50% of the net dividend (however, in the event the beneficiary is a company that does not benefit from the parent company tax system, the rate is 10%).*

***(2)** After division in half of the par value on June 13, 2002, and increase in the number of shares in order to remunerate the transfers carried out within the framework of the merger with CGIP.*

***(3)** A dividend of 1.00 euro to which is added 1.10 euros per share corresponding to half of the dividend advance of 2.20 euros per share (before division in half of the par value) paid to shareholders of Marine-Wendel prior to the merger.*

***(4)** The total amount of tax credits attached to a number of shares can be calculated by multiplying the number of shares by 0.525, this amount is rounded off to the next lower euro when the decimal is strictly less than 0.50 euro and to the next higher euro when it is more than or equal to 0.50 euro.*

***(5)** Pursuant to article 243bis of the French tax code (Code général des impôts), it is to be noted that all of the proposed dividend is eligible for a 50% rebate benefiting individuals domiciled in France for tax purposes as provided for in article 158-3 of the French tax code.*

6. in application of article 39-IV of the rectified law of finances for 2004 n° 2004-1485 of December 30, 2004, authorizes the Board of Directors or, if such is the case, the Executive Board, subject to the approval of the fifth resolution of this Shareholders' Meeting, to:

- transfer, before December 31, 2005, the sum of 200,000,000 euros currently recorded in the "Special reserve for long-term capital gains" (of which 44,177,721.97 euros at a rate of 15%, 10,249,681.31 at a rate of 18%, and 145,572,596.72 euros at a rate of 19%) to "Other reserves";
- transfer the sum of 4,987,500.00 euros, representing the exceptional tax on the amount thus transferred, from "Other reserves" to "Retained earnings", from which item this tax was debited on December 31, 2004.

> FOURTH RESOLUTION

(Regulated agreements mentioned in articles L.225-38 and following of the "Code de commerce")

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings,

- after examining the report of the Board of Directors,

- after hearing the special report of the Statutory Auditors on the agreements mentioned in articles L.225-38 and following of the "Code de commerce",

approves the agreements and operations which occurred between January 1, 2004, and December 31, 2004, and are mentioned in this report.

RESOLUTIONS OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

> FIFTH RESOLUTION

(Changes to the by-laws: change in the company's corporate governance structure: creation of a Supervisory Board and an Executive Board; change in disclosure thresholds; adoption of new by-laws)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the report of the Board of Directors and the text of the proposed by-laws,

- and pursuant to the provisions of article L.225-57 of the "Code de commerce",

1. decides to change the company's corporate governance structure by creating a Supervisory Board and an Executive Board, governed by articles L.225-57 to L.225-93 of the "Code de commerce", as of this date;

2. decides to change the article of the by-laws that concerns disclosure thresholds;

3. adopts the full text of the new by-laws, a copy of which shall be attached to the minutes of this Shareholders' Meeting. These new by-laws shall govern the Company as of this date.

> SIXTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to issue – maintaining the pre-emptive right of subscription – shares and/or securities giving access to the company's capital)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the report of the Board of Directors and the special report of the Statutory Auditors,

- and pursuant to the provisions of articles L.225-129 to L.225-129-6 and articles L.228-91 and L.228-92 of the "Code de commerce",

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to decide, on one or more occasions, at the date and under the conditions it will determine, in France or other countries, to issue, in order to sell or to allocate as bonus issues, maintaining the pre-emptive right of subscription, shares in the Company or securities of any type giving access at any time or at a specific date – by subscription, conversion, exchange, reimbursement, exercise of warrants or otherwise – to a portion of the capital of the Company or of one of the companies mentioned in article L.228-93 of the "Code de commerce", it being specified that the securities will be issued in euros or another currency or a monetary unit established with reference to several currencies and that these issues may be subscribed in cash or in compensation for due, liquid, certain commitments of the Company or by the incorporation of reserves, income or paid-in capital;

2. decides that the nominal amount of capital increases that may be carried out immediately or at a later date by virtue of the above-mentioned delegation, shall not exceed 200,000,000 euros or its equivalent at the date of issue of this amount in the event of an issue in a non-euro currency or in a unit of account determined with reference to several currencies, it being specified that the maximum nominal amount of capital increases that may be carried out by virtue of this delegation and those authorized by the seventh, eighth, ninth, tenth and eleventh resolutions of this Shareholders' Meeting, as well as the fourteenth resolution of the Shareholders' Meeting of June 1, 2004, is set at 1 billion euros,

decides that to this amount shall be added, if appropriate, the nominal amount of additional shares issued to maintain the rights of holders of securities giving access to the Company's capital;

3. also decides that the nominal amount of securities representing debt securities that may be issued by virtue of the above-mentioned delegation, shall not exceed 2,000,000,000 euros or its equivalent at the date of issue of this amount in the event of an issue in a non-euro currency or in a unit of account determined with reference to several currencies, it being specified that the maximum nominal amount that may be issued by virtue of this delegation and those authorized by the seventh, eighth, ninth and eleventh resolutions of this Shareholders' Meeting, as well as the issuance of debt securities that may be decided by the Board of Directors, or if such is the case, the Executive Board is set at 2,000,000,000 euros;

4. decides that the issue(s) shall be reserved pre-emptively to shareholders, who may subscribe for shares on an irreducible basis;

notes that the Board of Directors or, if such is the case, the Executive Board may grant shareholders the right to subscribe on a reducible basis a greater number of securities than it may subscribe on an irreducible basis, proportionally to the subscription rights they hold and, in any case, within the limit of their request;

notes that if the subscriptions, on both an irreducible and reducible basis, do not absorb the whole amount issued, the Board of Directors or, if such is the case, the Executive Board may, in compliance with current legislation and in the order it deems appropriate, make use of one and/or another of the following faculties:

- limit the capital increase to the amount of the subscriptions under the condition that this amount represents at least three-quarters of the issue decided;
- allocate all or part of the unsubscribed shares as bonus shares;
- sell to the public all or part of the unsubscribed shares;

5. decides that issues of warrants for Company shares may be carried out by a subscription offer, but also by the free allocation of existing shares to shareholders, it being specified that the Board of Directors or, if such is the case, the Executive Board shall be able to decide that the allocation rights representing fractional shares shall not be negotiable and that the corresponding securities shall be sold;

6. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, in accordance with current legislation, to apply this authorization, and in particular:

- to decide the conditions and modalities, i.e. determine the dates and the amounts of the issues as well as the form and characteristics of the securities to be created, set the issue price of the shares or securities giving access to the capital, set the date of validity, even if retroactive, determine how the shares or other securities issued should be paid up, and if appropriate spell out the conditions for their reimbursement, acquisition on the stock exchange or exchange for shares or other securities, the possibility to suspend the exercise of rights attached to the securities for a period not to exceed the maximum period allowed by current legislation and regulations; determine and conduct any adjustments designed to account for the impact of operations on the Company's capital and define the modalities according to which the rights of holders of securities giving later access to the capital stock will be preserved;
- in the event of the issue of debt securities, to decide whether they should be subordinated or not, set their interest rate and how

the interest is to be paid, their maturity (which may be determined or not), the redemption value (fixed or floating, with or without a premium), the modalities of amortization in function of market conditions and the conditions under which these securities will give a right to Company shares, and more generally to determine the other modalities of issue and amortization; if appropriate, these securities may take the form of complex bonds in the sense given by stock market authorities; to modify during the life of the securities concerned, the above-mentioned modalities, in keeping with applicable formalities;

- to deduct, if required, from paid-in capital all expenses, and especially those occasioned by the issues, and take from this amount the sums required for the legal reserve;
- to recognize the capital increase(s) resulting from any issue effected in application of this authorization and modify the by-laws accordingly;
- and, generally, to take appropriate initiatives and enter into any agreements to achieve the goal of the planned issues;

7. decides that this authorization, which cancels and replaces any preceding authorizations of the same nature, for any amounts not yet called, is valid for a period of twenty-six months from this Shareholders' Meeting.

> SEVENTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to issue – without any pre-emptive right of subscription – shares and/or securities giving access to the company's capital and/or to issue securities giving the right to the allocation of debt securities)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the report of the Board of Directors and the special report of the Statutory Auditors,

- and pursuant to the provisions of articles L.225-129 to L.225-129-6 and articles L.225-135, L.225-148, L.228-91 and L.228-92 of the "Code de commerce",

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to decide, on one or more occasions, at the date and under the conditions it will determine, in France or other countries to issue, in order to sell or to allocate as bonus issues, shares in the Company or securities of any type giving access at any time or at a specific date – by subscription, conversion, exchange, reimbursement, exercise of warrants or otherwise – to a portion of the capital of the Company or of one of the companies mentioned in article L.228-93 of the "Code de commerce", or giving a right to the allocation of debt securities, it being specified that these shares or securities may be issued to remunerate securities that would be transferred to the Company in a public exchange offer in France or other countries, in keeping with local rules on securities under the conditions of article L.225-148 of the "Code de commerce", it being specified that the securities issued may be denominated in euros or another currency or a monetary unit established with reference to several currencies and that these issues may be subscribed in cash or in compensation for due, liquid, certain commitments of the Company or by the incorporation of reserves, income or paid-in capital;

2. empowers the Board of Directors or, if such is the case, the Executive Board, to decide to issue shares or securities giving access to the Company's capital to be issued subsequent to the issuance by companies of which the Company directly or indirectly owns more than half of the capital, of securities giving access to the Company's capital; this decision implies renunciation, to the benefit of holders of securities that may be issued by Group companies, by Company shareholders of the pre-emptive subscription right to which these securities give right;

3. decides that the nominal amount of capital increases that may be carried out immediately or at a later date by virtue of the above-mentioned delegation, shall not exceed a maximum amount of 100,000,000 euros or its equivalent at the date of issue of this amount in the event of an issue in a non-euro currency or in a unit of account determined with reference to several currencies, it being specified that this amount shall be deducted from the overall ceiling mentioned in the second paragraph of the sixth resolution of this Shareholders' Meeting,

decides that to this amount shall be added, if appropriate, the nominal amount of additional shares issued to maintain the rights of holders of securities giving access to the Company's capital;

4. also decides that the nominal amount of debt securities that may be issued by virtue of the above-mentioned delegation, shall not exceed a maximum amount of 2,000,000,000 euros or its equivalent at the date of issue of this amount in the event of an issue in a non-euro currency or in a unit of account determined with reference to several currencies; it being specified that the amount shall be deducted from the overall ceiling mentioned in the third paragraph of the sixth resolution of this Shareholders' Meeting;

5. decides to cancel the shareholders' pre-emptive right of subscription to securities to be issued on the basis of this authorization with the understanding that the Board of Directors or, if such is the case, the Executive Board, may grant shareholders, for a length of time and under the conditions it shall determine in compliance with current legislation and regulations, for all or part of the issue, a period in which they shall have priority to subscribe to the above-mentioned securities, proportionally to the number of securities held by each shareholder, on an irreducible and then on a reducible basis, without giving rise to the creation of negotiable rights;

6. notes that if the subscriptions, including those of shareholders, do not absorb the whole issue as defined above, the Board of Directors or, if such is the case, the Executive Board may limit the issue to the amount of the subscriptions received;

7. notes that pursuant to article L.225-136 1°, first paragraph, of the "Code de commerce":

- the issue price of the directly issued shares shall be at least equal to the minimum provided for by regulations applicable the date of the issue;
- the issue price of securities giving access to the capital shall be such that the sum immediately received by the Company, plus, if such is the case, any sums it might receive at a later date, be, for each share issued because of the issuance of these securities, at least equal to the minimum subscription price defined in the preceding paragraph;

8. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, in accordance with current legislation, to apply this authorization, and in particular:

- to decide the conditions and modalities, i.e. determine the dates and the amounts of the issues as well as the form and characteristics of the securities to be created, set the issue price of the shares or securities, set the date of validity, even if retroactive, determine how the shares or other securities issued should be paid up, and if appropriate spell out the conditions for their reimbursement, acquisition on the stock exchange or exchange for shares or other securities, the possibility to suspend the exercise of rights attached to the securities to be issued for a period not to exceed the maximum period allowed by current legislation and regulations; determine and conduct any adjustments designed to account for the impact of operations on the Company's capital and define the modalities according to which the rights of holders of securities giving access to the capital stock shall be preserved;
- more particularly, in the event of the issue of shares or securities to remunerate securities transferred within the framework of a public exchange offer launched by the Company, to set the exchange rate, and if appropriate, to determine the equalization payment; to note the number of shares exchanged, as well as the number of shares or securities to be issued in remuneration; to determine the dates, issuance conditions, especially the price and the date of validity of the new shares, or if such is the case, of the securities giving access to the Company's capital; to record in the liabilities on the balance sheet, in the item "Paid-in capital", in which all shareholders' rights will be recognized, the difference between the issue price of new shares and their par value; to deduct, if such is the case, from this "Paid-in capital" all the costs and rights incurred by the authorized operation;
- in the event of the issue of debt securities, to decide whether they should be subordinated or not, set their interest rate and how the interest is to be paid, their maturity (which may be determined or not), the redemption value (fixed or floating, with or without a premium), the modalities of amortization in function of market conditions and the conditions under which these securities will give a right to shares, and more generally to determine the other modalities of issue and amortization; if appropriate, these securities may be associated with warrants giving right to the allocation, acquisition or subscription of bonds or other debt securities or take the form of complex bonds in the sense given by stock market authorities;
- to modify during the life of the securities concerned, the above-mentioned modalities, in keeping with applicable formalities;
- to deduct, if required, from paid-in capital all expenses, and especially those occasioned by the issues, and take from this amount the sums required for the legal reserve;
- to recognize the capital increase(s) resulting from any issue effected in application of this authorization and modify the by-laws accordingly;
- and, generally, to take appropriate initiatives and enter into any agreements to achieve the goal of the planned issues;

9. decides that this authorization, which cancels and replaces any preceding authorizations of the same nature, for any amounts not yet called, is valid for a period of twenty-six months from this Shareholders' Meeting.

> EIGHTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to increase the amount issued in the event of excessive demand)

- after examining the report of the Board of Directors and the special report of the Statutory Auditors,
- and pursuant to the provisions of article L.225-135-1 of the "Code de commerce",

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, for each of the issues decided in application of the sixth and seventh resolutions of this Shareholders' Meeting, in the event of excessive demand, to increase the number of securities to be issued within the time frame and limits provided for by current regulations at the date of the issue and at the same price as the number initially projected;

2. decides that the nominal amount of capital increases decided by this resolution shall be deducted from the total ceiling mentioned in the second paragraph of the sixth resolution of this Shareholders' Meeting;

3. decides that this authorization is given for a period of twenty-six months from this Shareholders' Meeting.

> NINTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to issue shares or securities without any pre-emptive right of subscription in remuneration of payments in kind comprised of shares or securities giving access to the capital)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the report of the Board of Directors and the special report of the Statutory Auditors,

- and pursuant to the provisions of articles L.225-129 and following of the "Code de commerce", and particularly article L.225-147, sixth paragraph, of the "Code de commerce":

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to increase the share capital, on one or more occasions, within the limit of 10% of the capital at the date of the issue, in order to remunerate payments in kind to the Company that are comprised of shares or securities giving access to the capital, when the provisions of article L.225-148 of the "Code de commerce" do not apply;

2. decides, whenever necessary, to cancel, to the benefit of holders of shares or securities giving access to the capital, the purpose of the payments in kind, the shareholders' pre-emptive right of subscription to shares or securities thus issued;

3. decides that the nominal amount of capital increases that may be carried out immediately or at a later date by virtue of the above-mentioned authorization shall be deducted from the total ceiling mentioned in the second paragraph of the sixth resolution of this Shareholders' Meeting;

4. decides that to this amount shall be added, if appropriate, the nominal amount of additional shares issued to maintain the rights of holders of securities giving access to the Company's capital;

5. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, in accordance with current legislation, to apply this authorization, and in particular:

- to approve the evaluation of the payments and to set the exchange rate, as well as, if appropriate, the equalization payment to be paid;
- to recognize the number of securities to be issued;
- to determine the dates, conditions of issue, in particular the price and the date of validity of the shares or securities giving access to the Company's capital to be issued;
- to record in "Paid-in capital" in the liabilities on the balance sheet, an item that will include the rights of all shareholders, the difference between the issue price of the new shares and their par value;
- to deduct, if required, from paid-in capital all expenses, and especially those occasioned by the operation authorized, and take from this amount the sums required for the legal reserve;
- to recognize the capital increase(s) resulting from any issue carried out in application of this authorization and modify the by-laws accordingly;
- and, generally, to take appropriate initiatives and enter into any agreements to achieve the goal of the planned issues;

6. decides that this authorization is valid for a period of twenty-six months from this Shareholders' Meeting.

> TENTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to increase the capital by the incorporation of reserves, income or paid-in capital)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the report of the Board of Directors and the special report of the Statutory Auditors,

- and pursuant to the provisions of articles L.225-130 of the "Code de commerce",

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to increase the share capital, on one or more occasions, at the times and in the proportions it decides, within the limit of a maximum nominal amount of 1,000,000,000 euros, by the successive or simultaneous incorporation into the capital of all or part of the reserves, income and paid-in capital (issue, merger and other premiums) to be carried out by the creation and allocation of bonus shares or by an increase in the par value of the shares or through the use of these two means;

2. decides that the nominal amount of capital increases decided by this resolution shall be deducted from the total ceiling mentioned in the second paragraph of the sixth resolution of this Shareholders' Meeting;

3. decides that in the event of the distribution of bonus shares, the fractional shares shall not be negotiable and the corresponding shares shall be sold; the sums from this disposal shall be allocated to the holders of the rights under the conditions provided for by current legislation and regulations;

4. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, in accordance with current legislation, to apply this authorization, and in particular:

- to determine the amount and nature of the sums to be incorporated into the capital;

- to determine the number of securities to be issued or the amount by which the par value of the shares in the capital shall be increased;
- to set the date, even if retroactive, from which the new shares shall be valid or at which the new par value shall take effect;
- to deduct from one or several available reserve(s) the sums required for the legal reserve;
- to recognize the capital increase(s) resulting from any issue carried out in application of this authorization, modify the by-laws accordingly and conduct all legal formalities;
- and, generally, to take appropriate initiatives and enter into any agreements to achieve the goal of the capital increase;

5. decides that this authorization, which cancels and replaces any preceding authorizations of the same nature, for any amounts not yet called, is valid for a period of twenty-six months from this Shareholders' Meeting.

