Registration Document 2013

INCLUDING ANNUAL FINANCIAL REPORT

GROUPE Gorgé

AERONAUTICS, NUCLEAR, DEFENCE, TERTIARY AND INDUSTRIAL SECTORS

2013 Registration Document

including annual financial report

This Registration Document was filed with the French Financial Markets Authority (Autorité des marchés financiers or AMF) on 8 April 2014, in accordance with article 212–13 of the AMF's General Regulations. This document may be used in a financial transaction when accompanied by a prospectus approved by the AMF. This document has been prepared by the issuer and is binding upon its signatories.
This document also contains the 2013 Annual Financial Report.

INCORPORATED BY REFERENCE

Pursuant to Article 28 of European regulation n° 809/2004 of 29 April 2004, the following information is incorporated by reference into this Registration Document, which the reader is encouraged to consult:

- for the financial year ended 31 December 2012: the management report, the consolidated financial statements and individual financial statements and the corresponding audit reports, included in the Registration Document filed with the AMF on 19 April 2013 (file number D.13-0401);
- for the financial year ended 31 December 2011: the management report, the consolidated financial statements and individual financial statements and the corresponding audit reports, included in the Registration Document filed with the AMF on 19 April 2012 (file number D.12-0371).

Copies of this Registration Document are available upon request and free of charge at the Company's registered office located at 19 rue du Quatre-Septembre, 75002 Paris, France or on its website **www.groupe-gorge.com** or on the AMF's website **www.amf-france.org**

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PERSONS RESPONSIBLE 1

1.1 PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Mr Raphaël GORGÉ, Chairman and Chief Executive Officer of GROUPE GORGÉ SA.

1.2 STATEMENT OF THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

“After taking all reasonable measures for this purpose, I hereby certify that all the information contained in this Registration Document is, to my knowledge, in accordance with the facts and that no information liable to affect its significance has been omitted.

I certify that, to my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets and liabilities, financial situation and results of the Company and all the companies included in the scope of consolidation, and that the management report included as Annex 1 to this Registration Document (see pages 104 et seq.) presents a true image of the business trends, results and financial situation of the Company and all the companies included in the scope of consolidation as well as a description of the risks and uncertainties facing them.

I have received a completion letter from the auditors stating that they have verified the information regarding the financial situation and the financial statements included in this Registration Document and that they have read this Registration Document in its entirety.

Reports of the Statutory Auditors for the financial information set forth in this Registration Document are found on pages 91 and 92. The report on the consolidated financial statements contains observations.

In point of fact, the Statutory Auditors draw attention to the Note 2.1 “Reconciliation between the financial statements published in 2012 and those provided for the purposes of comparison” in the notes to the consolidated financial statements which set forth the changes made to the 2012 financial statements with respect to:

- the application of IAS 19 revised effective as of 1 January 2013 with retroactive effect as of 1 January 2012;
- corrections of errors impacting the 2012 income statement and equity as at 1 January 2012.

The Statutory Auditors have issued reports for the financial information incorporated by reference into this Registration Document for the 2012 and 2011 financial years and are found on pages 89 and 90 and pages 88 and 89 of the respective registration documents. The reports on the consolidated financial statements contained observations.”

Paris, 8 April 2014
Chairman and Chief Executive Officer

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STATUTORY AUDITORS

2.1 PRINCIPAL STATUTORY AUDITORS

COREVISE

39, avenue de Friedland

75008 Paris, France

Statutory Auditor of the Company appointed by the Combined Shareholders' Meeting of 30 June 2009 for a term of six years to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2014 (second appointment).

MAZARS

61, rue Henri-Régnault

92400 Courbevoie, France

Statutory Auditor of the Company appointed by the Combined Shareholders' Meeting of 8 June 2012 for a term of six years to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2017 (third appointment).

2.2 ALTERNATE STATUTORY AUDITORS

FIDINTER

39 avenue de Friedland

75008 Paris, France

Alternate Statutory Auditor of the Company appointed by the Combined Shareholders' Meeting of 30 June 2009 for a term of six years to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2014 (second appointment).

David CHAUDAT

61 rue Henri-Régnault

92400 Courbevoie, France

Alternate Statutory Auditor of the Company appointed by the Combined Shareholders' Meeting of 8 June 2012 for a term of six years to expire at the end of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2017 (first appointment).

2.3 TABLE OF STATUTORY AUDITORS' FEES

	MAZARS	%	COREVISE	%	MAZARS	%	COREVISE	%
(in thousands of euros)	2013		2013			2012		2012
Statutory audit and certification of the financial statements	313	89%	221	97%	298	93%	177	100%
of the parent company	81	23%	81	36%	88	28%	85	48%
of which subsidiaries	232	66%	140	61%	232	66%	92	52%
other services	37	11%	7	3%	22	7%	-	-
TOTAL	**349**	**100%**	**227**	**100%**	**320**	**100%**	**177**	**100%**

3 SELECTED FINANCIAL INFORMATION

3.1 SELECTED HISTORICAL FINANCIAL INFORMATION

The financial information has been derived from the consolidated financial statements. The 2012 financial statements have been restated in the manner described in Note 2.1 to the consolidated financial statements "Reconciliation between the published 2012 financial statements and the comparative financial statements".

REVENUE GROWTH

(in millions of euros)	2013	2012
Industrial Projects and Services	80.4	76.3
Protection in Nuclear Environments	40.9	33.5
Smart Safety Systems	93.2	98.8
Corporate and Eliminations	0.0	(0.2)
CONSOLIDATED	**214.5**	**208.4**

OPERATING INCOME GROWTH

(in millions of euros)	2013	2012
Industrial Projects and Services	4.74	2.66
Protection in Nuclear Environments	5.20	3.25
Smart Safety Systems	6.62	(6.67)
Structure	(0.48)	(0.36)
CONSOLIDATED	**16.07**	**(1.12)**

CONDENSED INCOME STATEMENT

(in millions of euros)	2013	2012
Revenue	214.52	208.42
Current operating income	16.83	10.11
Operating income	16.07	(1.12)
Equity affiliates profit share	(2.15)	(0.00)
Net income from continuing operations	9.12	0.66
Net income from discontinued activities	-	(1.50)
NET INCOME	**9.12**	**(0.84)**
Net income attributable to equity holders of the parent	6.58	0.66

KEY FINANCIAL DATA

(in millions of euros)	2013	2012
Equity [1]	74.11	69.08
Available cash and cash equivalents	32.78	49.57
Financial debt	(47.27)	(60.98)
Net cash and cash equivalents/(Net debt)	(14.49)	(11.42)

[1] *Including non-controlling interests.*

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Assets *(millions of euros)*	2013	2012
Fixed assets	41.03	42.39
Other non-current assets	37.00	33.13
Current assets (excluding cash and cash equivalents)	153.40	151.46
Cash and cash equivalents	32.78	49.57
Assets held for sale	-	-
TOTAL	**264.22**	**276.55**

Equity & Liabilities *(millions of euros)*	2013	2012
Equity	74.11	69.08
Non-current liabilities	53.69	49.24
Current liabilities	136.43	158.22
Liabilities held for sale	-	-
TOTAL	**264.22**	**276.55**

HEADCOUNT

	2013	2012
Total workforce	1,286	1,290

3.2 SELECTED INTERIM FINANCIAL INFORMATION

None.

4 RISK FACTORS

The Company has reviewed the risks that could materially adversely affect its business, financial position or results and is not aware of any other significant risk not presented herein. For a proper understanding of the risks to which the Group is exposed, this chapter should be read in conjunction with the consolidated financial statements and the management report.

4.1 LEGAL RISKS

REGULATORY COMPLIANCE

In order to mitigate the legal risks inherent in their businesses, Group companies typically have recourse to the Group's legal department and to external advisers (lawyers, labour law experts and intellectual property experts).

REGULATORY OR ADMINISTRATIVE AUTHORISATIONS

The Group's businesses are not dependent on regulatory or administrative authorisations but may require accreditations or professional recognitions.

CLF-SATREM is APSAD certified for the installation and inspection of sprinkler systems. This certification is issued by CNPP, a certifying body recognised by the insurance industry. The Company needs it for the purposes of its routine maintenance activities and some new installations, at the request of customers and their insurers. The certification would only be lost were the Company to fail to satisfy the technical recommendations in the APSAD reference framework.

The Group's business activities in the nuclear sector require professional certification by CEFRI (Comité français de certification des entreprises pour la formation et le suivi du personnel travaillant sous rayonnements ionisants – Companies' French certification committee for training and follow-up of employees working in ionising radiation) or EDF (EDF-UTO certification). In order to obtain such certification, suitable structures, special procedures and staff training must be put in place. This certification would only be lost were the Company to fail to respect the required standards and procedures.

RESEARCH AND DEVELOPMENT

Given the size of its R&D budget, the Group uses the research tax credit system. Any scaling back of this system in the future would adversely affect the amount of R&D expenditure that the Group could reasonably fund. Furthermore, it is well known that tax audits involving the research tax credit often end up in the courts. The Group had never been hit by a major reassessment, but in 2013 its BAUMERT subsidiary saw €340 thousand of its research tax credit claim challenged (out of €766 thousand audited). The Group decided to use all available legal channels to challenge this reassessment. The research tax credit audit at the ECA FAROS subsidiary did not result in any reassessment.

INDUSTRIAL PROPERTY

The Group has an active policy of patenting in order to protect its inventions. To this end, it has recourse to intellectual property experts.

Patent applications are reviewed by the competent local or international bodies. It takes a number of years before a patent application is approved. The review process may also result in a patent being granted with narrower claims than initially sought or in a patent being refused in certain jurisdictions.

LITIGATION

The Group may be involved in litigation and disputes with third parties. Ongoing litigation is reviewed and provisions funded in the financial statements or disclosures made in the notes to the consolidated financial statements (Note 5.2 "Exceptional events and disputes") and in Section 20.8 "Legal and arbitration proceedings".

4.2 INDUSTRIAL AND ENVIRONMENTAL RISKS

In the course of its business activities, the Group does not use or handle hazardous materials (asbestos, radioactive materials, etc.) or release toxic or hazardous substances into the air or water. Nevertheless, until June 2009 NTC TECHNOLOGIES, which merged with BAUMERT in 2013, operated a facility that had a lead melter classified under ICPE regulations by the DRIRE. This facility was closed and the Company no longer uses any lead melters. The ICPE classification is in the process of being removed, with the tests carried out by APAVE as part of this process concluding that the company had not caused any lead pollution. The BAUMERT facility in Dreux (formerly SCM-VERBOOM) also has a lead melter but it had already been out of use for a number of years by the time of the Group's acquisition of the company.

The Group is not exposed to any other specific risk.

4.3 CREDIT AND/OR COUNTERPARTY RISK

Given the diversity of the Group's business activities and markets, the profile of its customers (primarily institutional and major buyers) and its ability to obtain a growing number of new contracts, it is not exposed to a specific customer risk.

The Group as a whole is not overly reliant on any one customer, as can be seen from the percentage of consolidated revenue contributed by each of the top five customers:

- Customer A: 7.0%;
- Customer B: 6.0%;
- Customer C: 5.7%;
- Customer D: 3.9%;
- Customer E: 3.0%.

In 2012, the top five customers accounted for 28.1% of revenue, versus only 25.5% in 2013. The top 20 Group customers accounted for 46.8% of consolidated revenue (52% in 2012). It can, however, happen that a particular Group subsidiary receives a substantial deal flow from a particular customer: for example ECA CNAI from AIRBUS, BAUMERT from EDF. The contacts and number of transactions done with these customers make it possible to avoid concentrating the risk on too few deals.

The quality of the Group's customers and the credit management and collection procedures mean that customer credit risk can be controlled. Provisions for impaired trade receivables represented 2.6% of trade receivables, as in 2012. Past-due trade receivables are disclosed in the notes to the consolidated financial statements, Note 4.11 "Trade receivables".

The Group's business activities are primarily concentrated in Western Europe and in this region the Group is not heavily dependent on the public sector. Internationally, the Group does not just deal with major buyers or public buyers. Aside from AI GROUP, there is no exposure to significant country risk.

AI GROUP, which became part of the Group at end-2011, had business ties with Iran. The Group made sure that AI GROUP's exports complied with European Union rules whilst also ensuring the proper filing of the requests for approval by the French Treasury (Direction Générale du Trésor – DGT) required for every order. Changes in European sanctions against Iran may nevertheless have an impact on AI GROUP's sales.

The Group employs a range of sources to procure components or sub-assemblies. Given this high level of fragmentation, there is no dependence on any subcontractor or supplier.

4.4 OPERATING RISKS

RISKS ASSOCIATED WITH TECHNOLOGICAL DEVELOPMENTS

In some of its markets, the Group is required to continually monitor the state of the art technically and technologically. The subsidiaries in question have substantial R&D budgets for the purpose of developing new products or solutions that best meet the needs of customers or prospects.

RISKS ASSOCIATED WITH COMPETITION

Many Group buyers are increasingly looking to reduce their number of suppliers and build strong, enduring partnerships, with suppliers assisting them with their plans, and are exerting a great deal of pressure on product and service pricing. This difficulty is compounded by the economic climate, with competitors generally being inclined to accept price cuts that might be considered unreasonable in order to win orders.

In this regard, the Group's expertise, and the quality of its products and services are key success factors. The Group thus endeavours to keep quality levels extremely high across all its businesses and to obtain certification for them. The stock market listing of GROUPE GORGÉ and ECA, the Group's financial strength and low debt, the diversity of its businesses and markets, and its international footprint raise the Group's profile compared with its competitors.

RISKS ASSOCIATED WITH MARKET CHANGES

The Group as a whole is positioned in a range of different markets, which can develop in opposing directions. A sharp slowdown in investment plans in one market may adversely affect the business of the subsidiary or subsidiaries in question whilst having limited consequences at group level.

There has been substantial growth in the "Protection in Nuclear Environments" business over the past number of years. The potential hazards of nuclear energy are often a matter of public debate, and this may influence the approval and timing of plans to build new nuclear power stations. In this business as in the new 3D printer business developed by the Group, difficulties managing growth could also come about, whether in the commercial, technical or administrative realms. This growth means that it is necessary to regularly strengthen the business's management structures, to successfully bring on board the necessary qualified staff and to exploit all possible synergies within the Group.

KEY PERSON RISKS

The Group's success and development are dependent on the work and experience of key employees and of the management team. The departure or loss of a key person could adversely affect the business, financial position and results of a subsidiary or of the Group.

Group employees are naturally motivated by the commercial or technical appeal of the projects on which they work. The introduction of profit-sharing and shareholding plans may also serve as additional motivation.

The GROUPE GORGÉ management team also endeavours to ensure that a company's success is not built around an overly small group of people and that managers at subsidiaries consider drawing up succession plans for key people.

RISKS ASSOCIATED WITH CONFIDENTIALITY

A substantial amount of documentation provided to the Group by its customers is covered by confidentiality agreements. The techniques and processes used by the Group must also be kept confidential, particularly vis-à-vis the competition. There is, however, a risk that confidential information may be disclosed. The Group has drawn up rules and procedures to avoid this risk.

INSURING OPERATING RISKS

The insurance taken out by the Group to insure against possible risks encompasses:

- civil liability;
- property, plant and equipment;
- leased facilities.

Specific insurance policies have been taken out for post-delivery maritime and aviation risks. Customers are asking more frequently for substantial guarantees for post-delivery risks. For the most material contracts, we conduct a risk analysis with our insurance carrier to ensure that these risks have been appropriately covered under our civil liability policies. When necessary, additional insurance is taken out for the performance of a contract.

All these policies have been taken out with reputable insurance companies.

RISKS OF FAILURE TO MEET PERFORMANCE OBLIGATIONS

The Group cannot totally discount the risk that it might have problems meeting a performance obligation it has contractually promised a customer. The Group has long experience managing this risk and applies controls when approving contracts. Such a risk may, nevertheless, occur and adversely impact the margin on the contract in question.

4.5 LIQUIDITY RISK

Liquidity risk is described in the notes to the consolidated financial statements (Note 4.16 “Management of financial risk”). The Group’s low net debt and its financial position give it access to substantial financing, notably enabling it to fund acquisitions.

The Company specifically reviewed its liquidity risk and believes it is in a position to meet all future maturities.

4.6 MARKET RISKS

The risks associated with interest rates, foreign exchange rates, equities and other financial instruments are discussed in the notes to the consolidated financial statements (Note 4.16 “Management of financial risk”). Most international deals are denominated in euros. Foreign exchange risk is thus relatively easy to control. The risk associated with equities and other financial instruments is marginal in light of the Group’s prudent policy, and is only significant with respect to treasury shares. Interest rate risk is discussed in detail in the notes to the consolidated financial statements.

The Group is not exposed to any particular commodity risk. When a customer order is likely to expose the subsidiary in question to a commodity risk (steel, lead), an escalator clause is typically included in the contract at the subsidiary’s request.

INFORMATION ABOUT THE ISSUER 5

5.1 HISTORY AND DEVELOPMENT OF THE COMPANY

5.1.1 COMPANY NAME

GROUPE GORGÉ SA.

The Company's former name was FINUCHEM SA until the Combined Shareholders' Meeting of 30 June 2009.

5.1.2 PLACE OF REGISTRATION AND REGISTRATION NUMBER

RCS Paris 348 541 186

Code ISIN FR0000062671- GOE

5.1.3 DATE OF INCORPORATION AND TERM

GROUPE GORGÉ was incorporated on 3 November 1988, for a period of 99 years to 3 November 2087.

5.1.4 REGISTERED OFFICE, LEGAL FORM AND APPLICABLE LAW

In 2012, the Company moved its registered office to 19, rue du Quatre-Septembre, 75002 Paris, France. Telephone: +(33) 1 44 77 94 77.

The Company is a limited liability company under French law with a board of directors.

5.1.5 HISTORY

In 1988, Jean-Pierre GORGÉ creates FINUCHEM (renamed the GROUPE GORGÉ in 2009). In 1992, the company moves into the field of robotics by acquiring the struggling ECA, a company specialising in the design of unmanned underwater vehicles. Further expanding into robotics, FINUCHEM acquires POLYMATIC INDUSTRIES in 1996.

In 1998, the year of FINUCHEM's listing on the secondary market of the Paris stock exchange, it generates revenue of €49 million. The listing on the stock exchange enables the Group to further develop into Industrial Projects and Services, a rapidly expanding sector in the early 2000s. At that time, the Group is a strong player in industrial robotics implanted for the most part in automobile sector, which was very dynamic at the time.

In 2004, ECA is listed on the stock exchange and Raphaël GORGÉ joins as Deputy CEO. Spearheaded by Raphaël GORGÉ, FINUCHEM moves away from the automobile sector, a difficult and costly move over the short term, but necessary in redesigning and reshaping the Group over the long term. The exit from the automobile sector begins in 2005 and is completed during 2008.

In 2008, Raphaël GORGÉ is appointed Chief Executive Officer and Jean-Pierre GORGÉ as Chairman of the Board. The Group quadruples its size in ten years and generates revenue of €184 million. ECA is the world leader in underwater robotic mine disposal.

In 2009, the Group consolidates its position in industrial safety by merging FINUCHEM with the company BALISCO, an industrial player in the field of nuclear protection and fire-hazard solutions and services. The entity is renamed "GROUPE GORGÉ" underscoring the managers' belief in a family-owned group. GROUPE GORGÉ has global revenue of €200 million, is deployed throughout the world and is managed by the GORGÉ family, who owns the majority share.

Since 2009, the Group has been established in three areas of industrial expertise: Smart Safety Systems, Protection in Nuclear Environments and Industrial Projects & Services. These services can be deployed separately or in parallel with each other in the large sectors where the Group operates.

In September 2011, Raphaël GORGÉ is appointed Chairman and Chief Executive Officer. At end-December 2011, Bpifrance (which was then known as FONDS STRATÉGIQUE D'INVESTISSEMENT, FSI) having recognised GROUPE GORGÉ as a competitive and innovative industrial player, acquires a stake of 8.4% in GROUPE GORGÉ, to assist it in its future development.

In 2013, the Group added a new activity to its Industrial Projects & Services business, a 3D printer offering. This industry is growing sharply worldwide, with some seeing this as a new industrial revolution. The Group is looking to position itself in an industry that is key for the factories of the future.

5.2 INVESTMENTS

The Group invests primarily in its research and development programs, which are described in Chapter 11 “Research and development, patents and licences” of this Registration Document.

5.2.1 MAJOR INVESTMENTS

In addition to research and development, the Group’s ongoing investments include IT equipment, software, workshop tools and the fitting and installation of sites.

(in millions of euros)	2013	2012
Research and development [(1)]	2.7	2.3
Other intangible assets	0.5	1.1
Land and buildings	0.0	0.6
Technical installations, equipment	0.6	2.0
Other fixed assets [(2)]	1.3	0.2
TOTAL	**5.1**	**6.3**

(1) Only capitalised R&D.
(2) Advance payments and fixed assets in progress.

5.2.2 MAJOR ONGOING INVESTMENTS

In addition to research and development, ongoing investments are essentially being made for asset renewal projects. The investments are self-financed for the most part.

As described in Chapter 11, the Group continues to invest in research and development.

5.2.3 MAJOR INVESTMENTS FOR WHICH THE GOVERNING BODIES HAVE ALREADY MADE FIRM COMMITMENTS

None.

6 BUSINESS OVERVIEW

6.1 PRINCIPAL ACTIVITIES

GROUPE GORGÉ is an independent industrial group specialising in three areas of expertise: Smart Safety Systems, Protection in Nuclear Environments and Industrial Projects and Services. The Group is committed to ensuring its customers' complete safety and providing outstanding service.

6.1.1 SMART SAFETY SYSTEMS

ECA and its subsidiaries operate in this core business.

It designs smart safety systems with high added technological value to operate in hostile and restricted environments for both civil and military use.

Designed by a team of engineers, the Smart Safety Systems enable work to be carried out in environments considered inaccessible or hazardous to humans, by inspecting and securing zones in hostile or constrained territory and by training humans in dangerous situations.

This business focuses on:

- designing and supplying airplane manufacturing tools, airplane assembly stations, aircraft manufacturing tools and test equipment;
- designing and supplying naval and underwater robots (with ECA offering one of the largest ranges), land robots, robotic systems where one or more robots work together on the same mission, carrier ships using robotic systems, cockpit and training systems for naval vessels, underwater measurement systems (acoustic and magnetic), naval warfare training systems, and hybrid propulsion systems for naval vessels;
- designing and supplying training simulators for driving land vehicles (automobiles, motorcycles, trucks, etc.), training simulators for piloting or maintaining aircraft, training simulators for driving special assignment vehicles used by the Army, fire safety, etc.

Research and development programs as well as constant innovation and commercial network are the keys to success. While the customers of this business are very diverse, both the technology and expertise are quite similar from one application to another.

6.1.2 INDUSTRIAL PROJECTS AND SERVICES

This business carries out Industrial Projects for industrial companies and companies in the service sector and oversees their maintenance: projects and services in industrial robotics, automation, electricity and fire safety.

Teams of specialists perform these services in adherence to strict quality, safety and environmental criteria.

Industrial and engineering services:

- industrial robotics: robotic equipment, programming their functionality;
- electricity, automation: installation and maintenance of electrical, automation systems;
- iron works, steelwork: construction of metal structures such as shutters, covers, casings, stairs, etc.

Fire safety systems and services:

- designing, installing and maintaining:
  - fixed automatic safety systems using sprinklers,
  - fire hose reels,
  - fixed systems for special risks (foam, gas, water spray);
- designing and providing fireproof and explosion-proof doors and walls.

This business serves a large number of different sectors: aeronautics, defence, naval, agri-food, automotive, water/environmental, electronics, energy, oil industry, petrochemical, nuclear plants, shopping centres and other public buildings, chemical, paper, pharmaceuticals/cosmetics/health, transport/logistics, etc.

In this sphere, the keys to success are close customer relationships, responsiveness and strict on-budget and on-time delivery with top quality.

In 2013, this business added a 3D printer manufacturing and sales activity. 3D printing is an additive manufacturing process, primarily used nowadays for rapid prototyping. Technological development has meant that these machines can now be used in industrial production ("rapid manufacturing").

The Group sells DLP 3D printers that use photopolymer resins. These machines are primarily offered for biomedical-related applications (manufacture of hearing aids, dental casts, surgical guides). A range of four machines was unveiled at the Euromold trade fair in December 2013, with an initial order being received just after the fair. The first machines from this new range will be delivered in the first half of 2014.

The keys to success for this new activity are the technology (and hence the R&D), the sales network, the quality of the after-sales service, the supply of suitable materials, the Group's ability to anticipate technological shifts, and the Group's ability to retain staff with key expertise in this area.

6.1.3 PROTECTION IN NUCLEAR ENVIRONMENTS

This business develops safety shielding solutions for buildings in which radioactive materials are used (primarily nuclear power plants) as well as protection for those working in ionising environments.

The engineers in this business also carry out engineering and specialised consultancy assignments on studies and research for the safety of nuclear installations, as well as of petrochemical sites and energy innovation industries.

These activities require the development of high-performance products and solutions allied to the high-level expertise of teams working in an extremely strict regulatory framework.

For high security shelters, the business develops the following types of doors: neutron, biological, blast deflector, noise-proof, burglar resistant, fire protection, activated security device, watertight and airtight.

The Group also offers fire protection shielding systems (fire-resistant glaze).

In terms of radiation protection, the business also provides mobile shielding for maintenance operations in nuclear power plants (lead blankets), designs and develops special safety appliances for the handling of high risk materials, and sells security and safety products for those working in ionising environments.

It also operates in the nuclear energy sector (EDF nuclear power stations, the Hague reprocessing plant, research centres of the French CEA (Atomic Energy Commission), third generation EPR power stations) as well as in the field of medical and industrial radiation protection (medicine, research, chemical and pharmaceutical).

Product quality and R&D are the key success factors for this business.

6.2 MAJOR MARKETS

The Group's revenue is broken down by business and geographic area in the table below.

2013 FINANCIAL YEAR

(in thousands of euros)	France	%	Europe	%	Other	%	Total Revenue	%
Industrial Projects and Services	57,777	43%	12,823	41%	9,776	19%	80,376	37%
Smart Safety Systems	57,735	43%	14,675	47%	20,799	41%	93,210	44%
Protection in Nuclear Environments	17,563	13%	3,425	11%	19,890	39%	40,878	19%
Structure and disposals	72	(0%)	-	-	-	-	72	(0%)
TOTAL	**133,148**	**100%**	**30,923**	**100%**	**50,466**	**100%**	**214,537**	**100%**
%	**62%**		**14%**		**24%**		**100%**	

2012 FINANCIAL YEAR

(in thousands of euros)	France	%	Europe	%	Other	%	Total Revenue	%
Industrial Projects and Services	59,679	44%	2,899	14%	13,724	26%	76,303	37%
Smart Safety Systems	60,453	45%	12,262	58%	26,102	50%	98,817	47%
Protection in Nuclear Environments	15,303	11%	5,957	28%	12,277	24%	33,536	16%
Structure and disposals	(236)	(0%)	-	-	-	-	(236)	(0%)
TOTAL	**135,199**	**100%**	**21,118**	**100%**	**52,103**	**100%**	**208,419**	**100%**
%	**65%**		**10%**		**25%**		**100%**	

The company does not have any independent data regarding its market share in its various businesses. To note however:

- Smart Safety Systems: The Group is very well positioned in the underwater robotic mine disposal market, in which it does not have many competitors (Atlas, Kongsberg). In simulators, the market for aeronautic simulators is highly international and competitive. The Group's land and naval simulators stand out more from the competition;
- Industrial Projects and Services: the industrial robotics, electricity-automation and fire protection spheres are highly competitive. Competitors come in all shapes and sizes, from major international groups (AXIMA, VINCI) to French SMEs and very small businesses serving a local clientele. In the 3D printer space, the market has been very competitive and the major contenders are primarily US groups (3D Systems, Stratasys);
- Protection in Nuclear Environments: the Group is the sole manufacturer of special doors used on all the EPR (3rd generation reactors) being built worldwide. Its competitors are notably the German-based Hodapp and Sommer for the more technologically advanced doors. In less complex projects, competition may come from Chinese firms or the Assa Abloy group (Portafeu division).

6.3 EXCEPTIONAL EVENTS THAT COULD HAVE AN IMPACT ON THE COMPANY'S ACTIVITIES

The Group's activities are diversified both technically and by sector, allowing it to take advantage of the counter-cyclical nature of the markets in which it operates. However, each subsidiary taken on its own cannot benefit from such advantage.

In 2010 and 2011, the activity level of the Smart Safety Systems business was boosted by large orders from the aeronautic sector, which were exceptional in size. Orders of such amounts are not common. Furthermore, historically, this business has always been busier in the second half than in the first half.

To the management's knowledge, there was no exceptional event in 2013 that would have influenced the Company's activities or markets during the previous financial year or as of the filing date of this Registration Document.

6.4 THE COMPANY'S DEPENDENCY ON PATENTS, LICENCES OR OTHER SIMILAR RIGHTS

The Group has patents or has filed patent applications for various types of inventions. However, most of the Group's revenue does not depend on any specific patent or licence.

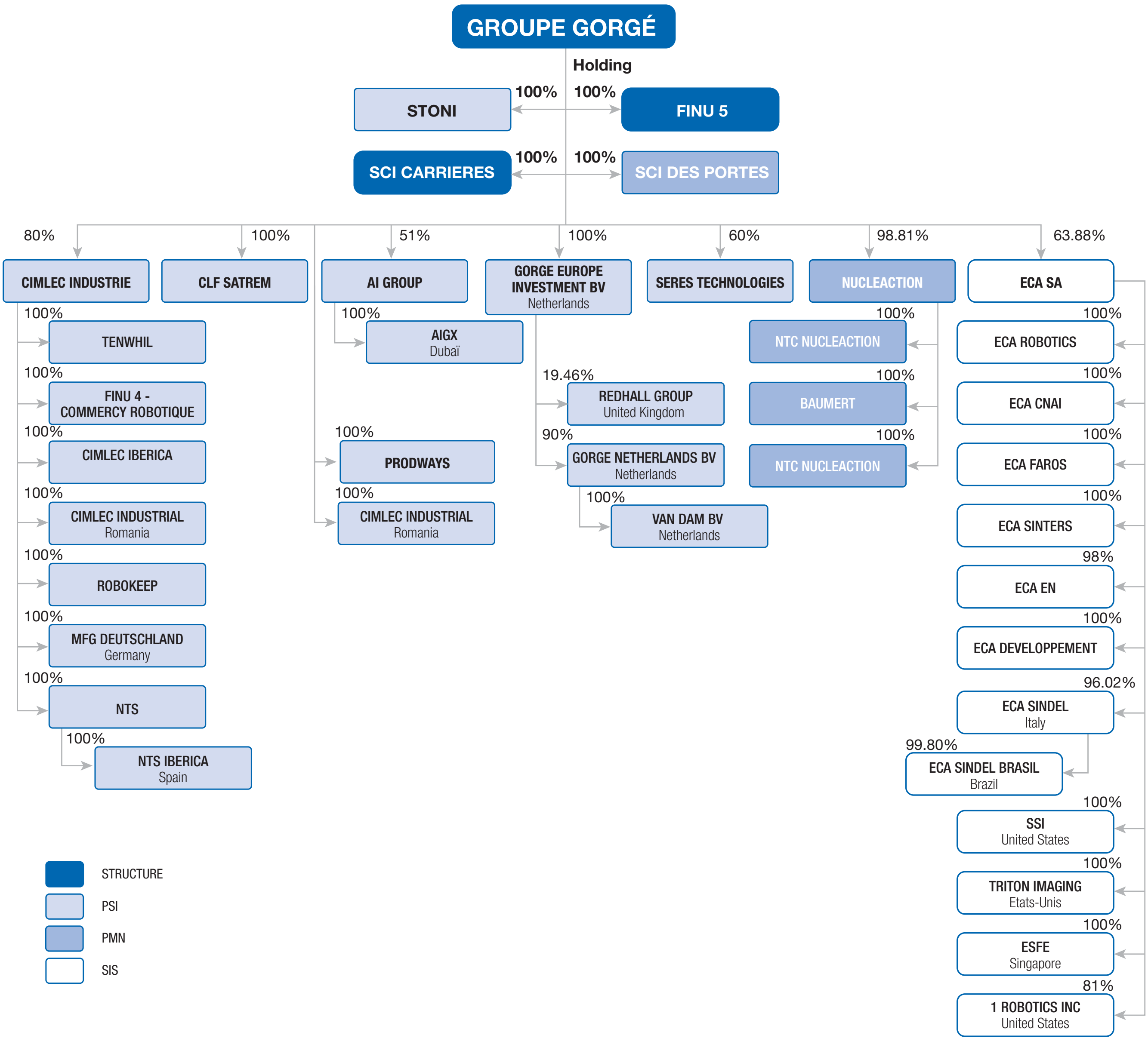
In June 2012, the ECA subsidiary was convicted in the court of first instance of infringing a BAé patent. As a result of this judgement and pending the decision of the Court of Appeal, ECA stopped selling the K-STER C, its underwater mine disposal vehicle. At end-2013, in the course of the appeal process, ECA and BAé signed an agreement to settle their dispute, making possible the renewed sale of the K-STER C. This lawsuit did not weigh heavily on ECA's sales and did not undermine the long-term business outlook.