> ELEVENTH RESOLUTION

(Delegation of power to the Board of Directors or, if such is the case, to the Executive Board to decide the capital increase by the issuance of shares or securities giving access to the capital reserved to employees, officers and directors participating in Group savings plans)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for extraordinary shareholders' meetings,

- after examining the management report of the Board of Directors,

- after hearing the special report of the Statutory Auditors,

- and pursuant to articles L.225-129-6 and L.225-138-1 of the "Code de commerce" and articles L.443-5 and following of the "Code du travail",

1. empowers the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to increase the capital, on one or more occasions, by the issue of shares or securities giving access to the capital, reserved to the Company's employees, officers and directors participating in one or several Group savings plan(s), set up in application of article L.444-3 of the "Code du travail";

2. decides to set at 250,000 euros the total maximum nominal amount of capital increases authorized by this resolution, it being specified that this amount shall be deducted from the total ceiling mentioned in the second paragraph of the sixth resolution of this Shareholders' Meeting;

3. decides to cancel, to the benefit of the beneficiaries mentioned above, the shareholders' pre-emptive right of subscription to the securities concerned by this resolution;

4. decides that the Board of Directors or, if such is the case, the Executive Board shall set the subscription price of new shares under the conditions and within the limits provided for by current legislation;

5. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, in accordance with current legislation, to apply this authorization, and in particular:

- to draw up under legal conditions the list of the companies of which the current, pre-retired and retired employees may subscribe shares or securities giving access to the capital thus issued;
- to decide that subscriptions may be processed directly or through a Company mutual fund or other structures or entities authorized by current legislation or regulations;
- to determine the amount to be issued, set the issue price in keeping with the conditions and limits of current legislation, define the ways in which the capital may be paid up, decide the dates, conditions and modalities of the issues that will take place by virtue of this authorization;
- to determine the subscription's opening and closing dates, set the date, even if retroactive, as of which the new shares shall be valid, indicate deadlines by which capital should be paid up, with a maximum limit of three years, as well as, if such is the case, the length of active service to participate in the operation and benefit from the employer contribution;
- to recognize the capital increase(s) on the basis of the amount of shares that will be in fact subscribed;
- to deduct the expenses occasioned by the capital increases from the amount of the premium related to each increase and to take from this amount the sums required for the legal reserve;
- to recognize the capital increase(s) resulting from any issue carried out in application of this authorization and modify the by-laws accordingly;
- and, generally, to take appropriate initiatives and enter into any agreements to achieve the goal of the issues planned;

6. decides that this authorization, which cancels and replaces any preceding authorizations of the same nature, for any amounts not yet called, is valid for a period of twenty-six months from this Shareholders' Meeting.

RESOLUTIONS OF THE ORDINARY SHAREHOLDERS' MEETING

> TWELFTH RESOLUTION

(Authorization granted to the Board of Directors or, if such is the case, to the Executive Board to decide the trade in the Company's shares)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings,

- after examining the management report of the Board of Directors, and the filing registered by the "Autorité des marchés financiers",

- and pursuant to articles L.225-209 and following of the "Code de commerce", of Title IV of Book II of the general regulations of the "Autorité des marchés financiers", and of European regulation n° 2273/2003 of the European Commission of December 22, 2003,

1. authorizes the Board of Directors or, if such is the case, the Executive Board, subject to the prior approval of the Supervisory Board in application of article 15-V b) of the by-laws and the approval of the fifth resolution of this Shareholders' Meeting, to have the Company purchase its own shares within the following limits:

- the number of shares purchased by the Company during the buyback program shall not exceed 10% of the number of shares comprising the capital, at any time, with this percentage applying to capital adjusted for operations that may impact it subsequent to this Shareholders' Meeting, i.e. as an indication, 5,399,303 shares, on March 31, 2005;

- the number of shares held by the Company at any time shall not exceed 10% of the Company's capital;

2. decides that Company shares, within the limits defined above, may be purchased for the following purposes:

- the later exchange or payment of shares in external growth operations; or

- the delivery of shares on the occasion of the exercise of rights attached to securities giving access to the Company's share capital immediately or at a later date; or

- market-making in the secondary market or the liquidity of the Company's stock by an investment service provider within the framework of a liquidity contract in conformity with the code of ethics recognized by the Autorité des marchés financiers; or

- the conduct of transactions to buy, sell or transfer using any means by an investment service provider, particularly in private transactions; or

- the introduction of Company stock purchase option plans as defined in article L.225-177 and following of the "Code de commerce"; or

- the granting of shares to Company employees within the framework of a Group savings plan under the terms and conditions provided for by current legislation, particularly articles L.443-1 and following of the "Code du travail"; or

- the cancellation of all or part of the shares purchased.

This program is also intended to allow the Company to operate for any other purpose that has been or would come to be authorized by current legislation or regulations. In such an event, the Company shall inform its shareholders by issuing a press release;

3. decides that the acquisition, sale or transfer of shares may be made at any time, subject to applicable legal and regulatory restrictions, including during a public offer, by any means, by purchases in the stock market or through private transactions, including the acquisition or sale of blocks of shares (without limiting the portion of the buyback program that may be conducted in this way), through takeover bids, public sales or share exchange transactions, or by the use of options or derivatives traded in a regulated stock market or through private transactions, or by the delivery of shares subsequent to the issuance of securities giving access to the Company's capital by conversion, exchange, reimbursement, exercise of warrants or otherwise, in keeping with current legislation and regulations;

4. sets at 120 euros per share the maximum purchase price, for a total maximum share buyback amount of 647,916,360 euros, subject to adjustments linked to operations on the Company's capital;

5. empowers the Board of Directors or, if such is the case, the Executive Board, with the faculty of sub-delegation, to decide and apply this authorization, to specify, if needed, the terms and define the modalities, to carry out the share buyback program, and to trade in the stock market, enter into any agreements, facilitate the recording of purchases and sales in stock market registers, make any declarations required by the "Autorité des marché financers" or any other regulatory body that might take its place, carry out any formalities, and generally speaking, to do what is required for the application of this authorization;

6. authorizes such a program for a period of eighteen months from this Shareholders' Meeting; this authorization cancels and replaces for the amounts not yet called the preceding authorization granted by the fourth resolution of the Ordinary and Extraordinary Shareholders' Meeting of December 3, 2004.

> THIRTEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting,

decides to appoint, as of this date, Jean-Pierre Berghmans as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

> FOURTEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)

The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Didier Cherpitel as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

> FIFTEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Guy de Wouters as a member of the Supervisory Board for a two-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2006.

> SIXTEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Jean-Marc Janodet as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the reporting period 2007.

> SEVENTENTH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, François de Mitry as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2007.

> EIGHTEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, François de Wendel as a member of the Supervisory Board for a three-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2007.

> NINETEENTH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Edouard de l'Espée as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

> TWENTIETH RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Grégoire Olivier as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

> TWENTY-FIRST RESOLUTION

(Appointment of a member of the Supervisory Board)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, decides to appoint, as of this date, Ernest-Antoine Seillière as a member of the Supervisory Board for a four-year term that will expire at the end of the Shareholders' Meeting called to approve the financial statements of the fiscal year ending December 31, 2008.

> TWENTY-SECOND RESOLUTION

(Directors' fees)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, subject to the approval of the fifth resolution of this Shareholders' Meeting, sets at 480,000 euros the total annual amount of directors' fees to be paid to members of the Supervisory Board as of this date.

D – RESOLUTION OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

> TWENTY-THIRD RESOLUTION

(Powers for legal formalities)
The Shareholders' Meeting, acting on the basis of the quorum and majority required for ordinary shareholders' meetings, empowers the bearer of a copy or extract of these official proceedings to accomplish any legal formalities required by legislation or regulations to ensure the execution of the above-mentioned resolutions.

Bylaws

TITLE I
LEGAL STATUS - NAME - PURPOSE - REGISTERED OFFICE - TERM

> ARTICLE 1 - LEGAL STATUS

The company is a stock corporation with an Executive Board and a Supervisory Board. It shall be subject to current and future legislation and regulations as well as to these bylaws.

> ARTICLE 2 - NAME

The corporate name shall be WENDEL Investissement.

> ARTICLE 3 - PURPOSE

The purpose of the Company shall be, in all countries, directly or indirectly:

- equity interests in industrial, commercial and financial businesses of any sort through the creation of new companies, the subscription or acquisition of shares or other securities, mergers, alliances, associations or otherwise; all operations of conveyance, exchange or other operations, concerning such securities, rights and holdings;

- the acquisition, rental and operation of all equipment;

- the obtaining, acquisition, sale and operation of all processes, patents or licenses;

- the acquisition, operation, sale or exchange of all real estate assets or rights;

- and, generally, all commercial, industrial and financial operations, and those concerning securities and real estate, directly or indirectly linked to the above-mentioned activities or other similar or related activities.

> ARTICLE 4 - REGISTERED OFFICE

The registered office shall be established at 89 rue Taitbout, 75009 Paris, France.

It may be transferred to any address in the same department or neighboring department by a simple decision of the Supervisory Board, subject to the ratification of this decision by the next ordinary shareholders' meeting, or anywhere else by virtue of a decision of an extraordinary shareholders' meeting.

> ARTICLE 5 - TERM

Unless it is extended or dissolved at an earlier date, the term of the company shall end on July 1st, 2064.

TITLE II
CAPITAL STOCK - SHARES

> ARTICLE 6 - CAPITAL STOCK

The capital stock is set at 215,869,172 euros. It is divided into 53,967,293 shares with a par value of 4 euros each, fully paid-up.

> ARTICLE 7 - CHANGES IN CAPITAL STOCK

The capital stock may be increased or decreased by decision of an extraordinary shareholders' meeting, in accordance with current legal provisions.

> ARTICLE 8 - PAYMENT OF THE SHARES

I. Shares that are subscribed in cash shall be paid up at the time of subscription as to at least one-quarter of their par value and, if such is the case, all of the aggregate issue premium. The remainder shall be called on one or several occasions within a period not to exceed five years.

II. Any calls for funds shall be notified to the shareholders at least fifteen days in advance.

III. Any delay in the payment of the sums due on the amount of shares not yet paid up shall automatically, and without any other formality, lead to the payment of interest at the legal rate, calculated on a daily basis from the due date, without prejudice to any action taken by the company against the defaulting shareholder and the enforcement measures provided for by current legislation.

> ARTICLE 9 - FORM OF THE SHARES

I. Fully paid-up shares shall be registered or bearer shares, as the shareholder decides.

The company is entitled to request the identity of the holders of shares conferring the right, either immediately or in the future, to vote in its general shareholders' meeting, as well as the number of shares held, under the conditions provided for by current legislation.

II. Shares shall be registered in an account, under the terms and conditions provided for by current legislation.

III. The conversion of the registered shares into bearer shares, and vice versa, shall be accomplished in compliance with current legislation.

> ARTICLE 10 - SALE AND TRANSFER OF SHARES

Shares are transferred by a bank transfer from account to account.

Bylaws

> ARTICLE 11 - RIGHTS AND DUTIES ATTACHED TO THE SHARES

I. In addition to the right to vote provided for by current legislation, each share shall entitle its owner to a quota of the capital stock, profits and payments on dissolution, proportional to the number and par value of the existing shares; subject to the existence of several categories of shares to which different rights are attached.

II. In order for all the shares to be allocated the same net amount without distinction and, if appropriate, to be quoted on the same line, the company shall bear the cost, unless it is legally prohibited from doing so, of any proportional tax that may be due for certain shares only, particularly in the event the company is dissolved or its capital stock reduced; however, the company shall not bear these costs when the tax applies under the same conditions to all the shares of the same category, if there are various categories of shares to which different rights are attached.

III. Whenever it is necessary to hold a certain number of shares to exercise a right, it is up to the shareholders who do not have the required number to make arrangements among themselves to secure that right.

IV. Ownership of a share shall automatically bind the holder to comply with the company's bylaws and the decisions of general shareholders' meetings.

TITLE III
SUPERVISORY BOARD AND EXECUTIVE BOARD

> ARTICLE 12 - COMPOSITION OF THE SUPERVISORY BOARD

I. The Supervisory Board shall be composed of at least three members and at most of eighteen members, unless special authorization is granted as allowed by current legislation in the event of a merger.

The members of the Supervisory Board shall be named by an ordinary shareholders' meeting, although in the event one or several positions become vacant, the Board may co-opt one or several replacements, each for the remainder of the term of the new member's predecessor, subject to ratification by the next shareholders' meeting.

II. The members of the Supervisory Board shall be appointed for a renewable term of four years.

As an exception to this provision, the first members of the Supervisory Board shall be appointed in the following manner: a third of the Board members for a period of two years, another third for three years and the final third for four years in order to ensure renewal by thirds. Any later appointment will be for four years.

The term of a member of the Supervisory Board comes to an end after the ordinary shareholders' meeting called to approve the financial statements of the previous fiscal year that is held in the year in which the member's term of appointment expires.

III. The number of members of the Supervisory Board who are more than 70 years old shall not exceed one-third (rounded off to the next larger whole number) of the total after each annual ordinary shareholders' meeting called to approve the parent company financial statements.

IV. When this proportion is exceeded, the eldest member of the Supervisory Board, the Chairman excepted, shall cease to exercise his functions after the next ordinary shareholders' meeting.

V. During his term of office, each member of the Supervisory Board shall own at least one hundred fully paid-up shares.

> ARTICLE 13 - CHAIRMANSHIP OF THE SUPERVISORY BOARD

The Supervisory Board shall elect a Chairman from among its members for the term of that member's appointment. The Chairman must be an individual and not a corporate entity.

The Supervisory Board shall determine the compensation of its Chairman.

The Chairman shall be responsible for calling Board meetings at least four times a year and for leading the discussion.

The Supervisory Board shall name a Vice-Chairman. The Vice-Chairman fulfills the same functions and enjoys the same prerogatives if the Chairman is unable to carry out his responsibilities or when the Chairman has temporarily delegated his powers to the Vice-Chairman.

The Supervisory Board may appoint a secretary from among its members or not.

> ARTICLE 14 - DISCUSSIONS OF THE SUPERVISORY BOARD

The members of the Supervisory Board shall be informed of meetings by any means, even orally.

Meetings of the Supervisory Board shall be held either at corporate headquarters, or at any other place specified in the announcement of the meeting. Meetings of the Supervisory Board shall be chaired by the Chairman of the Supervisory Board.

Meetings shall be held and decisions shall be taken respecting the conditions of quorum and majority required by current legislation. In the event of a tied vote, the Chairman's vote determines the outcome.

The Supervisory Board shall draw up a code of rules that may stipulate that, except for the adoption of decisions relating to the appointment or replacement of its Chairman and of those relating to the appointment or revocation of members of the Executive Board,

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members of the Supervisory Board who attend Board meetings by videoconference, the nature and application of which are determined by current legislation, are considered present for the calculation of the quorum and the majority.

Minutes are kept and copies or extracts are issued and certified in compliance with current legislation.

> ARTICLE 15 - POWERS OF THE SUPERVISORY BOARD

I. The Supervisory Board shall exercise permanent control of the management of the company through the Executive Board. To this end, it shall conduct any controls and verifications it deems appropriate, at any time during the year, and shall be provided access to all information required for this purpose.

II. The Executive Board shall present a report at least once every quarter on the main events concerning the management of the company, with all the factors that serve to indicate trends in the activity of the company and the group, as well as the semiannual financial statements.

III. After the end of every fiscal year, the Executive Board shall present to the Supervisory Board, respecting regulatory deadlines, the annual parent company and consolidated financial statements and its report to the annual shareholders' meeting. The Supervisory Board presents its observations on the report of the Executive Board and on the parent company and consolidated financial statements to the annual shareholders' meeting.

IV. The Supervisory Board shall appoint and may revoke members of the Executive Board under the conditions defined by current legislation and by article 17 of the bylaws.

V. The following operations are subject to prior authorization by the Supervisory Board:

a) by reason of current legislation and regulations:

- the disposal of real estate by nature;
- the disposal of equity holdings;
- the pledging of collateral, as well as endorsements and guarantees.

For each of these operations, the Supervisory Board may set amounts below which its authorization will not be required.

b) by reason of these bylaws:

- any operations, in particular acquisitions or disposals by the company (or an intermediary holding company), of a value of more than 100 million euros, as well as any decision that involves a future long-term commitment of the company or its subsidiaries;
- any proposal submitted to the shareholders' meeting to change the bylaws;
- any operation that may immediately or later lead to an increase or a reduction in capital stock by the issuance of securities or the cancellation of shares;
- any proposal submitted to the shareholders' meeting to allocate net income and distribute the dividend, as well as any distribution of an advance on dividends;
- any merger or split in which the company may be involved;
- any proposal submitted to the shareholders' meeting for a share buyback program;
- any proposal submitted to the shareholders' meeting to appoint or renew the term of the auditors.

c) all agreements governed by article L.225-86 of the Code de commerce.

VI. The Supervisory Board may give one or several of its members any special assignments for one or several specific purposes.

VII. The Supervisory Board may decide to create committees made up of its members and determine the composition and attributions thereof. These committees shall exercise their activities under the Board's responsibility, without these attributions being construed to delegate to a committee the powers that are attributed to the Supervisory Board itself by current legislation or the bylaws, or to reduce or limit the powers of the Executive Board.

VIII. In the circumstances it deems necessary, the Supervisory Board may call a general shareholders' meeting. In this case, it sets the meeting's agenda.

> ARTICLE 16 - COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD

The general shareholders' meeting may pay attendance fees to the members of the Supervisory Board. The Supervisory Board distributes these attendance fees among its members as it sees fit.

In addition, the Supervisory Board may also pay exceptional compensation to members of the Supervisory Board when authorized by and in accordance with applicable current legislation.

> ARTICLE 17 - COMPOSITION OF THE EXECUTIVE BOARD

The company is managed by an Executive Board composed of at least two members and at most of the number of members authorized by current legislation, who are appointed by the Supervisory Board on the recommendation of its Chairman.

The members of the Executive Board may be chosen from among individuals other than shareholders. They must be individuals and not corporate entities. No member of the Supervisory Board may be a member of the Executive Board. The members of the Executive Board may be linked to the company through an employment contract that remains in force during his term and after its expiration.