6.5 INFORMATION ON WHICH THE ISSUER HAS BASED ANY STATEMENTS REGARDING ITS COMPETITIVE POSITION

None.

7 ORGANISATIONAL CHART

7.1 SUMMARY DESCRIPTION OF THE GROUP



The major changes in the organisational structure over the past three years were as follows:

	Newly consolidated	Deconsolidated
2013	Robotic arm of AIR LIQUIDE WELDING France (taken over by COMMERCY ROBOTIQUE) PHIDIAS (became PRODWAYS) AMOPSI	OD ECA ECA AMERICA LATINA
2012	SERES TECHNOLOGIES VAN DAM BV	ECA CSIP
2011	AI GROUP	ALMITEC ALMEITA FAURE QEI

The organisation of the Group is as follows:

GROUPE GORGÉ SA is a holding company, whose assets are made up of the stakes in its subsidiaries. The Company does not carry out any industrial activities, and its purpose is to:

- implement the Group's strategy;
- supervise the management of subsidiaries (human resources, communication, operations, etc.);
- liaise with the financial community (banks, stock market, etc.);
- provide technical assistance (management control, legal, etc.);
- develop and maintain common procedures (reporting, management control, accounting, etc.).

Its funding is guaranteed by the dividends that it receives and a contract for the provision of services based on the invoicing of actual costs concluded between GROUPE GORGÉ SA and its subsidiaries (ECA, CIMLEC INDUSTRIE, NUCLÉACTION, CLF-SATREM, AI GROUP, SERES TECHNOLOGIES, VAN DAM, PRODWAYS, AMOPSI).

GROUPE GORGÉ SA and its subsidiaries have also concluded a contract for the provision of services with PÉLICAN VENTURE (holding company of the GORGÉ family and majority shareholder of GROUPE GORGÉ).

On account of this contract, PÉLICAN VENTURE defines the general policy and strategy of the companies of the Group in terms of organisation, external growth, recruitment policy, financial communication and funding policy.

For this, PÉLICAN VENTURE gets paid by invoicing each company, through GROUPE GORGÉ, on the basis of actual costs. This agreement, in force since 2006, is concluded for an indefinite period. Since 2006, both Jean-Pierre GORGÉ (Director and former Chairman of GROUPE GORGÉ) and Raphaël GORGÉ (CEO) are remunerated only by PÉLICAN VENTURE.

PÉLICAN VENTURE is an SAS (Simplified Joint-Stock Company) with a capital of €3,309,778.08. Its consolidated shareholders' equity (2012) was €102 million, with its main asset being its stake in GROUPE GORGÉ. Its other assets are:

- SOPROMEC, private equity-owned company, managing approximately €13 million of the capital;
- a majority stake in RECIF TECHNOLOGIES (company designing and assembling robots for the semi-conductor industry);
- FRANCEOLE HOLDING SAS (the company that owns FRANCEOLE, the wind turbine manufacturer);
- as well as real estate and financial assets.

7.2 LIST OF IMPORTANT SUBSIDIARIES

The list of the Group companies, grouped by business, can be found in Note 3 "Scope of consolidation" of the notes to the consolidated financial statements in Section 20.3.1 of this document.

8 PROPERTY, PLANT AND EQUIPMENT

8.1 PROPERTY PLANT AND EQUIPMENT

The Group's fixed assets comprise of certain real estate assets as described below, fittings and installations and IT equipment. The vehicle fleet is for the most part leased from specialised agencies. The Group only has a limited amount of production machinery as its business is not one of large-scale industrial production. However, it does have tooling for which it has not measured the usage rate.

With respect to real estate, the Group mainly leases its sites under standard leasing agreements. The sites that are currently being leased do not present any risk in terms of their extended availability or that of other similar operating sites. ECA EN, the ECA subsidiary specialised in research, design and manufacture in connection with power electronics, command and control of drive components, in particular for ships and submarines, has leased premises in Saint-Herblain. The lessor of these premises, SCI FERCA, was ordered to carry out work to remove asbestos. As the work was not completed on time, in March 2013 SCI FERCA was ordered to pay ECA EN €3 million in damages and a new order was made as to the completion of the clean-up. SCI FERCA did not proceed with the clean-up and went into receivership in July 2013. The receiver of SCI FERCA has since informed ECA EN that it intended to terminate the commercial lease between ECA EN and SCI FERCA. ECA EN is challenging this termination and proceedings are pending before the bankruptcy court on this matter. In any event, ECA EN is looking at the options for moving, without interrupting operations.

The Group owns certain sites used for its activities in La Garde (near Toulon in the French department 83, ECA's principal site), in Lannion (French department 22, ECA FAROS' site) and in Schaeffersheim (French department 67, principal site of the Protection in Nuclear Environments business). Other sites are under lease: Genoa (Italy, ECA SINDEL's site) and in Les Mureaux (French department 78, CIMLEC INDUSTRIE, TENWHIL, NTS, PRODWAYS and CLF-SATREM site). In addition to these operating sites, the Group also owns a vacant building in Les Mureaux.

8.2 ENVIRONMENTAL ISSUES THAT MAY HAVE AN IMPACT ON THE USE OF TANGIBLE FIXED ASSETS

The Group does not have any industrial equipment or machinery that could have a significant impact on the environment.

REVIEW OF FINANCIAL POSITION AND RESULTS

9

9.1 FINANCIAL POSITION

The Company's and Group's financial position is discussed in the management report included in Annex 1 to this document, Section 7 "Group financial position".

9.2 OPERATING RESULTS

The Company's and Group's operating income is discussed in the management report included in Annex 1 to this document, Sections 4 "Group's business and results during the financial year" and 11 "Presentation of the annual financial statements of the parent company".

10 CAPITAL RESOURCES

10.1 EQUITY

Detailed information on the equity and cash flow can be found in Chapter 20 “Financial information concerning the issuer’s assets and liabilities, financial position and profits and losses” herein.

10.2 SOURCES AND AMOUNTS OF CASH FLOWS

Detailed information on the equity and cash flow can be found in Chapter 20 “Financial information concerning the issuer’s assets and liabilities, financial position and profits and losses” herein.

10.3 BORROWING REQUIREMENTS AND FUNDING STRUCTURE

Borrowings are discussed in Notes 4.15 “Borrowings” and 4.16 “Management of financial risk” to the consolidated financial statements, in Chapter 20 “Financial information concerning the issuer’s assets and liabilities, financial position and profits and losses” herein.

10.4 RESTRICTIONS ON THE USE OF CAPITAL RESOURCES

The main financial covenants are described in Note 4.16 “Management of financial risk” to the consolidated financial statements, found in Chapter 20.3.1 herein.

10.5 ANTICIPATED SOURCES OF FUNDS NEEDED TO MAKE INVESTMENTS

No planned Group investment is conditional on receipt of anticipated significant funding.

RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES

11

The Group invests significantly in research and development to maintain and further develop its competitive edge. The Group files patent applications when necessary in protecting a technical, technological or commercial breakthrough.

In 2013, the Group's research and development was mainly focused on the following areas:

- adapting special doors for AP1000 nuclear power plants;
- expanding the AUV programme (Autonomous Underwater Vehicle): energy management system, launch and recovery system in heavy sea states, high performance modular electric propulsion system;
- continued development of the T Concept modular test system, initially developed for the Aeronautic sector in order to broaden the market to other sectors;
- development of the B737 maintenance training simulator;
- development of the next generation Camion training simulator.

The Group consistently seeks external financing to cover these investments (French Defence Procurement, OSEO (France's National Agency for Industrial Innovation), FUI (French Single Inter-Ministry Fund), Europe, Regional, etc.) and uses its French tax credit for research.

R&D expenditures have been estimated at approximately €12.4 million, including €2.7 million in fixed costs in the consolidated financial statements. R&D expenditures financed by clients (upstream studies) amount to €5.8 million and relate exclusively to Smart Safety Systems (ECA and subsidiaries), which accounted for most of the total expenditures (€10.9 million out of €12.4 million and €1.5 million of capitalised costs out of a total of €2.7 million).

R&D expenditures are for the most part internal costs and it is very rare that R&D work is sub-contracted. The tax credit for research for the financial year amounts to €3.5 million, of which €2.8 million recognised in income and €0.7 million as deferred income. Out of €3.5 million in tax credits for research, €3.0 million was utilised by the Smart Safety Systems business.

12 INFORMATION ON TRENDS

12.1 RECENT TRENDS

The Group publishes its first quarter financial results at the end of April.

The financial results for the first quarter are normally relatively low compared to the annual results. There has been no significant trend reversal compared to the end of 2013.

12.2 TRENDS FOR 2014

At the beginning of 2014, the orders for our three businesses have been at a satisfactory level. The Smart Safety Systems business has begun restructuring its sales force. Order intake is anticipated to be satisfactory in 2014, with an upswing expected in 2015. Industrial Projects and Services should continue to benefit from a favourable trend in fire safety and the additional business flowing to the robotic arm following the establishment of COMMERCY ROBOTIQUE in November 2013. Finally, the Protection in Nuclear Environments business should see revenue stabilise this year, with order outlook remaining very satisfactory and contributing to revenue over the coming years.

PROFIT FORECASTS OR ESTIMATES

13

GROUPE GORGÉ has chosen not to disclose any profit forecasts or estimates.

14 ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

14.1 MEMBERS OF ADMINISTRATIVE BODIES AND SENIOR MANAGEMENT

The Board of Directors of GROUPE GORGÉ had the following five directors as of 31 December 2013: Raphaël GORGÉ (Chairman and Chief Executive Officer), Jean-Pierre GORGÉ, Sylvie LUCOT, Martine GRIFFON-FOUCO and Catherine GORGÉ. Michel BAULÉ resigned from the Board on 19 September 2013 and has not been replaced.

The Board of Directors appointed Sacha TALMON (representing the Bpifrance) as an observer. The latter participates in meetings of the Board of Directors but isn't entitled to vote.

The other offices and positions held by the members of the Board of Directors, as well as their professional address and their management experience and expertise, can be found in Section 17.1 "List of offices" in the management report included in Annex 1. It also details the family ties between Mr Jean-Pierre GORGÉ, Mr Raphaël GORGÉ and Ms Catherine GORGÉ.

As far as the Company is aware, no member of the Board of Directors or corporate officer has, over the past five years, been convicted of fraud, been involved in his/her capacity as a member of the Board of Directors or manager in a bankruptcy, receivership or liquidation, been charged and/or officially sanctioned by a legal or regulatory authority, or been barred by court order from serving on an administrative, management or supervisory board of an issuer or from being involved in the management or running of an issuer.

14.2 CONFLICTS OF INTERESTS

As far as GROUPE GORGÉ is aware there are no conflicts of interest between the personal interests of members of the administrative bodies and their duties to the Company.

The FONDS STRATÉGIQUE D'INVESTISSEMENT (FSI, which has become Bpifrance), Jean-Pierre GORGÉ, Raphaël GORGÉ and PÉLICAN VENTURE signed a shareholders' agreement on 12 December 2011 pursuant to which the GORGÉ family undertakes: to retain control of GROUPE GORGÉ for a period of 36 months from the capital increase of 27 December 2011; that PÉLICAN VENTURE continues to be controlled by Jean-Pierre GORGÉ and Raphaël GORGÉ; and to retain control of ECA. Furthermore, the GORGÉ family and Bpifrance undertook not to carry out any capital increase at GROUPE GORGÉ that would result in the concert party exceeding any threshold that would require it to file a tender offer for GROUPE GORGÉ shares.

On 3 January 2012, the AMF (Autorité des marchés financiers – French financial markets authority) published on its website the main provisions of the shareholders' agreement (AMF Decision and Notification no. 212C0011).

As far as GROUPE GORGÉ is aware, the Directors and executive corporate officers have not agreed to any restrictions regarding the free transferability of any interests they may have.

15 REMUNERATION AND BENEFITS

15.1 REMUNERATION PAID TO DIRECTORS AND EXECUTIVE CORPORATE OFFICERS

Please see tables 1 to 11 in Section 17.2 “Remuneration and benefits-in-kind paid to corporate officers” in the management report included in Annex 1.

15.2 PENSION, RETIREMENT OR SIMILAR BENEFITS

Please see tables 1 to 11 in Section 17.2 “Remuneration and benefits-in-kind paid to corporate officers” in the management report included in Annex 1.

16 BOARD PRACTICES

16.1 DATE OF EXPIRY AND LENGTH OF TERMS OF OFFICE ON ADMINISTRATIVE AND MANAGEMENT BODIES

Please see Section 17.1 “List of offices” in the management report in Annex 1.

16.2 SERVICE CONTRACTS BETWEEN CORPORATE OFFICERS AND THE COMPANY OR ITS SUBSIDIARIES

PRODWAYS, a subsidiary of the GROUPE GORGÉ, appointed Ms. Catherine GORGÉ as Corporate Secretary on January 1st 2014. A contract for the provision of services was signed with Ms. GORGÉ's company, CG CONSEIL. Services will be invoiced per day at a daily rate of 1,000 euros, excluding tax. The contract is for a 3-year renewable term. No other corporate officers have signed service contracts with the Company or its subsidiaries.

PÉLICAN VENTURE, the family holding company of the GORGÉ family and the main shareholder in GROUPE GORGÉ, entered into service agreements with GROUPE GORGÉ and the subsidiaries of GROUPE GORGÉ, as described in Section 7.1 herein.

16.3 AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Three committees (audit, remuneration and strategy) were established in the fourth quarter of 2012:

- the members of the Appointments and Remuneration Committee are: Martine GRIFFON-FOUCO (Chairwoman) and Catherine GORGÉ; Michel BAULÉ was a member until his resignation;
- the members of the Audit Committee are: Sylvie LUCOT (Chairwoman) and Sacha TALMON (observer on the Board of Directors);
- the members of the Strategy Committee are: Raphaël GORGÉ (Chairman) and Martine GRIFFON-FOUCO; Michel BAULÉ was a member until his resignation.

16.4 COMPLIANCE WITH CORPORATE GOVERNANCE RULES

At its meeting of 7 April 2010, the Board of Directors of GROUPE GORGÉ resolved to adopt the MIDDLENEXT corporate governance code for small and medium-sized companies. The application of the recommendations in this report is discussed in the report on the work of the board and internal control included in Section 16.5.

16.5 CHAIRMAN'S REPORT ON THE WORK OF THE BOARD AND INTERNAL CONTROL

“Dear Shareholders,

Pursuant to the provisions of Article L. 225-37 paragraphs 6 to 10 of the French Commercial Code, I hereby report to you on:

- Board membership and the application of the principle of gender balance;
- the conditions of preparation and organisation of the work of the Board of Directors during the financial year ended 31 December 2013;
- the internal control and risk management procedures established by the Company;
- the extent of the powers of the CEO;
- the Company's reference to a corporate governance code and its application by the Company;
- any special arrangements regarding shareholder participation in Shareholders' Meetings;

- the principles and rules established by the Board of Directors to determine the remuneration and benefits-in-kind of corporate officers.

The disclosures required pursuant to Article L. 225-100-3 of the French Commercial Code (factors likely to have an effect in the event of a public offer) can be found in the management report.

1. MEMBERS OF THE BOARD OF DIRECTORS, CONDITIONS OF PREPARATION AND ORGANISATION OF THE BOARD'S WORK

1.1 Board members

The Board of Directors has five directors and one observer. The current list of members is as follows:

Raphaël GORGÉ, Chairman & CEO and director;

Jean-Pierre GORGÉ, director;

Sylvie LUCOT, independent director;

Martine GRIFFON-FOUCO, director representing Bpifrance ;

Catherine GORGÉ, director;

Sacha TALMON, observer representing Bpifrance ;

Michel BAULÉ, independent director, resigned on 19 September 2013.

The rules governing the operation of the Board of Directors can be found in the bylaws and are set out in detail in the Board's Internal Regulations.

With respect to the application of the principle of gender balance on the Board, it should be noted that women are in the majority on the Board.

1.2 Frequency of meetings – Attendance record of directors

Over the past year, the Board of Directors met six times. Directors have a very strong attendance record.

1.3 Calling board meetings

In accordance with Article 15 of the bylaws, Board meetings may be called by any means, including verbally.

In 2013, Board meetings were called by email.

In accordance with Article L. 225-238 of the French Commercial Code, the Statutory Auditors were invited to the Board meetings that discussed and approved the interim (half-yearly) financial statements and the annual financial statements.

1.4 Provision of information to directors

Directors were provided with all the papers, technical dossiers and information required to carry out their duties either when meetings were called or prior to Board meetings.

1.5 Holding of meetings

Meetings of the Board of Directors are held at the registered office. The Internal Regulations approved by the Company's Board of Directors allow for video-conferencing or other telecommunications technologies to be used subject to the regulatory requirements for holding the meetings of the Board of Directors.

1.6 Board committees

The Board has had three committees since the fourth quarter of 2012:

- an Appointments and Remuneration Committee;
- an Audit Committee; this committee is chaired by Sylvie LUCOT, an independent director with specific expertise in finance;
- a Strategy Committee.

In the course of preparing the interim and annual financial statements, the Audit Committee met with the Company's Statutory Auditors to prepare the closing of accounts and to get updates from the Statutory Auditors on their work.

Given the reduction in the size of the Board since Michel BAULÉ's departure, the retention of the Strategy Committee or the operation of the other committees need to be reconsidered.

1.7 Decisions taken

In the course of the past year, the Board of Directors took routine decisions that were in the Company's best interests.

1.8 Meeting minutes

Minutes of Board of Director meetings are drawn up following each meeting and sent to all directors without delay.

2. INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

The company has developed internal control procedures with a view to achieving, to the extent possible, strict financial management and risk control, and preparing the information provided to shareholders on the financial position and financial statements.

The main risks facing the Group are discussed in the management report and the Registration Document published by the Company and filed with the AMF ("Risk Factors").

The internal control system is built around the following organisation and methodologies:

2.1 General organisation of internal control

The Chairman & CEO, assisted by the Chief Financial Officer, established the Company's internal control system with a view to ensuring:

- the safeguarding and integrity of assets;
- and the reliability of information flows.

This internal control system primarily encompasses:

- oversight of the Group's business by means of the introduction of a procedure for monthly reporting of sales, profit (loss) and cash flow;
- the organisation of accounting closes by means of a procedure for accounting closes and the production every semester of consolidated financial statements;
- the quarterly preparation of consolidated revenue numbers by means of a special reporting procedure and satisfaction of legal disclosure requirements.

2.2 Group organisation

GROUPE GORGÉ SA does not carry on any industrial activities and its purpose is to:

- define and implement the Group's strategy;
- supervise the management of subsidiaries (human resources, communication, procurement, etc.);
- liaise with the financial community (banks, stock market, etc.);
- develop and maintain common procedures (reporting, management control, accounting, etc.).

The Group is split into three businesses: Smart Safety Systems, Protection in Nuclear Environments, Industrial Projects and Services. Each business is independent and has its own operational structures (senior management, finance department, management control, etc.).

Management at the Group's main operating subsidiaries reports directly to the Group's senior management.

2.3 Implementing internal control

2.3.1 Business reporting

All direct and indirect subsidiaries of GROUPE GORGÉ send in group's scorecards which include the following business indicators:

- monthly and year-to-date sales;
- monthly order intake;
- total order book;
- highlights.

These scorecards, once approved by the finance chiefs and senior management in the operating entities, are sent to HQ on the 5th of each month together with any notes or commentary required to analyse and understand them.

2.3.2 Performance reporting

All direct and indirect subsidiaries of GROUPE GORGÉ prepare a monthly income statement in the group's format with a comparison against the budget. The cash flow position and a three-month cash flow forecast are also included. These reports also include a section on human resources and risks/litigation.

This information, together with any commentary required to understand it and following approval by management, is sent to HQ on the twentieth of each month.

Monthly meetings are held between Group management and management of subsidiaries to discuss the information sent and to consider any corrective measures taken or to be taken and to update forecasts.

These monthly reports are accompanied by an end-of-year income statement, which is updated a number of times during the year.

2.3.3 Accounting closes

All Group companies share the same annual reporting date of 31 December and interim reporting date of 30 June (except for REDHALL Group, which is accounted for under the equity method and which uses 30 September as its annual reporting date and 31 March as its interim reporting date).

A decentralised consolidation data input system is used. An internal manual details the principles and policies applied by the Group for the purposes of preparing the consolidation reporting.

The interim and annual financial statements as well as the consolidation reporting are audited by the Statutory Auditors.

A review meeting between Group management and management at subsidiaries is held at each accounting close in order to agree the relevant options for said accounting closes.

The Group's consolidated financial statements are prepared internally in accordance with applicable principles and are audited by the Statutory Auditors. The consolidation software used is REFLEX v 12 (from Lefebvre Software).

Following these accounting closes, all legal disclosure requirements are satisfied.

2.3.4 Quarterly business reports

The Group publishes its quarterly consolidated revenue numbers in line with the official calendar. These numbers are prepared in the same way as for the preparation of the consolidated financial statements. The quarterly reports are prepared on the basis of the business and profit (loss) reports and discussions with management at subsidiaries.

2.3.5 Assessment of internal control

In 2009, the Group, in consultation with its Statutory Auditors, drew up an internal control self-assessment procedure. A self-assessment questionnaire prepared by Group management was sent out to the main subsidiaries. Filled in by the managing director and finance director of each recipient subsidiary, the questionnaire is designed to highlight those aspects of internal control that could be improved. The responses, which are provided to the Statutory Auditors, can result in corrective actions and are used to assess year-on-year progress.

The initial responses to the self-assessment questionnaires did not show up any serious internal control deficiencies. The risk mapping done in 2011 used these responses as general background.

Further internal control self-assessment may be done in the future.

In the second half of 2012, ECA ROBOTICS, a subsidiary of ECA SA, installed a new ERP system, Microsoft Dynamics AX. Even though no major problem had been identified the system's overall level of control and reliability needed to be enhanced. It became necessary to take corrective measures on the internal control procedures for procurement and cash management. Action plans were implemented to address the issues warranting that a new Finance Director be appointed at ECA Robotics. These action plans uncovered a number of anomalies in ECA Robotics' 2012 financial statements, not wholly linked to the change in the ERP system. During 2013, the organisation of this company's finance department was overhauled and an audit conducted in December of the same year on the internal process revealed that progress had been made even if certain internal control procedures still needed reinforcing. The deployment of ERP in the other ECA subsidiaries is scheduled for 2014 and should benefit from the lessons learned during its deployment at ECA Robotics.

2.4 Preparation and control of accounting and financial information for shareholders

The Chairman and CEO, assisted by the Chief Financial Officer, establishes the financial communications policy.

SFAF information sessions are organised twice a year to mark the presentation of the interim and annual financial statements.

Accounting and financial information is only released following the approval, where appropriate, by the Group's Statutory Auditors and Board of Directors.

2.5 Legal and regulatory compliance

In order to ensure that their businesses are in compliance with applicable regulations, Group companies have recourse to the Group's legal department and to external advisers (lawyers, labour law experts and intellectual property experts).

2.6 Deadline for the publication of the interim report

In 2013, the Group published its interim report on 12 September 2013 (on 13 September 2012 the previous year). The 2014 interim report will be published within a similar time-frame.

The Group supports calls for an extension to the deadline for the publication of interim reports by medium-sized issuers. Indeed, despite changes to the accounting close processes of subsidiaries and a significant shortening of the time required compared to previous years, it isn't possible for the process of consolidating the financial statements, auditing them and holding a meeting of the Group's Board of Directors to be completed before 31 August.

3. POWERS OF THE CEO

At its 14 September 2011 meeting, the Board of Directors resolved that the positions of Chairman of the Board of Directors and of CEO would be held by a single person.

It should be noted that, when he was appointed, no restrictions were placed on the powers of the CEO. Subsequently, the investment agreement entered into with the Bpifrance did restrict some of the CEO's powers.

4. THE COMPANY'S REFERENCE TO A CORPORATE GOVERNANCE CODE AND ITS APPLICATION BY THE COMPANY

In December 2009, MIDDLENEXT published a corporate governance code for small and medium-sized companies and at the 7 April 2010 meeting of the Board of Directors the Company resolved to adhere to this new code. Thus, the Company referred to the MIDDLENEXT governance code for the purpose of drawing up this report. This code can be consulted on the MIDDLENEXT website (www.middlenext.com).

The Board of Directors took note of the items in the "Items requiring careful attention" section. Most of the recommendations are respected:

- Recommendation 1 (combination of employment contract and corporate office): corporate officers do not combine an employment contract with their corporate office within GROUPE GORGÉ or its subsidiaries. It should, however, be noted that PRODWAYS signed a service agreement with Catherine GORGÉ in early 2014, temporarily entrusting her with the position of corporate secretary at the company;
- Recommendation 2 (definition and transparency of executive remuneration): the various components of the remuneration packages enjoyed by corporate officers are detailed in the management report;
- Recommendation 3 (severance pay): corporate officers do not enjoy any severance pay or any benefit likely to be triggered by their departure or change in position or under a non-compete clause;
- Recommendation 4 (supplementary pension schemes): corporate officers benefit from a supplementary pension scheme, as indicated in the management report;
- Recommendation 5 (stock options and free share awards): managers did not receive any stock options or free share awards in 2013;
- Recommendation 6 (introduction of the Board's Internal Regulations): in order to comply with this recommendation, on 17 February 2012, the Board adopted new Internal Regulations, specifically detailing the Board's role, independence criteria for directors, the duties of directors and the operation of the Board;
- Recommendation 7 (Code of Ethics for Board members): on 17 February 2012, the Board adopted Internal Regulations that specified, amongst other things, the ethical obligations of its members. In particular, every director must inform the board in the event of a conflict of interest, and as the case may be, either refrain from voting on the matter at hand, not attend the Board meeting, or resign as director;

- Recommendation 8 (Board members – presence of independent board members): the Board had two independent members (namely Sylvie LUCOT and Michel BAULÉ) until September 2013. Following the resignation of Michel BAULÉ in September 2013, the Board now only has a single independent director (Sylvie LUCOT);
- Recommendation 9 (choice of directors): details of the experience and expertise of directors must be provided when they are put forward for appointment or reappointment. This information is repeated in the management report. The appointment of each director must be the subject of a separate resolution;
- Recommendation 10 (length of the terms of office of Board members): the length of the terms of office of directors is set at six years, as permitted by law. This gives enough time to gain an understanding of the Group's various businesses;
- Recommendation 11 (provision of information to Board members): to the extent possible, the company emails the directors the draft minutes and any papers that may be required to prepare for the Board meeting, prior to the meeting itself. Particularly sensitive or urgent matters may be discussed without papers first being distributed or with prior notification being given shortly before the date of the Board meeting. Directors may also be informed of any major event or plan outside of Board meetings;
- Recommendation 12 (establishment of committees): 2012 saw the establishment of an Audit Committee (separate from the full Board), a Strategy Committee (primarily tasked with reviewing any planned acquisition by the Company) and an Appointments and Remuneration Committee (primarily tasked with reviewing the membership of the Board of Directors, including of its committees, and the remuneration and benefits of corporate officers). Given the reduction in the size of the Board since Michel BAULÉ's departure, the operation of the committees needs to be reconsidered;
- Recommendation 13 (meetings of the Board and of its committees): as indicated earlier in this report, the Board of Directors meets on average six to eight times a year, with directors having a strong attendance record. Minutes are drafted for each meeting;
- Recommendation 15 (assessment of the work of the Board): once a year, the Chairman of the Board invites directors to give their views on how the Board is run and its work prepared.

Due to the size of the Group or of the Board of Directors, the Board opted out of the application of the following recommendation in the MIDDLENEXT code:

- Recommendation 14 (allocation of directors' fees on the basis of director attendance records): insofar as directors have a very strong attendance record at Board meetings and the overall amount of directors' fees remains relatively low, directors' fees were not allocated on the basis of director attendance records.

5. ANY SPECIAL ARRANGEMENTS REGARDING SHAREHOLDER PARTICIPATION IN SHAREHOLDERS' MEETINGS

The bylaws do not contain any provision derogating from ordinary law regarding the arrangements for shareholder participation in Shareholders' Meetings (see Article 22 of the Bylaws inserted in the "General information" section of the Company's Registration Document).

6. THE PRINCIPLES AND RULES ESTABLISHED BY THE BOARD OF DIRECTORS TO DETERMINE THE REMUNERATION AND BENEFITS-IN-KIND OF CORPORATE OFFICERS

The remuneration and benefits-in-kind received by corporate officers are detailed in the management report.

This report was approved by the Board of Directors on 1 April 2014.

Paris, 1 April 2014

The Chairman of the Board of Directors

16.6 STATUTORY AUDITORS' REPORT PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE AND DEALING WITH THE REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF GROUPE GORGÉ

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

To the Shareholders,

In our capacity as Statutory Auditors of Groupe Gorgé and in accordance with article L. 225-235 of the French commercial code, we hereby present our report dealing with the report prepared by the Chairman of your company in accordance with article L. 225-37 of the French commercial code for the financial year ending December 31, 2013.

The Chairman is responsible for preparing and submitting for the approval of the board of directors, a report describing the internal control and risk management procedures implemented by the company and disclosing other information as required by article L. 225-37 of the French commercial code dealing in particular with corporate governance.

Our own responsibility is to:

- communicate to you any observations we may have as to the information contained in the Chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information; and
- attest that the report includes the other disclosures required by article L. 225 37 of the French commercial code. It should be noted that we are not responsible for verifying the fair presentation of those other disclosures.

We have performed our work in accordance with the professional standards applicable in France.

INFORMATION RELATING TO THE COMPANY'S INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IN THE AREA OF THE PREPARATION AND PROCESSING OF FINANCIAL AND ACCOUNTING INFORMATION

Our professional standards require the application of procedures designed to assess the fair presentation of the information contained in the Chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information.

Those procedures involve in particular:

- Obtaining an understanding of the underlying internal control and risk management procedures in the area of the preparation and processing of financial and accounting information presented in the Chairman's report, and of the related documentation;
- Obtaining an understanding of the work performed as a basis for preparing that information and the existing documentation;
- Determining if any major internal control weaknesses in the area of the preparation and processing of financial and accounting information identified by us during the course of our engagement have been appropriately disclosed in the Chairman's report.

On the basis of the procedures performed, we have nothing to report on the information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information contained in the report of the Chairman of the board of directors prepared in accordance with article L. 225-37 of the French commercial code.

OTHER DISCLOSURES

We hereby attest that the report of the Chairman of the board of directors includes the other disclosures required by article L. 225-37 of the French commercial code.

Paris and Courbevoie, April 4, 2014

The statutory auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

17 EMPLOYEES

17.1 NUMBER OF EMPLOYEES AND BREAKDOWN

At 31 December 2013, the Group had 1,286 employees broken down as follows:

	Industrial Projects and Services	Smart Safety Systems	Protection in Nuclear Environments	Registered office	Total
Executives and engineers	171	287	74	6	538
Technicians and supervisors	106	144	36	1	287
Employees	93	71	14	-	178
Workers	170	49	64	-	283
TOTAL	**540**	**551**	**188**	**7**	**1,286**

17.2 HOLDINGS AND STOCKS OPTIONS OF CORPORATE OFFICERS

See tables 4 to 10 in Section 17.2 “Compensation and benefits-in-kind of the corporate officers” in the management report found in Annex 1.

17.3 EMPLOYEE SHAREHOLDING IN THE ISSUER’S SHARE CAPITAL

The Group’s option plans to subscribe or purchase shares, grant free shares or grant warrants on issued shares are described in Note 4.19 of the notes to the consolidated financial statements in Chapter 20.3.1 “The consolidated financial statements at 31 December 2013” of this Registration Document.

MAJOR SHAREHOLDERS 18

18.1 BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS

As at 31 December 2013, PÉLICAN VENTURE was the majority shareholder of GROUPE GORGÉ (61.51% of the share capital). Jean-Pierre GORGÉ and Raphaël GORGÉ directly hold 0.90% and 2.88%, respectively. These three shareholders together own 65.29% of the share capital. Bpifrance owns 8.4% of the share capital.

To the Company's knowledge, there is no other shareholder holding more than 5% of the share capital or voting rights. A table showing the breakdown of share capital and voting rights is included in Section 15 "Shareholder Base" in the management report found in Annex 1.

18.2 VOTING RIGHTS OF THE MAJOR SHAREHOLDERS

In accordance with the Company's bylaws, GROUPE GORGÉ shares that have been held in registered form for more than four years carry double voting rights. PÉLICAN VENTURE therefore holds a considerable number of shares with double voting rights.

18.3 CONTROLLING SHAREHOLDERS

A shareholders' agreement was signed in December 2011 between Bpifrance (which was then called the FONDS STRATÉGIQUE D'INVESTISSEMENT) and PÉLICAN VENTURE, Raphaël GORGÉ and Jean-Pierre GORGÉ.

Since the resignation of Michel BAULÉ, there is only one independent director on the Board of Directors of GROUPE GORGÉ, compared with two previously. Having an independent director (a person who has no association with the Company, its group or its management that is such as to influence his or her free judgement) ensures that there is no abuse or misuse of power as this independent director could take the appropriate action if any such abuse were discovered. This director is also chairperson of the Company's Audit Committee.

18.4 AGREEMENT THAT COULD BRING ABOUT A CHANGE OF CONTROL

None.

19 RELATED-PARTY TRANSACTIONS

Related-party transactions are detailed in Note 4.24 “Party transactions” to the consolidated financial statements found in Chapter 20.3.1 “Consolidated financial statements at 31 December 2013” of this document.

FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

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20.1 HISTORICAL FINANCIAL INFORMATION

Please refer to:

- for the financial year ended 31 December 2012: the management report, the consolidated financial statements and individual financial statements and the corresponding audit reports, included in the 2012 Registration Document filed with the AMF on 19 April 2013 (file number D.13-0401);
- for the financial year ended 31 December 2011: the management report, the consolidated financial statements and individual financial statements and the corresponding audit reports, included in the 2011 Registration Document filed with the AMF on 19 April 2012 (file number D.12-0371).

20.2 PRO-FORMA FINANCIAL INFORMATION

Not applicable.

20.3 FINANCIAL STATEMENTS

20.3.1 CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2013

Assets

(in thousands of euros)	Notes	31/12/2013	31/12/2012*
NON-CURRENT ASSETS		**78,036**	**75,523**
Goodwill	4.8	26,456	21,479
Intangible assets	4.8	25,332	26,376
Property, plant and equipment	4.7	15,400	15,716
Investment property	4.7	298	298
Financial assets: loans and receivables	4.9	1502	1,402
Financial assets: equity interests in non-consolidated companies	3.2	162	156
Equity interests reported using the equity method	4.9	4,523	6,566
Deferred tax assets	4.23	4,355	3,525
Other non-current assets	4.12	8	7
CURRENT ASSETS		**186,186**	**201,024**
Inventory and work in process	4.10	22,733	20,995
Trade receivables	4.11	110,392	110,356
Other current assets	4.12	12,734	14,486
Tax receivables	4.23	7,545	5,619
Cash and cash equivalents	4.14	32,782	49,567
ASSETS HELD FOR SALE		**-**	**-**
TOTAL ASSETS		**264,222**	**276,546**

* *2012 column restated to reflect the items described in Note 2.1.*

Liabilities

(in thousands of euros)	Notes	31/12/2013	31/12/2012*
EQUITY (GROUP SHARE)		**51,249**	**48,835**
Share capital [1]	4.18	12,732	12,732
Share premiums [1]		11,794	17,199
Retained earnings and other reserves [2]		26,723	18,904
NON-CONTROLLING INTERESTS		**22,860**	**20,244**
NON-CURRENT LIABILITIES		**53,686**	**49,243**
Long-term provisions	4.20	5,221	5,066
Non-current financial debt	4.15	41,855	40,157
Financial instruments and derivatives	4.17	1,081	1,081
Deferred tax liabilities	4.23	2,077	1,782
Other non-current liabilities	4.13	3,452	1,157
CURRENT LIABILITIES		**136,427**	**158,224**
Short-term provisions	4.21	6,533	13,485
Current borrowings and financial debt	4.15	5,416	20,827
Financial instruments and derivatives	4.17	30	68
Trade payables	4.13	35,130	38,503
Other current liabilities	4.13	89,040	84,783
Tax payable	4.13	278	558
Liabilities held for sale		-	-
TOTAL LIABILITIES		**264,222**	**276,546**

* *2012 column restated to reflect the items described in Note 2.1.*
[1] *Of the consolidating parent company.*
[1] *Including income (loss) for the year.*

Consolidated income statement

(in thousands of euros)	Notes	2013	2012*
REVENUE	4.1	**214,517**	**208,419**
Capitalised production		3,541	2,979
Inventories and work in progress		(2,326)	(329)
Other income from operations		6,997	4,086
Purchases consumed		(122,314)	(122,507)
Personnel expenses		(73,950)	(72,661)
Tax and duties		(2,785)	(3,068)
Depreciation, amortisation and provisions (net of reversals)	4.2	(6,461)	(6,305)
Other operating expense (net of income)		(385)	(507)
CURRENT OPERATING INCOME		**16,835**	**10,108**
Non-recurring items in operating income	4.3	(764)	(11,224)
OPERATING INCOME		**16,072**	**(1,117)**
Interest on gross debt		(2,244)	(1,301)
Interest on cash and cash equivalents		555	225
COST OF NET DEBT (A)	4.4	**(1,689)**	**(1,076)**
Other financial income (B)		430	273
Other financial expense (C)		(916)	(350)
FINANCIAL INCOME AND EXPENSE (D = A + B + C)	4.4	**(2,176)**	**(1,153)**
INCOME FROM CONTINUING OPERATIONS BEFORE TAX		**13,896**	**(2,270)**
Income tax	4.23	(2,633)	2,927
Group share of the earnings of equity-accounted companies		(2,146)	1
INCOME FROM CONTINUING ACTIVITIES AFTER TAX		**9,117**	**658**
Net income from discontinued activities	4.25	-	(1,497)
NET INCOME		**9,117**	**(839)**
Net income attributable to non-controlling interests		2,534	(1,497)
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		**6,583**	**658**
Average no. of shares	4.5	12,715,223	12,714,924
Net income from continuing operations per share (in euros)	4.5	0.518	0.169
Net income per share (in euros)	4.5	0.518	0.052

* *2012 column restated to reflect the items described in Note 2.1.*

Income statement – gains and losses recognised directly in equity

(in thousands of euros)	2013	2012*
NET INCOME	**9,117**	**(839)**
Currency translation adjustments	104	36
Tax relating to currency translation adjustments	(35)	(6)
Revaluation of hedging derivatives	39	(33)
Tax relating to revaluation of hedging derivatives	(13)	11
Revaluation of hedging derivatives – liabilities	-	(1,081)
Tax relating to revaluation of hedging derivatives – liabilities	-	-
Revaluation of available-for-sale financial assets	-	-
Tax relating to the revaluation of available-for-sale financial assets	-	-
Revaluation of property, plant and equipment	-	-
Tax relating to the revaluation of property, plant and equipment	-	-
Actuarial gains and losses on defined benefit plans	850	(1,086)
Tax relating to actuarial gains and losses on defined benefit plans	(283)	362
Group share of gains and losses recognised directly in equity of equity-accounted companies	-	-
TOTAL GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**663**	**(1,797)**
of which can be reclassified subsequently to profit and loss	637	(1,775)
of which cannot be reclassified subsequently to profit and loss	26	(22)
NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**9,779**	**(2,636)**
of which Group share	7,169	(951)
of which non-controlling interests	2,610	(1,685)

* *2012 column restated to reflect the items described in Note 2.1.*

Cash flow statement

(in thousands of euros)	Notes	2013	2012*
NET INCOME FROM CONTINUING OPERATIONS		**9,117**	**658**
Accruals	4.6	1,101	14,752
Capital gains and losses on disposals		(149)	(306)
Group share of income of equity-accounted companies		2,146	(1)
CASH FLOW FROM OPERATING ACTIVITIES (BEFORE ELIMINATION OF NET BORROWING COSTS AND TAXES)	4.6	**12,215**	**15,103**
Cost of net debt	4.4	1,689	1,076
Tax expense	4.23	2,633	(2,927)
CASH FLOW FROM OPERATING ACTIVITIES (AFTER ELIMINATION OF NET BORROWING COSTS AND TAXES)		**16,538**	**13,252**
Tax paid	4.23	(3,263)	(1,802)
Change in working capital requirements	4.6	(1,543)	(2,129)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)		**11,731**	**9,322**
Investing activities			
Payments/acquisition of intangible assets		(3,170)	(3,378)
Payments/acquisition of property, plant and equipment		(2,046)	(2,346)
Proceeds/disposal of property, plant and equipment and intangible assets		50	102
Payments/acquisition of long-term investments		(220)	(496)
Proceeds/disposal of long-term investments		268	99
Net cash inflow/outflow on the acquisition/disposal of subsidiaries	4.6	(3,169)	(9,645)
NET CASH (USED IN)/GENERATED BY INVESTING ACTIVITIES (B)		**(8,287)**	**(15,664)**
Financing activities			
Capital increase or contributions		292	10
Dividends paid to parent company shareholders		(4,074)	(3,814)
Dividends paid to non-controlling interests		(657)	(1,238)
Proceeds from borrowings		5,296	32,125
Repayment of borrowings		(18,939)	(4,231)
Cost of net debt	4.4	(1,689)	(1,076)
NET CASH (USED IN)/GENERATED BY FINANCING ACTIVITIES (C)		**(19,772)**	**21,777**
CASH GENERATED BY CONTINUING OPERATIONS (D = A + B + C)		**(16,328)**	**15,434**
CASH GENERATED BY DISCONTINUED OPERATIONS		**-**	**(2,117)**
CHANGE IN CASH AND CASH EQUIVALENTS		**(16,328)**	**13,318**
Effects of exchange rate changes		*(47)*	*(14)*
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	4.14	**47,724**	**34,706**
Restatement of cash and cash equivalents (1)		(42)	(2,402)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	4.14	**31,307**	**47,724**

* *2012 column restated to reflect the items described in Note 2.1.*
(1) *2012 restatement of cash and cash equivalents: treasury shares (-€0.3 million) and contribution to discontinued operations (-€2.12 million).*

Statement of changes in equity

(in thousands of euros)	Group share or owners of the parent company						
	Share capital	Share capital reserves	Treasury shares	Retained earnings and other reserves	Equity – Group share or owners of the parent company	Equity – Minority interests or non-controlling interests	Total equity
2011 CLOSING EQUITY	**12,732**	**18,485**	**(1,060)**	**24,111**	**54,268**	**23,132**	**77,400**
Impact of corrections of errors	-	-	-	(375)	(375)	(335)	(710)
Impact of IAS 19 Revised	-	-	-	(142)	(142)	(81)	(223)
CORRECTED 2011 CLOSING EQUITY [1]	**12,732**	**18,485**	**(1,060)**	**23,594**	**53,751**	**22,716**	**76,467**
Share capital transactions							
Free share grant and stock option plan	-	77	-	53	130	18	148
Treasury share transactions	-	-	(176)	-	(176)	(100)	(276)
Dividends	-	(1,363)		(2,441)	(3,804)	(1,494)	(5,298)
Net income (loss) for the period	-	-	*288*	*370*	*658*	*(1,497)*	*(839)*
Gains and losses recognised directly in equity	-	-	-	*(1,609)*	*(1,609)*	*(188)*	*(1,797)*
NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**-**	**-**	**288**	**(1,239)**	**(951)**	**(1,685)**	**(2,636)**
Changes in scope	-	-	(16)	(102)	(118)	786	669
Other	-	-	-	3	3	3	6
2012 CLOSING EQUITY	**12,732**	**17,199**	**(964)**	**19,868**	**48,835**	**20,244**	**69,079**
Share capital transactions							
Free share grant and stock option plan	-	91	-	97	188	32	220
Treasury share transactions	-	-	327	-	327	276	603
Dividends	-	(5,496)	-	1,416	(4,080)	(1,123)	(5,203)
Net income (loss) for the period	-	-	*6*	*6,577*	*6,583*	*2,534*	*9,117*
Gains and losses recognised directly in equity	-	-	-	*586*	*586*	*76*	*662*
NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**-**	**-**	**6**	**7,163**	**7,169**	**2,610**	**9,779**
Changes in scope	-	-	(166)	(1,032)	(1,198)	821	(377)
Other	-	-	-	8	8	-	8
2013 CLOSING EQUITY	**12,732**	**11,794**	**(797)**	**27,520**	**51,249**	**22,860**	**74,110**

[1] *Equity at the beginning of the year restated to reflect the items described in Note 2.1.*

Notes to the consolidated financial statements

The consolidated financial statements of GROUPE GORGÉ were approved by the Board of Directors on 1 April 2014; the notes form an integral part of the consolidated financial statements.

The financial year covers the 12 months from 1 January to 31 December. The income statement is presented according to the nature of items, and the cash flow statement is prepared according to the model provided by CNC recommendation 2013-03 of 7 November 2013 relating to the format of company financial statements under international financial reporting standards.

The balance sheet is prepared in the current/non-current format. Current assets meet one of the following criteria:

- they are produced, sold or consumed within the business cycle;
- they are held for trading purposes or on a short-term basis (12 months);
- they consist of cash or cash equivalents.

The other assets are non-current assets.

Current liabilities are expected to be settled within the business cycle or must be settled in the 12 months following the end of the previous financial year.

Unless otherwise indicated, all figures are shown in thousands of euros.

NOTE 1 SIGNIFICANT EVENTS

The figures shown here for comparison purposes in relation to 2012 differ from those previously published. The changes are the result of the correction of a number of errors relating to ECA ROBOTICS and BAUMERT, as well as the application of IAS 19 Revised. A reconciliation is shown in Note 2.1.

1/ Acquisition of 90% of PHIDIAS TECHNOLOGIES (PRODWAYS) in May 2013

PHIDIAS TECHNOLOGIES, which became PRODWAYS in November 2013, specialises in the development and sale of 3D printers. In 2012, it generated revenue of €1 million. This acquisition allows GROUPE GORGÉ to unleash the true potential of an innovative technology with a strong competitive edge, enabling it to position itself in a booming market. This acquisition, totalling €4.95 million, was completed without any additional debt. The company has been consolidated since 1 June 2013.

2/ Interest in ECA increased

In May 2013, GROUPE GORGÉ sought the conversion of all of its OCEANE bonds (bonds with conversion option and/or exchangeable for new or existing shares) issued by its ECA subsidiary in December 2012, as well as the payment of its dividends into shares. GROUPE GORGÉ's interest in ECA accordingly increased from 53.48% as of 31 December 2012 to 63.88% at the end of 2013.

3/ Two new subsidiaries established

The company AMOPSI, a direct subsidiary of GROUPE GORGÉ in the Industrial Projects and Services business, was established to provide fire safety research services. The company BAUMERT Chine, a subsidiary of the company BAUMERT, part of the Protection in Nuclear Environments business, was established to manufacture certain fire doors in China for the Chinese market. The contribution of these two companies to the revenue and consolidated income for the year is not significant.

4) Deconsolidation of two subsidiaries

The companies OD ECA and ECA AMERICA LATINA, both subsidiaries of ECA, are in the process of being closed. They were deconsolidated on 1 January 2013. The impact of the deconsolidation amounts to -€0.1 million. The two companies were not contributing to the revenue, recording an operational loss of €0.25 million in 2012.

5) Acquisition of a robotics business

Via a new subsidiary, COMMERCY ROBOTIQUE, CIMLEC INDUSTRIE acquired the robotics business of AIR LIQUIDE WELDING France on 1 November 2013. The contribution of this subsidiary amounts to €3 million in revenue, including the robotics business of CIMLEC INDUSTRIE which was transferred to COMMERCY ROBOTIQUE on 1 December 2013.

6) BAé litigation

ECA recorded a €6.2 million provision in its 2012 financial statements corresponding to the provisional compensation for which it was ordered to pay on 29 June 2012 in connection with the BAé litigation. A settlement was reached with BAé in the fourth quarter of 2013. The €6.2 million provision was reversed and a final expense of €3.8 million was recorded. These two items are classified on the income statement under "non-recurring items in operating income".

NOTE 2 ACCOUNTING PRINCIPLES

2.1 Reconciliation between the financial statements published in 2012 and those provided for the purposes of comparison

The financial statements at 31 December 2012 were adjusted as follows:

- the application of IAS 19 Revised resulted in a €0.33 million increase in the provision for retirement and other post-employment benefits at 1 January 2013 following the recognition of past service costs that were not recognised under IAS 19 prior to the revision;
- the error connected with the measurement of work in process at BAUMERT was corrected in the first half of 2012, for €0.7 million. The correction had a -€0.73 million impact on operating income;
- work debugging certain functionality of the ERP system rolled out at end-2012 at ECA ROBOTICS was undertaken during the half and made it possible to identify errors in the returns used to prepare the 2012 financial statements. These errors involved an over-estimation of invoices to be drawn up (€0.2 million), an over-estimation of work in process (€0.6 million) and double booking of personnel-related accrued liabilities (€0.2 million). Operating income was corrected by -€0.6 million. A correction lowered the equity by € 0.14 million as of 1st January 2012 due to an accounting error in the recording of invoices in 2011.

(in thousands of euros)	31/12/2012 published	Correction ECA ROBOTICS	Correction BAUMERT	Impact IAS 19R	31/12/2012 restated
Non-current assets	75,253	-	245	24	75,523
of which deferred tax assets	*3,256*	-	*245*	*24*	*3,525*
Current assets	202,738	(980)	(734)	-	201,024
of which inventory and work in process	*22,245*	*(516)*	*(734)*	-	*20,995*
of which trade receivables	*110,820*	*(464)*	-	-	*110,356*
TOTAL ASSETS	**277,991**	**(980)**	**(490)**	**24**	**276,546**

(in thousands of euros)	31/12/2012 published	Correction ECA ROBOTICS	Correction BAUMERT	Impact IAS 19R	31/12/2012 restated
Equity (group share)	49,857	(396)	(484)	(142)	48,835
of which retained earnings and other reserves	*19,926*	*(396)*	*(484)*	*(142)*	*18,904*
Non-controlling interests	20,675	(344)	(6)	(81)	20,244
Non-current liabilities	48,996	-	-	247	49,243
of which long-term provisions	*4,732*	-	-	*334*	*5,066*
of which deferred tax assets	*1,868*	-	-	*(87)*	*1,782*
Current liabilities	158,464	(240)	-	-	158,224
of which other current liabilities	*85,023*	*(240)*	-	-	*84,783*
TOTAL LIABILITIES	**277,991**	**(980)**	**(490)**	**24**	**276,546**

(in thousands of euros)	2012 published	Correction ECA ROBOTICS	Correction BAUMERT	2012 restated
REVENUE	**208,627**	**(208)**	**-**	**208,419**
Capitalised production	2,979	-	-	2,979
Inventories and work in progress	1,036	(630)	(734)	(329)
Other operating income	4,086	-	-	4,086
Purchases consumed	(122,507)	-	-	(122,507)
Personnel expenses	(72,901)	240	-	(72,661)
Tax and duties	(3,068)	-	-	(3,068)
Depreciation, amortisation and provisions (net of reversals)	(6,305)	-	-	(6,305)
Other operating expense (net of income)	(507)	-	-	(507)
CURRENT OPERATING INCOME	**11,440**	**(598)**	**(734)**	**10,108**
Non-recurring items in operating income	(11,224)	-	-	(11,224)
OPERATING INCOME	**216**	**(598)**	**(734)**	**(1,117)**
INCOME FROM CONTINUING OPERATIONS BEFORE TAX	**(937)**	**(598)**	**(734)**	**(2,270)**
Income tax	2,682	-	248	2,927
Group share of the earnings of equity-accounted companies	1	-	-	1
INCOME FROM CONTINUING ACTIVITIES AFTER TAX	**1,745**	**(598)**	**(490)**	**658**
Net income from discontinued activities	(1,497)	-	-	(1,497)
NET INCOME	**249**	**(598)**	**(490)**	**(839)**
Net income attributable to non-controlling interests	(1,213)	(278)	(6)	(1,497)
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT	**1,462**	**(320)**	**(484)**	**658**

2.2 Accounting standards

The accounting standards used to prepare the consolidated financial statements comply with the regulations and interpretations of the International Financial Reporting Standards (IFRS) as adopted by the European Union as of 31 December 2013. These accounting standards are consistent with those used to prepare the annual consolidated financial statements for the year ended 31 December 2012, with the exception of the new standards, revised standards and interpretations applicable from 1 January 2013:

- IFRS 13 – *Fair Value Measurement*;
- amendment to IAS 1 – *Presentation of Items of Other Comprehensive Income*;
- amendment to IAS 12 – *Recovery of Underlying Assets*;
- amendment to IFRS 1 – *Government Loans. IFRS Annual Improvements 2009-2011* (May 2012);
- amendment to IFRS 7 – *Disclosures – Offsetting Financial Assets and Financial Liabilities*.

In addition, IAS 19 Revised was applied from 1 January 2013 with retroactive effect to 1 January 2012 for the comparative financial statements for the first half of 2012 and the 2012 financial statements (see Note 2.1).

The tax credit for encouraging competitiveness and jobs (*Crédit d'Impôt pour la Compétitivité et l'Emploi* – CICE) in force in France since 1 January 2013 generated income at 31 December 2013 that was recognised in the financial statements in accordance with IAS 20, namely under "Other income from operations", in the same way as the Research Tax Credit (*Crédit d'Impôt Recherche* – CIR).

The Group did not elect to apply early the new standards, revised standards and interpretations that were not yet mandatory at 1 January 2013:

- Standards adopted:
  - IAS 28 Revised – *Investments in Associates and Joint Ventures*,
  - amendment to IAS 32 – *Offsetting Financial Assets and Financial Liabilities*,
  - IFRS 10 – *Consolidated Financial Statements*,
  - IFRS 11 – *Joint Arrangements*,

- IFRS 12 – *Disclosure of Interests in Other Entities*,
- Transitional provisions – Amendments to IFRS 10, IFRS 11 and IFRS 12;
- Standards not adopted:
  - IFRS 9 – *Financial Instruments,*
  - Amendment to IAS 36 – *Recoverable Amount Disclosures for Non-Financial Assets*,
  - Amendment to IAS 39 – *Novation of Derivatives and Continuation of Hedge Accounting*,
  - Investment firms – *Amendments to IFRS 10, IFRS 12 and IAS 27,*
  - IFRIC 21 – *Levies.*

These principles, applied by GROUPE GORGÉ as of 31 December 2013, are unchanged from the IFRS as published by the IASB; the application of the amendments and interpretations, which is mandatory for financial years starting on or after 1 January 2013 in the standards published by the IASB, but not yet mandatory in terms of the standards adopted by the European Union, would not have a material impact.

Lastly, the Group has not applied the standards and interpretations that had not been adopted by the European Union as of 31 December 2013 or for which application is mandatory after 31 December 2013.

The Group does not expect these standards or interpretations to have a material impact on its consolidated financial statements.

The summary financial statements reflect the financial statements prepared according to IFRS as of 31 December 2013 and 31 December 2012. The 2011 financial statements, included in the Registration Document filed with the AMF on 19 April 2012 under no. D 12-0371, are incorporated by reference.

2.3 Consolidation principles

Consolidation method

The companies that are either directly or indirectly controlled by the Group are fully consolidated. Companies over which the Group exercises significant influence are accounted for using the equity method. Significant influence is assumed to exist when the Group holds more than 20% of the voting rights.

Acquisitions (or disposals) of companies during the year are recognised in the consolidated financial statements from the date on which the Group took direct or indirect control or gained significant influence (or until the date on which control or significant influence was lost).

The consolidation is carried out with reference to the financial statements or positions as of 31 December, except in the case of the REDHALL GROUP, which was consolidated using the equity method, based on the financial statements as of 30 September.

The list of consolidated subsidiaries and equity interests is shown in Note 3.1. Certain subsidiaries, which are not significant in terms of the Group, may not be consolidated.

Translation of the financial statements of foreign companies

The currency in which the consolidated financial statements are prepared is the euro.

The financial statements of subsidiaries that have a different functional currency are translated into euros using:

- the official exchange rate on the reporting date, in the case of assets and liabilities;
- the average exchange rate for the year, in the case of income statement and cash flow statement items.

The average exchange rates for the year may be calculated using monthly exchange rates prorated in relation to revenue.

Translation differences arising from the application of these exchange rates are recognised under the item “Cumulative translation reserves” in consolidated equity.

Business combinations

Business combinations that are not under common control are recognised using the acquisition method, in accordance with IFRS 3R – *Business Combinations*.

The assets, liabilities and contingent liabilities of the acquired entity are recognised at their fair value at the end of a measurement period that may not exceed 12 months from the acquisition date. Any difference between the acquisition cost and the Group’s share of the fair value of the assets and liabilities on the acquisition date is recognised as goodwill. Where the acquisition cost is lower than the fair value of the identifiable assets and liabilities acquired, the difference is immediately recognised in profit or loss.

The non-controlling interests are recognised on the basis of the fair value of the net assets acquired. Additional purchases of non-controlling interests after the date on which control is acquired do not require the remeasurement of the identifiable assets and liabilities. The difference between the acquisition cost and the additional share of the net assets acquired is recognised as a balancing entry in equity.

2.4 Valuation methods and rules

The financial statements have been prepared under the historical cost convention, except in the case of derivatives and available-for-sale financial assets, which are measured at fair value. Financial liabilities are measured at amortised cost. The carrying amount of hedged assets and liabilities and the related hedging instruments corresponds to their fair value.

The preparation of the financial statements requires that Group management or the subsidiaries' management make estimates and assumptions that affect the reported amounts of assets and liabilities on the consolidated balance sheet, the reported amounts of income and expense items on the income statement and the commitments relating to the period under review. The actual results may differ.

The above-mentioned assumptions mainly concern:

- the calculation of the recoverable amounts of assets;
- the calculation of provisions for risks and charges;
- the calculation of income upon completion of work in progress;
- the calculation of pension and other post-employment benefit obligations (assumptions set out in Note 4.20).

As the Group's consolidated companies operate in different sectors, the valuation and impairment methods used for certain items may vary according to the sector.

Intangible assets acquired separately or in a business combination

Intangible assets acquired separately are recognised in the balance sheet at their acquisition cost. They are subsequently measured at amortised cost, as recommended by IAS 38 – *Intangible Assets*. Intangible assets acquired in a business combination are recognised in the balance sheet at their fair value, determined on the basis of external valuations. These valuations are performed using generally accepted methods, based on future inflows. The value of intangible assets is tested on a regular basis for impairment.

With the exception of brands, intangible assets are amortised on a straight-line basis over their useful life, taking into account the period of legal protection, if applicable.

The value of amortised intangible assets is tested when there is any indication that their recoverable amount may be less than their carrying amount. Any impairment identified as a result of these tests is recognised under "Other operating income and expense".

Intangible assets acquired in a business combination are not amortised when their useful life cannot be determined. The criteria for ascertaining whether or not the useful life of an intangible asset can be determined, and the length of useful life, if applicable, are as follows:

- the reputation of the asset;
- the period over which the asset is expected to be used in the Group's operations.

The value of intangible assets with an indefinite useful life is tested for impairment at least once a year and whenever there is an indication of impairment. An impairment loss is recognised whenever the recoverable amount of an asset is found to be below its carrying amount.

Internally-generated intangible assets

Development costs for new projects are capitalised if, and only if, the following criteria are met:

- the project is clearly identified and the related costs are separately identified and reliably tracked;
- the project's technical feasibility has been demonstrated and the Group has the intention and financial resources to complete the project and to use or sell the resulting products;
- it is probable that the future economic benefits attributable to the project will flow to the Group.

Development costs that do not meet these criteria are expensed in the period in which they are incurred. This is notably the case for research and development work that may be carried out in connection with customer orders where the costs cannot be separated from the costs involved in fulfilling the order.

Capitalised development projects are amortised over the lifespan of the underlying technology, which generally ranges from 3 to 15 years from their date of completion, or in accordance with the number of products delivered as part of the project, with, in this case, an amortisation schedule beginning at the time the first product is sold.

Development costs are subject to impairment tests whenever there is an indication of impairment.

Goodwill

Goodwill corresponds to the difference between the cost of an acquisition and the fair value of the Group's share in the identifiable net assets acquired. Positive differences are recognised under "Goodwill" on the assets side of the balance sheet, while negative differences are recognised directly in the income statement. Income from the disposal of an entity includes the carrying amount of goodwill relating to the entity sold. The essential elements of the business (clientele, lease transfer rights, movable assets, etc.) are treated in the same way as goodwill.

Goodwill may be adjusted in the 12 months following the acquisition date to reflect the final calculation of the fair value of the assets and liabilities acquired.

Property, plant and equipment

Property, plant and equipment primarily comprises land, buildings and production equipment, and is recognised at purchase cost, less accumulated depreciation and any impairment losses, as recommended by IAS 16 – *Property, Plant and Equipment.*

Each component of an item of property, plant and equipment with a useful life that differs from that of the item as a whole, is depreciated separately on a straight-line basis, without taking into account the residual values. The useful lives of items of property, plant and equipment are generally considered to be the following:

- buildings: 10 to 35 years;
- plant, machinery and equipment: 3 to 10 years;
- other: 3 to 12 years.

The useful life of items of property, plant and equipment used in operating activities reflect the estimated life cycles of the products. The useful life of items of property, plant and equipment are reviewed periodically, and may be adjusted prospectively, if appropriate.

Depreciation is expensed in the year incurred.

Items of property, plant and equipment are tested for impairment when there is an indication that they may be impaired. If applicable, a provision will be made on the income statement in current operating income under "Depreciation, amortisation and provisions (net of reversals)".

Financial assets

Non-consolidated equity interests are initially recognised in the balance sheet at their acquisition cost, and subsequently at fair value if this can be reliably measured. Where the fair value cannot be reliably measured, the equity interests are maintained at their acquisition cost, less any recognition of impairment that is deemed to be necessary.

In particular, an impairment loss is recognised when the value of an equity interest falls below the Company's stake in its equity, unless the results and outlook suggest that the situation could be reversed in the short or medium term.

Loans and receivables listed among non-current financial assets are recognised at amortised cost and are subject to impairment if there is an objective indication of a loss of value. Long-term financial receivables are discounted where the effect of discounting is deemed to be significant.

Impairment of non-current assets

Open-ended non-current assets are not amortised and are tested for impairment at each reporting date. These assets consist primarily of goodwill and open-ended intangible assets.

Amortised assets are tested for impairment when, due to special events or circumstances, the probability of recovering their carrying amount comes into question.

For the purposes of measuring impairment, assets are grouped into Cash-Generating Units (CGUs), which represent the lowest level of unit generating separate cash flow.

Impairment is accounted for to match the surplus of the carrying amount over the recoverable amount of a CGU. In the absence of market value, the recoverable amount of a CGU is its value after tax, calculated using discounted future cash flows.

The main CGUs used in the current configuration and organisation of the Group are: ECA CNAI, ECA EN, ECA SINDEL, ECA SINTERS, ECA ROBOTICS with Triton imaging software, ECA FAROS/SSI, AI GROUP, BAUMERT, CIMLEC, CLF, SERES, VAN DAM, PRODWAYS.

Moreover, in some cases, the appearance of loss factors specific to certain assets other than goodwill may be grounds for testing and justify an impairment of these assets regardless of an impairment test on the CGU to which they were previously attached. These impairment factors may be related either to internal factors (e.g., changes in the assessment of management's ability to bring an R&D project to a conclusion) or external events (e.g., changing commercial outlook).

For non-current assets other than goodwill that are impaired, the possible recovery of the impairment is reviewed on each reporting date. Goodwill impairment losses are irreversible.

Inventories and work in progress

Inventories of raw materials and semi-finished and finished goods are valued at the lower of their acquisition cost or their estimated net realisable value. The cost price is calculated using the FIFO or weighted average cost method.

The methods for valuing and impairing work in progress are tailored to the context of each consolidated company. However, the valuation principles generally accepted in the field are followed, including:

- work in progress is valued at direct and indirect production costs, excluding all sales and financial costs;
- hourly production rates are based on normal activity excluding any sub-activity cost;
- when, based on the forecast revenue and cost estimates, a termination loss is probable, said loss is covered by an impairment provision for the portion included in work in progress and a provision for risks and charges for the part of costs yet to be committed.

How to take into account projects outstanding at the end of the year

Where companies are able to assess overall results with sufficient certainty, the method used is the recognition of revenue and income as projects progress. This method correctly translates the company's level of activity and income.

The progress rate used results from the relationship between the cost of production at the end of the year and the overall cost of the project. Progress-related revenue assessments are drawn up in accordance with the principle of prudence. Long-term contracts involving adaptations of an existing technology to customer needs and delivery of successive batches are assessed as and when batches are delivered in proportion to the costs. For supplies of spare parts and production equipment, margins are generated upon delivery and supplies and internal production costs are recognised as work in progress. For companies building special equipment, revenue and probable income are not recognised before the first stage of acceptance of the degree of progress by the customer.

When a termination loss is predictable, a provision is made.

Receivables and payables

Receivables and payables in euros are valued at their nominal value.

Provisions for impairment of bad debts are recognised when it becomes probable that the receivable will not be collected and it is possible to make a reasonable estimate of the amount of the loss.