Members of the Executive Board can be revoked by the Supervisory Board. The revocation of a member of the Supervisory Board does not imply the breaking of the employment contract.

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> ARTICLE 18 - TERM OF THE MEMBERS OF THE EXECUTIVE BOARD

The Executive Board shall be appointed for a renewable period of four years.

The age limit for members of the Executive Board shall be set at 65. Any member of the Executive Board who reaches this age is considered to have automatically resigned.

As long as the number of members of the Executive Board is lower than the number authorized by current legislation, the Supervisory Board may, on the recommendation of the Chairman of the Supervisory Board, appoint new members of the Executive Board whose term will expire with that of the Executive Board itself.

> ARTICLE 19 - OFFICERS OF THE EXECUTIVE BOARD

I. The Supervisory Board shall appoint one of the members of the Executive Board as Chairman and determine the term of his appointment, not to exceed his term as a member of the Executive Board. In addition, the Supervisory Board may name one or several of the members of the Executive Board as Chief Executive Officer.

II. The positions of Chairman and, if appointed, of Chief Executive Officer, to which members of the Executive Board have been named, may be revoked at any time by the Supervisory Board.

III. In the absence of the Chairman, the meetings of the Executive Board are chaired by the Chief Executive Officer it has named, and in the absence of the Chief Executive Officer, by another member of the Executive Board named by the Executive Board.

IV. The Executive Board may appoint a secretary from among its members or not.

> ARTICLE 20 - DISCUSSIONS OF THE EXECUTIVE BOARD

I. Meetings of the Executive Board shall be held at the company's headquarters or in any other place decided by the Chairman.

The agenda may be completed at the meeting.

The members of the Executive Board shall be informed of meetings by any means, even orally, and without notice, if necessary.

II. The Executive Board requires a quorum of at least half of its members to take valid decisions. Decisions are taken by a simple majority of votes (not counting abstentions). In the event of a tied vote, the Chairman's vote determines the outcome.

Discussions at Executive Board meetings are recorded in a special register at headquarters that is signed by the members of the Executive Board who attended the meeting.

Minutes are kept of the meetings, and copies or extracts are issued and certified in compliance with current legislation.

For its own operations, the Executive Board may define a code of rules, and it shall send a copy to the Supervisory Board for information.

> ARTICLE 21 - POWERS OF THE EXECUTIVE BOARD

I. The Executive Board shall be responsible for the collegial management of the company under the oversight of the Supervisory Board in keeping with current legislation and these bylaws.

The members of the Executive Board may, with the authorization of the Supervisory Board, share management responsibilities among themselves. Nevertheless, this sharing of responsibilities may in no case result in a situation in which the Executive Board loses its character as a body that ensures collegial management of the company.

II. The Executive Board is invested with the most extensive powers to act on behalf of the company at any time. It exercises these powers subject to the company's corporate purpose and without prejudice to the powers explicitly conferred on general shareholders' meetings and the Supervisory Board by current legislation and these bylaws.

III. The Chairman and, if appointed, the member(s) of the Executive Board named as Chief Executive Officer(s) by the Supervisory Board represent the company in its relations with third parties. The company is bound by commitments made by the Chairman or one of the Chief Executive Officers even when they are not related to the purpose of the company, unless it can be proved that the third party knew, or could not fail to have known under the circumstances, that the commitment was not related to the purpose of the company.

IV. The Executive Board may name one or several of its members or any other individual who is not a member of the Board to undertake special, permanent or temporary assignments that it determines and may delegate to them the powers it deems necessary for one or several specific purposes, with or without the authority to sub-delegate.

V. The Executive Board prepares and presents to the Supervisory Board the strategy, reports, budgets and semiannual and annual financial statements under the conditions provided for by current legislation.

VI. After discussion with the Supervisory Board, the Executive Board:

- calls all general shareholders' meetings and, if required, all other assemblies;

- sets the agenda for the shareholders' meetings, notwithstanding the provisions of article 15 and excluding questions related to the composition of the Supervisory Board.

The Executive Board executes the decisions of the shareholders' meetings.

VII. The Chairman of the Executive Board and the company's Chief Executive Officers are required to provide the members of the Executive Board with the documents and information they need to carry out their responsibilities.

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> ARTICLE 22 - COMPENSATION OF THE MEMBERS OF THE EXECUTIVE BOARD

The Supervisory Board shall determine the form and amount of the compensation of the members of the Executive Board.

The Supervisory Board may also pay exceptional compensation to members of the Executive Board when authorized by and in accordance with applicable current legislation.

> ARTICLE 23 - CENSORS

The shareholders' meeting may appoint censors to assist the Supervisory Board. The censors are chosen from among the shareholders or not; a maximum of four are chosen; and they are appointed for a maximum period of four years. The Supervisory Board defines their responsibilities and determines their compensation.

The age limit to exercise the function of censor is 70. Any censor who reaches this age is considered to have automatically resigned.

Censors are invited to all the meetings of the Supervisory Board, and they take part in the discussions, with only an advisory vote. They may not take the place of members of the Supervisory Board, and only express opinions.

TITLE IV
AUDITORS

> ARTICLE 24 - APPOINTMENT, RESPONSIBILITIES AND COMPENSATION

Two statutory auditors and one or more alternate auditors shall be appointed by the shareholders' meeting upon the recommendation of the Supervisory Board, and they shall exercise their responsibilities in compliance with current legislation.

Their fees are set by current legislation or by the relevant corporate body, as authorized by current legislation.

TITLE V
SHAREHOLDERS' MEETINGS

> ARTICLE 25 - CALLING AND HOLDING OF SHAREHOLDERS' MEETINGS

I. Shareholders' meetings shall be called and held under the conditions provided for by current legislation.

Shareholders' meetings shall be held either at corporate headquarters, or at any other place indicated in the announcement of the meeting.

II. Shareholders may attend the general shareholders' meetings either in person or by proxy, or vote by mail.

To have the right to participate in shareholders' meetings, holders of registered shares must be registered in the company's accounts at least five days prior to the date of the shareholders' meeting, and holders of bearer shares must submit to the office indicated in the announcement of the meeting, at least five days prior to the date of the shareholders' meeting, a certificate issued by the financial institution that manages their securities account, in compliance with current legislation. Nevertheless, as a general measure, the Executive Board may reduce this time limit, and this will be indicated in the announcement of the meeting.

III. Pursuant to current legislation, the Executive Board may allow shareholders to attend and vote by videoconference or a telecommunications system that ensures identification. Shareholders who attend the meetings by videoconference or by another telecommunications system are considered to be present for the calculation of the quorum and the majority.

VI. The voting rights attached to shares are proportional to the capital they represent.

However, a double voting right is attached to fully paid-up shares that have been registered for at least two years in the name of the same French national or citizen of a European Community country.

In the event of a capital increase through the incorporation of reserves, capitalization of income or share premiums, the double voting right shall be attached from the issuance date to the registered shares allocated free of charge to a shareholder by virtue of the previous shares that grant this right.

Shares converted into bearer shares or whose ownership is transferred shall lose their double voting right; however, any transfer for reasons of inheritance, the liquidation of the joint estate between husband and wife or an inter vivos gift to a spouse or an heir with title to share in the estate shall not lead to the loss of the pre-existing right and shall not interrupt the above-mentioned time-periods.

V. The vote shall be secret if shareholders representing at least 10% of the capital stock so require.

VI. Shareholders' meetings are chaired over by the Chairman of the Supervisory Board or, in his absence, by an acting chairman designated by the Supervisory Board. In any other case, a chairman is elected by the shareholders present at the meeting.

VII. Minutes are kept of the meetings, and copies are issued and certified in compliance with current legislation.

TITLE VI
PARENT COMPANY FINANCIAL STATEMENTS

> ARTICLE 26 - FISCAL YEAR

The fiscal year lasts twelve months, and begins on the first day of January and ends on the last day of December.

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> ARTICLE 27 - APPROPRIATION OF NET INCOME AND DISTRIBUTIONS

I. At least five percent of the year's net income, after deduction of any previous losses, is allocated to the legal reserve until these reserves represent ten percent of the capital stock, as well as any other amount that must be allocated to reserves in compliance with current legislation.

The available surplus, increased by any previous accumulated retained earnings, constitutes the distributable profit.

From this income, the general shareholders' meeting, on the recommendation of the Executive Board, may appropriate:

• all sums it considers necessary to allocate to particular reserve funds;

• the sum required to fund interest on shares that are paid up and not depreciated, up to five percent per year;

• the sums it decides to allocate to the general reserve or to the depreciation of the capital.

II. The balance, if any, is distributed among the shareholders, after deduction of any retained earnings.

III. If all of the distributable income has been allocated in the form of dividends, the ordinary general shareholders' meeting may, on the recommendation of the Executive Board, decide to distribute any sums levied on the issuance premium, goodwill on consolidation or merger premium.

VI. By derogation from the provisions of the present article, an amount may be allocated to the special employees' profit-sharing reserve under the terms and conditions provided for by current legislation.

V. Dividends are paid in the manner and on the dates set by the ordinary general shareholders' meeting, or by the Executive Board empowered to do so by the general shareholders' meeting, in compliance with current legislation. The Executive Board may decide to distribute an advance on dividends before the approval of the year's financial statements, in compliance with current legislation.

The general shareholders' meeting approving the company's annual financial statements may, on the recommendation of the Executive Board, allocate to each shareholder, for all or part of the dividend (or for any advance on dividends) distributed, an option between the payment of the dividend (or the advance) in cash or in shares under the terms and conditions provided for by current legislation.

TITLE VII
INFORMATION CONCERNING THE HOLDERS OF THE CAPITAL STOCK
DISCLOSURE THRESHOLDS

> ARTICLE 28 - DISCLOSURE THRESHOLDS

Any individual or corporate entity, acting alone or in concert, that holds a number of shares or voting rights representing more than 2% of the capital stock or of the voting rights of the company shall inform the company within fifteen days when this threshold is exceeded.

When the number of shares or voting rights held falls below 2%, the company shall be informed under the same conditions.

The failure to comply with this obligation is punishable pursuant to current legislation, at the request – recorded in writing in the minutes of the general shareholders' meeting – of one or several shareholders holding, via the number of shares or voting rights, the minimum statutory percentage referred to in the preceding paragraph.

TITLE VIII
DISSOLUTION - LIQUIDATION - DISPUTES

> ARTICLE 29 - DISSOLUTION - LIQUIDATION

If the company is dissolved, one or several liquidators shall be appointed by the general shareholders' meeting, subject to the same quorum and majority rules as those for ordinary general shareholders' meetings.

The liquidator represents the company. He is invested with the most extensive powers to sell the assets, even out of court. He is entitled to pay the creditors and distribute the outstanding balance.

The general shareholders' meeting may authorize him to pursue routine business or to undertake new business for the needs of the liquidation.

The net assets remaining after the repayment of the par value of the shares are distributed among shareholders in the same proportion as their participation in the capital.

> ARTICLE 30 - DISPUTES

Any disputes that may occur, during the company's operation or liquidation, either between the company and its shareholders, or among the shareholders themselves concerning corporate matters, are subject to the competent courts of the city in which headquarters are located.

For this purpose, in the event of a dispute, shareholders shall take an address for service in the jurisdiction of the court of the city in which headquarters are located, and all writs or formal proceedings shall be properly delivered to this address, irrespective of the shareholders' actual address; otherwise, the writs and formal proceedings shall be regularly served on the public prosecutor at the Tribunal de Grande Instance of the city in which headquarters are located.

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General information on WENDEL Investissement

COMPANY NAME AND REGISTERED OFFICE

Company name: WENDEL Investissement.

Registered office: 89, rue Taitbout, 75009 Paris, France.

LEGAL STRUCTURE AND APPLICABLE LEGISLATION

On the date the Reference Document was filed, WENDEL Investissement was a public limited company ("Société Anonyme" –SA) incorporated under French law, with a Board of Directors and governed by the Commercial Code ("Code de Commerce").

You are reminded that the General Meeting convened on May 31, 2005 will be invited to approve a change in the Company's administration and management through the adoption of a dual structure comprising an Executive Board and Supervisory Board.

DURATION

The company was formed on December 4, 1871 for a period of 99 years, subsequently extended to July 1st, 2064.

OFFICIAL REGISTRATION

The company is registered in the Paris Company Registrar ("Registre du Commerce et des Sociétés") under number 572 174 035.

PURPOSE OF THE COMPANY

Pursuant to Article 3 of the by-laws, the Company has the following purpose, in all countries, directly or indirectly:

- all equity holdings in industrial, commercial and financial companies of whatever nature through the creation of new companies, transfers of subscriptions or purchases of shares or ownership rights, mergers, alliances, associations or otherwise; all transfers, exchanges or other operations concerning these shares, ownership rights and equity interests;
- the purchase, rental and operation of all equipment;
- the acquisition, sale and commercial use of all processes, patents or patent licenses;
- the acquisition, operation, sale or exchange of all real estate or real estate rights;
- and generally, all commercial, industrial, financial, investment and real estate operations directly or indirectly related to the above-mentioned activities or to all similar or connected activities.

CONSULTATION OF LEGAL DOCUMENTS RELATING TO THE COMPANY

Company documents that shareholders have the right to consult under the conditions stipulated by law and, in particular, the by-laws, minutes of Shareholders' Meetings and auditors' reports, may be consulted at the Company's registered office.

FINANCIAL YEAR

The financial year runs from January 1st to December 31.

APPROPRIATION OF PROFIT

Pursuant to Article 25 of the by-laws (Article 27 of the new by-laws submitted for approval to the Shareholders' General Meeting of May 31, 2005), the profit is appropriated as follows:

I. At least five percent of net profit for each year, less any losses carried forward from prior years, is credited to the legal reserve until such time as the legal reserve represents one-tenth of share capital, as well as any amount credited to reserves pursuant to the applicable legislation.

Profit available for distribution corresponds to net profit for the year plus any unappropriated retained earnings carried forward from prior years.

Of this profit, the Shareholders' Meeting is responsible for determining, at the recommendation of the Board of Directors:

- the amounts that it considers should be allocated to any particular reserve;
- the sum required to serve interest on shares based on the amount of paid-up, non-amortised capital within the limit of 5% per year;
- the amounts it considers should be allocated to the general reserve or the amortisation of capital.

II. Any profit remaining after these appropriations is distributed to shareholders, less the sum allocated to retained earnings.

III. On the condition that all profit available for distribution has been allocated in the form of dividends, the Ordinary Shareholders' Meeting may, on the recommendation of the Board of Directors, decide to allocate any amounts transferred from the share premium account.

IV. By derogation to the provisions of the present article, funds may be allocated to the special employee profit sharing reserve under the conditions set by law.

V. Dividends are paid in the form and at the times determined by the Ordinary Shareholders' Meeting or by the Board of Directors with the authorisation of the Ordinary Shareholders' Meeting in accordance with applicable legislation. The Board of Directors may decide to distribute an interim dividend before the approval of the financial statements for the year in accordance with the applicable legislation.

The Shareholders' Meeting convened to approve the year's financial statements may offer each shareholder for all or a part of the dividend being distributed (or the interim dividend) the option of choosing between the payment of the dividend (or interim dividend) in cash or in shares under the conditions and according to the procedures defined by the applicable legislation.

Dividends not claimed within 5 years as from the date on which they were to be paid are waived and the amounts paid over to the State.

INFORMATION ON SHAREHOLDERS' MEETINGS

Article 23 of the by-laws (Article 25 of the new by-laws submitted for approval to the Shareholders' General Meeting of May 31, 2005) provides for the following:

Convening General Meetings

Shareholders' meetings are convened and held as prescribed by-law.

They are held at the Company's registered office, or in any other place indicated in the notice of the meeting.

Participating in General Meetings

All shareholders have the right to participate in shareholders' meetings personally or by proxy, or vote by mail, subject to the following conditions:

- for holders of registered shares, the shares must be registered in the shareholder's name, or in the name of the financial intermediary that holds the shares on his behalf, in the Company's books at least five days before the meeting;
- for holders of bearer shares, the shareholder must present at the address indicated in the notice a certificate from the financial broker that manages his shares certifying that the shares have been blocked from trading for at least five days before the meeting.

In accordance with the applicable legal conditions, the Board may organise a video-conference or use another telecommunications system that ensures identification to allow shareholders to participate and vote. Shareholders who participate in Shareholders' Meetings by video-conference or another system are considered to be present for the purposes of calculating the quorum and the majority.

Conditions for the acquisition of double voting rights

Voting rights attached to the shares are proportionate to the percentage of capital they represent.

However, double voting rights are granted to completely paid-up shares registered with the Company for at least two years in the name of the same shareholder who either holds French nationality or is a citizen of a Member State of the European Economic Community.

In the event of a bonus share issue through the capitalisation of reserves, distributable profits or the share premium account, double voting rights will be granted at issue to the registered shares distributed in this way to a shareholder in proportion to the existing shares that benefited from this right.

Shares converted to bearer shares or transferred to another owner lose their double voting rights. However, registered shares that are transferred by way of an inheritance, the liquidation of a marital estate or a gift to a spouse or a direct relative do not lose their double voting rights and are considered as having remained the property of the same shareholder for the purpose of determining the two-year minimum holding period.

Double voting rights may be cancelled at any time by a decision of an Extraordinary Shareholders' Meeting without having to call a separate meeting of holders of double voting rights.

DISCLOSURE THRESHOLDS

In addition to the legal requirements for disclosing thresholds passed, Article 26 of the by-laws (Article 28 of the new by-laws submitted for approval to the Shareholders' General Meeting of May 31, 2005) requires any individual or corporate shareholder, acting alone or in concert with other shareholders, who comes to own a number of shares or voting rights representing more than 2% of the share capital or voting rights to disclose to the Company the number of shares and voting rights held within two weeks of crossing this threshold.

The same disclosure requirements apply when a shareholder's interest is reduced to below the said 2% threshold.

Failure to comply with the above requirements is sanctioned, as prescribed by law, by the deprivation of voting rights for those shares exceeding the fraction that should have been disclosed, and this for all Shareholders' Meetings held within two years of the date on which proper notice was given to the Company. This sanction is applied at the request (recorded in the minutes of the Shareholders' Meeting) of one or several shareholders holding a number of shares or voting rights representing at least 2% of the Company's capital.