Identification of bad debts and the amount of the corresponding provisions is based on historical experience of final losses on receivables, analysis by age of accounts receivable and a detailed estimate of specific accounts receivable and the related credit risks.

Currency translation adjustments

Transactions in foreign currencies are recognised using the exchange rate applicable on the date the transactions are recognised or the hedging rate. At closing, payables or receivables denominated in foreign currencies are converted into euros at the closing exchange rate or at the hedging rate. Currency exchange rate differences on foreign currency transactions are recognised in financial income.

Cash and cash equivalents

Cash and cash equivalents presented in the balance sheet consist of cash in hand, bank accounts, term deposits of no more than three months and marketable securities meeting the criteria in IAS 7.

Accrued interest earned on term accounts is recorded under investment income. A provision for impairment is recognised when the net asset value is less than the acquisition cost.

Treasury shares

Treasury shares held by GROUPE GORGÉ SA and ECA SA are recognised at their acquisition cost and deducted from equity, and are held at their acquisition cost until such time as they are sold.

Gains (losses) on the sale of treasury shares are added to (deducted from) consolidated reserves net of tax.

Non-current assets (or asset groups) held for sale, discontinued operations and operations sold or being sold

The Group applies IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations* that requires specific recognition and disclosure of assets (or asset groups) held for sale and of operations that have been discontinued, sold or being sold.

Non-current assets, or directly related groups of assets and liabilities, are classified as held for sale if their carrying amount will be recovered principally through a sale rather than through continued use. For this to be the case, the asset (or asset group) must be available for immediate sale and its sale must be highly probable. These assets are no longer amortised once they qualify as assets (or asset groups) held for sale. They are presented on a separate line in the Group's balance sheet, without restatement of prior periods.

An operation which has been discontinued or sold or is on sale is defined as a component of an entity with cash flows independent from the rest of the entity and which represents a main or distinct business line or region. The income from these activities is presented on a separate line in the income statement and is restated in the statement of cash flows for all periods reported.

Leases

Properties used in the framework of a lease are capitalised, in consideration of a debt, when the effect of the lease is to transfer almost all the risks and benefits of the ownership of the properties to the Group.

Leases where the risks and benefits are not transferred to the Group are classified as operating leases. Lease payments under operating leases are recognised as an expense on a straight-line basis over the term of the lease.

Provisions for risks and charges

The Group recognises a provision if it has an obligation to a third party prior to the reporting date, where the loss or liability is probable and can be reasonably estimated. In cases where such loss or liability is neither probable nor reliably measurable, but still possible, the Group reports a contingent liability in commitments (excluding the posting of contingent liabilities in the event of acquisition, see Note 2.3). Provisions are estimated on a case by case basis or on a statistical basis.

Provisions are primarily intended to cover:

- economic risks: these include tax risks identified during inspections carried out locally by tax authorities and financial risks arising primarily on guarantees given to third parties covering certain assets and liabilities;
- risks and charges on projects; these provisions comprise:
  - statistical guarantee provisions: Group subsidiaries provide for all guarantees which may be given on equipment sales on a statistical basis. Some guarantees may cover 24 months,
  - provisions for losses on completion of pending projects,
  - provisions for work outstanding on projects already delivered;
- restructuring costs, if the restructuring was covered by a detailed plan and an announcement or project launch before the reporting date.

Liabilities and financial instruments, derivatives

Financial liabilities consist primarily of current and non-current financial debt contracted with credit institutions, as well as bonds. These liabilities are initially recognised at fair value, from which are deducted if need be any directly attributable transaction costs. They are then valued at amortised cost based on their actual interest rate.

Financial instruments such as convertible bonds are recognised in accordance with IAS 32, i.e. separate posting of the bond component recorded as debt at amortised cost and of the share component recognised as equity (similar to selling a stock purchase option), expenses related to the issue being recognised as equity and debt respectively in proportion to the proceeds of the issue.

The Group uses, if it deems it necessary, derivative financial instruments to hedge against foreign exchange risks associated with operations. These risks mainly arise from sales in USD. The corresponding future cash flows are partially hedged by firm or optional forward exchange transactions. On initial posting, derivatives are recorded in the balance sheet at their acquisition cost. They are then valued at their fair value calculated on the basis of market prices provided by the relevant financial institutions. The Group applies hedge accounting for foreign exchange transactions according to the criteria defined by IAS 39. This is macro-hedging, with changes in the fair value of the hedging instrument being recognised as income.

The Group uses “swap” agreements to manage and hedge changes in interest rates.

The derivative instruments used are backed economically by the maturities, rates and currencies of the hedged loans. These contracts involve fixed and floating exchange rates. The interest differential is recognised as financial income or expense in return for interest receivable or payable as appropriate. For these interest rate instruments, the Group applies hedge accounting in accordance with IAS 39: instruments are recognised at cost and subsequently revalued at their fair value as at the balance sheet date.

The Group’s financial instruments are allocated to hedging future transactions (cash flow hedge). Thus, measurement of the change in fair value is as follows:

- the effective portion of changes in fair value is recognised in the hedging reserve until the proposed transaction is closed. When the proposed transaction is completed, the amount recognised in equity is reclassified in earnings, with the income or expense being adjusted by the actual portion of the gain or loss on the fair value of the hedging instrument;
- the ineffective portion of the change in fair value is recognised as financial income.

The fair value of swap agreements is calculated using valuation techniques based on observable market data, pursuant to IFRS 7.

Other long-term liabilities

Other long-term liabilities cover conditional investment subsidies and advances from Government and technological networks granted mainly for research and development programmes.

As regards conditional advances, increases in their balance sheet amount result from funds collected under ongoing projects and decreases from repayment or failure of the programmes. The share of these advances representing technological acquisitions (always refundable) appears in non-current liabilities under “Borrowings and financial debt”. The refundable or non-refundable balance, based on the technical and commercial success of the project, is found in non-current liabilities in the balance sheet under “Other long-term liabilities”, based on the percentage generally recognised on projects funded by these organisations (about 70%); this difference is recognised in the income statement when the company becomes aware that the programme has failed.

These debts would be discounted with lengthy payment deferral and no interest if the discounting were significant.

Payments in shares (stock options, share subscription warrants, allocation of free shares)

ECA, a GROUPE GORGÉ subsidiary, has established a stock option plan (for subscription or purchase of shares) and has issued subscription warrants to some employees. Stock purchase or subscription option prices are set on the date the Board of Directors grants the options. They cannot be less than 80% of the average opening price over the 20 trading days preceding that date. The price of stock options may not be less than 80% of the average purchase price of the shares held by the Company. The fair value of options and warrants is calculated using the Black-Scholes model.

ECA, GROUPE GORGÉ and NUCLÉACTION have also set up free share allocation plans. Under the terms of these plans, the vesting period is at least two years and the obligation to retain any acquired shares is also at least two years. The final allocation is always subject to presence and performance conditions. The lock-up periods end in March 2014 (ECA), June 2014 (NUCLÉACTION) and June 2015 (GROUPE GORGÉ). The fair value of free shares is calculated using the CNC valuation model, corrected by the IFRIC observations.

Changes in value subsequent to the grant date values do not affect initial option valuations, the number of options taken into account in valuing the plans being adjusted on each reporting date to reflect the probability of the beneficiaries being present at the end of the vesting period.

The valued benefit equates to a remuneration of the beneficiaries which is therefore recognised in payroll expenses, on a straight line basis over the vesting period in exchange for a corresponding adjustment in equity.

Deferred taxes and underlying tax position

Deferred taxes corresponding to time differences between the tax and accounting bases of consolidated assets and liabilities are recognised using the liability method. Deferred tax assets are recognised when their future realisation seems likely on a date which can be reasonably determined.

Future income tax breaks arising from the use of tax loss carry-forwards (including unlimited carry-forward) are recognised only when they can be reasonably anticipated.

Deferred tax assets and liabilities are not discounted and are offset if they relate to the same taxable entity and have identical repayment maturities.

Definition of income tax

In accordance with standard practice and with IAS 12 and IAS 20, as the research tax credit is neither an element of taxable income, nor computed on the basis of taxable income, and as it is neither a tax liquidation component nor limited to the amount of tax liquidated, it is classified as operating income. Research tax credits for subsidiaries are recognised in current operating income rather than as a decrease in tax expense, if they are not generated by research and development expenses included in the consolidated balance sheet. If they are generated by research and development expenses recognised in the consolidated balance sheet, research tax credits are recognised as deferred income in liabilities and recognised in income at the rate of future amortisation.

Contributions on Corporate Added Value (CVAE) are recognised in income tax accounts, this tax being based on value added. The Group's analysis is based in particular on the definition of income tax as defined in IAS 12 and on an IFRIC position from 2006 that states that the term "taxable income" implies a notion of a net rather than a gross amount, although not necessarily identical to the accounting income. IRAP (Italian tax, also based on value added) is measured the same way.

Potential assets and liabilities

Contingent assets and liabilities arising from past events, but whose existence will be confirmed only by the occurrence of uncertain future events. Contingent liabilities also include obligations not recognised because the amount cannot be measured with sufficient reliability.

Contingent assets and liabilities are disclosed in the notes to the consolidated financial statements, with the exception of contingent liabilities transferred as part of a business combination, which are recognised in accordance with the criteria defined by IFRS 3R.

Non-recurring items in operating income

To improve comparability among financial years, the Group has decided to isolate the non-recurring items in operating income and show a "current operating income".

Non-current items include restructuring costs, recognised or fully provisioned if they are liabilities arising from a Group obligation to third parties, which stem from a decision taken by a competent body, and which materialise before the reporting date through the announcement of said decision to third parties and provided the Group no longer expects consideration for these costs. These costs consist primarily of compensation for termination of employment contracts, severance pay, as well as miscellaneous expenses.

Other non-recurring items of operating income concern the acquisition costs of companies, amortisation of intangible assets recognised under acquisitions, impairment of goodwill and all unusual items by their occurrence or amount. A separate note reconciles current operating income and operating income.

Earnings per share

Earnings per share are calculated by dividing the Group's net profit attributable to shareholders by the weighted average number of shares outstanding during the year calculated on a *pro rata* basis, net of treasury shares, in compliance with IAS 33.

The diluted earnings per share take into account dilutive instruments. It is calculated from the weighted average on a *pro rata* basis for the number of shares equivalent to shares outstanding during the year. The dilutive effect of share subscription or purchase options is calculated using the treasury stock method, taking into account the average price over the period concerned.

Retirement commitments

The Group makes provisions for post-employment benefits (retirement pay) and long term employee benefit plans (awards). The cost of retirement and related benefits (awards) is provisioned for the remaining obligations. It is estimated for the entire workforce on the basis of accrued rights and a projection of current salaries, taking into account the risk of mortality, staff turnover and a discounting assumption. Actuarial gains and losses are now recognised fully as equity in the period in which they are incurred (the so-called SORIE method).

The provision for claims is updated annually on the basis of fee schedules in effect, changes to the assessment base, staff turnover and mortality assumptions and discount rates (parameters are detailed in Note 4.20).

NOTE 3 SCOPE OF CONSOLIDATION

Companies included in the Group's consolidation scope are also included in that for PÉLICAN VENTURE SAS.

3.1 List of consolidated companies

	Parent company	% control		% interest		Method	
Company	at 31/12/2013	2013	2012	2013	2012	2013	2012
Consolidating company							
GROUPE GORGÉ SA		Top	Top	Top	Top	FC	FC
Structure							
FINU5 [(1)]	GROUPE GORGÉ SA	100	-	100	-	FC	-
GORGÉ EUROPE INVESTMENT (Netherlands)	GROUPE GORGÉ SA	100	100	100	100	FC	FC
GORGÉ NETHERLANDS (Netherlands)	GORGÉ EUROPE	90	90	90	90	FC	FC
SCI DES CARRIÈRES	GROUPE GORGÉ SA	100	100	100	100	FC	FC
Smart Safety Systems							
ECA SA [(2)]	GROUPE GORGÉ SA	73.89	69.73	63.88	53.48	FC	FC
ECA AMERICA LATINA (Brazil)	ECA SA	-	99.74	-	53.34	FC	FC
ECA CNAI	ECA SA	100	100	63.88	53.48	FC	FC
ECA DÉVELOPPEMENT [(1)]	ECA SA	100	100	63.88	53.48	FC	FC
ECA EN	ECA SA	100	100	63.88	53.48	FC	FC
ECA FAROS	ECA SA	100	98	63.88	52.41	FC	FC
ECA ROBOTICS	ECA SA	100	100	63.88	53.48	FC	FC
ECA SINDEL (Italy)	ECA SA	96.02	96.02	61.34	51.36	FC	FC
ECA SINDEL BRASIL (Brazil)	ECA SINDEL	99,80	99,80	61.21	51.25	FC	FC
ECA SINTERS	ECA SA	100	100	63.88	53.48	FC	FC
ESFE (Singapore)	ECA SA	100	100	63.88	53.48	FC	FC
OD ECA (Turkey)	ECA SA	-	60	-	32.09	FC	FC
SSI (United States)	ECA SA	100	100	63.88	53.48	FC	FC
TRITON IMAGING (United States)	ECA SA	100	100	63.88	53.48	FC	FC
1ROBOTICS (United States)	ECA SA	29.89	29.89	51.74	43.32	EM	EM

Company	Parent company at 31/12/2013	% control 2013	% control 2012	% interest 2013	% interest 2012	Method 2013	Method 2012
Industrial Projects and Services							
AI GROUP	GROUPE GORGÉ SA	51	51	51	51	FC	FC
AIGX (Dubai)	AI GROUP	100	100	51	51	FC	FC
AMOPSI [(3)]	GROUPE GORGÉ SA	80	-	80	-	FC	-
CIMLEC IBERICA (Spain)	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
CIMLEC INDUSTRIAL (Romania)	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
CIMLEC INDUSTRIE	GROUPE GORGÉ SA/CLF	100	100	100	100	FC	FC
CLF-SATREM	GROUPE GORGÉ SA	100	100	100	100	FC	FC
COMMERCY ROBOTIQUE (Formerly FINU4) [(4)]	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
MFG DEUTSCHLAND [(1)] (Germany)	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
NTS France	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
NTS IBERICA (Spain)	NTS France SAS	100	100	100	100	FC	FC
PRODWAYS (Formerly PHIDIAS TECHNOLOGIE [(5)])	GROUPE GORGÉ SA	90	-	90	-	FC	-
REDHALL GROUP	GORGÉ EUROPE INVESTMENT	19.46	19.46	19.46	19.46	EM	EM
ROBOKEEP	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
SAS STONI	GROUPE GORGÉ SA	100	100	100	100	FC	FC
TENWHIL	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
VAN DAM [(6)]	GORGÉ NETHERLANDS	100	100	90	90	FC	FC
Protection in Nuclear Environments							
BAUMERT	NUCLÉACTION SAS	100	100	98.81	98.81	FC	FC
BAUMERT CHINE [(7)]	BAUMERT	100	-	98.81	-	FC	-
NTC NUCLÉACTION	NUCLÉACTION SAS	100	100	98.81	98.81	FC	FC
NUCLÉACTION	GROUPE GORGÉ SA	98.81	98.81	98.81	98.81	FC	FC
SCI DES PORTES	GROUPE GORGÉ SA	100	100	100	100	FC	FC
SERES TECHNOLOGIES	GROUPE GORGÉ SA	60	60	60	60	FC	FC

(1) *Companies with no operating activities.*
(2) *Control percentages for ECA reflect double voting rights.*
(3) *AMOPSI established. Consolidated since 1 May 2013.*
(4) *Disposal of FINU4 which became COMMERCY ROBOTIQUE to CIMLEC in November 2013.*
(5) *Taken over in May 2013. Consolidated since 1 June 2013.*
(6) *Taken over on 31 December 2012.*
(7) *BAUMERT Chine established. Consolidated since 1 January 2013.*

3.2 List of non-consolidated companies

(in thousands of euros)	% control	Share *Capital Equity*	Gross value of securities *Net value of securities*	Revenue *Net income*	Comments
CEDETI	10.07%	56 *225*	60 *60*	1,490 *5*	No significant influence
MARINE INTÉRIM (1)	34%	100 *37*	34 *34*	2,118 *20*	No significant influence
Other	n/a	n/a	68 *68*	n/a	No significant influence

(1) *2012 data.*

3.3 Changes in scope

Changes in scope over the fiscal year are as follows:

- consolidation of PHIDIAS since 1 June 2013, which became PRODWAYS at end-November 2013;
- acquisition of the robotics business of AIR LIQUIDE WELDING France by COMMERCY ROBOTIQUE, a subsidiary of CIMLEC INDUSTRIE (COMMERCY ROBOTIQUE is the new name for FINU4, which GROUPE GORGÉ sold to CIMLEC INDUSTRIE);
- increase in GROUPE GORGÉ's interest in ECA as a result of the creation of new shares following the conversion of the bond arranged in December 2012, and the conversion of ECA SA dividends into shares. GROUPE GORGÉ holds 63.88% of ECA, compared with 53.48% on 31 December 2012.

A 90% holding in VAN DAM (Netherlands) was acquired at the end of December 2012 through two holding companies created for the purpose. This acquisition is measured under IFRS 3R. The fair value measurement of the acquired assets, liabilities and contingent liabilities of VAN DAM resulted in a number of adjustments. Following revaluation, goodwill amounted to €2,465 thousand, an increase of €128 thousand compared with 2012.

CONTRIBUTION OF BUSINESS COMBINATIONS TO 2013 CONSOLIDATED INCOME

	PRODWAYS (formerly PHIDIAS)	COMMERCY ROBOTIQUE
1 – Contributions from the acquisition date		
Revenue	90	2,885
Operating income	(216)	1,010
Net income	(216)	696
2 – Contributions from the start of the period (1)		
Revenue	1,038	2,885
Operating income	(34)	1,010
Net income	(52)	696

(1) *Income and profit from the business combinations as if they had taken effect on 1 October 2012, the start of the PRODWAYS (formerly PHIDIAS) financial year.*

GOODWILL ASSOCIATED WITH THE FIRST-TIME CONSOLIDATION OF PRODWAYS (FORMERLY PHIDIAS)

Purchase price	4,950
Non-controlling interests	28
TOTAL (A)	**4,978**
Net assets (B)	279
GOODWILL (A) - (B)	**4,699**

The assets and liabilities acquired break down as follows:

(in thousands of euros)	Carrying amount	Revaluation at fair value	First consolidation
Intangible assets	57		57
Property, plant and equipment	119	-	119
Inventories	211	-	211
Receivables	209	-	209
Cash and cash equivalents	198	-	198
Prepaid expenses	3	-	3
Financial debt	(145)	-	(145)
Payables	(66)	-	(66)
Miscellaneous and deferred income	(308)	-	(308)
Deferred tax/revaluations at fair value	-	-	-
TOTAL	**279**	**-**	**279**

GOODWILL CONNECTED WITH THE FIRST TIME CONSOLIDATION OF COMMERCY ROBOTIQUE

Purchase price	742
Non-controlling interests	-
TOTAL (A)	742
Net assets (B)	592
GOODWILL (A) - (B)	**149**

The assets and liabilities acquired break down as follows:

(in thousands of euros)	Carrying amount	Revaluation at fair value	First consolidation
Intangible assets	-	-	-
Property, plant and equipment	17	-	17
Subtotal fixed assets	17	-	17
Stock-in-trade	1,100	-	1,100
Provision for stock-in-trade	(486)	-	(486)
Work in progress	1,873	-	1,873
Down-payments from customers	(1,162)	-	(1,162)
Subtotal operating assets	1,325	-	1,325
Accrued holiday leave	(600)	544	(56)
Long-service awards	-	(20)	(20)
Retirement indemnities	-	(498)	(498)
Provision for bonuses	-	(250)	(250)
Subtotal employee-related liabilities	(600)	(224)	(824)
Conditional advance	(2,745)	-	(2,745)
Cash and cash equivalents	2,745	-	2,745
Deferred tax assets/liabilities	-	75	75
TOTAL	**742**	**(149)**	**592**

NOTE 4 NOTES TO THE FINANCIAL STATEMENTS

4.1 Segment analysis

Breakdown by business segment:

	Industrial Projects and Services		Smart Safety Systems		Protection in Nuclear Environments		Structure		Disposals		Consolidated	
(in thousands of euros)	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Revenue	80,377	76,303	93,210	98,817	40,878	33,536	2,525	2,230	(2,473)	(2,466)	214,517	208,419
Current operating income	5,458	3,400	6,478	3,411	5,227	3,286	(328)	11	-	-	16,835	10,108
Operating income	4,736	2,657	6,616	(6,666)	5,197	3,251	(478)	(358)	-	-	16,072	(1,117)

The core business revenue indicated includes revenue made with other businesses.

(in thousands of euros)	Industrial Projects and Services 2013	Industrial Projects and Services 2012	Smart Safety Systems 2013	Smart Safety Systems 2012	Protection in Nuclear Environments 2013	Protection in Nuclear Environments 2012	Structure* 2013	Structure* 2012	Disposals 2013	Disposals 2012	Consolidated 2013	Consolidated 2012
Intangible assets	10,726	5,766	32,751	34,060	8,306	8,024	5	5	-	-	51,788	47,854
Other segment assets (1)	38,992	40,292	85,761	91,703	36,370	31,203	2,813	15,412	(1,102)	(14,185)	162,834	164,425
Unallocated assets	-	-	-	-	-	-	-	-	-	-	49,600	64,267
TOTAL CONSOLIDATED ASSETS	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**264,222**	**276,546**
Segment liabilities (2)	29,302	27,718	52,805	62,143	24,786	27,497	1,904	2,426	(1,102)	(872)	107,696	118,912
Unallocated liabilities	-	-	-	-	-	-	-	-	-	-	82,416	88,555
TOTAL CONSOLIDATED LIABILITIES (3)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**190,112**	**207,467**
Investments	1,335	960	2,474	2,862	1,280	2,253	28	188	-	-	5,118	6,263
Depreciation and amortisation	1,287	943	5,106	4,427	957	845	62	33	-	-	7,413	6,248
Net expenses without cash consideration other than depreciation and amortisation (4)	(73)	(773)	(1,109)	568	(221)	(200)	(60)	-	-	-	(1,464)	(405)

For 2012, segment assets consist primarily of debt related to bonds issued by ECA SA in the amount of €13.3 million.

(1) *Segment assets refer to current assets used in operating activities (inventories, receivables, advances to suppliers, other overheads), tangible assets.*

(2) *Segment liabilities refer to supplier and other operating liabilities, accrued liabilities, customer advances, warranty provisions and costs related to goods and services sold.*

(3) *Total liabilities less shareholders' equity and non-controlling interests.*

(4) *Allowances for (+) and reversals of (-) provisions for impairment and for risks and charges, net of provisions for retirement benefits.*

Analysis of revenue by geographical area

2013 Financial Year

(in thousands of euros)	France	%	Europe	%	Other	%	Total	%
Industrial Projects and Services	57,777	43%	12,823	41%	9,776	19%	80,376	37%
Smart Safety Systems	57,735	43%	14,675	47%	20,799	41%	93,210	44%
Protection in Nuclear Environments	17,563	13%	3,425	11%	19,890	39%	40,878	19%
Structure and disposals	72	(0%)	-	-	-	-	72	(0%)
TOTAL	**133,148**	**100%**	**30,923**	**100%**	**50,466**	**100%**	**214,537**	**100%**
%	62%		14%		24%		100%	

2012 Financial Year

(in thousands of euros)	France	%	Europe	%	Other	%	Total	%
Industrial Projects and Services	59,679	44%	2,899	14%	13,724	26%	76,303	37%
Smart Safety Systems	60,453	45%	12,262	58%	26,102	50%	98,817	47%
Protection in Nuclear Environments	15,303	11%	5,957	28%	12,277	24%	33,536	16%
Structure and disposals	(236)	(0%)	-	-	-	-	(236)	(0%)
TOTAL	**135,199**	**100%**	**21,118**	**100%**	**52,103**	**100%**	**208,419**	**100%**
%	65%		10%		25%		100%	

4.2 Allowances for/reversals of depreciation, amortisation and provisions

(in thousands of euros)	2013	2012*
DEPRECIATION, AMORTISATION AND PROVISIONS		
intangible assets	(3,941)	(3,303)
property, plant and equipment	(2,040)	(1,863)
capital leases	(297)	(272)
SUBTOTAL	**(6,277)**	**(5,438)**
CHARGES TO PROVISIONS, NET OF REVERSALS		
inventory and work in process	(435)	(747)
current assets	(503)	372
risks and charges	754	(492)
SUBTOTAL	**(184)**	**(867)**
TOTAL DEPRECIATION, AMORTISATION AND PROVISIONS (NET OF REVERSALS)	**(6,461)**	**(6,305)**

4.3 Non-recurring items in operating income

(in thousands of euros)	2013	2012
Restructuring costs	(1,749)	(1,666)
Acquisition costs	-	(307)
Amortisation of intangible assets recognised at fair value during the acquisitions	(688)	(693)
ECA/BAé dispute [1]	2,343	(6,200)
Unusual provisions for impairment of asset values [2]	(524)	(2,414)
Deconsolidation of ECA AML and OD ECA	(147)	-
Other	-	54
TOTAL	**(764)**	**11,224**

(1) Reporting of a provision for risk in 2012, a continuation of this provision in 2013, net of the final expenses incurred for litigation.
(2) These provisions relate mainly to impairments of intangible assets (totalling €1,735 thousand in 2012 and €295 thousand in 2013).

4.4 Financial income and expense

(in thousands of euros)	2013	2012
Interest expense	(2,244)	(1,301)
Income from other securities	177	113
Net income on sales of marketable securities	378	112
COST OF NET DEBT	(1,689)	(1,076)
Other interest income	(196)	127
Net exchange gain or loss	(270)	(193)
Financial allowances net of reversals	(20)	(11)
TOTAL FINANCIAL INCOME AND EXPENSE	**(2,176)**	**(1,153)**

4.5 Earnings per share

	2013	2012
Weighted average number of shares	12,715,223	12,714,924
Dividend per share paid during the year *(in euros)*	ND	0.32
EARNINGS PER SHARE *(in euros)*	**0.518**	**(0.052)**
EARNINGS PER SHARE FROM ONGOING ACTIVITIES *(in euros)*	**0.518**	**(0.169)**
Dilutive potential ordinary shares	-	49,000
Diluted weighted average number of shares	12,715,223	12,763,924
DILUTED EARNINGS PER SHARE *(in euros)*	**0.518**	**(0.052)**
DILUTED EARNINGS PER SHARE FROM ONGOING ACTIVITIES *(in euros)*	**0.518**	**(0.169)**

4.6 Notes to the cash flow statement

CALCULATION OF CASH FLOW

NET INCOME FROM CONTINUING OPERATIONS	**9,117**
Allowances for/reversals of depreciation, amortisation and provisions	925
Cancellation of capital gains and losses on treasury shares	(230)
Other	186
Calculated expense related to stock options and similar items	220
Income of equity-accounted companies	2,146
Capital gains and losses on disposals	(149)
CASH FLOW FROM OPERATING ACTIVITIES (BEFORE ELIMINATION OF NET BORROWING COSTS AND TAXES)	**12,215**

CALCULATION OF NET CASH ON ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

(in thousands of euros)	PRODWAYS	ECA AML*	ECA FAROS	OD ECA*	COMMERCY ROBOTIQUE	Total
Payments	(4,950)	-	(236)	-	(742)	(5,928)
Cash and cash equivalents	198	(56)	-	(129)	2,745	2,759
TOTAL	**(4,752)**	**(56)**	**(236)**	**(129)**	**2,003**	**(3,169)**

* *Deconsolidation of ECA AML and OD ECA cash, without disposal.*

CALCULATION OF WORKING CAPITAL REQUIREMENT

(in thousands of euros)	Note	Start of period[1]	Changes in scope	Change over the year	Other changes [2]	Currency translation adjustments	Closing
Net inventories		20,995	2,698	(137)	(782)	(41)	22,733
Net receivables		110,477	155	(74)	(118)	(48)	110,392
Advances and down-payments		3,159	-	(1,964)	-	-	1,196
Social and tax receivables		11,398	181	2,602	-	(7)	14,173
Current accounts		187	-	(336)	-	-	35
Other receivables		3,901	-	(605)	-	-	3,296
Prepaid expenses		1,467	(2)	124	-	(1)	1,587
SUBTOTAL	[1]	**151,585**	**3,032**	**(390)**	**(716)**	**(98)**	**153,412**
Trade payables [1]		38,259	57	(3,303)	(8)	(14)	34,991
Tax and social security liabilities		28,853	528	355	(90)	(9)	29,639
Advances and down-payments		37,141	1,162	(1,492)	-	-	36,811
Accrued interest		201	-	(26)	-	-	175
Other payables and derivative instruments		5,011	2,738	360	(14)	(83)	8,012
Current accounts		11	306	(289)	180	-	208
Deferred income		16,754	-	2,462	-	(5)	19,210
SUBTOTAL	[2]	**126,229**	**4,791**	**(1,933)**	**69**	**(109)**	**129,046**
WORKING CAPITAL REQUIREMENT	[1] - [2]	**25,355**	**(1,759)**	**1,543**	**(784)**	**11**	**24,366**

(1) *Start of period of the "Inventories", "Trade accounts receivable" and "Social security liabilities" The 2011 column has been restated (see Note 2.1).*
(2) *The column "Other changes" contains financial inflows that did not affect income from continuing operations or generate cash flows, including a re-categorisation between inventories and Intangible assets of €782 thousand.*

4.7 Property, plant and equipment and investment property

(in thousands of euros)	Land and buildings	Fixtures and equipment	Land and buildings held under finance leases	Equipment held under finance leases	Property, plant and equipment under construction	Advances and down-payments	Investment property	Total
Gross value								
On 1 January 2013	**10,557**	**16,706**	**7,619**	**238**	**114**	**7**	**298**	**35,538**
Acquisitions	74	1,554	-	-	306	15	-	**1,949**
Changes in scope	-	451	-	-	-	-	-	**451**
Departures	(41)	(257)	-	-	-	(7)	-	**(304)**
Other changes	-	789	-	-	(91)	-	-	**698**
Impact of changes in exchange rates	(2)	(19)	-	-	(1)	-	-	**(21)**
On 31 December 2013	**10,589**	**19,225**	**7,619**	**238**	**328**	**15**	**298**	**38,311**
Depreciation and amortisation, and impairment								
On 1 January 2013	**4,511**	**11,873**	**3,119**	**23**	**-**	-	**-**	**19,524**
Depreciation and amortisation	455	1,586	249	48	-	-	-	**2,338**
Changes in scope	-	315	-	-	-	-	-	**315**
Impairment losses	-	-	-	-	-	-	-	**-**
Departures	(41)	(223)	-	-	-	-	-	**(263)**
Other changes	(39)	753	-	-	-	-	-	**714**
Impact of changes in exchange rates	(2)	(14)	-	-	-	-	-	**(15)**
On 31 December 2013	**4,884**	**14,290**	**3,368**	**71**	**-**	**-**	**-**	**22,613**
Net value								
On 1 January 2013	**6,047**	**4,833**	**4,500**	**215**	**114**	**7**	**298**	**16,013**
On 31 December 2013	**5,705**	**4,935**	**4,251**	**167**	**328**	**15**	**298**	**15,697**

4.8 Intangible assets

(in thousands of euros)	Goodwill	Development projects	Other intangible assets	Property, plant and equipment under construction	Total
Gross value					
On 1 January 2013	**21,479**	**38,716**	**7,840**	**1,715**	**69,750**
Acquisitions	-	2,687	483	-	3,170
Changes in scope	4,977	57	(1)	-	5,033
Departures	-	(508)	(39)	-	(546)
Other changes	-	702	1,752	(1,715)	740
Impact of changes in exchange rates	-	(35)	(5)	-	(40)
On 31 December 2013	**26,456**	**41,619**	**10,031**	**-**	**78,106**
Depreciation and amortisation, and impairment					
On 1 January 2013	-	**15,915**	**5,980**	**-**	21,895
Depreciation and amortisation	-	3,865	819	-	4,684
Changes in scope	-	-	(1)	-	(1)
Impairment losses	-	339	-	-	339
Departures	-	(508)	(6)	-	(513)
Other changes	-	(96)	38	-	(58)
Impact of changes in exchange rates	-	(22)	(6)	-	(28)
On 31 December 2013	**-**	**19,494**	**6,825**	**-**	**26,318**
Net value					
On 1 January 2013	**21,479**	**22,801**	**1,860**	**1,715**	**47,854**
On 31 December 2013	**26,456**	**22,126**	**3,207**	**-**	**51,789**

On 31 December 2013, carrying out impairment tests on all intangible assets led to the recognition of impairment losses on development projects for a total amount of €339 thousand. These impairments are non-recurring items in operating income. No impairment of goodwill was observed.