At the Shareholders' General Meeting to be held on May 31, 2005, it will be proposed to modify the above disclosure requirements by introducing a requirement to disclose all increases (decreases) above (below) 2% of the capital or voting rights and any multiples thereof.

General information on the Company's capital

SHARE CAPITAL

As at March 31, 2005, the share capital amounted to 215,972,144 euros, divided into 53,993,036 shares with a par value of 4 euros. Of these shares, 53,958,283 are already entitled to dividend and 34,753 as from January 1st, 2005. All these shares are fully paid-up. The shares may be held in registered or bearer form at the shareholder's discretion.

EXISTING FINANCIAL AUTHORISATIONS

At the date this reference document was filed, the following financial authorisations were in effect.

Authorisation	Date of Shareholders' Meeting	Period and expiry date	Authorised amount (amount used)	Global ceiling
A. Issue of shares or securities giving access to the capital				
Securities giving access to the capital				
• with preferential subscription rights	June 1st, 2004	26 months July 31, 2006	Capital: €200 M Debt: €2,000 M	
• without preferential subscription rights	June 1st, 2004	26 months July 31, 2006	Capital: €200 M Debt: €2,000 M	**Capital: €900 M**
Incorporation of reserves	June 1st, 2004	26 months July 31, 2006	€700 M	
Group Savings Plan	June 1st, 2004	26 months July 31, 2006	€250,000 (€160,616)	
Stock options	June 1st, 2004	26 months July 31, 2006	560,000 options (424,200 options)	**Debt: €2,000 M**
B. Issue of bonds and similar instruments				
Bond and similar instruments	June 13, 2002	5 years June 12, 2007	€2,000 M (€1,279 M)	
C. Share buybacks and share cancellations				
Share buybacks	December 3, 2004	18 months June 2, 2006	10% of the capital or €504,315,180 (4,932,179 shares or €279,392,810)	
Share cancellations (1)	June 1st, 2004	26 months July 31, 2006	10% of the capital per period of 24 months (5,619,205 actions)	

(1) The Board of Directors of WENDEL Investissement cancelled 3,394,440 shares on December 3, 2004 and a further 2,224,765 shares on January 18, 2005.

FINANCIAL AUTHORISATIONS IN FORCE AND AMOUNT AVAILABLE AT THE DATE OF FILING

The Shareholders' Meeting of June 1st, 2004, approved the principle of a Group Savings Plan and authorised the Board of Directors to issue shares, on one or more occasions until July 2006, reserved to Group employees and directors for a maximum amount of 250,000 euros.

At the end of March 2005, after a capital increase of 160,616 euros in July 2004, the amount available under this authorisation totalled 89,384 euros.

The Shareholders' Meeting of June 1st, 2004 had authorised the Board of Directors to grant stock subscription and purchase options to Group directors and managers, on one or more occasions until July 2006, within the limit of 560,000 options.

At the end of March 2005, after the Board of Directors had granted 424,200 options on July 9, 2004, the number of options that could still be granted under this authorisation totalled 135,800.

In addition, the Shareholders' Meeting of June 13, 2002 had authorised the Board of Directors to issue debt instruments, on one or more occasions until June 2007, for a maximum amount of 2,000,000,000 euros.

At the end of March 2005, the Company had made the following issues pursuant to the above authorisation:

- bonds exchangeable for Capgemini shares amounting to 279 million euros, issued on June 19, 2003, maturing in 6 years on February 19, 2009 and offering a 2% coupon;
- bonds amounting to 500 million euros, issued on February 16, 2004, maturing in 7 years on February 16, 2011, and offering a coupon of 5%;
- a supplementary issue of 100 million euros on June 23, 2004 ranking parri passu with the 500 million issue of 16 February 2004;
- bonds amounting to 400 million euros, issued on November 4, 2004, maturing in 10 years on November 4, 2014, and offering a coupon of 4.875%.

Further to the provisions of Ordinance 2004-604 of June 24, 2004, this authorisation is now null and void. The decision to issue bonds and similar instruments is now of the competence of the Board of Directors, or when applicable, the Executive Board.

RENEWAL OF FINANCIAL AUTHORISATION TO BE PUT TO THE SHAREHOLDERS' GENERAL MEETING OF MAY 31, 2005

Authorisation	Period and expiry date	Authorised amount	Global ceiling
A. Issue of shares or securities giving access to the capital			
Issue of shares or securities with preferential subscription rights	26 months July 30, 2007	Capital: €200 M Debt: €2,000 M	
Issue of shares or securities without preferential subscription rights	26 months July 30, 2007	Capital: €100 M Debt: €2,000 M	**Capital: €1,000 M**
Issue of shares or securities under greenshoe option	26 months July 30, 2007	15% of the initial issue	
Issue of shares or securities as remuneration for contributions in kind	26 months July 30, 2007	10% of the share capital	
Incorporation of reserves	26 months July 30, 2007	€1,000 M	**Debt: €2,000 M**
Group Savings Plan	26 months July 30, 2007	€250 K	
B. Authorisation for share buybacks			
Share buyback programme (1)	18 months November 30, 2006	10% of the capital or €647,916,360	

(1) *This new share buyback programme was the object of an information memorandum filed with the AMF (French stock exchange regulator) under reference number 05-367, which can be consulted on the Company's Web site at www.wendel-investissement.com*

Note that the authorisation given by the Shareholders' General Meeting of June 1st, 2004 to the Board of Directors to grant stock subscription and stock purchase options to Group directors and managers runs until July 2006. The number of options that could still be granted under this authorisation is 135,800. Likewise for the authorisation to cancel own shares held in treasury within the limit of 10% of the capital for every period of 24 months, which runs until July 2006.

Further to the provisions of Ordinance 2004-604 of June 24, 2004, the decision to issue bonds and similar instruments is now the competence of the Board of Directors, or when applicable, the Executive Board. Such issues will be subject to a new global ceiling of 2 billion euros as proposed in the sixth resolution that will be submitted to the Shareholders' General Meeting of May 31, 2005.

SHARE BUYBACKS

AUTHORISATION GIVEN BY THE SHAREHOLDERS' GENERAL MEETING OF JUNE 13, 2002

The Ordinary and Extraordinary Shareholders' Meeting of June 13, 2002 authorised a share buyback programme within a limit of a number of shares representing 2% of the share capital at the time of the buyback. This programme was not implemented.

AUTHORISATION GIVEN BY THE SHAREHOLDERS' GENERAL MEETING OF MAY 27, 2003

The Ordinary and Extraordinary Shareholders' Meeting of May 27, 2003 authorised a share buyback programme within a limit of a number of shares representing 10% of the share capital at the time of the buyback.

In application of this programme, the Company repurchased 121,423 of its own shares between May 27, 2003 and June 1st, 2004.

AUTHORISATION GIVEN BY THE SHAREHOLDERS' GENERAL MEETING OF JUNE 1ST, 2004

The Ordinary and Extraordinary Shareholders' Meeting of June 1st, 2004 authorised a share buyback programme within a limit of a number of shares representing 10% of the share capital at the time of the buyback. This programme was the object of an information memorandum filed with the AMF on May 5, 2004 under reference number 04-365.

In application of this programme, the Company repurchased 5,205,791 of its own shares between June 1st, 2004 and December 3, 2004.

AUTHORISATION GIVEN BY THE SHAREHOLDERS' GENERAL MEETING OF DECEMBER 3, 2004

The Ordinary and Extraordinary Shareholders' Meeting of December 3, 2004 authorised a share buyback programme within a limit of a number of shares representing 10% of the share capital at the time of the buyback. This programme was the object of an information memorandum filed with the AMF on November 10, 2004 under reference number 04-881.

In application of this programme, the Company repurchased 4,932,179 of its own shares between December 3, 2004 and April 21, 2005 for an amount of 279,392,810 euros in total and an average of 56.65 euros each. Of these shares, 2,500,000 were repurchased for 55 euros each as part of the Simplified Public Purchase Offer held from December 16, 2004 to January 7, 2005.

SITUATION AS AT APRIL 21, 2005

As at April 21, 2005, which is the date on which the information memorandum was filed with the AMF, the Company held 4,868,490 of its own shares in Treasury representing 9% of the share capital, of which:

- 4,638,022 were classified as own shares under "Fixed asset investments" pending their allocation; and
- 230,468 were classified as marketable securities under "Cash and cash equivalents" since intended to cover the employee stock option plans.

At that date, no subsidiary held any WENDEL Investissement shares.

Percentage of the capital held directly or indirectly by the Company	9%
Number of shares cancelled during the last 24 months	5,619,205 (1)
Number of own shares held in treasury	4,868,490
Gross cost of own shares held in treasury (thousands of euros)	271,860
Market value of own shares held in portfolio as at April 21, 2005 (thousands of euros)	297,163 (2)

(1) The Board of Directors of WENDEL Investissement cancelled 3,394,440 shares on December 3, 2004 and a further 2,224,765 shares on January 18, 2005.

(2) The 230,468 shares classified as marketable securities and intended to cover employee stock option plans are valued at the lower of market value and the price at which these options will be exercised.

SECURITIES GIVING ACCESS TO THE CAPITAL AND SECURITIES NOT REPRESENTING CAPITAL

There are no securities representing claims on the Company—convertible bonds, exchangeable bonds and/or bonds reimbursable in shares—that give or could give access to the capital.

There are no securities that do not represent capital such as founder shares or voting rights certificates.

PLEDGE OF ISSUER'S SHARES HELD IN PURE REGISTERED FORM

67,645 WENDEL Investissement shares held in registered form have been pledged.

STATEMENT OF CHANGES IN THE CAPITAL IN THE LAST 5 YEARS

Date of change in the capital	Transaction	Change in the number of shares
Situation as at June 30, 1999		
July 1st, 1999	**Theoretical conversion into euros**	
	Capital increase by capitalisation of reserves and increase in par value	
Situation after conversion into euros		
December 1999	Cancellation of own shares (authorised by Shareholders' General Meeting of November 1998)	(665,829)
January 2000	One for two share split (par value reduced to €8)	8,022,441
April 2000	One for ten bonus issue	1,604,488
Situation as at June 30, 2001		
June 13, 2002	One for two share spit (par value reduced to €4)	17,649,370
June 13, 2002	Capital increase to remunerate merger with CGIP	23,876,729
June 13, 2002	Merger expenses charged against share premium account	
June 13, 2002	Cancellation of shares	(3,254,506)
July 17, 2002	Issue of shares reserved for employees	10,653
July 17, 2002	Exercise of options	71
Situation as at December 31, 2002		
May 27, 2003	Drawn from the share premium account	
June 2, 2003	Exercise of options	11,722
July 10, 2003	Issue of shares reserved for employees	38,507
Situation as at December 31, 2003		
July 1st, 2004	Exercise of options	12,958
July 9, 2004	Issue of shares reserved for employees	40,154
December 1st, 2004	Exercise of options	148,020
December 3, 2004	Issues of shares as authorised by the Shareholders' General Meeting	3,394,440
December 3, 2004	Cancellation of shares as authorised by the Shareholders' General Meeting	(3,394,440)
Situation as at December 31, 2004		

Number of shares comprising the capital	Par value	Change in the share capital (euros)	Amount of share capital (euros)	Change in share premium (euros)	Amount of the share premium (euros)
8,688,270	**FRF 100**		**868,827,000**		**141,288,205**
	€15.2524		**132,451,822**		**21,539,248**
	€0.7551	6,560,498	139,012,320	-	21,539,248
8,688,270	**€16**		**139,012,320**		**21,539,248**
8,022,441	€16	(10,653,264)	128,359,056	(21,539,248)	-
16,044,882	€8		-		-
17,649,370	€8	12,835,904	141,194,960		-
17,649,370	**€8**		**141,194,960**		**-**
35,298,740	€4		-		-
59,175,469	€4	95,506,916	236,701,876	351,346,211	351,346,211
				(6,766,559)	344,579,652
55,920,963	€4	(13,018,024)	223,683,852	(118,359,911)	226,219,741
55,931,616	€4	42,612	223,726,464	201,235	226,420,976
55,931,687	€4	284	223,726,748	591	226,421,567
55,931,687	**€4**		**223,726,748**		**226,421,567**
	-	-		(100,000,000)	126,421,567
55,943,409	€4	46,888	223,773,636	84,633	126,506,200
55,981,916	€4	154,028	223,927,664	592,623	127,098,823
55,981,916	**€4**		**223,927,664**		**127,098,823**
55,994,874	€4	51,832	223,979,496	120,461	127,219,284
56,035,028	€4	160,616	224,140,112	1,076,930	128,296,214
56,183,048	€4	592,080	224,732,192	3,558,877	131,855,091
59,577,488	€4	13,577,760	238,309,952	162,430,240	294,285,331
56,183,048	€4	(13,577,760)	224,732,192		294,285,331
56,183,048	**€4**		**224,732,192**		**294,285,331**

CURRENT OWNERSHIP OF THE CAPITAL AND VOTING RIGHTS

As at March 31, 2005, the share capital consisted of 53,993,036 shares (including shares issued in respect of options exercised from January 1st, 2005 to March 31, 2005), while voting rights totalled 70,672,234. Double voting rights are granted to fully paid-up shares that have been registered with the Company for at least two years in the name of the same shareholder.

As at the above date, 21,547,688 shares enjoyed double voting rights.

To the best of the Company's knowledge, the main shareholders as at March 31, 2005 were:

	% of the capital	% of the voting rights
Wendel-Participations(1)	36.4	55.5
Arnhold & Bleichroeder	10.1	7.7
Own shares	9.0	-
Group Saving Plan	0.2	0.2
Free float	44.3	36.6

(1) Pursuant to Article L.233-10 of the Code de Commerce, this figure includes Wendel-Participations, SLPS and Group directors and managers (respectively 35.0%, 1.0% and 0.4% of the capital and 53.5%, 1.5% and 0.5% of voting rights).

To the best of the Company's knowledge:

- no other shareholder owns 5% or more of the Company's capital;
- the Board of Directors owns or represents 399,982 WENDEL Investissement shares, i.e. 0.7% of the capital and 0.8% of the voting rights, it being added that all the directors are natural persons.

WENDEL Investissement made a Simplified Purchase Offer in order to buy back 2,500,000 shares representing 4.5% of the capital. This offer ran from December 16, 2004 to January 7, 2005. Determining the shareholder structure as at December 31, 2004 would not have been meaningful, some shareholders having opted to contribute all or part of their shares to the offer. Consequently, this was done at the end of January after the offer closed.

Based on this work, it was possible to determine that the shareholder structure of WENDEL Investissement was as follows:

	% of the capital
Wendel-Participations	36.4
Natural persons	25.5
Foreign institutional investors	20.9
French institutional investors	8.2
Own shares	9.0

As at January 31, 2005, there were more than 37,300 shareholders.

SIGNIFICANT CHANGES IN THE SHAREHOLDER STRUCTURE OVER THE LAST THREE YEARS

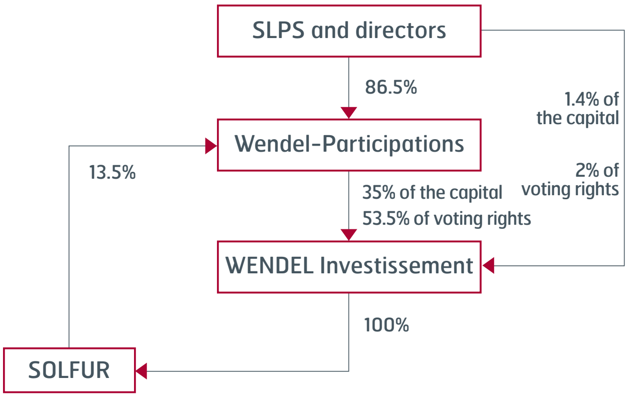
	06.30.2001		12.31.2002		12.31.2003		01.31.2005	
	% of the capital	% of the voting rights	% of the capital	% of the voting rights	%of the capital	% of the voting rights	% of the capital	% of the voting rights
Wendel-Participations(1)	54.2	69.7	35.2	50.5	35.0	50.5	36.4	55.5
Arnhold & Bleichroeder	-	-	3.1	2.2	10.0	7.3	10.1	7.7
UBS Warburg(2)	12.5	8.0	15.1	11.0	15.0	11.0	-	-
Nomura International PLC	2.1	1.4	-	-	-	-	-	-
Templeton Global Investors	3.3	2.1	-	-	-	-	-	-
Tiger Management	2.8	1.8	-	-	-	-	-	-
Own shares	-	-	0.4	-	0.6	-	9.0	-
Group Savings Plan	-	-	0.1	0.1	0.2	0.2	0.2	0.2
Free float	25.1	17.0	46.1	36.2	39.2	31.0	44.3	36.6

(1) Includes Wendel-Participations, SLPS and Group directors.
(2) Included in free float as at January 31, 2005.

To the best of the Company's knowledge, no other shareholder controlled more than 2% of the capital or voting rights as at January 31, 2005.

ORGANISATION CHART AS AT JANUARY 31, 2005

Wendel-Participations and SLPS (which absorbed Sogeval on December 2, 2002) are holding companies.



SLPS is owned by 780 individual shareholders, members of the Wendel family.

PURPOSE OF WENDEL-PARTICIPATIONS

The Company's purpose is to hold equity interests in all industrial, commercial and financial companies of whatever nature through the creation of new companies, transfers of subscriptions or purchases of shares or ownership rights, mergers, alliances, associations or otherwise, and generally, all operations related to these activities.

PURPOSE OF SLPS

The company's purpose is to:

- invest and manage its own funds and acquire participating interests;
- own (through purchase, subscription at issue, exchange or any other means) and manage all French and foreign listed and unlisted securities, rights to intangible and tangible property rights, and engage in any type of short-, medium- and long-term capital transactions;
- participate in all guarantees, placements or other syndicates
- create new companies;
- preserve the estate and interests of the Wendel family;
- and generally, in France, French overseas territories and all other countries, undertake all commercial, industrial, financial, investment and real estate operations directly or indirectly related to the above-mentioned activities.

ASSETS OF WENDEL-PARTICIPATIONS AND SLPS

SLPS owns shares in Wendel-Participations and in WENDEL Investissement.

Wendel-Participations only owns shares in WENDEL Investissement.

ECONOMIC AND FINANCIAL TIES WITH WENDEL INVESTISSEMENT

There are no financial and economic ties between Wendel-Participations and SLPS, on the one hand, and WENDEL Investissement on the other hand, other than those resulting from the ownership of shares, and which take the form of dividends.

There is an agreement on a brand license (exclusive license to use the brand WENDEL Investissement) that is mentioned in the Auditors' Special Report. There also exist agreements with SLPS and Wendel-Participations that are mentioned in the Auditors' Special Report.

OTHER SHAREHOLDERS

ARNHOLD & BLEICHROEDER ADVISERS

By letter dated December 16, 2002, Arnhold & Bleichroeder Advisers informed the Company that it owned 1,720,526 WENDEL Investissement shares representing 3.08% of the capital.

By letter dated March 24, 2003, Arnhold & Bleichroeder Advisers informed the Company that it owned 3,144,126 WENDEL Investissement shares, representing 5.62% of the capital, and had exceeded the threshold of 5% of the capital.

By letter dated January 15, 2004, Arnhold & Bleichroeder Advisers informed the Company that it owned 5,603,260 WENDEL Investissement shares, representing 10.01% of the capital. The firm added to its threshold disclosure the following statement, to the effect that:

- It was acting alone.
- It intended to continue to trade WENDEL Investissement shares to take advantage of the difference between the share price and the firm's estimate of its intrinsic value, which is defined as the price that a strategic or financial investor would pay in cash to acquire the whole company.
- It had no intention of taking control of WENDEL Investissement.
- It did not intend to seek a place on the Board of WENDEL Investissement.
- It will support all initiatives that contribute to recognition of WENDEL Investissement's intrinsic value.

By letter dated March 16, 2004, Arnhold & Bleichroeder Advisers informed the Company that it had re-crossed the 10% disclosure threshold and owned 5,592,260 WENDEL Investissement shares, representing 9.99% of the capital.

By letter dated March 26, 2004, this shareholder informed the Company that it had again gone over the 10% disclosure threshold and owned 5,602,260 WENDEL Investissement shares, representing 10.01% of the capital. The firm added to its threshold disclosure a declaration of intent that was identical in all points to the previous declaration.

On June 23, 2004, this shareholder informed the Company that it again passed below the 10% disclosure threshold and owned 9.99% of the capital.

On January 31, 2005, this shareholder informed the Company that it had again gone over the 10% disclosure threshold and owned 5,464,560 WENDEL Investissement shares, representing 10.12% of the capital and 7.26% of voting rights. The firm added to its threshold disclosure a declaration of intent that was identical in all points to the previous declaration.

UBS AG GROUP

UBS was a major shareholder of CGIP and Marine-Wendel.

After the merger by absorption of CGIP by Marine-Wendel in June 2002, UBS Warburg informed WENDEL Investissement by letter dated July 5, 2002, that prior to the merger, the UBS AG Group, a shareholder in the two companies, owned 7.28% of the capital and 5.14% of the voting rights of CGIP and 6.53% of the capital and 4.75% of the voting rights of Marine-Wendel. This group thus owns 8,422,810 shares and voting rights of WENDEL Investissement, corresponding to 15.04% of the capital and 10.95% of existing voting rights, thereby exceeding the threshold of 10% of the capital as well as the thresholds of 5% and 10% of the voting rights of the Company, as indicated below:

Shareholder	% of capital	% of voting rights
UBS AG London Branch[1]	0.46	0.34
UBS Warburg Securities Ltd[2]	14.60	10.61
Total UBS AG Group	15.06	10.95

***(1)** London branch of UBS AG.*

***(2)** Wholly-owned subsidiary of UBS AG London Branch.*

The UBS Group added to its July 5, 2002, threshold disclosure the following declaration of intent:

- in the next twelve months, UBS AG London Branch intends to continue to acquire WENDEL Investissement shares when market conditions are favourable;
- UBS AG does not intend to take control of WENDEL Investissement;
- UBS AG does not intend to request the appointment of one or several directors to the Board of Directors of WENDEL Investissement;
- UBS AG is acting alone.

By letter dated December 3, 2004, UBS AG informed the Company that it owned 3,585,708 WENDEL Investissement shares, representing 6.40% of the capital and 4.58% of voting rights.

By letter dated January 26, 2005, this shareholder informed the Company that it owned 2,566,805 WENDEL Investissement shares, representing 4.32% of the capital and 3.29% of voting rights.

By letter dated February 15, 2005, this shareholder informed the Company that it again passed below the 2% disclosure threshold and owned 336,765 WENDEL Investissement shares, representing **0.62%** of the capital and **0.34%** of voting rights.

Shareholders' agreements

Further to the requirements of the Dutreil Law of August 1st, 2003, the Company has been informed that Wendel-Participations, SLPS and Simfor & Cie (for a total of 12.5 million WENDEL Investissement shares) and various individual shareholders had reached the following agreements requiring shares to be held for defined periods as follows:

- obligation to hold shares for a period of six years pursuant to Article 885 I bis of the General Tax Code ("Code Général des Impôts") dated December 23, 2003, which concerns shares representing 24.95% of the capital at that date;
- obligation to hold shares for a period of six years pursuant to Article 885 I bis of the General Tax Code ("Code Général des Impôts") dated December 17, 2004, which concerns shares representing 26.21% of the capital at that date;
- obligation to hold shares for a period of two years pursuant to Article 787 B of the General Tax Code ("Code Général des Impôts") dated December 17, 2004, which concerns shares representing 23.27% of the capital at that date.

In addition to the obligation to hold shares for a defined period, these agreements stipulate that pre-emptive rights have been assigned to Wendel-Participations, SLPS, and Simfor & Cie in respect of shares representing 6.8% of the capital. The shareholders concerned by these obligations are not considered to be acting in concert.

As required by Articles 885 I bis and 787 B of the General Tax Code and L.233.11 of the Commercial Code ("Code de Commerce"), these agreements have been reported to the AMF.

Other than the above agreements, and to the best of the Company's knowledge, there is no agreement, accord or contract between shareholders related to their interest in WENDEL Investissement.

At the level of its main subsidiary and associated companies, WENDEL Investissement is party to several shareholders' agreement, in particular as follows:

Legrand SA

By the terms of an agreement signed on December 10, 2002, the shareholders of Lumina Parent, the holding company of the consortium formed to acquire Legrand SA (mainly composed of KKR and WENDEL Investissement), defined the rules governing their relations in Lumina Parent and its subsidiaries, particularly Legrand Holding. These concerned mainly:

- the composition of the Boards of Directors, as well as the rules governing the management and administration of these companies;
- the conditions of a possible stock market flotation;
- the conditions under which shares may be transferred.

For more details on this agreement, see Legrand SA's reference document for the year 2002, registered with the COB on April 30, 2003, under number D.03-0587.

Bureau Veritas

WENDEL Investissement having acquired the entire capital of Poincaré Investissements in 2004, shareholders' agreements governing relations between the Company and the Mathy family at Bureau Veritas are null and void. As at March 31, 2005, WENDEL Investissement owned 99.2% of the capital of Bureau Veritas.

bioMérieux

bioMérieux having been floated in 2004, on which occasion WENDEL Investissement sold most of its shares in this company, shareholders' agreements governing relations between WENDEL Investissement and the Mérieux family at bioMérieux are null and void. As at March 31, 2005, WENDEL Investissement owned 3% of the capital of bioMérieux.

Market for WENDEL Investissement shares and dividends

WENDEL INVESTISSEMENT SHARE PRICE AND VOLUMES TRADED SINCE JANUARY 2003

Hight/Low	high (euros)	low (euros)	Average (euros)	Number of shares traded (average per session)	Amounts traded in thousands of euros (average per session)
January 2003	26.10	21.64	24.25	43,447	1,054
February 2003	22.95	21.10	21.76	48,260	1,050
March 2003	21.99	19.51	20.97	73,265	1,536
April 2003	24.15	20.00	20.98	121,486	2,549
May 2003	25.80	23.60	24.46	66,641	1,630
June 2003	26.93	24.00	25.02	40,730	1,019
July 2003	28.10	24.86	26.92	18,265	492
August 2003	30.20	27.12	28.46	23,710	675
September 2003	31.08	27.70	29.97	43,473	1,303
October 2003	31.40	28.11	30.49	36,894	1,125
November 2003	34.01	31.10	32.46	38,232	1,241
December 2003	35.15	32.75	34.14	39,389	1,345
January 2004	37.97	33.70	36.38	33,272	1,210
February 2004	39.89	37.10	38.20	45,624	1,743
March 2004	39.85	36.13	38.23	35,025	1,339
April 2004	39.90	38.10	39.11	37,151	1,453
May 2004	39.90	36.30	38.51	37,692	1,451
June 2004	42.40	38.31	40.01	47,947	1,918
July 2004	39.85	37.85	38.72	29,993	1,161
August 2004	40.90	38.10	39.08	15,341	600
September 2004	44.20	40.00	42.63	52,638	2,244
October 2004	46.05	43.20	44.73	35,539	1,590
November 2004	48.19	43.60	46.65	37,631	1,755
December 2004	54.10	47.81	51.16	67,013	3,429
January 2005	59.00	48.90	57.44	188,651	10,837
February 2005	61.80	58.20	59.53	48,151	2,867
March 2005	61.50	55.00	59.58	34,697	2,067

DIVIDENDS (ajusted and in euros)

The following table presents the adjusted series of dividends for the last five years.

Years	Net dividend (euros)	Tax credit (euros)	Gross dividend (euros)	Total distributed (millions of euros)
1999-2000	1.00	0.50	1.50	35.30
2000-2001	1.10	0.55	1.65	38.83
2001-2002	2.10	1.05	3.15	90.93
2003	1.05	0.53	1.58	58.78
2004	1.15	-	1.15	56.48

Until 2001, the financial year began on July 1st, and ended on June 30, of the following year.

In 2001-2002, the financial period lasted 18 months, and the shareholders of Marine-Wendel were paid an interim dividend of 1.10 euro per share in June 2002 and 1.00 euro per share in June 2003.

Interest of company directors and employees

A. COMPENSATION

As required by Article L225-102-1 of the Commercial Code ("Code de Commerce"), the total compensation and other benefits paid to each of the Company's Directors and Officers are provided below.

I – CHAIRMAN AND MANAGING DIRECTOR

In 2004, the following compensation was paid to the Chairman and Chief Executive Officer, including compensation received from companies controlled within the meaning of Article L233-16 and from the company controlling WENDEL Investissement:

(euros)	Gross compensation fixed	Gross compensation variable	2004 Board fees	2004 Benefit in kind	2004 Total compensation	2003 Total compensation
E.-A. Seillière	1,315,048	-	246,488	5,031	1,566,567	1,389,503
J.-B. Lafonta	929,231	-	134,458	4,985	1,068,674	988,286

The sums received by the Chairman and Chief Executive Officer in 2004 correspond to the gross compensation for the year. The compensation paid to the Chairman and Chief Executive Officer includes no variable element.

II – COMPENSATION PAID TO OTHER COMPANY DIRECTORS

Compensation paid by the Company and the companies falling within the consolidation scope consists mainly of board fees amounting to 397,370 euros in total, with the following breakdown:

Jean-Pierre Berghmans	€30,000
Didier Cherpitel	€30,000
Jean-Marc Janodet	€117,412
Hubert Leclerc de Hauteclocque[1]	€33,750
Édouard de L'Espée[2]	€7,500
François de Mitry[2]	€7,500
Henri de Mitry[1]	€47,458
Louis-Amédée de Moustier[1]	€22,500
Grégoire Olivier	€30,000
Didier Pineau-Valencienne	€30,000
Guy de Wouters	€33,750
François de Wendel[2]	€7,500

(1) Until September 6, 2004.
(2) From September 6, 2004.

III – COMPENSATION OF THE FIVE MOST HIGHLY PAID INDIVIDUALS

In 2004, compensation paid to the five most highly paid individuals, including directors and officers in the case of WENDEL Investissement and its subsidiaries and directors in the case of the parent company, amounted to:

Compensation	€3,249,342
Board fees	€479,530
Total	€3,728,872

B. SUBSCRIPTION AND PURCHASE OPTIONS FOR WENDEL INVESTISSEMENT SHARES

As at December 31, 2004, options entitling the directors and officers of WENDEL Investissement to subscribe to or purchase shares concerned exclusively WENDEL Investissement shares.

Stock option policy

Subscription or purchase options for WENDEL Investissement shares are granted as incentives to motivate, compensate and ensure the loyalty of Group managers.

1) Options in force as at December 31, 2004 and changes in 2004

Changes in 2004:

Options in force as at January 2004	1,663,718
Options exercised in 2004	160,978
Options granted by the Board of Directors	424,200
Options in force at December 31, 2004	**1,926,940**

Options exercised in 2004:

Plan	CGIP 3-1	CGIP 3-2	CGIP 3-3	CGIP 4-1	WI 1-1	WI 2-1	Total
Options exerciced by:							
• directors and officers	12,898	9,671	12,248	19,983	14,000	7,100	75,900
Mr Lafonta	-	-	-	-	-	*7,100*	*7,100*
Mr Janodet	-	*9,671*	*12,248*	*19,983*	*14,000*	-	*55,902*
Mr de Moustier	*12,898*	-	-	-	-	-	*12,898*
• the ten employees with the highest number of options	27,587	8,382	3,223	7,092	11,031	9,960	67,275
• other employees	-	4,192	3,870	1,291	1,950	6,500	17,803
Total	**40,485**	**22,245**	**19,341**	**28,366**	**26,981**	**23,560**	**160,978**

2) Grant of stock subscription and purchase options

As at December 31, 2004, the number of shares that may be subscribed to or purchased as well as the subscription or purchase price as reported in the following table had been adjusted for:

- the division of the par value in October 1998,
- the one for ten bonus issue made in December 1999,
- the allocation of Capgemini Ernst & Young warrants in June 2001,
- the share buyback and simplified takeover bid of January 2002,
- the bonus issue made in June 2002.

For information, the table below also provides details of the options to subscribe to or purchase shares after the adjustment linked to the share buyback completed on January 7, 2005.

STOCK SUBSCRIPTION AND PURCHASE PLANS

	PLANS COMPAGNIE GÉNÉRALE D'INDUSTRIE				
	PLAN no.3			PLAN no.4	
Date of the Shareholders' Meeting	June 4, 1996			June 2, 1999	
Total number of options authorised	600,032			389,596	
Options not granted–Plans closed	0			0	
Options to be granted–Plans in existence	-			-	
Total number of shares that may be subscribed	**600,032**			**389,596**	
Date of Board Meeting	12.05.1996	06.03.1998	06.02.1999	06.02.1999	05.30.2000
Plans	CGIP 3-1	CGIP 3-2	CGIP 3-3	CGIP 4-1	CGIP 4-2
Options granted	**278,664**	**153,107**	**168,261**	**178,572**	**211,024**
of which:					
Subscription options	*278,664*	*153,107*	*168,261*	*178,572*	*211,024*
Purchase options					
Number of shares that may be subscribed:					
• by directors and officers	-	**87,020**	**88,313**	**88,313**	**141,142**
• by the ten employees with the most options	-	**41,905**	**50,286**	**51,572**	**54,051**
• by other employees	-	**1,937**	**10,321**	**10,321**	**15,831**
Starting date for the exercice of the options	12.05.1999	06.03.2001	06.02.2002	06.02.2002	05.30.2003
Expiry date of the options	12.04.2004	06.02.2006	06.01.2007	06.01.2009	05.29.2010
Subscription price per share (euros)	**€12.32**	**€35.04**	**€37.10**	**€37.10**	**€44.23**
Discount	20%	5%	0%	0%	0%
Number of shares subscribed at 12.31.2004	**278,664**	**22,245**	**19,341**	**28,366**	**-**
Number of options remaining to be subscribed or purchased at 12.31.2004	**0**	**130,862**	**148,920**	**150,206**	**211,024**

Number of shares that may be subscribed to or purchased by directors and officers:

Mr Seillière, Chairman	-	**64,456**	**64,459**	**64,459**	**90,265**
Mr Lafonta, Managing Directors	-	-	-	-	-
Mr Janodet	-	-	-	-	**22,273**
Mr Leclerc de Hauteclocque	-	**6,447**	**7,092**	**7,092**	**9,027**
Mr de Moustier	-	**6,447**	**7,092**	**7,092**	**9,027**
Mr de Wouters	-	**9,670**	**9,670**	**9,670**	**10,550**

Following the simplified share buyback held from December 16, 2004 to January 7, 2005, the adjusted number of shares that may be subscribed to or

Plans	CGIP 3-1	CGIP 3-2	CGIP 3-3	CGIP 4-1	CGIP 4-2
Number of options remaining to be subscribed or purchased at 12.31.2004	**0**	**130,862**	**148,920**	**150,206**	**211,024**
Adjustment for simplified share buyback	0	1,241	1,412	1,425	2,001
Number of options remaining to be subscribed or purchased at 01.07.2005 after simplified share buyback	**0**	**132,103**	**150,332**	**151,631**	**213,025**

	ET DE PARTICIPATIONS (CGIP)			PLANS WENDEL Investissement			TOTAL
		PLAN no.5		PLAN no.1	PLAN no.2	PLAN no.3	
		May 30, 2000		June 13, 2002	May 27, 2003	June 1st, 2004	
		310,169		560,000	560,000	560,000	
		0		278,900	239,000	-	
		-		-	-	135,800	
		310,169		**281,100**	**321,000**	**424,200**	
	07.20.2000	07.19.2001	09.25.2001	07.17.2002	07.16.2003	07.09.2004	
	CGIP 5-1	CGIP 5-2	CGIP 5-3	WI 1-1	WI 2-1	WI 3-1	
	5,863	**222,439**	**81,867**	**281,100**	**321,000**	**424,200**	**2,326,097**
			81,867	*281,100*	*321,000*	*424,200*	*2,097,795*
	5,863	*222,439*					*228,302*
	-	**154,979**	**81,867**	**184,000**	**222,900**	**280,000**	**1,328,534**
	5,863	**52,394**	**-**	**52,969**	**62,540**	**108,000**	**479,580**
	-	**15,066**	**-**	**17,150**	**12,000**	**36,200**	**118,826**
	07.20.2000	07.19.2002	09.25.2002	07.17.2003	07.16.2004	07.09.2005	
	07.19.2010	07.18.2011	09.24.2011	07.16.2012	07.15.2013	07.08.2014	
	€44.23	**€33.35**	**€28.50**	**€24.59**	**€25.96**	**€39.98**	
	0%	0%	0%	0%	0%	0%	
	-	**-**	**-**	**26,981**	**23,560**	**-**	**399,157**
	5,863	**222,439**	**81,867**	**254,119**	**297,440**	**424,200**	**1,926,940**

	-	**98,225**	**-**	**90,000**	**140,000**	**170,000**	**781,864**
	-	**-**	**81,867**	**60,000**	**82,900**	**110,000**	**334,767**
	-	**27,285**	**-**	**16,000**	**-**	**-**	**65,558**
	-	**9,823**	**-**	**9,000**	**-**	**-**	**48,481**
	-	**9,823**	**-**	**9,000**	**-**	**-**	**48,481**
	-	**9,823**	**-**	**-**	**-**	**-**	**49,383**

purchased is as follows:

	CGIP 5-1	CGIP 5-2	CGIP 5-3	WI 1-1	WI 2-1	WI 3-1	
	5,863	**222,439**	**81,867**	**254,119**	**297,440**	**424,200**	**1,926,940**
	56	2,110	776	2,410	2,821	4,023	18,275
	5,919	**224,549**	**82,643**	**256,529**	**300,261**	**428,223**	**1,945,215**

C. RETIREMENT AND SEVERANCE PAY

The retirement plan instituted in 1947 by "Les Petits-fils de François de Wendel et Cie", which has since changed its name to WENDEL Investissement, is a defined benefit plan that was closed on December 31, 1998.