The recoverable value of a CGU is determined using the discounted future cash flows. The discount rate used is the weighted average cost of capital (WACC), calculated using the 10-year OAT (risk-free rate 2.40%) rate, a market risk premium and ßeta calculated based on the share price of the company (ECA or GROUPE GORGÉ) and the performance of the CAC 40 index. Flows after taxes are projected conservatively over the forecast period of the relevant activity (five years) and may include a terminal value with a growth assumption (0 to 2% maximum, depending on the CGU). The discount rates used in 2013 are 7.1% to 7.2%, depending on the CGU. The tests made include a measurement of the sensitivity of assumptions (Discount rate of +/- 1 point and growth rate to infinity of +/- 1 point).

Management does not believe that any reasonably possible change in the key assumptions used to calculate the recoverable value might lead to the carrying amount of a CGU being considerably higher than its recoverable value.

Goodwill is distributed as follows:

- Smart Safety Systems: 46%;
- Industrial Projects and Services: 37%;
- Protection in Nuclear Environments: 17%.

Development projects and other intangible asset line items are as follows:

Net values *(in thousands of euros)*	Industrial Projects and Services	Protection in Nuclear Environments	Smart Safety Systems	Total
Special doors for EPR	-	2,514	-	2,514
AUV programme	-	-	7,353	7,353
Mine Killer programme	-	-	2,219	2,219
Flight simulation [(1)]	-	-	2,988	2,988
Naval systems (2)	-	-	2,307	2,307
Naval simulation	-	-	539	539
Imaging [(3)]	-	-	1,422	1,422
Other	633	1,207	944	2,784
DEVELOPMENT PROJECTS SUB-TOTAL	**633**	**3,721**	**17,772**	**22,126**
EPR contract for neutron doors	-	-	-	-
ECA SINTERS customer relations [(4)]	-	-	833	833
Other [(5)]	308	36	2,030	2,374
TOTAL INTANGIBLE ASSETS	**941**	**3,756**	**20,635**	**25,332**

(1) *Including revaluation of assets at fair value through acquisitions, €666K.*
(2) *Including revaluation of assets at fair value through acquisitions, €750K.*
(3) *Including revaluation of assets at fair value through acquisitions, €1,200K.*
(4) *Including revaluation of assets at fair value through acquisitions, €833K.*
(5) *Including costs and purchases of licences for ECA's new ERP for €1,578K (direct costs).*

4.9 Capital assets

Equity investments in associates

This item concerns 1ROBOTICS, in which ECA has a 29.89% holding (with an 81% interest) and REDHALL GROUP, with a 19.46% holding.

Movements during the year are as follows:

(in thousands of euros)	Start of period	In	Income	Foreign exchange gains and losses	Closing
1ROBOTICS	6	-	(3)	-	3
REDHALL GROUP	6,561	-	(2,143)	102	4,520
TOTAL	**6,566**	**-**	**(2,146)**	**102**	**4,523**

REDHALL GROUP has been accounted for using the equity method since end-2012. REDHALL GROUP, which is listed on the AIM market in London, prepares its annual financial statements to 30 September. GROUPE GORGÉ's share of income (under the equity method) is determined on the basis of REDHALL's annual results, with a lag of three months.

The valuation of the REDHALL GROUP securities according to the stock market price amounts to 4.0 million euros (stock market price of 31 December 2013). No provision has been funded because the Group does not feel that REDHALL GROUP's share price reflects its real value or the value in use of the investment for GROUPE GORGÉ.

Other non-current financial assets

Net values *(in thousands of euros)*	2013	2012
Loans	164	72
Deposits and guarantees	1,049	1,040
Other long-term investments	289	289
TOTAL OTHER NON-CURRENT ASSETS	**1,502**	**1,402**

4.10 Inventory and work in process

Movements in inventories in the consolidated balance sheet are as follows:

	2013			2012		
(in thousands of euros)	Gross values	Impairment losses	Net values	Gross values	Impairment losses	Net values
Raw materials	18,431	(5,454)	12,977	14,519	(4,261)	10,259
Work in progress	7,392	(1)	7,391	6,302	(7)	6,295
Semi-finished and finished goods	1,990	(341)	1,650	5,189	(1,272)	3,917
Goods	766	(51)	715	525	-	525
TOTAL INVENTORY AND WORK IN PROGRESS	**28,580**	**(5,847)**	**22,733**	**26,535**	**(5,539)**	**20,995**

Over the period, impairment net of reversals recognised in the income statement was €663 thousand, including €228 thousand reclassified as non-recurring items in operating income.

4.11 Trade receivables

(in thousands of euros)	2013	2012
Trade receivables	54,559	56,461
Invoices to be drawn up	58,762	56,852
CUSTOMERS, GROSS VALUES	**113,321**	**113,313**
Impairment losses	(2,929)	(2,957)
TOTAL CUSTOMERS	**110,392**	**110,356**

The risk of customer default is the main credit risk to which the Group is exposed. The Group has implemented a policy of monitoring its credit risk at all of its subsidiaries.

Overdue trade receivables for which there is no provision were €17.0 million, including €9.2 million for the Smart Safety Systems business, and break down as follows:

Overdue	0 to 30 days	30 to 60 days	Over 60 days	Total
Overdue receivables for which there is no provision	8,517	3,627	4,869	17,013

Of all these accounts, approximately €8.6 million was paid on 15 March 2013. The Group is not aware of additional difficulties which might justify a provision.

4.12 Other current and non-current assets

	2013			2012
(in thousands of euros)	Gross values	Impairment losses	Net values	Net values
Current accounts receivable	11,888	(11,880)	8	7
TOTAL OTHER NON-CURRENT RECEIVABLES	**11,888**	**(11,880)**	**8**	**7**
Advances and down-payments made	1,196	-	1,196	3,159
Other receivables (1)	3,941	(645)	3,296	3,901
Social and tax receivables	6,628	-	6,628	5,778
Current accounts receivable	27	-	27	180
Prepaid expenses	1,587	-	1,587	1,467
TOTAL OTHER CURRENT RECEIVABLES	**13,380**	**(645)**	**12,734**	**14,486**

(1) Including outstanding subsidies receivable of €653,000.

4.13 Other current and non-current liabilities

(in thousands of euros)	2013	2012*
Suppliers	34,991	38,259
Fixed asset suppliers	139	243
TOTAL TRADE PAYABLES	**35,130**	**38,503**
Advances and down-payments received	36,811	37,141
Social security liabilities	15,397	14,345
Tax liabilities	13,964	13,950
Current accounts payable	208	3
Miscellaneous debts	3,449	2,590
Deferred income	19,210	16,754
TOTAL OTHER CURRENT LIABILITIES	**89,040**	**84,783**
Conditional advances	3,452	1,157
TOTAL OTHER NON-CURRENT LIABILITIES	**3,452**	**1,157**
TAX PAYABLE	**278**	**558**

* *The 2012 column has been restated (see Note 2.1).*

Trade payables are paid on their normal due dates, provided the services from the suppliers are fully completed and in the absence of litigation.

Deferred income consists of €4.6 million in research tax credits or grants funding non-current assets not yet amortised.

4.14 Cash and cash equivalents

(in thousands of euros)	2013	2012
Marketable securities	11,026	31,200
Cash and cash equivalents	21,756	18,367
GROSS CASH (a)	**32,782**	**49,567**
Bank overdrafts (b)	1,475	1,843
CASH (C) = (a) - (b)	**31,307**	**47,724**
Financial debt (d)	45,797	59,141
NET CASH (NET DEBT) (c) - (d)	**(14,490)**	**(11,417)**
ECA treasury shares	1,250	1,380
GROUPE GORGÉ treasury shares	87	96
NET CASH (DEBT) RESTATED	**(13,153)**	**(9,941)**

4.15 Borrowings and financial debt

CHANGES IN BORROWINGS AND FINANCIAL DEBT

	Start of period	Changes in scope	Increase	Decrease	Other changes	Closing
Finance lease liabilities	5,830	-	-	(677)	-	5,153
Convertible bonds	183	-	-	-	(5)	179
Other bonds	15,253	-	-	-	83	15,336
Bank borrowings	36,838	145	5,163	(18,125)	101	24,122
Other borrowings	1,036	-	106	(136)	-	1,007
Bank overdrafts	1,843	-	1,475	(1,843)	-	1,475
TOTAL FINANCIAL DEBT	**60,984**	**145**	**6,744**	**(20,782)**	**180**	**47,271**

SCHEDULE OF BORROWINGS AND FINANCIAL DEBT

(in thousands of euros)	31/12/2013	< 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years
Restatement of finance leases	5,153	707	737	769	775	786	1,379
Convertible bonds	179	-	-	-	-	179	-
Other bonds	15,336	-	-	-	100	14,144	1,092
Bank borrowings	24,122	2,902	3,523	2,868	11,912	1,843	1,075
Other borrowings	1,007	333	78	336	28	28	204
Bank overdrafts	1,475	1,475	-	-	-	-	-
TOTAL FINANCIAL DEBT	**47,271**	**5,416**	**4,338**	**3,973**	**12,816**	**16,980**	**3,749**

The costs attributable to the implementation of loans are amortised over the term of the debt (amortised cost method) based on their true interest rate.

The main movements in 2013 involved:

- ECA's repayment of a €9.5 million loan in January 2013;
- the restructuring in June 2013 of a €7 million facility due for bullet repayment in October 2013: €2 million was repaid in July 2013 with payment of the remaining €5 million staggered over 5 years.

"Other borrowings" include repayable advances received by the Group in respect of research and development in particular. These advances cannot be repaid, or only repaid partially according to the success of the operations on the basis of which they were granted.

4.16 Financial risk management

Liquidity risk

Cash is provided at GROUPE GORGÉ's main subsidiaries. ECA subsidiaries are related to ECA SA by cash pooling agreements. Other subsidiaries of GROUPE GORGÉ SA (excluding ECA SA) have signed cash pooling agreements with their parent company. Bank financing negotiations are coordinated at ECA SA (Smart Safety Systems) and at GROUPE GORGÉ (rest of the Group).

On 31 December, the Group's net cash amounted to €31.3 million (€32.8 million in cash, minus €1.5 million in bank overdrafts).

The Group has the funding it needs and there are no loans essential to its activity being negotiated. The Group has no bank financing that depends on the Group's rating and no significant concentration of credit risk.

The arrangements for repaying the principal loans are as follows:

Borrowing	Rate	Amount	Outstanding capital	Maturity
SOGEBAIL (leasing)	TEC10 + 0.55	€6,319,675	€3,356,843	48 quarterly instalments from June 2007
SG Leasing S.p.a. (leasing)	1.62% reviewable fixed-rate	€2,250,000	€1,626,055	179 monthly payments starting in 2007
LCL	E3M +1.2	€4,200,000	€1,400,000	5 instalments from January 2011
LCL	E3M +1.2	€1,400,000	€840,000	5 instalments from January 2012
LCL	E3M +1.2	€950,000	€950,000	5 instalments from January 2014
CIC	3.05%	€5,000,000	€4,533,484	20 quarterly instalments from September 2013
BNP PARIBAS	4.15%	€850,000	€765,310	144 monthly instalments from August 2012
OSEO-CDP	3.07%	€5,000,000	€5,000,000	20 quarterly instalments from October 2014
GIAC 2022 bond	E3M + 3.05%	€2,000,000	€2,000,000	20 quarterly instalments from October 2017
MICADO October 2018 bond	5.75%	€4,000,000	€4,000,000	*Bullet repayment October 2018*
FEDERIS December 2018 bond	5.40%	€10,000,000	€10,000,000	*Bullet repayment* December 2018
Schuldschein loan	E6M + 4.0	€10,000,000	€10,000,000	*Bullet repayment* December 2017

Covenants associated with other loans, all honoured, are:

- LCL loans:
  - called in immediately in the event of non-compliance with covenants, in particular financial covenants related to debt, to equity, to EBITDA and consolidated GROUPE GORGÉ cash flows;
- Schuldschein loan:
  - Called in immediately in the event of non-compliance with two covenants, covering GROUPE GORGÉ's net debt/EBITDA ratio and the net debt, which must be less than equity.

Interest rate risk

Generally, the Group's policy for managing interest rate risk is to examine on a case by case basis credit agreements concluded on the basis of a variable interest rate and to consider, with the help of its external financial advisors, whether it is opportune to use *ad hoc* financial instruments to hedge, where appropriate, identified rate risks. Liabilities and assets exposed to changes in interest rates are as follows, by maturity:

(in thousands of euros)	DD to 1 year	1 to 5 years	Beyond
Financial liabilities [(1)]	3,414	19,622	1,986
Financial assets [(2)]	-	164	-
Net position before hedging	3,414	19,458	1,986
Off-balance sheet	-	-	-
Net position after hedging	3,414	19,458	1,986

(1) *Excluding funds that do not bear interest and including bank overdrafts amounting to €1.5 million.*
(2) *Excludes marketable securities for €11.0 million.*

Overdrafts and short-term loans (financing of trading receivables) are concluded at variable rates and therefore expose the Group to fluctuations in interest rates.

GROUPE GORGÉ uses a hedging instrument, an interest rate swap, to hedge its exposure to fluctuations in interest rates from any of its variable rate borrowings (LCL).

Net debt exposed to interest rate fluctuations is approximately €13.8 million as at 31 December 2013. A rise or fall of 100 basis points (1%) of all rates would have an impact of about +/- €138 thousand on the Group's annual pre-tax financial expense, assuming strict stability of the debt.

Foreign exchange risk

Foreign currency transactions are concentrated in ECA (mainly sterling and US dollar). The share of revenue made in foreign currency by the Group's French companies remains limited, the Protection in Nuclear Environments division denominating all its export transactions in euros.

ECA has established a policy of monitoring foreign exchange risk by anticipating all the currency flows of the Group constituted by ECA and its subsidiaries (receipts and payments), measuring the Group's net exposure by maturity and, if necessary, using currency hedging if the net position with an identified deadline warrants it. This requires an assessment of the risk of currency changes, which is issued by the management of ECA advised by its banks. Due to the balanced nature of the currency flows in both directions, it was not considered necessary to use hedging in 2013. Financial debt in foreign currencies is marginal; only a few foreign subsidiaries having temporary bank overdrafts.

(in thousands of euros)	GBP	USD	Other
Assets	522	2,456	1,227
Liabilities	69	809	91
Net position before hedging	453	1,646	1,137
Off-balance sheet position	-	-	-
Net position after hedging	453	1,646	1,137

A uniform exchange rate with a rise or fall of 1 euro cent against the major currencies could have an impact of +/- €17 thousand on the net position, assuming a strict stability of assets and liabilities.

Market risk

Treasury shares are held by ECA (98,504 shares) and by GROUPE GORGÉ (4,037 shares). These shares were acquired under liquidity contracts or in order to deliver shares when exercising rights attached to securities giving access to capital through redemption, granting stock purchase options to employees, cancelling all or some of the shares thus redeemed, delivering securities in payment or exchange in the framework of external growth transactions, or regulating the share price on the stock market.

The carrying amount of treasury shares held outside provisions was €1.4 million, with the market value at 31 December 2013 of €1.34 million (including €0.09 million for treasury shares held by GROUPE GORGÉ and €1.25 million for those held by ECA).

A uniform change of 10% of share prices could have an impact on equity of €134 thousand compared with the position on 31 December 2013 (ECA and GROUPE GORGÉ shares).

The rest of the cash invested by the Group is in money market funds or deposits.

4.17 Financial instruments and derivatives

GROUPE GORGÉ uses a financial instrument, a rate "swap", to manage its exposure to fluctuations in interest rates for any of its variable rate borrowings.

A swap was concluded in October 2011, with a notional value of €4,760 thousand and a final maturity date of 31 January 2016. The value recorded as at 31 December is the negative fair value of the financial instrument.

SERES' minority shareholders have put options exercisable from 2017 or 2021. GROUPE GORGÉ has a call option exercisable from 2017. These options have been valued at fair value through equity. The valuation is equivalent to the estimated current value of the option to date, which is itself a multiple of the estimated income of the subsidiary over the period in question.

(in thousands of euros)	Start of period	In	2013 income	Equity effect	Other	Closing
Rate swaps	68	-	-	(39)	-	29
CURRENT TOTAL	**68**	**-**	**-**	**(39)**	**-**	**29**
SERES purchase option	1,081	-	-	-	-	1,081
NON-CURRENT TOTAL	**1,081**	**-**	**-**	**-**	**-**	**1,081**

4.18 Equity

As at 31 December 2013, the share capital of GROUPE GORGÉ SA was €12,731,843, consisting of 12,731,843 shares, each with a nominal value of €1, fully paid-up and of which 7,747,389 shares have double voting rights.

Changes in capital

	Cumulative number of shares	Amount of capital *(in euros)*
Capital on 31/12/2011	12,731,843	12,731,843
Capital on 31/12/2012	12,731,843	12,731,843
Capital on 31/12/2013	12,731,843	12,731,843

Purchases by the issuer of its treasury shares

Share purchases made in 2013 were under the authorisation granted by the Shareholders' Meetings of 6 June 2013 and 8 June 2012.

On 31 December 2013, GROUPE GORGÉ SA held 4,037 treasury shares under a liquidity contract. On 31 December 2012, it held 15,918 treasury shares. The purpose of these shares can be:

- transferring shares at the time of exercising the rights attached to securities that give access to the capital by reimbursement;
- granting share purchase options to employees;
- cancelling all or part of the shares thus repurchased;
- transferring securities as a means of payment or exchange for external growth operations;
- stabilising the share's market price.

4.19 Staff remuneration based on shares

Stock options and share subscription warrants	Option 10.92
Number of recipients	17
Support share	ECA
Original potential number of shares (distribution with conditions)	120,000
Potential number of shares effectively distributed	58,500
Number of options exercised/cancelled during the year	0/17,500
Number of options exercised/cancelled accumulated	0/79,000
Potential share balance	41,000
Date of establishment	December 2009
Start of the exercise period	April 2012
End of the exercise period	March 2015
Subscription price	€10.92
Potential value of the shares *(in thousands of euros)*	166

Free share allocation plans	GROUPE GORGÉ 2011 Shareholders' Meeting	ECA 2009 Shareholders' Meeting	NUCLÉACTION 2010 Shareholders' Meeting
Number of recipients	3	17	2
Support share	GROUPE GORGÉ	ECA	NUCLÉACTION
Potential number of shares	49,000	30,000	8,100
Final allocations in the year/cancellations	42,000/7,000	26,750/3,250	-
Potential share balance	-	-	-
Date of establishment	June 2011	December 2009	May 2010
Start of the acquisition period	June 2011	December 2009	May 2010
End of the acquisition period	June 2013	March 2012	June 2012
End of lock-up period	June 2015	March 2014	June 2014
Potential value of the shares *(in thousands of euros)*	-	-	134

The free share allocation plans set up by GROUPE GORGÉ, ECA and NUCLÉACTION concern the executive managers of these entities or of the ECA and NUCLÉACTION subsidiaries. Shares were allocated according to performance criteria over 2010, 2011 and 2012. The shares must be retained for 2 years following vesting.

4.20 Retirement and other post-employment benefits

The main parameters used for the year are as follows:

- departure at the employee's behest (voluntary departure);
- calculation of compensation under the collective agreement in force in each of the companies (metallurgy, Syntec, etc.);
- assumed retirement age 65;
- discount rate 3.17%;
- loading rate 50%;
- turnover: 10% up to 34, 7% 35-45, 2% 46-55, 0% thereafter;
- revaluation rate for basis of calculation 2.19%, including inflation;
- Insee mortality table 2009-2011.

The application of IAS 19 Revised resulted in a €0.39 million increase in the provision for retirement and other post-employment benefits at 1 January 2012 following the recognition of past service costs that were not recognised under IAS 19 prior to the revision.

Change in the obligation *(in thousands of euros)*	2013	2012
OPENING PROVISION	**4,732**	**3,334**
Adjustment transition IAS 19R: recognition of past service cost	334	387
ADJUSTED OPENING PROVISION	**5,066**	**3,721**
Cost of services provided for the period	461	268
Interest on discounting	119	133
Cost of services provided	17	-
Acquisition/Disposal	498	4
Actuarial losses and (gains) generated on the obligation	(850)	1,086
Benefits paid	(90)	(148)
CLOSING PROVISION	**5,221**	**5,066**

With respect to retirement and other post-employment benefits, a 0.5 point increase in the discount rate would reduce the amount of the obligation by circa €334 thousand. An equivalent reduction would increase the obligation by €365 thousand.

4.21 Other provisions for risks and charges

Provisions *(in thousands of euros)*	Litigation	Customer warranties	Termination losses	Fines and Penalties	Others	Total
On 1 January 2013	**7,879**	**693**	**1,081**	**892**	**2,940**	**13,485**
Appropriations	301	101	769	289	1,590	3,050
Provisions used	(6,503)	(179)	(805)	(798)	(1,588)	(9,872)
Reversals	-	-	-	-	(135)	(135)
Impact on income for the period	**(6,202)**	**(78)**	**(36)**	**(509)**	**(133)**	**(6,957)**
Changes in scope	-	-	-	-	-	-
Other changes	-	-	-	140	(135)	5
Impact of changes in exchange rates	-	-	-	-	-	-
On 31 December 2013	**1,677**	**615**	**1,045**	**524**	**2,673**	**6,533**

4.22 Commitments and contingent liabilities

Off-balance sheet commitments related to ordinary activities

(in millions of euros)	2013	2012
Advance payment guarantees	26.8	22.6
Endorsements, security deposits and guarantees given	14.5	15.5
Other commitments given	3.4	9.4
TOTAL	**44.7**	**47.5**

Complex items

In 2005, GROUPE GORGÉ had granted AD Industrie an assets and liabilities guarantee in connection with the sale of the company MS Composites. A dispute was ongoing since 2007 concerning compensation under this guarantee (see Note 5.2 “Exceptional events and disputes”). A settlement was agreed in 2013, releasing GROUPE GORGÉ from all further liability.

The sale of RECIF TECHNOLOGIES to PÉLICAN VENTURE in December 2009 was subject to a clawback clause and an earnout clause in favour of GROUPE GORGÉ. These clauses expired on 31 December 2013.

In 2011, GROUPE GORGÉ granted INGENOX an assets and liabilities guarantee in connection with the sale of FAURE QEI. This guarantee is capped at €0.15 million and remains partly in force until 1 March 2015. A sum of under €10 thousand was paid in 2013 under this guarantee.

GROUPE GORGÉ, which owns 51% of the capital of AI GROUP, has a mutual commitment with the other shareholders under a “buy or sell” clause. The “buy or sell” clause can be exercised during three one-month windows in 2015, 2017 and 2019.

GROUPE GORGÉ benefits from an assets and liabilities guarantee granted by the selling shareholders of SERES TECHNOLOGIES, 60% of which was acquired in May 2012, which is capped at €0.3 million and will expire in June 2015.

GROUPE GORGÉ benefits from an assets and liabilities guarantee granted by Hollandia, former shareholder of VAN DAM, which was acquired on 31 December 2012. This guarantee, capped at €1.5 million for six months, and then at €1 million, expired on 31 December 2013.

Other contractual obligations

		Payments due per period		
Contractual obligations *(in thousands of euros)*	**Total**	**Under 1 year**	**from 1 to 5 years**	**Over five years**
Long-term debt	40.6	3.2	35.0	2.4
Finance lease obligations	5.2	0.7	3.1	1.4
Irrevocable purchase obligations	-	-	-	-
Other long-term obligations	-	-	-	-
TOTAL	**45.8**	**3.9**	**38.1**	**3.8**

Commitments received

(in millions of euros)	2013	2012
Cross-guarantees on contracts	8.4	24.1
Other commitments received	-	-

Pledges, guarantees and sureties

Pledges of the issuer's shares

To the company's knowledge, the pledges of GROUPE GORGÉ shares outstanding at the balance sheet date are as follows. These pledges were issued in favour of financial institutions holding claims on PÉLICAN VENTURE.

Pledge start date	Pledge expiry date	Number of shares pledged
02/2008	02/2017	291,667
02/2009	02/2014	103,000
05/2010	06/2014	370,942
03/2011	04/2014	177,969

Pledges of the issuer's assets

Equity securities of companies included in the scope of consolidation are pledged to financial institutions as collateral for loans:

Equity securities	Pledge start date	Pledge expiry date	Number of shares pledged	% capital pledged	Debt initially guaranteed	Outstanding capital
ECA	06/2013	06/2018	769,231	9.08%	€5,000K	€4,534K
SERES TECHNOLOGIES	05/2012	05/2018	480	60%	€950K	€950K

There is no other collateral, guarantee or security at the end of the 2013 financial year.

4.23 Corporation tax and deferred tax

Two tax consolidations were carried out within GROUPE GORGÉ: one for GROUPE GORGÉ and one for ECA SA with, for both companies, all the French companies for which the prescribed conditions are met.

RECONCILIATION OF THEORETICAL AND ACTUAL TAX EXPENSE

NET INCOME FROM CONTINUING OPERATIONS	**9,117**
Tax income/(expense)	(2,633)
Earnings of equity-accounted companies	(2,146)
Earnings before tax	13,896
Tax rate	33.33%
THEORETICAL TAX CHARGE	**(4.631)**
Reconciliation items	
Uncapitalised tax losses incurred for the period	(526)
Use of uncapitalised tax losses	1,490
Re-assessment of deferred tax assets	552
Differential rates France/Foreign countries and reduced rates	32
CVAE	(1,406)
Tax impact associated with the accounting classification of the value added contribution (CVAE) and tax credits/or tax savings on the CVAE and the theoretical re-statement/cancellation on tax credit	1,702
Other permanent differences	155
ACTUAL NET TAX INCOME (EXPENSE)	**(2,633)**
EFFECTIVE TAX RATE	**18.95%**

The tax rate used is 33.33% and matches the parent company's current rate.

BREAKDOWN OF TAX EXPENSE

(in thousands of euros)	2013	2012
Deferred tax liabilities	630	4,729
Taxes payable	(3,263)	(1,802)
TAX EXPENSE	**(2,633)**	**2,927**

Tax expense does not include the research tax credits, classified as other income (see Note 2.4), however it does include CVAE in the amount of €1,406 thousand in 2013 and €1,421 thousand in 2012.

UNDERLYING TAX POSITION

Bases (in millions of euros)	2013	2012
Ordinary deficits	8.5	13.2
TOTAL	**8.5**	**13.2**

Shown here are only the ordinary deficits carried forward not activated in the financial statements.

BREAKDOWN OF DEFERRED TAXES BY TYPE

(in thousands of euros)	2013	2012
Differences over time		
Retirement and related benefits	1,338	1,642
Development costs	(6,394)	(6,638)
Grants	84	95
Finance leases	290	431
Derivative financial instruments	(228)	(261)
Fair value – IFRS 3	1,033	506
Other	440	(262)
SUB-TOTAL	**(3,437)**	**(4,488)**
Temporary differences and other restatements	1,332	1,811
Deficits carried forward	4,518	4,579
CVAE	(134)	(158)
TOTAL	**2,278**	**1,744**
DEFERRED TAX LIABILITIES	**(2,077)**	**(1,782)**
DEFERRED TAX ASSETS	**4,355**	**3,525**

Deficits carried forward are capitalised due to opportunities for rapid posting of these deficits. Some deferred tax assets resulting from these capitalisations can be charged to tax liabilities because of the net deferred tax liability position of the companies concerned.

TAX RECEIVABLES AND PAYABLE

(in thousands of euros)	2013	2012
Tax receivables	7,545	5,619
Tax payable	(278)	(558)
NET TAX RECEIVABLE/(DUE)	**7,267**	**5,061**

Tax receivables consist mainly of research tax credits.

4.24 Related parties

Related-party transactions

Related parties are persons (directors, managers of GROUPE GORGÉ or of its principal subsidiaries) or companies owned or managed by such persons (except for subsidiaries of GROUPE GORGÉ). The following transactions with related parties conducted during the year have been identified in the GROUPE GORGÉ financial statements:

(in thousands of euros)	PÉLICAN VENTURE	FONDELIA	SOPROMEC
2013 INCOME STATEMENT			
Revenue	425	-	-
Other income	-	8	32
Purchases and external charges	(292)	-	-
Financial income	-	-	-
Income from discontinued operations	-	-	-
2013 BALANCE SHEET			
Trade accounts receivable	363	-	-
Debtors	-	-	-
Suppliers	189	-	-
Creditors	-	-	-
Deposits and guarantees received	14	2	8

PÉLICAN VENTURE is a holding company, and the main shareholder of GROUPE GORGÉ. Its Chairman is Mr Jean-Pierre GORGÉ. SOPROMEC is a subsidiary of PÉLICAN VENTURE. FONDELIA is a subsidiary of SOPROMEC.

Management remuneration

The members of the Board of Directors of GROUPE GORGÉ received director’s fees for a total amount of €60,000.

The executive corporate officers did not receive any other remuneration from GROUPE GORGÉ for the 2013 financial year. They are paid by the company PÉLICAN VENTURE which is linked to GROUPE GORGÉ by a services provision agreement. PÉLICAN VENTURE paid them a total gross remuneration of €156,667 and €8,651 in benefits in kind, part of which corresponds to the provision of services to GROUPE GORGÉ.

4.25 Assets held for sale, discontinued business

In 2013, the GROUPE GORGÉ did not register any accounting entries for any income associated with discontinued operations.

Effect on the financial statements

The income statement and the cash flow table from discontinued operations are presented as shown below:

(in thousands of euros)	2013	2012
Revenue	-	-
Current operating income	-	-
Operating income	-	(1,497)
Income from continuing operations before tax	-	(1,497)
Tax	-	-
Net income	-	(1,497)
Income from disposals	-	-
NET OPERATING INCOME	**-**	**(1,497)**
of which Group share	-	*(1,497)*
of which non-controlling interests	-	-

(in thousands of euros)	2013	2012
Net cash flow related to operating activities	-	(2,117)
Net cash flow related to investing activities	-	-
Net cash flow related to financing activities	-	-
NET CASH FLOW	**-**	**(2,117)**

NOTE 5 OTHER NOTES

5.1 Workforce

	31/12/2013	31/12/2012
Total workforce	1,286	1,290

As at 31 December 2013, approximately 80 people are based abroad.

5.2 Exceptional events and disputes

The Group is involved in various legal proceedings. After reviewing each case and seeking counsel, the provisions considered necessary have, as applicable, been recorded in the financial statements.

There was a lawsuit between AD Industrie and GROUPE GORGÉ in respect of the assets and liabilities guarantee which was granted in 2005 when GROUPE GORGÉ sold MS Composites. A settlement was agreed and GROUPE GORGÉ paid €175,000 to AD Industrie.

The LASER 89 company sued GROUPE GORGÉ SA in September 2011 to seek to extend the court-supervised liquidation proceedings of Laser Technologies against GROUPE GORGÉ SA. Laser Technologies was a subsidiary of GROUPE GORGÉ SA which had ceased operations for more than eight years. It had been involved in litigation with LASER 89 resulting in a €0.8 million sentence in favour of LASER 89. All of LASER 89's claims were dismissed in October 2012 but the company appealed this decision. In 2013, LASER 89 lost its appeal.

ECA EN and ECA are involved in a dispute with ENT, a former shareholder of ECA EN. In parallel with this dispute, ENT blocked payment on claims that are not directly related. ECA EN considered ENT's demands to be completely unfounded and did not record any provisions for the dispute itself or for claims that are not directly related. In October 2012, the court of first instance ruled in ECA EN's favour. ENT nevertheless appealed this decision.

The lawsuit between ECA and BAé regarding a patent was settled in December 2013. Compensation of €3.8 million was paid to BAé, with ECA reversing a €6.2 million provision.

In 2010, the lessor of ECA EN in Saint-Herblain was ordered to remove asbestos from the premises rented by ECA EN, subject to penalty. Since depollution work had not been carried out within the given time frame, the executing judge ordered the liquidation of a portion of the penalty amounting to €3 million on 11 March 2013 and fixed a new penalty in the event of non-execution of the depollution work, still to be carried out. The lessor appealed this decision and requested as an interim measure a 24-month deferral of the penalty payment, and furthermore in July 2013 declared a suspension of payments.

5.3 Subsequent events

On 4 March 2014, the GROUPE GORGÉ, in collaboration with KEPLER CHEVREUX, implemented an optional equity line of credit, *via* a delegation of the General Meeting of 8 June 2012. This solution facilitated an increase in share capital by means of successive draws at the request of the GROUPE GORGÉ. The line has a limit of 635,000 shares or 4.88% of the capital share and is limited to 24 months. Two draws amounting to 150,000 shares took place in March 2014.

No other major event took place between 31 December 2013 and the date of the meeting of the Board of Directors which approved the consolidated financial statements.

20.3.2 INDIVIDUAL FINANCIAL STATEMENTS OF GROUPE GORGÉ SA AT 31 DECEMBER 2013

Assets

(in thousands of euros)	2013 Gross	2013 Depreciation, amortisation & provisions	2013 Net	2012
Intangible assets	19	14	5	5
Property, plant and equipment	312	116	196	205
Equity securities	58,749	6,385	52,364	25,555
Other long-term investments	1,400	1,034	366	13,678
FIXED ASSETS	**60,480**	**7,550**	**52,930**	**39,443**
Advances and down-payments made	-	-	-	8
Trade receivables	935	-	935	732
Other trade receivables	12,201	5,500	6,701	14,295
Treasury shares	77	-	77	104
Cash and cash equivalents	14,391	-	14,391	23,046
CURRENT ASSETS	**27,604**	**5,500**	**22,104**	**38,186**
Prepaid expenses	67	-	67	4
TOTAL ASSETS	**88,151**	**13,050**	**75,102**	**77,633**

Liabilities

(in thousands of euros)	2013	2012
Share capital	12,732	12,732
Share premiums	11,306	16,802
Legal reserve	1,273	1,273
Other reserves	290	290
Retained earnings	-	6
INCOME (LOSS) FOR THE PERIOD	**5,480**	**(1,428)**
EQUITY	**31,081**	**29,675**
PROVISIONS FOR RISKS AND CHARGES	**250**	**1,345**
Other bonds	14,000	14,000
Bank borrowings	22,723	26,170
Other borrowings	191	903
Suppliers	480	863
Tax and social security liabilities	1,554	1,622
Other liabilities	4,823	3,055
TOTAL DEBT	**43,771**	**46,613**
TOTAL LIABILITIES	**75,102**	**77,633**

Income Statement

(in thousands of euros)	2013	2012
REVENUE	**2,546**	**2,230**
Reversals of provisions and expense transfers	2	717
TOTAL OPERATING INCOME	**2,548**	**2,947**
Other purchases and external charges	1,268	2,587
Taxes and similar payments	107	97
Payroll expense	936	1,613
Depreciation, amortisation and provisions:		
fixed assets	36	24
current assets	-	-
Other expenses	60	60
TOTAL OPERATING EXPENSES	**2,407**	**4,382**
OPERATING INCOME	**141**	**(1,435)**
FINANCIAL INCOME	**2,746**	**1,445**
INCOME FROM CONTINUING OPERATIONS BEFORE TAX	**2,887**	**10**
NON-RECURRING INCOME	**914**	**(2,866)**
Income tax	1,678	1,429
NET INCOME	**5,480**	**(1,428)**

Notes to the individual financial statements

The notes, tables and comments referenced below in the list of contents to the notes are an integral part of the annual financial statements.

The financial year covers the 12 months from 1 January to 31 December 2013.

The financial (balance sheet, income statement) presented are identified as follows:

- the total net balance sheet amount for the financial year ended 31 December 2013 is €75,101,768.60;
- the income statement presented in list form shows a profit of €5,479,594.35.

The Board of Directors approved the annual financial statements of GROUPE GORGÉ on 1 April 2014.

NOTE 1 SIGNIFICANT EVENTS

1/ Acquisition of 90% of PHIDIAS TECHNOLOGIES (PRODWAYS) in May 2013

PHIDIAS TECHNOLOGIES, which became PRODWAYS in November 2013, specialises in the development and sale of 3D printers. In 2012, it generated revenue of €1 million. This acquisition allows GROUPE GORGÉ SA unleash the true potential of an innovative patented technology with a strong competitive edge, enabling it to position itself in a booming market. This acquisition, totalling €4.95 million, was completed without any additional debt.

2/ Interest in ECA increased

In May 2013, GROUPE GORGÉ sought the conversion of all its OCEANE (bonds with conversion option and/or exchangeable for new or existing shares) issued by its ECA subsidiary in December 2012, as well as the payment of the dividend in shares. GROUPE GORGÉ SA's interest in ECA accordingly increased from 53.48% as at 31 December 2012 to 63.88% at end-2013.

3/ New subsidiary established

AMOPSI was established in the 1st half of 2013 with a share capital of €40 thousand to provide fire safety research services. GROUPE GORGÉ owns 80% of the share capital.

NOTE 2 ACCOUNTING RULES AND METHODS

The annual financial statements were prepared in accordance with the provisions of the French Commercial Code, the accounting decree of 29 November 1983 and Comité de réglementation comptable (CRC – French accounting regulation committee) regulation 99.03 of 29 April 1999 on the revised chart of accounts, using the following basic assumptions:

- going concern;
- consistency;
- periodicity.

The recommendations of the Autorité des Normes Comptables (French accounting standards authority), the *Ordre des experts comptables* (French association of chartered accountants) and the Compagnie nationale des Commissaires aux comptes (French national institution of statutory auditors) have been applied.

The basic method used to value items in the financial statements is the historical cost method.

Generally accepted accounting principles have been applied in accordance with French legislation in effect on the reporting date.

The accounting rules and methods applied are identical to those used in the previous financial year.

Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are recorded at their acquisition cost.

Depreciation and amortisation is calculated on a straight-line basis using the following principal useful lives:

- software 1 to 3 years;
- office and computer equipment 3 to 5 years;
- transportation equipment 5 years;
- furniture 5 to 10 years.

Long-term investments

Equity securities are recognised on the balance sheet at their acquisition cost less any necessary estimated impairment.

An impairment provision is recognised when the value of a holding is greater than the company's share in equity, unless the earnings and outlook suggest a short-term recovery.

Loans and other long-term investments are recognised at their original value less any necessary estimated impairment.

Cash and cash equivalents, marketable securities and treasury shares

Marketable securities are recognised on the balance sheet at their acquisition cost. Accrued interest earned on term accounts is recorded under investment income. A provision for impairment is recognised when the net asset value is less than the acquisition cost.

Corporation tax

GROUPE GORGÉ company is solely liable for corporation tax as the parent company of the tax consolidation group comprising itself and the following subsidiaries:

Company	Date of inclusion
CIMLEC INDUSTRIE	1 January 2001
TENWHIL	1 January 2002
STONI	1 January 2005
NTS	1 January 2008
BAUMERT	1 January 2010
NUCLÉACTION	1 January 2010
NTC	1 January 2011
COMMERCY ROBOTIQUE (formerly FINU4)	1 January 2011
CLF-SATREM	1 January 2012

As of 31 December 2013, the overall taxable income amounted to €2,327 thousand (following the allocation of a portion of the retained earnings of €3,327 thousand, an amount calculated in accordance with tax regulations). The previous accumulated losses totalled €19,483 thousand. Consequently, GROUPE GORGÉ, as the head of the Group, paid income tax €776 thousand. At the same time, income of €2,576 thousand was generated as a result of tax consolidation. No provision was recognised for losses transferred by subsidiaries. The remaining tax loss carry forward for the tax group is now €16,155 thousand.

NOTE 3 NOTES TO THE BALANCE SHEET AND INCOME STATEMENT

3.1 Statement of fixed assets

Gross values *(thousands of euros)*	Start of period	Increase	Decrease	End of period
INTANGIBLE ASSETS				
Other intangible assets	19	-	-	19
TOTAL	**19**	**-**	**-**	**19**
PROPERTY, PLANT AND EQUIPMENT				
Other property, plant and equipment	285	27	-	312
TOTAL	**285**	**27**	**-**	**312**
LONG-TERM INVESTMENTS				
Equity securities	32,105	26,859	215	58,749
Loans	1,034	-	-	1,034
Other long-term investments	13,678	-	13,312	366
TOTAL	**46,817**	**26,859**	**13,527**	**60,149**

The increase in the equity securities line was mainly due to changes in the investment in ECA (€15,256 thousand, conversion of OCEANE and payment of the dividend in shares), the acquisition of shares in PHIDIAS TECHNOLOGIES, which became PRODWAYS, (€4,950 thousand), additional share capital subscriptions by means of the incorporation of debts of GORGÉ EUROPE INVESTMENT (€5,650 thousand) and CIMLEC (€805 thousand). The reductions were mainly due to the conversion of OCEANE issued by ECA (€13,304 thousand) and the sale of FAURE QEI securities (€210 thousand).

3.2 Statement of depreciation and amortisation

Depreciation and amortisation for the financial year was €37 thousand and related exclusively to the straight-line impairment of fittings and of office and computer equipment.

Total depreciation and amortisation at 31 December 2013 was €130 thousand.

3.3 Statement of provisions

(in thousands of euros)	Start of period	Increase	Decrease	End of period
Provisions for risks and charges	1,345	250	1,345	250
TOTAL (1)	**1,345**	**250**	**1,345**	**250**
Impairments:				
• equity securities	6,550	-	165	6,385
• long-term investments	1,034	-	-	1,034
• other receivables	5,500	-	-	5,500
TOTAL (2)	**13,083**	**-**	**165**	**12,919**
GRAND TOTAL (1) + (2)	**14,428**	**250**	**1,510**	**13,169**

Provisions for risks and charges are recognised for various disputes and litigation.

The impairment of equity securities and other long-term investments relates to:

- the Laser Technologies securities €800 thousand;
- the CNAI securities €3,655 thousand;
- the SCI DES CARRIÈRES securities €1,930 thousand.

A loan granted in 2005 to a former Romanian subsidiary of the Group (IRI) has been fully provisioned (€1,034 thousand) since 2006.

3.4 Treasury shares and cash and cash equivalents

The "Cash and cash equivalents" line on the assets side of the balance sheet, with a value of €14,391 thousand at 31 December 2013, comprises:

- term deposits €10,000 thousand;
- cash and cash equivalents €4,391 thousand.

GROUPE GORGÉ owns 4,037 treasury shares under a liquidity contract managed by Gilbert DUPONT.

The unrealised capital gains of €10 thousand relate to the treasury shares.

3.5 Schedule of receivables and debts

SCHEDULE OF RECEIVABLES

(in thousands of euros)	Gross amount	Due within 1 year	Due in more than 1 year
Loans	1,034	-	1,034
Other long-term investments	366	-	366
Other trade receivables	935	935	-
Social security and other organisations	4	4	-
State and other government authorities:			
• Income tax	2,306	1,722	584
• Value-added tax	67	67	-
Group and associated companies	8,604	3,104	5,500
Other receivables	1,220	1,220	-
Prepaid expenses	67	67	-
TOTAL	**14,603**	**7,119**	**7,484**

Receivables due in more than one year relate mainly to impaired receivables for former subsidiaries and tax credit receivables for the tax consolidation group.

Accrued income: none.

SCHEDULE OF DEBTS

(in thousands of euros)	Gross amount	< 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years
Bonds	14,000	-	-	-	-	14,000	-
Bank borrowings:							
• originally due within one year	-	-	-	-	-	-	-
• originally due in more than one year	22,723	2,375	3,154	2,484	12,236	1,724	750
Other borrowings and financial debt	191	167	-	-	-	-	24
Trade payables	480	480	-	-	-	-	-
Employees	114	114	-	-	-	-	-
Social security and other social services	171	171	-	-	-	-	-
State and other government authorities:							
• Income tax	532	532	-	-	-	-	-
• Value-added tax	245	245	-	-	-	-	-
• Other taxes and similar payments	491	491	-	-	-	-	-
Group and associated companies	4,649	4,649	-	-	-	-	-
Other liabilities	175	175	-	-	-	-	-
TOTAL	**43,771**	**9,399**	**3,154**	**2,484**	**12,236**	**15,724**	**774**

ACCRUED LIABILITIES BY BALANCE SHEET ITEM

(in thousands of euros)	Amount
Other borrowings	167
Suppliers	131
Tax and social security liabilities	673
Other liabilities	170
TOTAL	**1,141**

3.6 Information on related undertakings

Related parties are persons (Directors, managers of GROUPE GORGÉ or of its principal subsidiaries) or companies owned or managed by these persons.

The net amounts for related undertakings included in GROUPE GORGÉ SA's balance sheet and income statement items for the year ended 31 December 2013 are as follows:

(in thousands of euros)	Subsidiaries	PÉLICAN VENTURE
Trade accounts receivable	572	363
Current accounts receivable	3,105	-
Other receivables	10	-
Deposits and guarantees received	10	14
Suppliers	3	189
Current accounts payable	4,649	-
Other liabilities	2,123	425
Revenue	2,426	119
Investment income	4,182	-
Other financial income	203	-
Purchases and external charges	10	292
Financial expense	74	-

3.7 Statement of changes in equity

(in thousands of euros)	Beginning of period	Increase or decrease in capital	Appropriation of income	Distribution of dividends	End of period
Share capital	12,732	-	-	-	12,732
Share premiums	16,802	-	(1,422)	(4,074)	11,306
Legal reserves	1,273	-	-	-	1,273
Other reserves	290	-	-	-	290
Retained earnings	6	-	(6)	-	-
N-1 income	(1,428)	-	1,428	-	-
TOTAL	**29,675**	**-**	**-**	**(4,074)**	**25,601**
Income (loss) for the period					5,480
TOTAL EQUITY AT END OF PERIOD					**31,081**

3.8 Breakdown of financial income

(in thousands of euros)	2013	2012
Investment income [1]	4,182	1,726
Net income from financial investments	527	400
Interest expense	(1,971)	(673)
FINANCIAL INCOME BEFORE PROVISIONS	**2,737**	**1,453**
Reversals of provisions	9	-
Provisions for impairment of equity securities	-	(9)
Provisions for impairment of marketable securities	-	-
FINANCIAL INCOME	**2,746**	**1,444**

(1) Income from investments consists mainly of dividends received from ECA, CLF-SATREM and NUCLÉACTION.

3.9 Breakdown of non-recurring income

(in thousands of euros)	2013	2012
Capital gains and losses on asset disposals [1]	(165)	(1,488)
Non-recurring income from management operations [2]	(181)	(1,998)
NON-RECURRING INCOME BEFORE PROVISIONS	**(346)**	**(3,486)**
Reversals of provisions [3]	1,510	1,500
Provisions [4]	(250)	(880)
NON-RECURRING INCOME	**914**	**(2,866)**

(1) In 2013, relates to the capital loss on the sale of FAURE QEI securities; in 2012, relates to the capital loss on the sale of REDHALL GROUP securities to GORGÉ EUROPE INVESTMENT.
(2) Payment of €1,850 thousand to settle a lawsuit in 2012.
(3) Relates to reversals of provisions for risks.
(4) Relates to a provision for risks in 2013 and an impairment in 2012.

NOTE 4 OTHER INFORMATION

4.1 List of subsidiaries and equity interests

(in euros)	Share *Capital Equity*	Share *Dividends*	Gross value of securities *Net value of securities*	Loans, advances, *Guarantees*	Revenue *Income*
CIMLEC INDUSTRIE	1,245,000	80%	1,786,815	861,888	19,204,709
	1,077,850	-	*1,786,815*	*3,776,000*	*(734,956)*
ECA	4,237,957	63.88%	29,656,769	5,690	2,756,343
	50,027,283	*1,951,212*	*29,656,769*	-	*1,707,604*
MARINE INTÉRIM [(1)]	100,000	34%	34,000	-	2,117,589
	36,901	-	*34,000*	-	*20,368*
CLF-SATREM	660,000	100%	1,680,001	-	34,715,479
	3,296,869	*1,100,000*	*1,680,001*	-	*1,332,043*
NUCLÉACTION	273,240	98.81%	7,463	2,353	423,860
	2,559,315	*790,514*	*7,463*	-	*2,244,794*
STONI	37,500	100%	5,690,000	-	919,153
	692,226	*340,000*	*5,690,000*	-	*431,135*
SCI CARRIÈRES	960	100%	2,844,000	608,889	-
	(171,502)	-	*914,000*	-	*(47,276)*
AI GROUP	297,715	51%	298,720	358,576	10,663,798
	381,187	-	*298,720*	-	*1,043,013*
SCI DES PORTES	1,000	99%	999	109,846	85,778
	(90,326)	-	*999*	-	*(29,210)*
SERES TECHNOLOGIES	80,000	60%	950,000	-	2,097,735
	240,819	-	*950,000*	-	*36,306*
GORGÉ EUROPE INVESTMENT	700,000	100%	6,349,896	8,986	-
	6,291,546	-	*6,349,896*	-	*(58,371)*
FINU5	5,000	100%	5,000	-	-
	3,177	-	*5,000*	-	*(1,822)*
AMOPSI	50,000	80%	40,000	-	197,013
	62,283	-	*40,000*	-	*12,283*
PRODWAYS	8,800	90%	4,950,000	561,558	89,500
	(32,304)	-	*4,950,000*	-	*(310,882)*

(1) *2012 financial statements.*

4.2 Off-balance sheet items

4.2.1 Off-balance sheet commitments related to ordinary activities

- €3,776 thousand in guarantees given to banking institutions for loans granted to CIMLEC.
- €2,000 thousand in guarantees given to a financial institution to secure a BAUMERT bond.
- Other guarantees totalling €130 thousand.

4.2.2 Complex items

In 2005, GROUPE GORGÉ had granted AD Industrie an assets and liabilities guarantee in connection with the sale of the company MS Composites. A legal dispute had been ongoing since 2007 regarding potential compensation under this guarantee (see Note 4.6). A settlement was agreed in 2013, releasing GROUPE GORGÉ from all further liability.

The sale of RECIF TECHNOLOGIES to PÉLICAN VENTURE in December 2009 was subject to a clawback clause and an earnout clause in favour of GROUPE GORGÉ. These clauses expired on 31 December 2013.

In 2011, GROUPE GORGÉ granted INGENOX an assets and liabilities guarantee in connection with the sale of FAURE QEI. This guarantee is capped at €0.15 million and remains partly in force until 1 March 2015. A sum of under €10 thousand was paid in 2013 under this guarantee.

GROUPE GORGÉ, which owns 51% of the capital of AI GROUP, has a mutual commitment with the other shareholders under a "buy or sell" clause. The "buy or sell" clause can be exercised during three one-month windows in 2015, 2017 and 2019.

GROUPE GORGÉ, which owns 60% of the capital of SERES TECHNOLOGIES since May 2012, has commitments to purchase non-controlling interests which may be exercised from 2017. GROUPE GORGÉ benefits from an assets and liabilities guarantee granted by the selling shareholders of SERES TECHNOLOGIES, which is capped at €0.3 million and will expire in June 2015.

GROUPE GORGÉ benefits from an assets and liabilities guarantee granted by Hollandia, former shareholder of VAN DAM, which was acquired on 31 December 2012. This guarantee, which was capped at €1.5 million for 6 months and then at €1 million, expired on 31 December 2013.

4.2.3 Financial covenants

GROUPE GORGÉ owes LCL €3.2 million in residual debt (including €1.2 million within one year).

This debt may come due should the following ratios not be respected:

- consolidated net debt/consolidated EBITDA < 2.5;
- consolidated net debt/consolidated equity < 1;
- debt service coverage ratio > 1.1.

GROUPE GORGÉ is in compliance with these covenants.

4.2.4 Commitments received

None.

4.2.5 Retirement indemnities

Retirement indemnities are estimated at €26 thousand at the end of the period.

4.2.6 Financial instruments

In October 2011, GROUPE GORGÉ entered into an interest rate swap to hedge the interest rate risk on its variable rate debt. At 31 December 2013, the notional amount was €4,760 thousand and the swap's market value was €(30) thousand.

4.3 Pledges, guarantees and sureties

A pledge of 769,231 ECA shares was made in July 2013 to guarantee a €5 million bank loan. This loan was the result of the renegotiation of what had originally been a €7 million loan, in respect of which a pledge of 1,300,000 ECA shares had been made.

The SERES TECHNOLOGIES securities acquired in May 2012 were pledged to a financial institution as collateral for a €950 thousand loan repayable in five annual instalments from May 2014.

4.4 Workforce

The average workforce for the financial year breaks down as follows:

	2013	2012
Average workforce used	8	9
of which higher managerial and professional positions	6	7
of which technicians and supervisors	2	2

4.5 Remuneration of corporate officers

The members of the Board of Directors of GROUPE GORGÉ received director's fees for a total amount of €60,000.

The officers and Directors did not receive any remuneration from GROUPE GORGÉ for the 2013 financial year. Two Directors are paid by the company PÉLICAN VENTURE which is linked to GROUPE GORGÉ by a services provision agreement. PÉLICAN VENTURE paid them a total gross remuneration of €288,667 and €13,561 in benefits in kind, part of which corresponds to the provision of services to GROUPE GORGÉ.

4.6 Exceptional events and disputes

The Group is involved in various legal proceedings. After reviewing each case and having consulted its advisers, the provisions considered necessary have, as applicable, been recorded in the financial statements.

There was a lawsuit between AD Industrie and GROUPE GORGÉ in respect of the assets and liabilities guarantee which was granted in 2005 when GROUPE GORGÉ sold MS Composites. A settlement was agreed and GROUPE GORGÉ paid €175 thousand to AD Industrie.

The LASER 89 company sued GROUPE GORGÉ SA in September 2011 to seek to extend the court-supervised liquidation proceedings of Laser Technologies against GROUPE GORGÉ SA. Laser Technologies was a subsidiary of GROUPE GORGÉ SA which had ceased operations for more than eight years. It had been involved in litigation with LASER 89 resulting in a €0.8 million sentence in favour of LASER 89. All of LASER 89's claims were dismissed in October 2012 but the company appealed this decision. In 2013, LASER 89 lost its appeal.

The lawsuit between ECA (a GROUPE GORGÉ subsidiary) and BAé regarding a patent was settled in December 2013. Compensation of €3.8 million was paid to BAé, with ECA reversing a €6.2 million provision.

4.7 Subsequent events

On 4 March 2014, the Groupe Gorgé used a delegation granted by the General Meeting of 8 June 2012 to establish an optional equity line of credit for financing with KEPLER CHEVREUX. This solution facilitates increases in share capital by means of successive drawdowns made at the request of the GROUPE GORGÉ. The equity line has a limit of 635,000 shares or 4.99% of the share capital and is limited to 24 months. Two drawdowns of a total of 150,000 shares were made in March 2014.

No major event took place between 31 December 2013 and the date of the meeting of the Board of Directors which approved the individual financial statements.

4.8 Statutory Auditors' fees

For the 2013 financial year, the fees for GROUPE GORGÉ's two Statutory Auditors were €162 thousand.

20.4 AUDIT OF THE HISTORICAL ANNUAL FINANCIAL INFORMATION

20.4.1 STATUTORY AUDITORS' REPORTS

20.4.1.1 Statutory auditors' report on the consolidated financial statements

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in French and it is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures This report also includes information relating to the specific verification of information given in the Group's management report. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2013 on:

- the audit of the accompanying consolidated financial statements of Groupe Gorgé;
- the justification of our assessments;
- the specific verification required by law.

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

I - OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2013 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our above opinion, we draw your attention to the note 2.1 « Reconciliation between accounts published in 2012 and those presented for comparison » of the consolidated financial statements, which modifies opening equity regarding:

- application of IAS 19 revised applied from January 1, 2013 with retroactive effect from January 1, 2012;
- corrections of errors, impacting the income statement 2012 and equity at January 1, 2012.

II - JUSTIFICATION OF ASSESSMENTS

In accordance with the requirements of article L. 823-9 of the French commercial code (code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- Note 2.4 « Methods and valuation rules » of the notes sets out the accounting treatment of long-term contracts outstanding at the year end.

  Based on the informations that we have received, our work consisted, in particular, assessing the data and assumptions on which the evaluation of results at completion of these contracts are based, reviewing the calculations made by the company and examining the management's approval procedures of these estimates.
- Note 2.4 « Methods and valuation rules » of the notes sets out the modalities of the recognition of assets, amortization and depreciation of « Intangible assets acquired separately or in a business combination » and of « Internally generated intangible assets », as detailed in paragraph 4.8 in the notes.

  We have reviewed the modalities for implementation of impairment tests of intangible assets, the cash flow forecasts and the assumptions used.
- Note 2.1 « Reconciliation between accounts published in 2012 and those presented for comparison » sets out the impact of the corrections of errors and the application of IAS 19 revised.

  We have reviewed the documentation of the amounts, the nature of the corrections of errors and appreciated the accounting treatments and financial information as defined by Management.

Finally, as part of our assessment of the accounting principles applied by the group, we verified the appropriateness of the accounting policies used and their correct application.

These assessments were made as part of our audit of the consolidated financial statements, taken as a whole process, and have therefore contributed to the option expressed in the first part of the report.

III – SPECIFIC VERIFICATION

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris and Courbevoie, April 4, 2014

The statutory auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

20.4.1.2 Statutory Auditors' report on the annual financial statements

This is a free translation into English of the statutory auditors' report on the financial statements issued in French and it is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures.
This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting we hereby report to you, for the year ended 31 December 2013, on:

- the audit of the accompanying financial statements of GROUPE GORGÉ;
- the justification of our assessments;

- the specific verification and information required by law.

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

I. OPINION ON THE FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2013 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of article L. 823-9 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

- On December 31, 2013 the balance sheet showed a total of 52 364 thousand euros of equity securities. In compliance with note 2 of the notes, the equity securities are evaluated according to their acquisition cost and are depreciated on the basis of their value in use. Details on depreciation are stated in note 3.3.

  Our work consisted in assessing the data and assumptions on which the estimates are based, particularly the cash flow forecasts carried out by the company's management, reviewing the calculations made by the company, and examining the management's approval procedures of these estimates.

These assessments were made as part of our audit of the financial statements, taken as a whole process, and have therefore contributed to the opinion expressed in the first part of this report.

III. SPECIFIC VERIFICATIONS AND INFORMATION

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

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

Concerning the information given in accordance with the requirements of article L. 225-102-1 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Paris and Courbevoie, April 4, 2014

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

20.4.2 OTHER VERIFICATIONS CARRIED OUT BY THE STATUTORY AUDITORS

The Statutory Auditors sent a completion letter to the person responsible for the document stating that they have verified the information regarding the financial position and the financial statements included in this Registration Document and that they have read this Registration Document in its entirety.

20.4.3 FINANCIAL DISCLOSURES INCLUDED IN THE REGISTRATION DOCUMENT NOT DERIVED FROM THE ISSUER'S AUDITED FINANCIAL STATEMENTS

None.

20.5 DATE OF LATEST FINANCIAL INFORMATION

The last financial year for which financial information has been audited is the financial year ended 31 December 2013.

20.6 INTERIM AND OTHER FINANCIAL INFORMATION

The Company publishes financial information on a quarterly basis. As of the date on which this document was filed, the Company had not published any interim financial information since 31 December 2013. The press release on first-quarter revenue for the 2014 financial year was published at the end of April 2014. This press release is available on the Company's website at www.groupe-gorge.com.

This information has not been reviewed or audited.

20.7 DIVIDEND POLICY

The Company intends to pay dividends, but it has not defined a firm policy with respect to the apportionment of its profits between dividends and the financing of its operations.

Dividends for the previous financial years were:

- 2008: no dividend;
- 2009: dividend per share of €0.26 (11,574,403 shares), or a total dividend of €3,009,344.78;
- 2010: dividend per share of €0.26 (11,574,403 shares), or a total dividend of €3,009,344.78;
- 2011: dividend per share of €0.30 (12,731,843 shares), or a total dividend of €3,819,552.90;
- 2012: dividend per share of €0.32 (12,731,843 shares), or a total dividend of €4,074,189.

The Board of Directors will propose to the Shareholders' Meeting on the 18 June 2014 that the Group pay a dividend of €0.32 per share.

20.8 LEGAL AND ARBITRATION PROCEEDINGS

To date, apart from the litigation referenced in the notes to the financial statements, there are no governmental, legal or arbitration proceedings, including any proceedings which are pending or threatened of which the Company is aware, which may have or have had in the last 12 months significant effects on the Company's financial position or profitability.

20.9 SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION

There has been no significant change in the Group's financial position since 31 December 2013.

ADDITIONAL INFORMATION 21

21.1 SHARE CAPITAL

21.1.1 AMOUNT OF SUBSCRIBED SHARE CAPITAL AND POTENTIAL SHARE CAPITAL

At 31 December 2013, the Company's share capital comprised 12,731,843 fully-paid up shares of a nominal value of €1.00 each.

At 1 April 2014 and taking into account the exercise of warrants from the equity line in March 2014, the Company's share capital comprised 12,881,843 fully-paid up shares of a nominal value of €1.00 each.

On 3 April 2014, taking into account the exercise of warrants from the equity line, the Company's share capital comprised 12,981,843 fully-paid up shares of a nominal value of €1.00 each.

There are no potential shares under stock option, share subscription warrant or free share plans.

21.1.2 SHARES NOT REPRESENTING CAPITAL

There are no non-equity shares.

21.1.3 TREASURY SHARES

Pursuant to the share repurchase program authorised by the Combined Shareholders' Meeting of 6 June 2013, at 31 December 2013 GROUPE GORGÉ had 4,037 treasury shares, or 0.03% of its share capital, and recorded them in the balance sheet at €76,678, namely an average share price of €18.99. At a stock market price of €21.45 on 31 December 2013, they were valued at €86,594.

ECA, a GROUPE GORGÉ subsidiary, held 98,504 treasury shares of its own, or 1.16% of its share capital, and recorded them in its balance sheet at a gross value of €1,340,560 and a net value of €1,022,304, namely an average share price of €10.38. At a stock market price of €12.69 on 31 December 2013, they were valued at €1.250.016.

21.1.4 CONVERTIBLE OR EXCHANGEABLE SECURITIES OR SECURITIES WITH WARRANTS

None.

21.1.5 ACQUISITION RIGHT AND/OR OBLIGATION OVER AUTHORISED BUT UNISSUED SHARE CAPITAL

None.

21.1.6 OPTION ON A SUBSIDIARY'S SHARE CAPITAL

None.

21.1.7 TABLE OF THE HISTORY OF THE DEVELOPMENT OF THE COMPANY'S SHARE CAPITAL

Date	Transactions	Number of shares before	Number of shares after	Nominal value *(in euros)*	Additional paid-in capital *(in euros)*	Share capital after *(in euros)*
24 February 1998	Capital increase (listing on the secondary market of the Paris Stock Exchange)	900,000	1,050,000	10 Francs	29,822,332 Francs	10,500,000 Francs
25 February 2000	Share capital increase by incorporating an amount deducted from the issuance premium line item	1,050,000	1,050,000	32.79 Francs	(23,937,742.50) Francs	34,429,500 Francs
25 February 2000	Conversion of share capital into euros and a share capital increase to take into account the exchange rate	1,050,000	1,050,000	5	(3,649,285.32)	5,250,000
18 February 2005	Stock split to reduce the nominal value from €5 to €1	1,050,000	5,250,000	1	-	5,250,000
24 November 2005	Share capital increase following a conversion of bonds	5,250,000	6,183,689	1	12,183,158.06	6,183,689
25 July 2007	Share capital increase following a dividend payout in shares	6,183,689	6,323,321	1	2,073,535.20	6,323,321
	Reduction of share capital by allocation to a share premium account	6,323,321	6,323,321	0.01	6,260,087.79	63,233.21
30 June 2009	Share capital increase resulting from the merger of BALISCO	6,323,321	11,553,735	0.01	689,581.79	115,537.35
27 July 2009	Increase in the nominal value of the Company's shares by incorporating the premium	11,553,735	11,553,735	1	(11,438,197.65)	11,553,735
22 April 2010	Share capital increase resulting from the acquisition of shares granted under a free share grant plan	11,553,735	11,574,403	1	-	11,574,403
27 December 2011	Share capital increase in cash	11,574,403	12,731,843	1	7,500,211.20	12,731,843
8 June 2012	Dividend payout taken from the premiums	12,731,843	12,731,843	1	(1,363,158.42)	12,731,843
6 June 2013	Charging a portion of 2012 losses against additional paid-in capital	12,731,843	12,731,843	1	(1,422,063.89)	12,731,843
6 June 2013	Dividend payout taken from the premiums	12,731,843	12,731,843	1	(4,074,189.76)	12,731,843
11 March 2014	Capital increase following the exercise of share issue warrants	12,731,843	12,731,843	1	1,011,167.45	12,781,843
26 March 2014	Capital increase following the exercise of share issue warrants	12,781,843	12,781,843	1	1,769,798	12,881,843
3 April 2014	Capital increase following the exercise of share issue warrants	12,881,843	12,981,843	1	1,852,223.10	12,981,843

21.2 MEMORANDUM AND BYLAWS

21.2.1 CORPORATE PURPOSE

As set forth in Article 3 of the bylaws, the Company's purpose is to:

- take part in any transactions directly or indirectly related to managing the securities portfolio, the buying and selling of securities as well as any related transactions, investing liquidities;
- acquire, manage and transfer by all means the holdings in commercial or industrial companies;
- and, more generally, enter into any transactions that are directly or indirectly related to these purposes or similar or related purposes.

21.2.2 PROVISIONS OF THE BYLAWS, A CHARTER OR REGULATIONS RELATED TO THE MEMBERS OF ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

Pursuant to GROUPE GORGÉ's bylaws, the Board of Directors consists of three to eighteen members subject to the exceptions provided for by law in the event of a merger. The term of office of the directors is six years and is renewable.

Directors can be natural or legal persons. At the time of appointment, legal persons must appoint a permanent representative who is subject to the same conditions and obligations and incurs the same liability as if he or she were a director in his/her own name, without prejudice to the joint and several liability of the legal entity he or she represents.