All the personnel—directors, officers, managers, supervisors, employees and technicians—having worked for the Company before that date are entitled to benefits under the same conditions so long as they retired whilst employed by the Group.

Apart from this plan, the directors and officers of WENDEL Investissement do not have any other specific plan.

No director or officer of WENDEL Investissement is entitled contractually to severance pay upon leaving the Company at the request of the Board of Directors.

D. ASSOCIATION OF MANAGEMENT IN THE INVESTMENTS MADE BY THE COMPANY

INVESTMENTS BY THE MANAGEMENT OF THE SUBSIDIARIES

The policy implemented gradually by WENDEL Investissement for its subsidiaries is based on the following principles:

- the executive managers of these subsidiaries are invited to invest what are significant amounts in relation to their compensation alongside WENDEL Investissement;
- stock options are reserved for other managers.

Investments made by executive managers generate profits only once WENDEL Investissement has achieved an appropriate return, as a rule a return on investment (or hurdle rate) of between 10% and 15%.

These investments therefore present a high level of risk for the managers concerned in as much as the amounts invested are lost if the return on investment is below these levels. In return for accepting this high level of risk, and upon these levels being reached, managers share in the outperformance in variable proportions.

As at December 31, 2004, the above arrangements were in place at Legrand and Editis. It is planned to introduce a similar arrangement at Bureau Veritas in 2005.

On the basis of the average return on investment expected by WENDEL Investissement from its investments in these companies, the share accruing to executive managers five years hence could represent between 10% and 15% of the return achieved over and above the hurdle rate, which would represent around 5% to 10% of the capital gain earned by WENDEL Investissement on its investment.

INVESTMENTS BY THE MANAGEMENT OF WENDEL INVESTISSEMENT

The executive managers of WENDEL Investissement are also invited to make significant investments in connection with new acquisitions, under conditions similar to those proposed to the management of the companies concerned.

Furthermore, in 2004 the executive managers of WENDEL Investissement acquired options to purchase shares in SNC Wendel-Participations (being shares reported on the consolidated sheet of WENDEL Investissement). These options, which mature in 2010, have a strike price corresponding to a price of 40 euros per WENDEL Investissement share (being the average share price during the 6 months prior to October 22, 2004 when the Board of Directors approved these arrangements). The 4 million euros premium to be paid by the managers to acquire these options was determined by an independent expert.

Based on median scenarios modelling the evolution in the WENDEL Investissement share price, the potential gain for the managers after 5 years, on a fully transparent basis, represents around 4.6% of the increase in the value of WENDEL Investissement, being the reward for the risk that significant losses would be incurred were the share not to perform favourably.

The above arrangement, which was the object of a press release on December 3, 2004, is intended for executive managers willing to risk capital on the Group and the evolution in its value. It also serves to reduce the magnitude of the stock option programme, limit some of its drawbacks (notably the dilutive effect for the existing shareholders of WENDEL Investissement) and ensure that the interest of the management concords with that of the shareholders when it comes to the dividend policy (taken into account in the options). The stock option programme, which represented around 1% of the capital per year, will be scaled back to 0.5% over five years and reserved exclusively for the other managers of WENDEL Investissement.

E. INFORMATION ON THE NATURE OF THE TRANSACTIONS BETWEEN THE COMPANY AND ITS DIRECTORS AND OFFICERS

The Company has not entered into any agreement with its directors or officers or with companies having common directors or officers, apart from ordinary transactions, other than those mentioned in the Auditors' special Report on regulated agreements.

F. LOANS TO MEMBERS OF THE BOARD OF DIRECTORS

None.

Information on the activities of WENDEL Investissement

BRIEF HISTORY OF THE GROUP STRUCTURE

The WENDEL Group's takeover of the holding company Marine-Firminy gave birth to Marine-Wendel in 1975. The predominance of its steel industry assets (Sacilor, Forges and Aciéries de Dilling, etc.) in addition to diversified activities (Carnaud, Forges de Gueugnon, Oranje Nassau, Cimenteries de l'Est, mechanical engineering companies, etc.) led to the break-up of the Group into two entities during the European steel crisis in 1977. By transferring all its non-steel industry assets in November 1977, Marine-Wendel created Compagnie Générale d'Industrie et de Participations (CGIP) in which it retained only a 20% equity interest. Since that date, Marine-Wendel progressively divested itself of its steel industry assets and increased its stake in CGIP over the years and in the context of internal restructuring to such a point that it acquired control of the company. Marine-Wendel also implemented a strategy of financial diversification by acquiring equity interests in medium-sized companies. Marine-Wendel and CGIP merged in June 2002.

Major events in the life of the two companies are summarised in the chapter Stages in development.

The main changes in the Group in the past three years are discussed in the consolidated financial statements in the section dealing with the consolidation scope.

COMPETITIVE POSITION

WENDEL Investissement's competitors are European or Anglo-Saxon investment firms, investment funds and listed or unlisted holding companies.

Unlike investment funds, WENDEL Investissement pursues long-term development objectives. Its strategy is to foster the emergence of companies that are leaders in their sector and to accompany their development in the medium or long term, particularly by encouraging innovation and by increasing productivity in these companies. WENDEL Investissement is an active partner that supports entrepreneurial teams and works with them over time in order to achieve ambitious objectives in terms of growth and the creation of value for its shareholder.

AGREEMENTS WITH SUBSIDIARY AND ASSOCIATED COMPANIES

There are no industrial, commercial or management agreements between WENDEL Investissement and its subsidiary and associated companies. WENDEL Investissement provides certain of them with advice and assistance in legal, tax, financial and accounting matters. These services are billed on an arm's length basis by reference to actual costs if identifiable or at lat rates.

Amounts billed for these services during the last three accounting periods were as follows (thousands of euros, excluding VAT):

	2004	2003	2002
Wheelabrator Allevard	2,559	2,114	2,161
Stallergènes	80	97	114
Other subsidiaries	97	82	60

REVALUED NET ASSETS AT DECEMBER 31, 2004 AND MARCH 31, 2005

METHODOLOGY

Revaluated net assets at December 31, 2004 were calculated on the basis of the financial statements for the year then ended.

Shares in **unlisted companies** are valued by applying stock market capitalisation multiples of similar companies in the same reference period to the main management balances. The latter comprise earnings before interest, tax, depreciation and amortisation (EBITDA) and earnings before interest, tax and amortisation (EBITA), both measures of the operating profit restated, if necessary, to exclude exceptional items.

The peer selection does not vary over time, making it possible to determine average sector multiples which are then applied to determine the enterprise value of the companies concerned. The companies in the sample have significant free floats and the changes in their share price reflect changes in enterprise value. Moreover, these companies are covered by several analysts that publish research on the sector regularly. The estimates produced by these analysts are used to determine the multiples reflecting future growth for these companies and the sector as a whole. All borrowings are deducted at their fair value from this enterprise value to obtain the revalued net asset value of the company for 100% of the capital.

New investments are valued at cost in the months immediately following their acquisition, until such time as the company publishes interim consolidated accounts and updates earnings forecasts for the current year.

Shares in **listed companies** are valued on the basis of the average closing price over the 20 business days preceding the valuation. As the liquidity of the listed companies is satisfactory, no discount is applied to the average share price as calculated. Should there be any restrictions on account of a commitment given to sell shares on the market over a given period of time, a discount would be applied to the average share price as calculated. The same applies if liquidity were to become insufficient because of the number of shares held by WENDEL Investissement.

The main investments of **Oranje-Nassau** are in oil fields and in property. To value its oil assets, Oranje-Nassau has developed several business plans based on the following hypotheses:

- reserves and annual extraction rate for each field;
- alternative scenarios for future trends in crude oil prices;
- extraction costs for each field;
- changes in the euro/US dollar exchange rate;
- discount rate.

These give estimates of revenues and earnings for the coming years, the net present value of future cash flows providing the valuation of the Energy activities.

Property investments are mainly in office and commercial property located in the main cities of the Netherlands, also in Belgium and Northern Germany. These properties, which are leased to government agencies or to companies, are valued by the company at their market value.

Current assets and liabilities are included at their net book value or at their market value if this value can be determined at regular intervals or is provided by third parties. In the same way, financial instruments are included at their market value.

Revalued net asset values are stated net of capital gains tax on unrealised profits.

CHANGE IN 2004 AND IN THE FIRST QUARTER OF 2005

	March 2005	%	December 2004[1]	%	December 2003	%	December 2002	%
Unlisted assets	4,120	84%	3,840	85%	2,640	78%	2,230	73%
Listed assets	800	16%	690	15%	760	22%	820	27%
Revalued gross assets	**4,920**	**100%**	**4,530**	**100%**	**3,400**	**100%**	**3,050**	**100%**
Cash	420		570		90		270	
Debt	(1,670)		(1,670)		(970)		(1,230)	
Revalued net assets	**3,670**		**3,430**		**2,520**		**2,090**	

***(1)** Revalued net assets are stated after taking into account the simplified purchase offer made at the end of December 2005, which has for effect to reduce cash by 138 million euros and to increase listed assets by the same amount.*

The breakdown of gross assets and changes between 2002 and the first quarter of 2005 are provided in the table above.

Revalued net assets amounted to 3,430 million euros in December 2004 compared with 2,520 million euros in December 2003 and 2,090 million in December 2002. In two years, therefore, revalued net assets have increased by 64% not taking into account the dividend distributed to shareholders.

The increase in net assets and changes in its compositions over the last two years highlights the effects of the strategy implemented since the end of 2002.

In relative terms, unlisted assets have increased steadily, from 73% in December 2002 to 78% in December 2003 and 85% in December 2004. In absolute terms, the value of these assets increased from 2,640 million euros in December 2003 to 3,840 million euros in December, up by 1,200 million euros in 2004 and by 1,610 million euros in two years.

The increase in 2003 was due largely to the acquisition of Legrand at the end of 2002 and the subsequent revaluation of this investment. The increase in value in 2004 was linked to further revaluation of Legrand and Bureau Veritas. The valuation in December 2004 takes into account the decision to increase the shareholding in this company from 34% to 99% at the end of 2004.

At December 31, 2004, listed assets amounted to 690 million euros. In relative terms, listed assets represented only 15% of total assets compared with just over 25% in December 2002, this decrease being due to the gradual scaling back of the Capgemini shareholding in 2003 and to the sale of the shareholding in Trader Classified Media in March and April 2004. In addition, WENDEL Investissement sold most of its shareholding in bioMérieux when this company was floated. In December 2004, WENDEL Investissement still owned 3% of the capital of this company.

Net debt, which represents gross debt less cash and cash equivalents, amounted to 1,100 million euros in December 2004 compared with 880 million euros in December 2003 and 960 million euros in 2002. The change in the level of debt is not particularly meaningful in absolute terms. A far more meaningful indicator is the ratio of net debt to revalued gross assets, which provides a better measure of the debt load. This ratio reached 24% in December 2004 compared with 26% in December 2003 and 31% in December 2002.

In March 2005, WENDEL Investissement had revalued gross assets of 4,920 million euros. Unlisted and listed assets accounted for respectively 84% and 16% of this amount. Revalued net asset amounted to 3,670 million euros. Net debt represented 25% of revalued gross assets at March 31, 2005.

EQUITY RISK

Annualised internal rate of return	Revalued net assets	CAC 40
August to December 2002	-14%	-21%
January to December 2003	21%	13%
January 2004 to March 2005	42%	15%

WENDEL Investissement's assets are equity interests in unlisted companies and, to a lesser extent, in listed companies. Active management of this portfolio involves regular, in-depth monitoring of the operating and financial performances of each subsidiary and associated company. As regards unlisted companies, management performance is monitored on a monthly basis and is then analysed with the company's management. At regular intervals, this is complemented by a forward-looking analysis rendered possible by genuine sector-based expertise acquired by sharing information with the company in question. This regular review makes it possible to analyse and anticipate developments in each subsidiary and associated company and to take appropriate decisions.

This company-specific approach is completed by a general analysis of risk allocation between the different sectors of the economy in order to take advantage of appropriate asset diversification from the point of view of both the sector and resistance to the economic environment. This diversification also ensures a proper balance between growth stocks and yield stocks.

The value of listed and unlisted assets is linked to the performance of the stock markets. Therefore, and as explained above, the method chosen to value shares in unlisted companies is based on multiples for comparable listed companies. As for shares in listed companies, these are marked to market.

An indication of the stock market risk is provided by the table above, which compares the changes in the revalued net assets of WENDEL Investissement from August 2002 to March 2005 with the performance achieved by the CAC 40 index over the same period.

This comparison is based on the annualised internal rate of return and supposes that dividends are reinvested.

LIQUIDITY RISK

The analysis of the liquidity risk below covers all the debt of WENDEL Investissement and the main subsidiaries consolidated under the full method. This debt, which amounted to 2,890 million euros represents 95% of the gross debt as reported on the consolidated balance sheet as at December 31, 2004.

In thousands of euros	Total amount	Amount not used	Amount used	Currency
WENDEL Investissement				
Capgemini exchangeable bonds	-	-	279,020	EUR
Valeo exchangeable bonds			369,606	EUR
WENDEL Investissement bonds			600,000	EUR
WENDEL Investissement bonds			400,000	EUR
Bank loan	350,000	350,000	-	-
Other loans and accrued interests			40,734	EUR
			1,689,360	
WINVEST 5				
Bank loan(1)	350,000	-	350,000	EUR
Bank loan(1)	50,000	33,675	16,325	EUR
			366,325	
BUREAU VERITAS GROUP				
Bank loan(1)	300,000	269,400	30,600	EUR
Bank loan(1)	400,000	87,526	302,474	USD
Bank loan(1)			10,000	EUR
Bank loan(1)	250,000	229,576	20,424	GBP
Other loans and accrued interest			21,380	EUR
			384,878	
EDITIS GROUP				
High Yield bonds	-	-	150,000	EUR
Bank loan	93,282	-	93,282	EUR
Bank loan	83,860	-	83,860	EUR
Bank loan	83,860	-	83,860	EUR
Bank loan	100,000	69,640	30,360	EUR
Bank loan	40,000	40,000	-	-
Bank ovedraft	6,000		5,285	EUR
Other loans and accrued interest			2,902	EUR
			449,549	
TOTAL			**2,890,112**	

(1) Global drawing rights limited to 950 million euros.

Interest rate hedges	Nominal	Currency
WENDEL Investissement		
WENDEL Investissement bonds	95,675	EUR
WENDEL Investissement bonds	400,000	EUR
WENDEL Investissement bonds	100,000	EUR
	595,675	
EDITIS GROUP		
Bank loan	65,250	EUR
Bank loan	65,250	EUR
	130,500	

Maturity	Repayments		Interest rate	Analysis of debt by residual maturity Within 1 year	From 1 to 5 years	Over 5 years	Analysis of commitments by residual maturity Within 1 year	From 1 to 5 years	Over 5 years
06.2009	bullet	fixed	2.000%		279,020				
05.2005	bullet	fixed	3.750%	369,606					
02.2011	bullet	fixed	5.000%			600,000			
11.2014	bullet	fixed	4.875%			400,000			
08.2008	revolver	variable	euribor + spread					350,000	
2005				40,734					
				410,340	**279,020**	**1,000,000**	**0**	**350,000**	**0**
06.2006	revolver	variable	euribor + spread		350,000				
06.2006	revolver	variable	euribor + spread	54	16,271			33,675	
				54	**366,271**	**0**	**0**	**33,675**	**0**
12.2009	instalment	variable	euribor + spread		30,600		29,933	239,467	
12.2011	bullet	variable	libor + spread			302,474			87,526
12.2011	bullet	variable	euribor + spread			10,000			
12.2009	revolver	variable	libor + spread		20,424				
2005		variable	euribor + spread	21,380					
				21,380	**51,024**	**312,474**	**29,933**	**239,467**	**87,526**
10.2014	bullet	fixed	8.375%			150,000			
09.2011	instalment	variable	euribor + spread	9,100	51,257	32,925			
09.2012	bullet	variable	euribor + spread			83,860			
09.2013	bullet	variable	euribor + spread			83,860			
09.2011	revolver	variable	euribor + spread	30,360					69,640
09.2011	instalment	variable	euribor + spread					28,000	12,000
2005		variable	euribor + spread	5,285					
2005				2,902					
				47,647	**51,257**	**350,645**	**0**	**28,000**	**81,640**
				479,421	**747,572**	**1,663,119**	**29,933**	**651,142**	**169,166**

Maturity	Interest received/paid
02.2011	3.885% / 3-month Euribor
02.2011	3.885% / 7-year CMS (floor of 3.43% and ceiling of 3.85%)
02.2011	4.055% / 7-year CMS (floor of 3.32% and ceiling of 4.02%)
09.2007	3-month Euribor/2.925%
09.2007	3-month Euribor/Residual CMS -0.35% (floor of 2% and ceiling of 3,5%).

FINANCIAL COVENANTS

BANK LOANS OF WENDEL INVESTISSEMENT (NOT USED AS AT DECEMBER 31, 2004) AND OF WINVEST 5

These loans require compliance with financial covenants based principally on the market value of WENDEL Investissement's assets and the amount of the net debt. For the purpose of these covenants, net debt is calculated by reference to a consolidation scope limited to the financial holding companies, and therefore excludes the debt of the operating companies as well as the debt arranged at the level of the holdings acquired by the Group. This means therefore that the debt of the following groups has been excluded: Editis, Bureau Veritas (including Winvest 5), Legrand, Stallergènes, Oranje-Nassau and Wheelabrator Allevard. These covenants, which are controlled on a quarterly basis, are detailed below:

- the net debt of WENDEL Investissement and its financial holding companies must not exceed 50% of the gross revalued assets after tax and excluding cash balances;
- the net debt of WENDEL Investissement and its financial holding companies must not exceed 1,700 million euros;
- the unsecured gross debt of WENDEL Investissement and its financial holding companies must not exceed 50% of available gross revalued assets (namely assets that have not been pledged or sequestered) increased by the cash balances of WENDEL Investissement and its financial holding companies.

For details of the revalued gross assets of WENDEL Investissement refer to the section of the Annual Report dealing with revalued gross assets, likewise for details of the net debt taken into account. Refer to the notes to the consolidated balance sheet for details of the cash balances of WENDEL Investissement and its financial holding companies (Note 8), of the gross debt (Note 11), and of unavailable assets and secured loans (Note 15).

At December 31, 2004, all covenants were respected.

FINANCIAL COVENANTS – BANK LOANS OF BUREAU VERITAS

These loans require compliance with the following financial covenants:

- last twelve month (LTM) earnings before interest, tax, depreciation and amortisation (EBITDA) must represent no less than 5.5 times net interest expenses, this ratio being calculated on a 12-month sliding basis;
- the consolidated net debt of Bureau Veritas must represent less than 3.65 times LTM earnings before interest, tax, depreciation and amortisation (EBITDA).

These ratios will be controlled on a half-yearly basis as from June 30, 2005.

The loan agreements entered into by Bureau Veritas contain the usual restrictions for this type of corporate loans. Certain transactions such as mergers, the disbanding of the tax group, asset disposals, guarantees given, acquisitions, additional debt, payment of dividends, share buybacks, changes in shareholders are forbidden, restricted or require prior approval on the part of the lenders.

FINANCIAL COVENANTS – BANK LOANS OF EDITIS

These loans require compliance with the following financial covenants:

- the consolidated net debt of Editis must represent less than 5.7 times LTM earnings before interest, tax, depreciation and amortisation (EBITDA);
- the cash flow after capital expenditure must represent more than 1 time debt servicing (i.e. interest on the debt, plus capital repayments), this ratio being calculated on a 12-month sliding basis;
- LTM earnings before interest, tax, depreciation and amortisation (EBITDA) must represent no less than 2 times net interest expenses, this ratio being calculated on a 12-month sliding basis;
- the consolidated net debt of Editis (excluding High Yield bonds) must represent less than 3.7 times LTM earnings before interest, tax, depreciation and amortisation (EBITDA);
- capital expenditure must not exceed 40.4 million euros.

These ratios are controlled quarterly. At December 31, 2004, all covenants were respected.

The loan agreement entered into by Editis contains habitual restrictions for this type of LBO credit. Certain transactions such as mergers, the disbanding of the tax group, asset disposals, guarantees given, acquisitions, additional debt, payment of dividends, share buybacks, changes in shareholders are forbidden, restricted or require prior approval on the part of the lenders.

INTEREST RATE RISK

	Total	Bearing variable interest rates
Financial liabilities	3,048,945	1,174,835
Interest rate instruments	-	(34,825)
Financial assets	(1,058,881)	(963,662)
Net amount at December 31, 2004	**1,990,064**	**176,348**

The above analysis of financial assets and liabilities shows a structure comprised mainly of items bearing fixed interest rates. For those items bearing variable interest rates, these rates are generally set for a period of less than 12 months.

Based on the consolidated accounts at December 31, 2004, a 1% increase in these variable interest rates would have a negative impact of around 2 million euros on the consolidated profit before tax.

FOREIGN EXCHANGE RISK

Companies controlled by WENDEL Investissement, particularly Bureau Veritas, Oranje-Nassau and Wheelabrator Allevard, carry on their activities in different countries and, therefore, own assets in these countries and generate part of their earnings in currencies other than the euro. Most of the foreign exchange risk is concentrated at the oil activities of Oranje-Nassau and at Bureau Veritas.

ORANJE-NASSAU

As part of its oil activities, Oranje-Nassau has assets and liabilities denominated in US dollars and generates a substantial part of its earnings in this currency. The effects of fluctuations in exchange rates on the consolidated profit and loss account of WENDEL Investissement are felt at two levels.

Based on output in 2004 (7.8 million barrels oil equivalent) and the average sale price (30.6 US dollars per barrel), a 5% change in the euro's exchange rate against the US dollar would have resulted in a variance of around 10 million euros in sales and a variance of around 3 million euros in the net profit generated by this activity.

In addition, changes in the value of the company's US dollar denominated assets and liabilities resulting from changes in the euro-US dollar exchange rate are dealt with as financial items in the consolidated profit and loss account. In this respect, WENDEL Investissement recorded a foreign exchange loss of 5.9 million euros in 2004. More generally, a 5% fluctuation in this exchange rate has an impact of around 4 million euros.

BUREAU VERITAS

As Bureau Veritas is present in many countries throughout the world, must of its operations are conducted in currencies other than the euro. WENDEL Investissement estimates that around 50% of the cash flow is denominated in US dollars or in currencies that are highly correlated to this currency. On this basis, a 5% fluctuation in the euro/US dollar exchange rate would have an impact of around 8 million euros on the operating profit. However, this exposure is offset by debt of around 410 million dollars carried by Bureau Veritas.

WHEELABRATOR ALLEVARD

Given the organisation adopted by the Wheelabrator Allevard group, most of the companies carry out their business mainly in their local currency. Since the Group's export markets are also export markets for most of its competitors, the risk of erosion in competitiveness resulting from exchange rate fluctuations is slight. At operating profit level, the currency risk is limited mainly to the effect of translating the local currency accounts into euros. It is estimated that a 5% change in the euro/US dollar exchange rate would not have a significant impact on the assets and financial situation of WENDEL Investissement.

WENDEL INVESTISSEMENT

To reduce its exposure to fluctuations in the euro/US dollar exchange rate, WENDEL Investissement has entered into various contracts for the forward sale of US dollars. In 2004, these contracts generated a foreign exchange gain of 11 million euros. A 5% change in the euro's exchange rate against the US dollar would result in a foreign exchange gain or loss of around 8 million euros on the basis of open positions as at December 31, 2004 (see Note 14).

LEGAL RISK AND LITIGATION

PARTICULAR REGULATIONS APPLICABLE TO THE GROUP AND DEPENDENCE

Given the diverse activities carried on by WENDEL Investissement and the subsidiaries it controls and their geographical location, there is no specific regulation susceptible of being applied uniformly. The Group is not directly subject to any particular regulation that might affect the normal conduct of its business. To the Company's knowledge, there is no foreseeable change in regulations or development in case law that could have a significant impact on the Group's activities.

Each company ensures that it complies with the requirements specific to its activity. For the conduct of its business, Bureau Veritas benefits from numerous authorisations, recognitions and accreditations from governments and international organisations, that are renewed periodically. To the company's knowledge, there is no problem relating to the renewal of any of these that might have a significant impact on the activities of Bureau Veritas. In connection with its book publishing and distribution activities, Editis is subject to regulations relating to the application of uniform sales prices, and to the applicable libel, copyright, and privacy legislation.

WENDEL Investissement and the subsidiaries it controls are not dependent on any patent or licenses, or on any industrial, commercial or financial supply agreement. To the best of the Company's knowledge, no company in the Group has entered into any agreement of this type that would have a significant impact on its activity should it expire or be terminated.

LITIGATION

In the normal course of business, WENDEL Investissement and the companies it controls are involved in legal proceedings and are regularly subject to tax, labour or administrative inspections.

A provision is set aside every time a risk is determined and the cost associated to this risk can be estimated. The methods for determining provisions and for accounting for liabilities comply with applicable accounting standards. Provisions set aside represent the best estimate of the financial consequences for the Group of ongoing litigation based on available information.

Provisions for disputes on the consolidated balance sheet amounted to 85.4 million euros, of which 62.2 million for Bureau Veritas. In the normal course of business, Bureau Veritas is party to more than 4,000 disputes and legal proceedings intended to bring into play its professional liability. Editis is party to a number of disputes in the normal course of its business, mainly labour and copyright disputes.

At the present time, the main legal matter concerns the discovery of pollution at a site located near Rouen, possibly caused by the steel-making activities of Hauts Fourneaux de Rouen (HFR), a company that was in operation until 1967. The Prefect of Seine-Maritime, alleging a business connection between HFR and Sofiservice (a Group subsidiary), issued a prefectoral decree in 1998, ordering Sofiservice to conduct an environmental study and rehabilitate the site. On appeal, this decree was overturned by order of the Administrative Court, but this decision was itself overturned by the Administrative Court of Appeal in October 2002, which ordered that the environmental study be undertaken. The appeal lodged by Sofiservice was turned down by decision of the Council of State, which is France's highest administrative jurisdiction, on January 10, 2005. Provisions set aside were maintained at December 31, 2004 on the basis of the environmental study performed pursuant to the ruling issued by the Court of Appeal.

Other than the foregoing, the Company has no knowledge of any dispute, ruling or legal proceeding that may substantially affect or has recently had a substantial impact on the financial situation, results and activity of the Company and the subsidiaries it controls.

INSURANCE

As part of its risk management policy, WENDEL Investissement has taken out policies with leading insurance companies.

In particular, these policies cover the following risks:

- damage to property (buildings and/or tenant's liability risk) and contents (approximately 11 million euros in coverage), especially physical damage to property;
- third-party operating liability (approximately 7 million euros in coverage), especially bodily harm, material damages and consequential damage incurred by third parties;
- motor fleet and travel insurance covering company employees;
- liability insurance for company directors and officers. This policy covers the Company's directors and officers, its representatives on the boards of subsidiary and associated companies, and persons considered directors or officers in fact or in law, who might be held responsible for a professional error in connection with their management, supervision or administration.

Moreover, every company controlled by the Group directly manages its own insurance policy and has risk coverage that is perfectly adapted to its specific needs.

UNAVAILABLE ASSETS

Assets unavailable as at december 31, 2004 (thousands of euros)

	Period of unavailability start date	end date	Consolidated value of unavailable assets	Total balance sheet item	% of balance sheet item
Intangible fixed assets	-	-	-	-	
			-	2,112,755	0.0%
Tangible fixed assets					
Oranje-Nassau property (mortgage)	-	June 2009	49,300		
Oranje-Nassau property (mortgage)	-	May 2009	9,926		
			59,226	366,740	16.1%
Fixed asset investments					
7,300,000 Valeo shares (sequestered)	May 2002	May 2005	215,861		
Other			2,307		
			218,168	1,139,938	19.1%
Unavailable asset / Fixed assets			**277,394**	**3,619,433**	**7.7%**
Unavailable assets / Total assets			**277,394**	**5,698,710**	**4.9%**

Moreover, certain assets eliminated on consolidation (shares in consolidated company and intra-group balances) have been pledged in favour of banks. Details of these assets are provided below:

- bonds issued by Sofu Participations and subscribed to by Winvest 5 pledged as guarantee for the repayment of debt amounting to 366,271 thousand euros;
- certain shares of companies of the Editis Group pledged as guarantee for the repayment of the Editis Group's debt amounting to 441,362 thousand euros.

FEES PAID BY THE GROUP TO THE STATUTORY AUDITORS AND TO MEMBERS OF THEIR NETWORK

	2004				2003			
En euros	Ernst & Young Audit		PricewaterhouseCoopers		Ernst & Young Audit		PricewaterhouseCoopers	
	Amount	%	Amount	%	Amount	%	Amount	%
Audit								
Audit, audit report, exammination of the company and consolidated financial statements	925,800	84%	189,350	39%	722,560	70%	148,550	64%
Ancillary assignments	155,700	14%	72,904	15%	249,620	24%	80,400	34%
Sub-total	**1,081,500**	**98%**	**262,254**	**54%**	**972,180**	**94%**	**228,950**	**98%**
Other services								
Legal, tax and social	25,000	2%	42,518	9%	60,000	6%	4,925	2%
Other			180,000	37%				
Sub-total	**25,000**	**2%**	**222,518**	**46%**	**60,000**	**6%**	**4,925**	**2%**
Total	**1,106,500**	**100%**	**484,772**	**100%**	**1,032,180**	**100%**	**233,875**	**100%**

First-time application of International Financial Reporting Standards (IFRS)

As required by Regulation (EC) No 1606/2002 of the European Parliament and of the Council of July 19, 2002 on the application of international accounting standards, the consolidated financial statements of WENDEL Investissement for the year ending December 31, 2005 will be prepared in accordance with International Financial Reporting Standards applicable for financial years starting on or after January 1st, 2005, as approved by the European Union. The 2005 consolidated financial statements will be presented with 2004 comparatives prepared on the same basis.

In order to comply with this requirement, the Group drew up a transition plan, which was implemented in 2003 and 2004. This plan consisted of:

- establishing a transition timetable;
- identifying and quantifying differences between French GAAP and International Financial Reporting Standards;
- adapting, when necessary, the information systems;
- and training the staff concerned by the first-time application of the International Financial Reporting Standards.

Regular reports relating to progress with this work, the options chosen, and the estimated impact of adopting IFRS were presented to the Audit Committee. The quantified impact was presented before the Audit Committee held on May 26, 2005 and approved by the Board of Directors on May 31, 2005.

In accordance with the recommendations of the "Autorité des Marchés Financiers" (AMF) regarding financial communication during the transition period, WENDEL Investissement has drawn up financial information presenting the quantified impact resulting from the adoption of these new standards on:

- consolidated shareholders' equity on the transition date, namely January 1st, 2004;
- consolidated shareholders' equity at December 31, 2004;
- consolidated net profit for the year ended December 31, 2004.

This quantified information was prepared in accordance with the provisions of IFRS 1 "First-time Adoption of International Financial Reporting Standards" and by applying all International Accounting Standards and International Financial Reporting Standards in force on January 1st, 2005, as published by the International Accounting Standards Board (IASB) on December 31, 2004 and adopted by the European Commission.

Inasmuch as the financial statements for the year ending December 31, 2005 will be prepared by reference to the standards and interpretations in force on that date, note that 2004 figures provided by way of comparatives in the 2005 financial statements may differ from the figures presented below.

The figures detailed below have been audited by the Statutory Auditors of WENDEL Investissement.

FIRST-TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

As permitted by IFRS 1 "First-time Adoption of International Financial Reporting Standards", WENDEL Investissement made the following choices:

- Business combinations: WENDEL Investissement chose not to restate business combinations prior to the transition date according to IFRS 3.
- Financial instruments: the requirements of IAS 32 regarding own shares and of IAS 39 regarding financial instruments were applied as from the transition date.
- Accumulated translation reserves: accumulated translation adjustments arising from the translation of the accounts of foreign subsidiaries as at January 1st, 2004 were transferred to consolidated reserves. This adjustment has no impact on consolidated shareholders' equity as at January 1st, 2004. Only translation adjustments arising after that date will be reversed to the profit and loss account should the subsidiary having given rise to these adjustments be sold.
- Long-term employee benefits: all cumulative actuarial gains and losses not recorded as at December 31, 2003 were recognised by an entry to consolidated reserves as at the transition date.
- Share-based payments: the provisions of IFRS 2 "Share-based payment" were applied to the stock option plans since November 7, 2002 and for which rights had not vested as at January 1st, 2005.
- Tangible fixed assets: the option to measure tangible fixed assets at their fair value on the transition date was not chosen, except in the case of property held as an investment that was recorded at fair value as required by IAS 40 "Investment Property".

For all other International Accounting Standards and International Financial Reporting Standards, the opening value of the assets and liabilities were restated on January 1st, 2004 retroactively as if these standards had always been applied.