The Board of Directors elects a Chairman among its members who are natural persons. The Board of Directors sets the Chairman's compensation and the length of tenure, which cannot exceed his/her term of office as Director. Article 14 of the bylaws sets a maximum age limit for the Chairman (75 years old).

The Board of Directors prepares and presents the half-yearly and annual financial statements and convenes the Shareholders' Meetings.

Meetings of the Board of Directors may be held as often as is necessary to the Company's interest. The Internal Regulations provide that meetings may be held by videoconference or by other telecommunication means in accordance with the regulatory requirements for holding meetings.

Quorum is achieved by half of the members of the Board of Directors and decisions are made by a majority vote of the members in attendance or represented by other Directors of the Board.

Pursuant to a Board decision dated 14 September 2011, the Directors decided to no longer separate the roles of Chairman of the Board of Directors and Chief Executive Officer. The Directors' powers are those as defined by law and have not been limited either by statute or at the time of appointment by the Board of Directors.

The Chief Executive Officer may be assisted by the Deputy Chief Executive Officers who are vested with the same powers. If the Chief Executive Officer is a Director, he or she is appointed for the length of his or her term of office as Director. The same applies for the Deputy Chief Executive Officer.

21.2.3 RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHED TO EACH CLASS OF ISSUED SHARES

There are no privileges or restrictions attached to certain shares or classes of shares.

"With respect to the percentage of share capital that they represent, double voting rights are conferred upon all fully paid-up shares which have been held in registered form for at least four (4) years in the name of the same holder. In the event of a share capital increase by incorporating reserves, profits or premiums, this double voting right will be attached on the date of their issuance to the new registered shares allotted free of charge to a shareholder in consideration for the old shares giving rise to such right."
(*Extract of Article 12 of the bylaws.*)

21.2.4 STEPS NECESSARY TO AMEND SHAREHOLDERS' RIGHTS

The shareholders' rights may be amended by an Extraordinary Shareholders' Meeting and, where necessary, after having been ratified by the Special Shareholders' Meeting for shareholders benefiting from special advantages.

21.2.5 GENERAL SHAREHOLDERS' MEETINGS

"The General Shareholders' Meetings are convened and hold deliberations as provided for by the law.

Shareholder resolutions are made at Ordinary, Extraordinary or Special Shareholders' Meetings depending on the type of decision.

General Shareholders' Meetings are convened by the Board of Directors, the Statutory Auditors or by a court-appointed agent as provided for by the law.

The meetings are held at the Company's registered office or at any other place indicated in the notice of the meeting.

The notice of the meeting is made fifteen days prior to the General Shareholders' Meeting and is published in a journal of legal notices in the French department where the registered office is located or by registered letter to each shareholder. In the first case, each shareholder must also receive the notice of the meeting by standard mail or by registered letter, at his or her request and expense.

Regardless of the number of shares held, every shareholder may participate in the General Shareholders' Meetings, either in person or by proxy, upon proof of identity and share ownership either in registered form or filing a certificate with an accredited intermediary listed on the notice stating that the shares have been placed in a blocked account, preventing their sale up to the date of the Meeting. Such procedures must be made five days prior to the date of the General Shareholders' Meeting.

However, the Board of Directors or the office of the Shareholders' Meeting shall always have the possibility of accepting the confirmations of shareholder registrations or the filing of the aforementioned certificates after the deadline.

Voting by mail or by proxy is carried out in accordance with regulatory and legislative provisions.

All shareholders have the right to access the documents they require to be able to make an informed decision on the Company's management and situation.

The laws and regulations determine the type of documents as well as how they are sent and made available to shareholders.

The officers of the Meeting certify as accurate the attendance sheet, duly signed by the attending shareholders and their proxies and to which shall be appended the powers of attorney awarded to each proxy and, where applicable, the vote-by-mail forms.

The Meetings are presided over by the Chairman of the Board of Directors or, in his or her absence, by a Deputy Chairman or another Director specially appointed for this purpose by the Board. Failing such measures, the General Shareholders' Meeting appoints the Chairman of the Meeting itself. The duties of vote-teller shall be performed by the two shareholders, present and accepting such duties, who hold the largest number of shares, either on their own behalf or as proxy-holders. The officers so appointed shall appoint the Secretary, who does not need to be a shareholder.

The minutes of the meetings will be prepared and copies or excerpts of the proceedings will be certified in accordance with law.

Ordinary and Extraordinary Shareholders' Meetings, acting according to the corresponding conditions of quorum and majority required by legal provisions, shall exercise the powers conferred on them by law."
(Extract of Article 22 of the bylaws.)

21.2.6 BYLAW PROVISIONS THAT COULD POSTPONE OR PREVENT A CHANGE OF CONTROL

None.

21.2.7 CROSSING OF OWNERSHIP THRESHOLDS

"Any natural or legal person, acting alone or in concert with others, who acquires or ceases to hold up to 5% of the share capital, the amount provided for by law, must inform the Company within five trading days of the date on which the threshold is crossed, by registered letter with return receipt to its registered office, of the total number of shares or voting rights held. In the event that this requirement is not respected, the shares exceeding the fraction which should have been declared shall be stripped of their voting rights and the payment of any dividends deferred until the situation is rectified, under the conditions provided for by law, upon request recorded in the minutes of the Shareholders' Meeting by one or more of the shareholders holding 5% of the share capital."
(Extract of Article 10–6 of the bylaws.)

21.2.8 TERMS IN THE COMPANY'S BYLAWS REGARDING MODIFICATIONS TO SHARE CAPITAL WHICH ARE MORE RESTRICTIVE THAN THE LAW

The Company's bylaws do not contain any provisions concerning modifications of share capital which are more restrictive than those provided under the law.

22 MATERIAL CONTRACTS

There are no material contracts to report, apart from the agreements signed in the context of the normal business activity carried out by the issuer or any other Group company.

23 THIRD PARTY INFORMATION AND STATEMENTS BY EXPERTS AND DECLARATIONS OF INTEREST

The Group's management has no knowledge of any third-party information, expert statements or declarations of interests that should be mentioned in this Registration Document.

24 PUBLICLY AVAILABLE DOCUMENTS

The Company communicates with its shareholders primarily *via* its internet site (www.groupe-gorge.com), its Twitter account as well as through Actus News, its financial press agency.

The quarterly, half-yearly and annual financial results are disclosed in press releases according to the indicative timetable below:

- 2013 annual revenue: 24 February 2014;
- 2013 annual financial results: 2 April 2014;
- 2014 1st quarter revenue: 25 April 2014;
- General Shareholders' Meeting: 18 June 2014;
- 2014 2nd quarter revenue: 25 July 2014;
- 2014 half-year financial results: 12 September 2014;
- 2014 3rd quarter revenue: 24 October 2014;
- 2014 4th quarter revenue: 27 February 2015.

Meetings with analysts and investors are held just after the financial results are published. The meeting for the 2013 financial results is being held on 7 April 2014 and the meeting for the 2014 1st half financial results is scheduled for the 12 September 2014.

Throughout the period of validity of the Registration Document, the following documents may be consulted at the Company's registered office:

- the Company's bylaws;
- all reports, correspondence and other documents included or mentioned in this Registration Document;
- the issuer's historical financial information for each of the two financial years prior to the publishing of the Registration Document.

Copies of the annual reports are available at the Company's registered office, 19, rue du Quatre-Septembre, 75002 Paris, France, as well as on its website www.groupe-gorge.com. The Company's press releases are issued *via* a financial press agency (ACTUSNEWSWIRE) and can be consulted on the major stock exchange websites which are available to the public, *i.e.*, BOURSORAMA, BOURSIER.COM, EURONEXT, etc.

The Company's website contains all of the Group's up-to-date financial information. All of GROUPE GORGÉ's press releases are easily accessible as are other documents useful to shareholders: registration documents, half-yearly consolidated financial statements, information on share repurchase plans, etc.

GROUPE GORGÉ participates in Smallcap and/or Midcap events, road shows as well as other events throughout the year where the Company can present its activities and results to analysts, investors and shareholders.

A Securities Service directly administers fully registered shares free of charge. Shareholders who wish to register their securities in this form may send their request to CACEIS Financial Services, 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 09, France, or to their own financial advisor.

INFORMATION ON EQUITY INTERESTS

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Note 3 “Scope of consolidation” in the notes to the consolidated financial statements lists all of the companies included in the scope of consolidation. The table showing GROUPE GORGÉ SA subsidiaries and equity interests can be found in Note 4.1 of the notes to the Company’s individual financial statements.

The consolidated financial statements can be found in Section 20.3.1 of this document, and the individual financial statements of GROUPE GORGÉ SA in Section 20.3.2.

26 ANNEXES

ANNEX 1 – MANAGEMENT REPORT PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING HELD ON 18 JUNE 2014, INCLUDING THE GROUP'S MANAGEMENT REPORT AND THE BOARD OF DIRECTORS' REPORT TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

Dear Shareholders,

Pursuant to law and our company's bylaws, we have convened to report to you on our Company's business and operations during the financial year ended 31 December 2013. We would also like to report on the consolidated financial statements as of 31 December 2013 that we have prepared.

We have the honour of submitting this report for your assessment at the same time as the balance sheet, the income statement, the annex and the consolidated financial statements as of 31 December 2013.

We have also called an Extraordinary Shareholders' Meeting to renew the delegation of powers relating to capital increases. The previous delegations of authority having been used, we have also drawn up a report in accordance with Article R.225-116 of the French Commercial Code, included as Annex 6 to the Registration Document.

Finally, the special report of the Chairman on the work of the Board of Directors and the internal control procedures mentioned in Article L.225-37 of the French Commercial Code will also be presented to you. Furthermore, this report is included in our Registration Document (Section 16.5 of Chapter 16, "Board Practices").

We would like to remind you that the documents and particulars relating to this Shareholders' Meeting were made available to the shareholders under legal and regulatory conditions and, in particular, the information mentioned in Article R.225-73-1 of the French Commercial Code was published on the Company's website (www.groupe-gorge.com) in a timely manner.

We request that you to confirm that we have done so.

1. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS OF GROUPE GORGÉ

The consolidated financial statements that are being presented to you were drawn up in compliance with the financial information presentation and evaluation rules of the IFRS (International Financial Reporting Standards), standards and interpretations adopted by the European Union and published in the Official Journal dated 13 October 2003.

The figures presented below are from the financial statements for 2013 and 2012. The data can be compared only by taking into account the changes in the scope of business reported in the notes to the consolidated financial statements.

The 2012 financial statements provided for comparative purposes have been modified from those published. The details of these changes are provided in the notes to the consolidated financial statements. The financial statements of the companies ECA ROBOTICS and BAUMERT were corrected for errors, and the application of IAS 19 Revised led to an increase in the provision for retirement.

All the consolidated companies have drawn up the financial statements as of 31 December 2013, except for REDHALL GROUP, which closes on 30 September and is consolidated as per the equity method.

The financial statements of various consolidated companies are drawn up in accordance with the rules applicable locally and restated according to the IFRS as part of the preparation of the consolidated financial statements.

The consolidated revenue for the financial year stood at €214.52 million versus €208.42 million in 2012.

Current operating income was €16.83 million versus €10.11 million in 2012.

Income from continuing operations before tax, after taking into account financial income, was €13.90 million versus -€2.27 million in 2012.

After taking into account:

- income tax -€2.63 million;
- income of equity-accounted companies -€2.15 million;

the financial year ended 31 December 2013 produced a consolidated net income of €9.12 million, versus a loss of €0.84 million for the previous financial year.

This consolidated net income breaks down as follows:

- group share: +€6.58 million;
- minority interests: +€2.53 million.

In accordance with Article L.233-16 of the French Commercial Code, you will find below the list of companies controlled directly by GROUPE GORGÉ SA as of 31 December 2013, as well as the holding percentages:

	Share
CIMLEC INDUSTRIE[1]	80%
ECA	63.88%
STONI	100%
SCI LES CARRIÈRES	100%
NUCLÉACTION	98.81%
CLF SATREM	100%
AI GROUP	51%
SCI DES PORTES	100%
SERES TECHNOLOGIES	60%
GORGÉ EUROPE INVESTMENT BV	100%
PRODWAYS	90%
AMOPSI	80%
FINU5	100%

(1) *80% of CIMLEC INDUSTRIE is owned by GROUPE GORGÉ SA and 20% is owned by CLF-SATREM.*

Furthermore, in the notes to the consolidated financial statements, you will find all the information on the changes in scope that have taken place in the 2013 financial year.

2. PRINCIPAL CONSOLIDATED FIGURES

2.1 Consolidated balance sheet

(in thousands of euros)	31/12/2013	31/12/2012
Non-current assets	78,036	75,523
Current assets	186,186	201,024
Assets held for sale	-	-
TOTAL ASSETS	**264,222**	**276,546**
Equity (group share)	51,249	48,835
Non-controlling interests	22,860	20,244
Non-current liabilities	53,686	49,243
Current liabilities	136,427	158,224
Liabilities held for sale	-	-
TOTAL LIABILITIES	**264,222**	**276,546**

2.2 Consolidated income statement

(in thousands of euros)	2013	2012
Revenue	214,517	208,419
Current operating income	16,835	10,108
Operating income	16,072	(1,117)
Income from continuing operations before tax	13,896	(2,270)
Net income from continuing operations	9,117	658
Net income	9,117	(939)
Net income – Group share	6,583	658

3. ORGANISATION AND CHANGES IN SCOPE

The Group is organised around three businesses:

- Protection in Nuclear Environments;
- Smart Safety Systems;
- Industrial Projects and Services.

Apart from the items impacting the company's financial statements, the highlights are as follows:

1/ Acquisition of 90% of PHIDIAS TECHNOLOGIES (PRODWAYS) in May 2013

PHIDIAS TECHNOLOGIES, which has been renamed PRODWAYS in November 2013, specialises in the development and sale of 3D printers. In 2012, it generated a revenue of €1 million. This acquisition allows GROUPE GORGÉ to unleash the true potential of an innovative technology with a strong competitive edge, enabling it to position itself in a booming market. This acquisition, totalling €4.95 million, was completed without any additional debt. The company has been consolidated since 1 June 2013.

2/ Interest in ECA increased

In May 2013, GROUPE GORGÉ sought the conversion of all of its OCEANE bonds (bonds with conversion option and/or exchangeable for new or existing shares) issued by its ECA subsidiary in December 2012, as well as the payment of its dividend. GROUPE GORGÉ's interest in ECA accordingly increased from 53.48% as of 31 December 2012 to 63.88% at the end of 2013.

3/ Two new subsidiaries established

The company AMOPSI, a direct subsidiary of GROUPE GORGÉ in the Industrial Projects and Services business, was established to provide fire safety research services. The company BAUMERT Chine, a Chinese subsidiary of the company BAUMERT, part of the Protection in Nuclear Environments business, was established to manufacture certain fire doors in China for the Chinese market. The contribution of these two companies to the revenue and consolidated income for the year is not significant.

4/ Deconsolidation of two subsidiaries

The companies OD ECA and ECA AMERICA LATINA, both subsidiaries of ECA, are in the process of being closed. They were deconsolidated on 1 January 2013. The impact of the deconsolidation amounts to -€0.1 million. The two companies were not contributing to the revenue, recording an operational loss of €0.25 million in 2012.

5/ Acquisition of a robotics business

Via a new subsidiary, COMMERCY ROBOTIQUE, CIMLEC INDUSTRIE acquired the robotics business of AIR LIQUIDE WELDING FRANCE on 1 November 2013. The contribution of this subsidiary amounts to €3 million in revenue, including the robotics business of CIMLEC INDUSTRIE which was transferred to COMMERCY ROBOTIQUE on 1 December 2013.

6/ BAé litigation

ECA recorded a €6.2 million provision in its 2012 financial statements corresponding to the provisional compensation for which it was ordered to pay on 29 June 2012 in connection with the BAé litigation. A settlement was reached with BAé in the fourth quarter of 2013. The €6.2 million provision was reversed and a final expense of €3.8 million was recorded. These two items are classified on the income statement under «non-recurring items in operating income».

4. THE GROUP'S BUSINESS AND RESULTS DURING THE FINANCIAL YEAR

The overall activity of the Group (continuing operations) is summed up in the table below:

	Industrial Projects and Services		Smart Safety Systems		Protection in Nuclear Environments		Structure		Disposals		Consolidated	
(in thousands of euros)	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Revenue	80,377	76,303	93,210	98,817	40,878	33,536	2,525	2,230	(2,473)	(2,466)	214,517	208,419
Current operating income	5,458	3,400	6,478	3,411	5,227	3,286	(328)	11	-	-	16,835	10,108
OPERATING INCOME	**4,736**	**2,657**	**6,616**	**(6,666)**	**5,197**	**3,251**	**(478)**	**(358)**	**-**	**-**	**16,072**	**(1,117)**

The core business revenue indicated includes revenue made with other businesses.

Revenue

Revenue was €214,517 thousand versus €208,419 thousand in 2012, or a growth of 2.9%. Industrial Projects and Services and Protection in Nuclear Environments are growing by 5.3% and 22% following growth rates of 5.5% and 9.4% in 2012. These sectors are still supported by fire protection and the construction of new plants, particularly in China. Smart Safety Systems has registered a decrease of 5.5%. This decline is due to the end of the A350 contracts, which contributed significantly to the turnover in 2010 and 2011 and therefore still produce an unfavorable effect on any comparisons.

Approximately 38% of the Group's revenue came from international business (direct export), versus 35% in 2012. As in 2012, this development is explained by the decline in revenue from the Smart Safety Systems business in France (expiry of A350 contracts) and the growing share in the two other businesses at the international level. The Protection in Nuclear Environments business generated 57% of its revenue internationally (50% in 2012) due to the magnitude of its contracts in China, the Smart Safety Systems business generating approximately 38% and the Industrial Projects and Services 28% (22% in 2012).

Operating income

Current operating income stands at €16,835 thousand versus €10,108 thousand in 2012. The current operating margin rate for Smart Safety Systems Sector stands is 6.9%, versus 3.45% in 2012. The margin rate showed a clear improvement during the second half of the year, rising from 0.50% for the first half of the year (current operating profits of €216 thousand for €42,693 thousand in turnover) to 12.4% over the second half of the year (compared to 7.5% for the second half of 2012). The two other core businesses performed well or very well. The Industrial Projects and Services sector achieved current operating income of €5.46 million, *i.e.* 6.8% (compared to €3.40 million and 4.45% in 2012). The Protection in Nuclear Environments sector generated current operating income of €5.23 million, *i.e.* 12.8% of turnover (compared to €3.29 million and 9.8% in 2012).

Operating income stood at €16,072 thousand versus -€1,117 thousand in 2012.

Non-recurring items in operating income are of only -€0.76 million; however, they include restructuring costs (€1.7 million, primarily for the ECA ROBOTICS, CNAI and CIMLEC subsidiaries) ad the positive impact of the litigation against BAé for 2013 (write-back of provision net of recorded expenses of €2.3 million). It should be noted that non-recurring items were very high in 2012 (€11.2 million), including in particular the provision established for the BAé litigation (€6.2 million), assets depreciation (mainly R&D) of €2.1 million and restructuring costs of €1.7 million.

Financial income

Financial income came to -€2,176 thousand versus -€1,153 thousand in 2012.

Income tax

Tax amounted to -€2,633 thousand versus +€2,927 thousand in 2012. In 2013, it was made up of -€3,263 thousand towards tax payable (including €1,406 thousand from CVAE and IRAP) and +€630 thousand towards deferred taxes.

Income from discontinued operations

Income from discontinued operations was €0 versus -€1.50 million in 2012.

Net income

Net income came to €9,117 thousand versus -€839 thousand in 2012. Net income – Group share was €6,583 thousand versus €658 thousand in 2012.

5. RESEARCH AND DEVELOPMENT

In 2013, Research and Development (R&D) efforts related to the three businesses. The capitalised R&D expenses were €2.7 million for a total expense of €12.4 million (including €1.5 million and €10.9 million respectively for the Smart Safety Systems business). The expenses were incurred mainly by the Smart Safety Systems and Protection in Nuclear Environments businesses for sub-marine and surface drones, terrestrial robotics and the development of gates for AP1000 power stations and the improvement in fire protection in the power stations.

All of the Group’s subsidiaries obtained research tax credits amounting to a total of €3.5 million, of which €2.8 million was recorded under income and €0.7 million was recognised as deferred income and will contribute to future results.

6. INVESTMENT POLICY

The Group’s investments stood at €5.1 million. More than half of them are intangible investments (R&D, software). Industrial investments are mainly funded through equity. Investments in real-estate, which are infrequent, are funded through classic debt or debt in the form of a lease.

In 2013, investments in external growth included the takeover of PHIDIAS TECHNOLOGIES (renamed PRODWAYS in May 2013) and the acquisition of the robotics business of AIR LIQUIDE WELDING FRANCE *via* a subsidiary of CIMLEC INDUSTRIE (November 2013).

7. GROUP’S FINANCIAL POSITION

As of 31 December 2013, the net consolidated financial debt (sum of loans and financial liabilities amounting to €45.8 million and bank borrowings amounting to €1.5 million, less marketable securities amounting to €11.0 million and cash and cash equivalents amounting to €21.8 million) was €14.49 million. As of 1 January 2013, it was €11.4 million.

The treasury shares held by ECA and GROUPE GORGÉ are not included in these figures. The net debt adjusted for treasury shares, valued at the closing price, was €13.1 million (versus €9.9 million as of 1 January 2013).

8. RISK FACTORS

8.1 Financial risk management

Financial risk management (liquidity, interest rates, exchange rates, market) is described by the Group in the notes to the consolidated financial statements, included in the Registration Document published by GROUPE GORGÉ and filed with the AMF.

8.2 Other risks

Details of the other risks faced by the Group are given in the Registration Document in Chapter 4, “Risk factors”.

These risks notably concern:

- legal risks (possibility of disputes, maintenance of professional certifications);
- credit or counter-party risks mitigated by considerable dispersal of suppliers and the absence of major dependence;
- operating risks related to technological changes, competition, changes in the market;
- risks related to dependence on key persons;
- risks in the event of non-compliance with the performance obligations accepted in some contracts with customers.

9. MAJOR EVENTS THAT HAVE OCCURRED SINCE THE CLOSING OF THE FINANCIAL YEAR

On 4 March 2014, the GROUPE GORGÉ, in collaboration with KEPLER CHEUVREUX, implemented an optional equity line of credit, *via* a delegation of the General Meeting of 8 June 2012. This solution facilitated an increase in share capital by means of successive draw downs at the request of the GROUPE GORGÉ. The line has a limit of 635,000 shares or 4.99% of the capital share and is limited to 24 months. Two draws amounting to 150,000 shares took place in March 2014.

No other major event took place between 31 December 2013 and the date of the meeting of the Board of Directors which approved the individual and consolidated financial statements.

10. BUSINESS FORECAST AND FUTURE PROSPECTS

Over the short term, business should remain consistent with previous years **Smart Safety Systems**. Numerous products and solutions developed over the last few years are reaching fruition. The business is in the process of reorganizing and strongly developing its export sales network for 2014 and 2015. This should enable it to register a noticeable increase in orders, especially starting in 2015. A R&D 2014-2018 program has been launched in order to develop next-generation robots and simulators. The development of this ambitious program will require new acquisitions or the creation of new industrial partnerships in order to integrate the technological resources and the necessary expertise for the achievement of this strategy. Orders for this sector are up by 4.4% to €89 million.

The sector "**Industrial Projects and Services**" has taken on a significant fire protection focus, which now represents 70% of the business activities. The level of orders is satisfactory at €37 million, showing nearly 15% growth CIMLEC INDUSTRIE should be able to take advantage of a boost in its business brought on by the acquisition of the robotics company AIR LIQUIDE WELDING FRANCE at the end of 2013. The business outlook for 2014 is therefore good and may benefit from a market resurgence on the international level.

In this sector, the 3D printer business will make its first contribution to turnover in 2014.

The sector "**Protection in Nuclear Environments**" is enjoying good visibility with €50 million in orders. Numerous construction projects for new plants (in China particularly) and the improvement of the security of plants (in France and abroad) are under discussion.

11. PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS OF THE PARENT COMPANY

We would like to make it clear that the financial statements presented to you were drawn up based on the same principles and methods as previous years.

Revenue came to €2.55 million versus €2.23 million in 2012. The operating income for the financial year was €0.1 million versus -€1.44 million in 2012.

Income from continuing operations before tax was €2.9 million versus €0.01 million in 2012. It should be noted that the financial income of GROUPE GORGÉ in 2013 was €2.7 million, including €4.2 million in dividends (€1.4 million in 2012).

After taking into account:

- the non-recurring income of +€0.9 million;
- tax income of €1.7 million.

the financial year ending 31 December 2013 ended with a profit of €5.48 million versus a loss of €1.43 million in 2012.

Furthermore, we request that you approve the non-tax-deductible expenses and charges that we incurred during the past financial year, amounting to a total of €11,834, as well as the corresponding theoretical tax amount of €3,945.

Breakdown of GROUPE GORGÉ's trade accounts payable by due date at the end of 2013

In order to fulfil the provisions of Article D. 441-4 of the French Commercial Code, we would like to specify that as of 31 December 2013, the balance of GROUPE GORGÉ's trade accounts payable was €480 thousand (€863 thousand as of 31 December 2012). These trade payables are not due and in general are payable at 30 days (in 2013 as in 2012).

12. CHANGE IN PRICE AND VOLUMES TRADED ON NYSE EURONEXT COMPARTMENT C

Month	Highest *(in euros)*	Lowest *(in euros)*	Number of shares traded	Capital *(in thousands of euros)*
January 2013	6.880	6.030	60,374	395.40
February 2013	6.850	6.410	33,332	224.14
March 2013	6.570	5.690	31,072	192.79
April 2013	5.930	5.260	66,589	376.17
May 2013	8.000	5.770	128,930	906.33
June 2013	8.950	8.020	159,478	1,361.17
July 2013	9.070	7.590	66,554	551.36
August 2013	8.890	7.630	87,551	741.37
September 2013	9.000	8.430	96,611	846.05
October 2013	9.610	8.020	129,374	1,144.71
November 2013	11.900	9.070	344,024	3,532.27
December 2013	21.500	10.610	1,769,252	27,510.35
January 2014	26.750	16.320	1,450,473	31,168.89
February 2014	24.550	18.800	621,907	13,396.41

Source: NYSE Euronext.

13. SOCIAL AND ENVIRONMENTAL POLICY

"Corporate Social Responsibility (CSR) is the contribution of companies to the challenges of sustainable development. The approach is for companies to take into account the social and environmental impacts of their business and to adopt the best possible practices and thus contribute towards improving society and protecting the environment. CSR makes it possible to combine economic logic, social responsibility and eco-responsibility." *(Source: Website of the Ministry of Ecology, Sustainable Development and Energy.)*

Methodology – panel of selected companies

In order to report the social and environmental impacts of our business in accordance with Article L.225-102-1 of the French Commercial Code, we have put together some information below. This information is consolidated and covers the French subsidiaries with more than 50 employees as of 30 June 2013 (or 7 subsidiaries), with the latter representing at least 80% of the Group's workforce and revenue on that date. For practical questions and questions pertaining to organisation within the group, we thought it relevant to retain this materiality threshold.

In addition, it was not possible to communicate all of the information listed in Article R.225-105-1 of the French Commercial Code.

We have selected only the information provided by the companies of the Group which is centralised by GROUPE GORGÉ SA. Insofar as the group has no overall unified policy on social, societal and environmental matters, each subsidiary is responsible for defining its procedures itself and for handling the social and environmental issues related to its business depending on its own constraints and in accordance with the applicable legal provisions. Organisational choices are unique and specific to each subsidiary. These choices are not synthesised nor harmonised at the Group GORGÉ SA level.

The data for water consumption consist partly of estimate since the consumption for two locations of the ECA ROBOTICS subsidiary was not recorded. The data for gas and electricity consumption covers a twelve-month period for all subsidiaries; however, the covered periods do not necessarily correspond to a calendar year. In terms of personnel fluctuations, the 14 departures included in the contracts ended involve transfers to a company within the group that is not part of the set of selected companies.

In terms of accidents at work, the frequency rate is equal to the number of accidents expressed in millions of hours worked, the severity rate, the number of days not worked (calendar or business days depending on the entities) expressed by thousands of hours worked.

13.1 Employment information

Total workforce at the group level (including fixed-term and permanent employment contracts of all of the Group's French and foreign subsidiaries) and geographical distribution

	31 December 2013	31 December 2012
	1,286 persons	1,290 persons

In France, the group is established in a number of regions. The distribution of employees per continent did not appear significant to us, as the Group's workforce abroad is not large (79 employees).

The entirety of the following indicators relate to the set of the selected companies, which stands at 974 employees (76% of the total).

Male/Female distribution by socio-professional categories

	2013			2012		
As %	Men	Women	TOTAL	Men	Women	TOTAL
Managers and higher professional positions	36	5	42	37	5	42
Technicians and supervisors	17	2	19	16	2	18
Employees	4	10	13	4	9	13
Workers	23	1	24	24	1	25
Apprentices	2	0	2	2	0	2
TOTAL	**82**	**18**	**100**	**83**	**17**	**100**

Distribution by age

As %	2013	2012
Below 30 years	13	13
Between 30 and 39 years	28	32
Between 40 and 49 years	30	30
Between 50 and 59 years completed	25	23
60 years and over	3	2

Recruitments

	2013	2012
Recruitments	97	159
Including permanent employment contracts	51	95
Including fixed-term employment contracts	34	58
Including apprentices	12	6

A significant portion of new hires with permanent contracts are staff who were originally on fixed-term contracts.

Reasons for end of employment contracts

	2013	2012
End of contracts	161	163
Including economic lay-offs	18	12
Including lay-offs for other reasons	28	24
Including others (end of contract term, retirement, resignation, contractual termination by mutual agreement)	115	127

Remuneration

In thousands of euros	2013	2012
Gross remuneration	38,362	41,325
Social security contributions	18,926	19,253
Pension liabilities: compensation paid and IAS 19 provision	460	536
Shareholding plans, profit-sharing	1,024	724
TOTAL	**58,772**	**61,838**

Each subsidiary has its own wage policy and makes its own independent decisions regarding the wage developments of its employees, depending on its field of business and growth or its own constraints.

Work organisation and employer-employee relations

Each subsidiary directly and independently manages employee work time organisation and employer-employee relations (organisation of social dialogue and collective agreements) within the company depending on its own constraints and the applicable rules.

Health and security

Workplace health and security policies are managed within each company in the Group depending on its field of business and its own constraints.

The absenteeism rate as well as the number of accidents at work have been recorded as relevant workplace health and security indicators.

We have no information relating to occupational diseases.

Absenteeism

	2013	2012
Absenteeism rate (1)	3.93%	3.30%

(1) *Ratio between the number of days of absence and the theoretical number of days present.*

Accidents at work

	2013	2012
Number of accidents at work with absence	35	28
Number of days lost	1,070	962
Frequency rate	19.55%	15.67%
Severity rate	0.60%	0.54%

Training

Each subsidiary determines its own training policy.

	2013	2012
Number of days of training	1,746	1,227
Number of persons trained	471	520
Training costs (1)	€564,000	€511,000

(1) *Educational costs, expenses, valuation of training days.*

Equal treatment

Disabled persons

	2013	2012
Number of disabled employees	26	28

Each subsidiary must respect the mandatory legal provisions with regard to equal treatment of employees and non-discrimination. The measures taken (if necessary) by the Group subsidiaries to promote equal treatment are not reported at the Group level.

Promotion of and compliance with the ILO (International Labour Organisation) core conventions

As all companies of the selected panel are located in France, compliance with French regulations is sufficient to ensure promotion of and compliance with the core conventions of the ILO (prohibition of child labour, freedom of association, abolition of forced labour, etc.).

13.2 Environmental information

General environmental policy

The Group companies determine their own environmental policies in compliance with applicable regulations.

The Group companies with sites that fall under the Installations Classified for the Protection of the Environment (ICPE) regulations have made the required declarations or possess the necessary authorisations.

Certain Group companies have taken action in the area of environmental management by drawing up management guidelines based on ISO 14001 requirements.

Pollution and waste management

The Group companies determine their own policies on this subject in compliance with applicable regulations.

Sustainable use of resources

The operations carried out within the Group do not involve any agricultural land use problems.

The Group companies' water supply does not pose a problem as France is not in a water stress area.

Consumption of resources

	From 1/11/2012 to 31/10/2013		From 1/11/2011 to 31/10/2012	
	Volume	Cost *(in €)*	Volume	Cost *(in €)*
Water consumption	6,771 m^3	22,610	7,310 m^3	23,735
Electricity consumption	4,821 MWh	502,015	3,918 MWh	405,267
Gas consumption	174,138 m^3	115,038	137,767 m^3	82,524
Fuel consumption	641,040 litres	548,161	ND	ND

It should be noted that water consumption decreased substantially compared to the previous financial year. This is due to work carried out by one subsidiary which used the process of closed-loop waste water recycling to cool an oven.