IMPACT OF FIRST-TIME ADOPTION OF IFRS ON THE CONSOLIDATED NET PROFIT

In millions of euros		Year ended December 31, 2004
	GROUP SHARE OF NET PROFIT DETERMINED IN ACCORDANCE WITH FRENCH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES	**281.0**
(a)	Non consolidated shareholdings in listed companies (IAS 39)	38.2
(b)	Non consolidated shareholdings in unlisted companies (IAS 39)	(4.5)
(c)	Marketable securities (IAS 39)	(10.4)
(d)	Valeo exchangeable bonds and Capgemini exchangeable bonds (IAS 39)	59.7
(d)	Options used as a hedge for the Capgemini exchangeable bonds (IAS 39)	(48.2)
(e)	Other options and swap contracts (IAS 39)	(7.7)
	Other impacts resulting from the first-time adoption of IAS 39	4.5
(f)	Treasury shares classified as marketable securities (IAS 32)	0.1
(g)	Wendel-Participations shares (IAS 32)	(2.8)
(h)	Commitment to guarantee the liquidity of the Bureau Veritas shares (IAS 32)	16.8
(i)	Stock options (IFRS 2)	(2.1)
(j)	Provision for retirement benefits (IAS 19)	(0.7)
(k)	End to requirement to amortise goodwill (IFRS 3)	51.0
(l)	Investment property (IAS 40)	(3.1)
(m)	Editorial creation of Editis (IAS 38)	1.0
(n)	Energy division of Oranje-Nassau	7.5
(o)	Cancellation of translation adjustments on transition date (IFRS 1)	16.5
(p)	Impact of restatements and application of IFRS 3 "Business Combinations" on goodwill arising in 2004	18.5
	Other restatements	(1.1)
(q)	Deferred tax	0.8
	Total restatement	**134.0**
	GROUP SHARE OF NET PROFIT DETERMINED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS	**415.0**

IMPACT OF FIRST-TIME ADOPTION OF IFRS ON OPENING AND CLOSING CONSOLIDATED SHAREHOLDERS' EQUITY

In millions of euros		January 1st, 2004	December 31, 2004
	GROUP SHARE OF CONSOLIDATED SHAREHOLDERS' EQUITY DETERMINED IN ACCORDANCE WITH FRENCH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES	**1,229.0**	**1,364.4**
(a)	Non consolidated shareholdings in listed companies (IAS 39)	(16.1)	22.5
(b)	Non consolidated shareholdings in unlisted companies (IAS 39)	43.5	45.1
(c)	Marketable securities (IAS 39)	11.2	1.9
(d)	Valeo exchangeable bonds and Capgemini exchangeable bonds (IAS 39)	(50.2)	9.5
(d)	Options used as a hedge for the Capgemini exchangeable bonds (IAS 39)	24.7	(23.4)
(e)	Other options and swap contracts (IAS 39)	6.8	0.4
	Other impacts resulting from the first-time adoption of IAS 39	(2.9)	2.0
(f)	Treasury shares classified as marketable securities (IAS 32)	(7.8)	(7.7)
(g)	Wendel-Participations shares (IAS 32)	(11.1)	(7.1)
(h)	Commitment to guarantee the liquidity of the Bureau Veritas shares (IAS 32)	0.0	(5.6)
(i)	Stock options (IFRS 2)	0.0	0.0
(j)	Provision for retirement benefits (IAS 19)	(10.6)	(13.9)
(k)	End to requirement to amortise goodwill (IFRS 3)	0.0	56.0
(l)	Investment property (IAS 40)	11.1	8.0
(m)	Editorial creation of Editis (IAS 38)	-	(10.0)
(n)	Energy division of Oranje-Nassau	(15.4)	(8.2)
(o)	Cancellation of translation adjustments on transition date (IFRS 1)	0.0	0.0
(p)	Impact of restatements and application of IFRS 3 "Business Combinations" on goodwill arising in 2004	0.0	8.4
	Other restatements	10.5	14.5
(q)	Deferred tax	(210.7)	(190.5)
	Total restatement	**(216.9)**	**(98.3)**
	GROUP SHARE OF CONSOLIDATED SHAREHOLDERS' EQUITY DETERMINED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARD	**1,012.1**	**1,266.1**

IMPACT OF FIRST-TIME ADOPTION OF IFRS ON THE CHANGE IN CONSOLIDATED SHAREHOLDERS' EQUITY IN 2004

In millions of euros	Group share of consolidated shareholders' equity at 01.01.2004	Dividends paid	Translation adjustments	Group share of net profit	Other	Group share of consolidated shareholders' equity at 31.12.2004
FRENCH GAAP	**1,229.0**	**(58.4)**	**(6.3)**	**281.0**	**(80.9)**	**1,364.4**
Impact of first-time adoption of IFRS	(216,9)		(8.7)	134.0	(6.7) (1)	(98.3)
IFRS	**1,012.1**	**(58.4)**	**(15.0)**	**415.0**	**(87.5)**	**1,226.1**

(1) *Of which (b) +6.1 million euros in respect of the variation in the fair value of available-for-sale assets (IAS 39), (g) +6.8 million euros in respect of the dividend paid by Wendel-Participations and the Wendel-Participations call (IAS 32), (h) -22.4 million euros in respect of the liquidity commitment for the Bureau Veritas shares (IAS 32) and (i) +2.1 million euros being the other side of the entry to record the charge in respect of stock options (IFRS 2).*

DESCRIPTION OF MAIN RESTATEMENTS

(a) – Non consolidated shareholdings in listed companies (IAS 39)

Under French generally accepted accounting principle (GAAP), the shares in Capgemini, Valeo and bioMérieux were recorded at cost. They could give rise to a provision for impairment if the average share price in the last month of the financial year was less than cost.

Under International Financial Reporting Standards (IFRS), these shares are classified as "Financial assets at fair value through profit or loss" and are therefore valued at the closing share price. Variations in fair value are dealt with in the profit and loss account.

(b) – Non consolidated shareholdings in unlisted companies (IAS 39)

Under French GAAP, these shares were recorded at cost, eventually reduced by a provision for impairment determined by reference to the future profitability of the company and the group's share of its net assets.

Under IFRS, these shares are classified for as "Available for sale financial assets" and are valued at their fair value. Variations in fair value are dealt with in reserves. If it is considered that there has been a lasting diminution in value below the acquisition cost, a provision for impairment is recorded in the profit and loss account.

This restatement concerns mainly the shares held by Oranje-Nassau for which unrealised profits were recognised in shareholders' equity in the accounts prepared under IFRS.

(c) – Marketable securities (IAS 39)

Under IFRS, marketable securities are classified as "Financial assets at fair value through profit or loss". Accordingly, any unrealized profits and losses are dealt with in the profit and loss account. Under French GAAP, only the unrealized losses are recognized.

(d) – Valeo exchangeable bonds and Capgemini exchangeable bonds (IAS 39)

Under IFRS, the option component is separated from the debt component. The option component is valued at fair value in the balance sheet in the same way as an independent derivative instrument, and any variation in the fair value is dealt with in the profit and loss account. The debt component is recorded at amortised cost.

– Options used as a hedge for the Capgemini bonds (IAS 39)

The option component of the Capgemini bonds was hedged through the purchase of options that, under IFRS, are also valued at their fair value, any variation in fair value being dealt with in the profit and loss account. In this way, under IFRS, the impact of the option component of the Capgemini bonds is offset, for that part which is hedged, by the impact of these options.

Under French GAAP, the premium paid on acquiring the options transforming the Capgemini exchangeable bonds into straight bonds was accounted for as additional interest and recognised on a straight-line basis over the life of the bonds.

(e) – Other options and swap contracts (IAS 39)

Under IFRS, options and swap contracts are recorded at their fair value, any variation in fair value being dealt with in the profit and loss account.

Under French GAAP, options were recorded at cost in a suspense account and only unrealised losses were recognised. Swap contracts were accounted for as off balance sheet items.

(f) – Treasury shares classified as marketable securities (IAS 32)

Under IFRS, all Treasury shares are cancelled and deducted from consolidated reserves, including those shares, which under French GAAP, were maintained on the balance sheet given the purpose for which they are being held.

(g) – Wendel-Participations shares and options for purchase of Wendel-Participations shares (IAS 32)

Under French GAAP, the Wendel-Participations shares (13.5% of the capital) were reported on the balance sheet at cost (11.1 million euros). Under IFRS, these shares are assimilated to Treasury shares. The sole asset of Wendel-Participations is the 35% shareholding held in WENDEL Investissement.

The Wendel-Participations shares as well as the dividend income received in respect of these shares (2.8 million euros in 2004) are therefore cancelled against consolidated reserves under IFRS.

Also, the 4 million euros of purchase options sold by the Group in 2004 are accounted for as equity instruments and are therefore added to shareholders' equity under IFRS. Under French GAAP, these options were recorded in a suspense account and reported as a liability in the balance sheet.

(h) – Commitment to guarantee the liquidity of the Bureau Veritas shares (IAS 32)

WENDEL Investissement has undertaken to guarantee the liquidity of the Bureau Veritas shares issued or to be issued in connection with the stock options plans in favour of the company's employees. In accordance with the provisions of IAS 32, and since taking control of Bureau Veritas in 2004, this commitment requires WENDEL Investissement to consider that the shares already subscribed to, and which are the object of this agreement, are no longer owned by the minority shareholders but by the Group. A debt is therefore recorded, being the liability towards the shareholders for the amount determined under this commitment (5.8 million euros). The other side to the entry is a reduction in minority interests for the book value (0.2 million euros), the balance being deducted from the group's share of reserves (5.6 million euros). Also, under French GAAP, a provision of 16.8 million euros was recognized in 2004 by debiting the profit and loss account. This corresponded to the difference between the purchase price and the strike price of the options not exercised. Under IFRS, this provision is recognised by debiting shareholders' equity.

(i) – Stock options (IFRS 2)

IFRS 2 "Share-based payment" requires the Group to record a charge in the amount of the fair value of the stock options granted to employees, this value being determined at the date these options were granted. This charge is spread over the vesting period of these stock options. The issue of stock options having had no impact on the cash position and net assets of the Group on the grant date, the charge is recorded by crediting consolidated shareholders equity, which means therefore that there is no impact at this level.

In 2004, the charge amounted to 2.1 million euros as regards the Group's share, of which 1.4 million euros in respect of the stock options granted by WENDEL Investissement.

Under French GAAP, this charge was not recognised.

(j) – Provisions for retirement and other employee benefits (IAS 19)

The application of the methods for valuing and recording retirement and other long-term employee benefits recommended by IAS 19 "Employee benefits" led WENDEL Investissement to adjust provisions for retirement at some of its subsidiaries. On the transition date, this adjustment amounted to 10.6 million for the Group's share, of which 8.4 million euros in respect of Oranje-Nassau.

(k) – End to requirement to amortise goodwill as from January 1st, 2004 (IFRS 3)

Under French GAAP, goodwill was amortised on a straight-line basis. This is not the case under IFRS and goodwill is now simply subjected to annual impairment tests, which were already carried out under French GAAP. The reversal of goodwill amortisation charges recorded under French GAAP had a positive impact of 51 million euros on the Group's share of the 2004 net profit (of which 17.9 million euros at the level of WENDEL Investissement, 10.5 million euros at the level of fully consolidated companies, and 22.6 million at the level of companies accounted for by the equity method).

(l) – Investment property (IAS 40)

Under IFRS, investment property owned by Oranje-Nassau is recorded at fair value in the profit and loss account. Under French GAAP, this property was recorded at cost, eventually reduced by a provision for impairment, if applicable.

(m) – Editorial creation of Editis Group (IAS 38)

Under French GAAP, internal and external costs relating to editorial creation were capitalized and amortised over two to three years as from publication date at the Education & Reference division. Impairment tests were performed if there was any indication of a diminution in value. External costs were included in the cost of the stocks at the General Literature division.

Under IFRS, the provisions of IAS 38 "Intangible assets" limit the capitalisation of expenses, as a consequence of which costs incurred may now be capitalized only in the case of the Reference and School Books departments and for the most important projects. This had for effect to reduce intangible fixed assets by 7.7 million euros in the closing balance sheet. At the General Literature division, the valuation of the stocks was adjusted accordingly, resulting in a reduction of 2.2 million euros in the closing balance sheet.

(n) – Energy division of Oranje-Nassau

The first-time application of IFRS had three consequences:

1- There was a change in the functional currency of the assets of the Energy division, the US dollar under French GAAP being replaced by the euro for the Dutch assets and sterling for the British assets under IFRS. Under French GAAP, the conversion difference was dealt with in the profit and loss account. Under IFRS, it is taken directly to the translation reserves.

2- Impairment tests, which were performed at division level under French GAAP, are performed for each well under IFRS. As a result, the value of some wells was written down in the opening balance sheet.

3- Under French GAAP, a provision covering the costs of dismantling the installations and rehabilitating the sites was recorded over the wells' estimated production life, without this amount being restated at its net present value. Under IFRS, the present value of these estimated costs is recorded as an increase in the cost of the assets, the other side of the entry being the recognition of the provision.

The asset is depreciated over the wells' estimated production life, while the effect of changes in the net present value of the provision is recorded as a financial charge.

(o) – Impact of transferring translation adjustments to consolidated reserves on the transition date under the option chosen in connection with IFRS 1

Translation adjustments written back through the profit and lost account on the divestment of Trader Classified Media, bioMérieux and Silliker under French GAAP were cancelled under IFRS pursuant to the option chosen by the Group in connection with IFRS 1 "First-time Adoption of International Financial Reporting Standards".

(p) – Impact of restatements and application of IFRS 3 "Business combinations" on goodwill arising in 2004

The various restatements relating to Editis and Bureau Veritas made in connection with the first-time adoption of the new standards resulted in adjustments to the goodwill recorded in 2004 by WENDEL Investissement in respect of these investments, with an increase of 11.9 million euros in the first case and a decrease of 22 million euros in the second case.

As required under IFRS 3, the allocation of the purchase consideration, and by way of consequence the determination of the goodwill, must be finalized within 12 month of the acquisition.

Under French GAAP, the recognition as an asset of tax losses carried forward at the level of the WENDEL Investissement tax group arising on the acquisition of Editis and on taking control of Bureau Veritas were recorded as a reduction in the goodwill generated by these investments for respectively 3.1 million euros and 15.4 million euros. As required by IFRS 3 "Business combinations", this deferred tax can no longer be deducted from the goodwill, which meant therefore that the deferred tax asset was recognised by crediting an amount of 18.5 million euros to the profit and loss account.

(q) – Deferred tax (IAS 12)

Besides the impact resulting from some of the restatements made on the first-time adoption of these new standards, this restatement includes a debit of 215.5 million euros against opening shareholders equity, corresponding to the recognition of deferred tax liabilities on the brands owned by Legrand.

Development costs of Stallergènes (IAS 38)

In accordance with practices in the pharmaceutical industry and as required by IAS 38 "Intangible assets", development costs incurred before obtaining the results of so-called phase III clinical trials are not capitalised. As Stallergènes is not working on any development project meeting the criteria laid down by IAS 38, no costs were capitalised.

Persons responsible for the reference document and the audit of the financial statements

PERSON RESPONSIBLE FOR THE REFERENCE DOCUMENT

Ernest-Antoine Seillière, Chairman of the Board of Directors.

REPORT BY THE CHAIRMAN OF THE BOARD OF DIRECTORS

"To the best of my knowledge, the information disclosed in this reference document is accurate. It includes all the information required by investors to form an opinion on the assets and liabilities, business, financial situation, results and prospects of the issuer. No information has been omitted that would be likely to alter an investor's opinion."

Ernest-Antoine Seillière

PERSONS RESPONSIBLE FOR THE AUDIT OF THE ACCOUNTS

STATUTORY AUDITORS:

Ernst & Young Audit, represented by François Carrega

Tour Ernst & Young – 92037 Paris-La Défense, France.

- First appointed: Ordinary and Extraordinary Shareholders' Meeting of November 15, 1988 (formerly Castel Jacquet et Associés).
- Appointment last renewed: Ordinary and Extraordinary Shareholders' Meeting of November 23, 2000.
- Term of office: 6 years.
- Current term of office ends: Shareholders' General Meeting convened to approve the accounts for the year ending December 31, 2006.

PricewaterhouseCoopers Audit, represented by Olivier Thibault

Tour AIG – 34, place des Corolles – 92908 Paris-La Défense.

- First appointed: Ordinary and Extraordinary Shareholders' Meeting of November 24, 1994 (formerly Befec-Mulquin et Associés and **Befec-Price Waterhouse**).
- Appointment last renewed: Ordinary and Extraordinary Shareholders' Meeting of 23 November 2000.
- Term of office: 6 years.
- Current term of office ends: Shareholders' General Meeting convened to approve the accounts for the year ending December 31, 2006.

ALTERNATE AUDITORS:

Barbier Frinault & Autres

41, rue Ybry – 92576 Neuilly-sur-Seine.

- First appointed: Ordinary and Extraordinary Shareholders' Meeting of November 23, 2000.
- Term of office: 6 years.
- Current term of office ends: Shareholders' General Meeting convened to approve the accounts for the year ending December 31, 2006.

Jean-François Serval

114, rue Marius Aufan – 92300 Levallois-Perret.

- First appointed: Ordinary and Extraordinary Shareholders' Meeting of June 13, 2002.
- Term of office: 6 years.
- Current term of office ends: Shareholders' General Meeting convened to approve the accounts for the year ending December 31, 2007.

PERSON IN CHARGE OF WENDEL INVESTISSEMENT'S CORPORATE COMMUNICATION

Gérard Lamy, Director responsible for financial communication.
Tel: 33 (0)1 42 85 30 00.

Statement by the Statutory Auditors

on the 2004 Document de Référence

In our capacity as Statutory Auditors of WENDEL Investissement and in accordance with article 211-5-2 of the General Regulations issued by the French Securities Regulator ("Autorité des marchés financiers"), we have examined in accordance with French professional standards the information about the financial position and the historical accounts included in the "document de référence".

The "document de référence" is the responsibility of Ernest-Antoine Seillière, Chairman of the Board of Directors. Our responsibility is to express an opinion on the fairness of the information about the financial position and the accounts contained therein.

Our procedures, which were performed in accordance with French professional standards, consisted in assessing the fairness of the information about the financial position and the accounts of WENDEL Investissement, and verifying that this information agrees with the audited financial statements. Our procedures also consisted in reading the other information contained in the "document de référence" in order to identify any material inconsistencies with the information about the financial position and the accounts, and reporting any manifestly incorrect information that came to our attention, based on our overall knowledge of the Company, as acquired during our audit. The "document de référence" does not contain any forward-looking information determined according to a structured process.

We audited in accordance with French professional standards the financial statements of the Company and the Group for the years ended December 31, 2002, 2003 and 2004, which were prepared in accordance with French generally accepted accounting principles and approved by the Board of Directors. Our reports on these financial statements were free of qualifications or observations.

Based on the procedures described above, we have nothing to report with respect to the fairness of the information about the financial position and the accounts contained in the "document de référence".

Paris, May 31, 2005

The Statutory Auditors	ERNST & YOUNG Audit	PricewaterhouseCoopers Audit
	François Carrega	Olivier Thibault

In accordance with applicable legislation:

- pages 125 and 101 of the "document de référence" respectively include the Statutory Auditors' reports on the financial statements of the Company and the Group as of December 31, 2004. These reports set out the justification for the assessments made by the Statutory Auditors pursuant to article L. 225-235 of the French Commercial Code;
- page 130 of the "document de référence" also includes the Statutory Auditors' report, prepared in accordance with the final paragraph of article L. 225-235 of the French Commercial Code, on the report by the Chairman of the Board of Directors of WENDEL Investissement on internal control procedures relating to the preparation and processing of financial and accounting information.

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AUTORITÉ DES MARCHÉS FINANCIERS

AMF

The original French version of this report was registered with the French stock market authorities ("Autorité des Marchés Financiers" - AMF) on June 2, 2005, pursuant to Articles 211-1 to 211-42 of the AMF General Regulations.

This document may be used in connection with a financial transaction only if it is accompanied by an Information Notice approved by AMF.

WENDEL
INVESTISSEMENT

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