Climate change and protection of biodiversity

Greenhouse gas emissions will be estimated next year.

To our knowledge, the industrial activity of the Group companies has a limited impact on biodiversity.

Adaptation to the effects of climate change

We have not identified any risks to our business activity related to climate change.

13.3 Information on the company's commitments to sustainable development

Territorial, economic and social impact of business activity – local relationships

Our subsidiaries are often located in operating zones. Some of them have been in the same region for many years and in general contribute towards maintaining local employment and developing their region through their economic activity.

Each subsidiary determines its own local partnership and sponsorship policy.

The Group companies regularly include interns and apprentices in their workforces.

	2013	2012
Number of interns	65	78
Number of apprentices	22	22

Subcontracting and suppliers

Each Group company selects its suppliers and subcontractors according to their reputation, performance and reliability to ensure that they are able to help the Group meet its business objectives.

Fair business practices

Each Group company is responsible for applying anti-corruption regulations, and for defining its own procedures.

Each Group company applies its know-how to offer reliable products to its customers. Products are generally subjected to internal quality control procedures.

Other initiatives taken to promote human rights

To our knowledge, the Group companies have not taken any specific initiatives to promote human rights.

14. ACQUISITION OF EQUITY AND CONTROLLING STAKES MADE DURING THE FINANCIAL YEAR

In May 2013, GROUPE GORGÉ SA took over PHIDIAS TECHNOLOGIES, now renamed PRODWAYS.

In November 2013, the robotics business of AIR LIQUIDE WELDING FRANCE was acquired by COMMERCY ROBOTIQUE, a wholly owned subsidiary of CIMLEC INDUSTRIE, itself a subsidiary of GROUPE GORGÉ.

A complete table of investments can be found in the notes to the financial statements, and the Group's organisational chart, updated as of 31 December 2013, appears in Section 7.1 of the Registration Document.

15. SHAREHOLDING

The distribution of capital and voting rights as of 31 December 2013 is as follows:

	31 December 2013				31 December 2012			
	Shares	% of share capital	Voting rights exercisable at the Shareholders' Meeting [3]	% voting rights exercisable at the Shareholders' Meeting	Shares	% of share capital	Voting rights exercisable at the Shareholders' Meeting [3]	% voting rights exercisable at the Shareholders' Meeting
GORGÉ family [1]	8,313,018	65.29%	15,913,490	77.72%	8,313,018	65.29%	11,059,301	71.51%
Bpifrance	1,069,519	8.40%	1,069,519	5.22%	1,069,519	8.40%	1,069,519	6.91%
SUBTOTAL GORGÉ and Bpifrance combined	9,382,537	73.69%	16,983,009	82.94%	9,382,537	73.69%	12,128,820	78.42%
Eximium [2]	na	na	na	na	714,278	5.61%	714,278	4.62%
Treasury shares	4,037	0.03%	-	-	15,918	0.13%	-	-
Public	3,345,269	26.27%	3,492,186	17.06%	2,619,110	20.57%	2,621,767	16.95%
TOTAL	**12,731,843**	**100%**	**20,475,195**	**100%**	**12,731,843**	**100%**	**15,464,865**	**100%**

(1) *"GORGÉ family" refers to shares held directly by Jean-Pierre GORGÉ, founder of the Group, i.e. 115,219 shares, those held directly by Raphaël GORGÉ (366,367 shares) as well as shares held by PÉLICAN VENTURE SAS, a holding company controlled by three members of the GORGÉ family.*

(2) *Eximium, a company controlled by Mr Michel BAULÉ, sold its stake in the 4th quarter of 2013.*

(3) *Voting rights exercisable at the Shareholders' Meeting do not include treasury shares. The number of theoretical votes may be obtained by adding the number of votes exercisable at the Shareholders' Meeting to the number of treasury shares.*

In the second half of 2013, double voting rights were conferred in accordance with the bylaws to registered shares held by PÉLICAN VENTURE (GORGÉ family) for more than four years.

To the Company's knowledge, there are no shareholders other than those mentioned above, directly or indirectly holding 5% or more of the Company's share capital or voting rights.

A constitutive protocol of concerted action was entered into by Bpifrance (previously FONDS STRATÉGIQUE D'INVESTISSEMENT) on the one hand and PÉLICAN VENTURE, Jean-Pierre GORGÉ and Raphaël GORGÉ on the other in December 2011.

There is no other shareholders' agreement. There are also no statutory restrictions for exercising voting rights and share transfers.

16. APPROPRIATION OF INCOME AND DISTRIBUTION

Appropriation of income (fourth resolution)

The company's income for the financial year ended 31 December 2013 showed a profit of €5,479,594.35. We suggest that you allocate a sum of €15,000 euros to the legal reserve, so as to bring up it to 10% of the share capital and to proceed with a dividend distribution of €4,122,189.76 (i.e. €0.32 per share), to be deducted from the company's profits for the financial year and to allocate the balance of the available income (€1,342,404.59) retained earnings".

If there are variations in the number of shares entitled to the dividend in relation to the 12,881,843 shares forming the share capital on 1 April 2014, the total amount of the dividend will be adjusted accordingly. In this case, the amount allocated to the balances carried forward will be calculated based on the dividends actually paid and, if applicable, the company will perform an additional withdrawal from the "share premium" account, based on the dividends actually paid, taking into account the number of new shares created entitled to a dividend as of the distribution date of the dividend.

The dividend would be paid in cash. The ex-dividend date would be 1 July 2014 and the dividend payment date would be from 4 July 2014.

Dividend distribution for the last three financial years:

In accordance with legal provisions, we would like to remind you that the dividend distributions made for the last three financial years were as follows:

	Dividend per share *(in euros)*	Number of shares comprising the share capital	Total dividend (2) *(in euros)*
2010	0.26 (1)	11,574,403	3,009,344.78 (1) (2)
2011	0.30 (1)	12,731,843	3,819,552.90 (1) (2)
2012	0.32 (1)	12,731,843	4,074,189.76

(1) *Dividend eligible for the 40% tax deduction for individuals residing in France for tax purposes.*
(2) *These sums include the unpaid amount of the dividend corresponding to treasury shares, which is allocated to the retained earnings account.*

17. INFORMATION ON CORPORATE OFFICERS

17.1. List of terms of office

In accordance with the provisions of Article L.225-102-1 paragraph 4 of the French Commercial Code, we would like to provide the list of terms of office and positions held by the members of the Board of Directors in all companies over the previous year.

Surname and given name	Date of first appointment	Date term expires	Main position held in the Company	Main position held outside the Company	Other terms of office and positions held in any company
GORGÉ Catherine	Shareholders' Meeting dated 8 June 2012	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2017	Director	President of CG CONSEIL SAS	Director of ECA SA Corporate Secretary of PRODWAYS (consultant)
GORGÉ Jean-Pierre	Meeting of the Board of Directors dated 11/03/1991	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2014	Director	President of PÉLICAN VENTURE SAS President of FRANCEOLE HOLDING SAS President of FRANCEOLE SAS	Director of ECA SA Vice-Chairman of the Supervisory Board of SOPROMEC Vice-Chairman and member of the Supervisory Board of PROMELYS PARTICIPATIONS Manager of AF MATHURINS COMMANDITE SARL Manager of the civil company G21
GORGÉ Raphaël	Shareholders' Meeting dated 17 June 2004	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2015	Chairman of the Board of Directors and CEO	Deputy CEO of PÉLICAN VENTURE SAS	Chairman of the Supervisory Board of PROMELYS PARTICIPATIONS SA Director of ECA SA Chairman of the Board of Directors of ECA (since 13/11/2012) CEO of ECA SA (from 13/11/2012 to 13/02/2013) Chairman of the Supervisory Board of SOPROMEC SA President of NUCLÉACTION SAS Manager of SCI THOUVENOT Manager of SCI DES CARRIÈRES Manager of SCI AUSSONNE President of STONI SAS Permanent representative of GROUPE GORGÉ SA as Chairman of FINU4 SAS until 18/10/2013 General Manager of GORGÉ EUROPE INVESTMENT BV Manager of SC COMPAGNIE INDUSTRIELLE DU VERDELET Chairman of PRODWAYS (formerly PHIDIAS) (since 14/05/2013) Permanent representative of GROUPE GORGÉ SA as Chairman of FINU5
GRIFFON-FOUCO Martine	Shareholders' Meeting dated 8 June 2012	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2017	Director	President of Gali	Director of ASSYSTEM Director of ISAE-ENSMA Director of KEDGE Director of GIAT INDUSTRIES Chairperson of the Board of Directors of ALPHATEST SA
LUCOT Sylvie	Shareholders' Meeting dated 18 December 2006	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2016	Director	Vice-President, International Corporate Affairs, Thales until her retirement in February 2014	Member of the Board of the AMF

PROFESSIONAL ADDRESSES OF THE DIRECTORS:

Raphaël GORGÉ	C/o GROUPE GORGÉ, 19, rue du Quatre-Septembre – 75002 Paris
Jean-Pierre GORGÉ	C/o GROUPE GORGÉ, 19, rue du Quatre-Septembre – 75002 Paris
Catherine GORGÉ	C/o GROUPE GORGÉ, 19, rue du Quatre-Septembre – 75002 Paris
Sylvie LUCOT	C/o THALES SA, 45, rue de Villiers – 92526 Neuilly-sur-Seine Cedex
Martine GRIFFON-FOUCO	C/o ASSYSTEM, 70, boulevard de Courcelles – 75017 Paris
Sacha TALMON (observer)	C/o Bpifrance, 6-8, boulevard Haussmann – 75008 Paris

MANAGEMENT EXPERIENCE AND EXPERTISE OF THE DIRECTORS AND OBSERVER:

Raphaël GORGÉ	Mr Raphaël GORGÉ joined GROUPE GORGÉ (named FINUCHEM at the time) in 2004 after a 10-year career in finance and technology. He initiated and implemented the Group's withdrawal from the automotive sector (70% of its revenue in 2004), then steered its development toward new areas of business. Raphaël GORGÉ has been the Chief Executive Officer of the Group since 2008. Raphaël GORGÉ has an engineering degree from the École Centrale de Marseille and holds an advanced degree in molecular modelling.
Jean-Pierre GORGÉ	Before founding GROUPE GORGÉ (previously named FINUCHEM) in 1990, Mr Jean-Pierre GORGÉ held various positions in public administration, including deputy director of the chemical industries department of the French Ministry of Industry as well as SMI delegate and head of the regional affairs department at the Ministry of Industry. Jean-Pierre GORGÉ is currently the president of Franceole, a wind turbine manufacturing company controlled by the holding company of the GORGÉ family. Jean-Pierre GORGÉ has an armaments engineering degree from the École Polytechnique (1962) and a degree from the Institut d'Études Politiques in Paris (1967).
Catherine GORGÉ	Ms Catherine GORGÉ began her career as a process engineer at ATLANTIC RICHFIELD, then joined the TECHNIP Group as a project engineer. After working at the Industrial Projects and Services business at GROUPE GORGÉ, she joined the luxury sector. There, she held the position of Director of Development and Operations at the PUIG Group, first for the Paco Rabanne brand, then for the Maje brand. She currently runs the company CG CONSEIL, specialising in business consulting. In 2014, she is carrying out a consulting assignment at PRODWAYS (as corporate secretary). Catherine GORGÉ is also a director of ECA. Ms Catherine GORGÉ has an engineering degree from the École Centrale de Marseille and holds an advanced degree in project management.
Sylvie LUCOT	Ms Sylvie LUCOT was Vice-President of International Corporate Affairs at the THALES Group from 2008 until her retirement in February 2014. From 1986 to 1997, she was the Director of Investor Relations at the Thomson Group and THOMSON-CSF, and then from 1998 to 2008, at the THOMSON-CSF Group, which became the THALES Group in 2000. From 1974 until joining the THOMSON Group in 1984, she was a financial analyst at DAFSA and the French Ministry of industry.
Martine GRIFFON-FOUCO	Ms Martine GRIFFON-FOUCO currently holds the positions of Member of the Executive Board, Executive Vice President and Head of Corporate & Business Development at ASSYSTEM SA. She previously held various positions at CEGELEC, EDF and the French CEA (Atomic Energy Commission). At EDF, Ms GRIFFON-FOUCO was the Director of the Blayais Nuclear Power Plant from June 1994 to November 1998. During the 1980s, she created the first "human factor" teams in the nuclear industry while at EDF and the CEA. Ms Martine GRIFFON-FOUCO has a degree in engineering (ENSMA in Poitiers) along with, among others, a degree in psychology.
Sacha TALMON (observer)	Mr Sacha TALMON joined FONDS STRATÉGIQUE D'INVESTISSEMENT (now Bpifrance) in 2010 as a Director of Investment after working in London for over ten years. He began his career in Mergers & Acquisitions at Credit Suisse First Boston within the Telecommunications and Media team. In 2004, he joined the Consumer Goods and Retail Sector team at Bank of America. At the beginning of 2007, he was an active participant in the launch of the investment fund Ironshield Capital Management. In 2009, he joined Arrowgrass Capital Partners, another multi-strategy investment fund. Sacha TALMON has a degree from Paris Dauphine University and holds an MBA from INSEAD.

Mr Raphaël GORGÉ is the son of Mr Jean-Pierre GORGÉ. Ms Catherine GORGÉ is the wife of Mr Raphaël GORGÉ. Ms Martine GRIFFON-FOUCO was appointed as a director on the recommendation of Bpifrance. Ms Sylvie LUCOT is an independent director.

During the last five years, the corporate officers have served terms of office in the following companies:

	2009	2010	2011	2012	2013
Jean-Pierre GORGÉ					
ECA	x	x	x	x	x
GROUPE GORGÉ	x	x	x	x	x
MELCO	x				
PÉLICAN VENTURE	x	x	x	x	x
SOPROMEC PARTICIPATIONS	x	x	x	x	x
AUPLATA	x	x	x	x	
PROMELYS PARTICIPATIONS		x	x	x	x
AF MATHURINS COMMANDITE SARL		x	x	x	x
SOCIÉTÉ CIVILE G21		x	x	x	x
FRANCEOLE SAS				x	x
FRANCEOLE DIJON SAS				x	x
FRANCEOLE CREUSOT SAS				x	x

	2009	2010	2011	2012	2013
Raphaël GORGÉ					
GROUPE GORGÉ	x	x	x	x	x
SCI THOUVENOT	x	x	x	x	x
PÉLICAN VENTURE	x	x	x	x	x
LES PATUREAUX	x	x			
PLÉIADE INVESTISSEMENT	x	x	x		
AUPLATA	x	x	x	x	
CLF	x				
ECA	x	x	x	x	x
MELCO	x				
SOPROMEC PARTICIPATIONS	x	x	x		
SCI DES CARRIÈRES	x	x	x	x	x
STONI	x	x	x	x	x
NTC NUCLÉACTION	x				
NUCLÉACTION	x	x	x	x	x
SCI AUSSONNE	x	x	x	x	x
CNAITEC	x	x	x		
FINU4	x	x	x	x	x
PROMELYS PARTICIPATIONS		x	x	x	x
GORGÉ EUROPE INVESTMENT BV				x	x
SC COMPAGNIE INDUSTRIELLE DU VERDELET				x	x
FINU5					x
PRODWAYS					x
Sylvie LUCOT					
GROUPE GORGÉ	x	x	x	x	x
SIFELEC SA	x				
THALES CANADA	x	x	x	x	
Martine GRIFFON-FOUCO					
GROUPE GORGÉ				x	x
ASSYSTEM SA			x	x	x
ALPHATEST SA			x	x	x
GIAT INDUSTRIES			x	x	x
ISAE-ENSMA					x
KEDGE					x
ASG SA			x	x	
INSIEMA			x	x	
ANAFI SAS			x		
Catherine GORGÉ					
GROUPE GORGÉ				x	x
ECA SA			x	x	x
IMMOBILIÈRE BENON SCI			x		
CG CONSEIL SAS					x

17.2. Remuneration and benefits in kind for the corporate officers

In accordance with Article L.225-102-1 paragraph 1 of the French Commercial Code and with the recommendations of the *Autorité des Marchés Financiers* (AMF) on the information to be given in registration documents on the remuneration of corporate officers, we hereby present in the table below the remuneration and benefits paid to each of the corporate officers by the Company, companies controlled by GROUPE GORGÉ or the controlling company of GROUPE GORGÉ, during the past year.

Mr Raphaël GORGÉ (Chairman and Chief Executive Officer) received a fixed gross remuneration of €165,000 (including 152,667 received in 2013) from PÉLICAN VENTURE (controlling company of GROUPE GORGÉ) as well as a benefit in kind of €8,651 (company car). PÉLICAN VENTURE charges the main part of this remuneration to GROUPE GORGÉ for the services that it provides (which are described in Section 7 of the Reference Document). In 2014, Raphael GORGÉ will also receive a variable remuneration of 79,547 from GROUPE GORGÉ and €10,000 in director's fees for the 2013 financial year.

The Company has not made any other remuneration commitment for 2013 in favour of its executive corporate officer, for any reason whatsoever. Mr Raphaël GORGÉ does not have any stock subscription or purchase options, nor does he have a free share grant plan.

Mr Jean-Pierre GORGÉ (Director) received a fixed gross remuneration of €132,000 from PÉLICAN VENTURE (controlling company of GROUPE GORGÉ) as well as a benefit in kind of €4,910 (company car). This remuneration is not in connection with his term of office as Director at GROUPE GORGÉ and is not charged back to GROUPE GORGÉ.

The total amount of director's fees to be allocated to the Board of Directors from 1 January 2013 was fixed at €60,000.

TABLE 1 – SUMMARY TABLE OF THE REMUNERATION AND THE OPTIONS AND SHARES GRANTED TO EACH EXECUTIVE CORPORATE OFFICER

Raphaël GORGÉ, Chairman and Chief Executive Officer	2013	2012
Remuneration due for the financial year (1) (details in Table 2)	€253,199	€148,665
Value of multiannual variable remuneration granted during the financial year	None	None
Value of the options granted during the financial year (details in Table 4)	None	None
Value of bonus shares (details in Table 6)	None	None
TOTAL FOR RAPHAËL GORGÉ	**€253,199**	**€148,665**

(1) *Remuneration paid by PÉLICAN VENTURE (controlling company of GROUPE GORGÉ) to the amount of €165,000 and by Group GORGÉ to the amount of €79,547 (as variable remuneration payable according to quantitative and qualitative criteria). This remuneration does not include director's fees.*

TABLE 2 – SUMMARY TABLE OF THE REMUNERATION OF EACH EXECUTIVE CORPORATE OFFICER

	Amounts for 2013		Amounts for 2012	
Raphaël GORGÉ, Chairman and Chief Executive Officer	Due	Paid	Due	Paid
• fixed remuneration (1)	€165,000	€152,667	€140,000	€140,000
• annual variable remuneration (2)	€79,547	None	None	None
• multiannual variable remuneration	None	None	None	None
• non-recurring remuneration	None	None	None	None
• director's fees	€10,000	€10,000	€10,000	€1,500
• benefits in kind (3)	€8,651	€8,651	€8,665	€8,665
TOTAL	**€263,199**	**€171,318**	**€158,665**	**€150,165**

(1) *This remuneration was paid by PÉLICAN VENTURE, controlling company of GROUPE GORGÉ, and not by GROUPE GORGÉ.*
(2) *The Board of Directors has decided to allocate Mr Raphaël GORGÉ a variable remuneration of up to €83,000 (gross). The granting of this variable remuneration depends on quantitative (profitability of the group, revenue growth, increase in the share price) and qualitative criteria (ECA's evolution, consolidation of VAN DAM, completion of acquisitions).*
(3) *This benefit in kind consists of the provision of a company car.*

TABLE 3 – TABLE OF DIRECTOR'S FEES AND OTHER REMUNERATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

Members of the Board of Directors	Paid in 2013	Paid in 2012
Jean-Pierre GORGÉ		
Director's fees	€10,000	€1,500
Other remuneration [1]	€132,000	€132,000
Sylvie LUCOT		
Director's fees	€10,000	€3,500
Other remuneration	Not applicable	Not applicable
Michel BAULÉ		
Director's fees	€10,000	€3,500
Other remuneration	Not applicable	Not applicable
Martine GRIFFON-FOUCO		
Director's fees	€10,000	Not applicable
Other remuneration	Not applicable	Not applicable
Catherine GORGÉ		
Director's fees	€10,000	Not applicable
Other remuneration	Not applicable	Not applicable

(1) *Remuneration paid to Jean-Pierre GORGÉ was made by a controlling company.*

TABLE 4 – STOCK SUBSCRIPTION OR PURCHASE OPTIONS GRANTED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER BY THE ISSUER OR BY ANY GROUP COMPANY

Name of the executive corporate officer	Plan no. and date	Purchase or subscription	Value of the options as per the method used for the consolidated financial statements	Number of options granted during the financial year	Strike price	Strike period
None						

TABLE 5 – STOCK SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE YEAR BY EACH EXECUTIVE CORPORATE OFFICER

Name of the executive corporate officer	Plan no. and date	Number of options exercised during the year	Strike price
None			

TABLE 6 – BONUS SHARES GRANTED TO EACH CORPORATE OFFICER

Bonus shares granted by the Shareholders' Meeting during the financial year to each corporate officer by the issuer or by any Group company (bearer list)	Plan no. and date	Number of shares granted during the financial year	Value of the shares as per the method considered for the consolidated financial statements	Acquisition date	Availability date	Performance conditions
Grants in the 2013 financial year						
None						

TABLE 7

Bonus shares that became available to each corporate officer	Plan no. and date	Number of shares that became available during the financial year	Acquisition conditions
None			

TABLE 8 – HISTORY OF ALLOCATION OF STOCK SUBSCRIPTION OR PURCHASE OPTIONS

Information on stock subscription or purchase options
None

TABLE 9 – STOCK SUBSCRIPTION OR PURCHASE OPTIONS GRANTED TO THE FIRST TEN EMPLOYEES WHO ARE NOT CORPORATE OFFICERS AND OPTIONS EXERCISED BY THEM

	Total number of shares allocated for shares subscribed to or purchased	Weighted average price	Plan no. 1	Plan no. 2
Options granted, during the financial year, by the issuer and any company included within the scope of granting options, to the last ten employees of the issuer and any company included within this scope, of which the number of options granted is the highest (global information)				None
Options held in the issuer company and the companies mentioned above, exercised, during the financial year, by the ten employees of the issuer and these companies, of which the number of options thus purchased or subscribed to is the highest (global information)				None

TABLE 10 – HISTORY OF BONUS SHARE AWARDS

Date of Meeting	18/12/2006	8/06/2010
Date of Board of Directors	22/02/2008	6/06/2011
Total number of bonus shares distributed [(1)]	62,000	49,000
including corporate officers	*31,000*	-
Raphaël GORGÉ	*31,000*	-
Acquisition date of the shares	22/04/2010	6/06/2013
Date of end of the lock-up period	22/04/2012	6/06/2015
Number of shares acquired	20,668	42,000
including corporate officers	*10,334*	-
Raphaël GORGÉ	*10,334*	-
Number of cancelled shares	41,332	7,000
Bonus shares distributed during the acquisition period	-	-

[(1)] *distribution subject to performance conditions associated with the profits of the group and of the subsidiaries.*

TABLE 11

Directors Corporate officers	Employment contract	Supplementary pension scheme	Compensation or benefits due or likely to be due on account of the end or change of office	Compensation relating to a non-compete clause
Raphaël GORGÉ Chairman and Chief Executive Officer	No	Yes [(1)]	No	No

[(1)] *Supplementary pension plan with fixed contributions of 2.5% of the gross salary, paid by PÉLICAN VENTURE, company controlling GROUPE GORGÉ, and not by GROUPE GORGÉ.*

17.3. Information on the securities transactions by corporate officers and directors and the persons mentioned in Article L.621-18-2 of the French Monetary and Financial Code

As far as the Company is aware, no corporate officer, Group director nor person connected to them made any statement relating to transactions carried out on the Company securities in 2013.

18. AGREEMENTS MENTIONED IN ARTICLE L.225-38 OF THE FRENCH COMMERCIAL CODE

No regulated agreement (*i.e.* related-party transactions as defined in Article L.225-38 of the French Commercial Code) was made during the past financial year. The special report of the Statutory Auditors on regulated agreements and commitments indicates that there were no new agreements and sets forth the prior agreements that continued to be in effect in 2013. We hereby ask that you note that there were no new regulated agreements (third resolution).

19. EMPLOYEE SHAREHOLDING PLANS

In accordance with the provisions of Article L.225-102 of the French Commercial Code, it should be noted that none of the employees' shares are held under collective management.

20. FACTORS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

The holders of shares registered in their names for more than four years enjoy double voting rights.

21. TABLE OF RESULTS FOR THE FIVE PREVIOUS FINANCIAL YEARS

In accordance with the provisions of Article R.225-102 of the French Commercial Code, the table showing the Company's results for each of the past five years is appended to this report.

22. SHARE BUYBACKS

Information required pursuant to Article L.225-211 of the French Commercial Code

In accordance with Article L.225-211 of the French Commercial Code, the following information is hereby provided concerning the share buyback transactions carried out during the 2013 financial year.

The purchase of shares in 2013 took place under the authorisations obtained during the Shareholders' Meetings held on 8 June 2012 and 6 June 2013.

a) Number of shares purchased and sold during the financial year in accordance with Articles L.225-208, L.225-209 and L.225-209-1 of the French Commercial Code and average purchase and sale price:

In 2013, 101,851 shares of GROUPE GORGÉ were repurchased by the Company as part of the authorisation granted by the Combined Shareholders' Meeting held on 8 June 2012 and 191,437 were repurchased under the authorisation granted by the Combined Shareholders' Meeting held on 6 June 2013.

As such, a total of 293,288 shares of GROUPE GORGÉ were repurchased during 2013 at an average price of €9.260 per share, at a total cost of €2,715,953.11:

- 81,167 shares of GROUPE GORGÉ were repurchased at an average price of €6.627 per share in order to stabilise the stock market price, which amounted to a total cost of €537,887.27, under the authorisation granted by the Shareholders' Meeting held on 8 June 2012;
- 170,121 shares of GROUPE GORGÉ were repurchased at an average price of €10.848 per share in order to stabilise the stock market price, which amounted to a total cost of €1,845,431.77, under the authorisation granted by the Shareholders' Meeting held on 6 June 2013;
- 42,000 shares of GROUPE GORGÉ were repurchased for the granting of bonus shares under the authorisations given by the Shareholders' Meetings held on 8 June 2012 (20,684 shares for €152,793.83 at an average price of €7.387) and 6 June 2013 (21,316 shares for €179,840.25 at an average price of €8.437).

263,169 shares of GROUPE GORGÉ were sold in 2013 at an average price of €9.296 per share within the framework of the liquidity contract.

b) Trading charges:

In 2013, trading charges were made up solely of fees from the liquidity contract, which amounted to €30,000.

c) The number of shares registered in the Company's name at the end of the financial year and their value at purchase price – Fraction of the capital that they represent:

At 31 December 2013, GROUPE GORGÉ held 4,037 treasury shares (or 0.03% of its share capital), recorded at €76,678 in the balance sheet, amounting to €18.99 per share, and €86,593.65 at a stock market price of €21.45 as of the same date.

All of the shares are owned to stabilise the stock market price.

The above number of shares and figures are given on the basis of a nominal value of €1 per share and on the basis of 12,731,843 making up the share capital as of 31 December 2013.

The treasury shares are recorded in the balance sheet of GROUPE GORGÉ SA under "Marketable securities".

d) Cancellation of Company shares during the 2013 financial year:

In 2013, the Company did not use the authorisations granted by the Combined Shareholders' Meetings held on 8 June 2012 and 6 June 2013 to implement a reduction in the share capital by cancellation of shares owned by the Company within a ceiling of 10% of the capital for every 24-month period.

e) Number of shares possibly used:

The purpose of the repurchase shares may be:

- transferring shares at the time of exercising the rights attached to securities that give access to the capital by reimbursement;
- granting share purchase options to employees;
- cancelling all or part of the shares thus repurchased;
- providing securities in payment or exchange for external growth operations;
- stabilising the share's stock market price.

In 2013, 42,000 shares were delivered to employees in connection with a free share plan.

f) Possible reallocation for other purposes, decided during the 2013 financial year: None.

23. RENEWAL OF THE SHARE REPURCHASE PROGRAMME

You will also be asked to authorise the Board of Directors (with the option to sub-delegate) to renew the programme for the repurchase of the Company's treasury shares (fifth resolution).

The purpose of this authorisation is to enable the Company to trade in its treasury shares, as provided for by law, in order to:

- provide shares for use in connection with the exercise of rights linked to securities giving access to the share capital through reimbursement, conversion, exchange, presentation of a warrant or by any other method;
- stabilise the share price through an independent investment service provider within the scope of a liquidity contract that complies with the AMAFI Code of Ethics;

- provide shares for use as payment, exchange or otherwise within the scope of external growth operations;
- sell or allocate shares to Group employees or directors under the conditions and according to the methods provided for by law, especially in connection with a stock option purchase plan or the free allocation of existing shares;
- cancel all or some of the shares repurchased, in accordance with the authorisation given in the Shareholders' Meeting.

This authorisation falls within the legal scope of Article L.225-209 of the French Commercial Code:

- it would be valid for a maximum period of 18 months and, as from its adoption by the Shareholders' Meeting and for the remaining balance, it would nullify and replace any prior delegation of authority to the Board of Directors to allow the Company to trade in its treasury shares;
- the maximum amount of shares which the Board of Directors may acquire cannot exceed 10% of the total number of shares forming the share capital, with the understanding that the Company would not hold more than 10% of the shares forming the share capital at any time;
- the maximum purchase price per share would be set at €50.

In the event that the capital is increased through capitalisation of reserves and allocation of bonus shares, as well as in the event of a share split, reverse share split or any other transaction affecting equity, the Shareholders' Meeting would delegate to the Board of Directors the power to adjust the aforementioned prices in such a way as to allow for the impact of such transactions on the share value.

It is understood that these transactions should be performed in compliance with the rules laid down by Articles 241-1 to 241-7 of the General Regulations of the French Financial Markets Authority (AMF) on market trading conditions and timing.

The description of the share repurchase programme, as prescribed by Article 241-2 of the General Regulations of the Financial Markets Authority, is published under the conditions set forth in Article 221-3 of said regulations and contains all useful additional information on this repurchase programme.

24. TABLE OF DELEGATIONS

A table of currently valid delegations relating to capital increases granted to the Board of Directors by the Shareholders' Meeting, in application of Articles L.225-129-1 and L.225-129-2 of the French Commercial Code, is appended to this report.

25. PRESENTATION OF RESOLUTIONS OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Delegation of authority to the Board of Directors for the purpose of reducing share capital by cancelling shares acquired by the company under Article L.225-209 of the French Commercial Code (6th resolution)

The authorisation given to the Board of Directors in 2012 to cancel the shares acquired by the Company under Article L.225-209 of the French Commercial Code (share repurchase programme) will expire at the end of 2014. The shareholders are asked to grant the Board a new authorisation allowing it to cancel securities, within the legal limits.

As such, with a view to the cancellation of the purchased shares, your Meeting, acting as an Extraordinary Shareholders' Meeting, would authorise, in one or several steps, a reduction in the share capital within a ceiling of 10% of its current amount; this 10% ceiling would apply to the share capital amount that may be adjusted if needed to take into account the transactions affecting the share capital after the Meeting.

This authorisation would be given for a period of 24 months as from the Shareholders' Meeting of 18 June 2014 and would nullify and replace any prior authorisation.

Capital increase delegations (7th, 8th, 9th, 10th, 11th and 14th resolutions)

As the delegations of authority with regard to share capital increases adopted at the General Shareholders' Meeting of 8 June 2012 will expire at the General Shareholders' Meeting convened to approve the financial statements for the financial year ended 31 December 2013, the Board proposes that the General Shareholders' Meeting renew the delegations of authority granted by the Combined Shareholders' Meeting of 8 June 2012 with a view to issuing, in one or several steps, ordinary shares or securities giving access to share capital or giving entitlement to the allocation of debt securities, waiving or maintaining pre-emptive subscription rights.

As such, so that your Company may have rapid and flexible additional financing at its disposal if needed, we request that you grant these delegations of authority to the Board of Directors for the purpose of deciding to increase the share capital of the Company in one or several steps, in the proportions and at the times it sees fit to do so.

We request that you grant the following delegations of authority to the Board of Directors:

- delegation of authority for the purpose of deciding to increase the share capital of the Company, either by issuing shares and/or any securities giving access to the share capital of the Company or giving entitlement to the allocation of Company debt securities, maintaining shareholders' pre-emptive subscription rights, or by incorporation of premiums, reserves, profits or other items (7th resolution);
- delegation of authority for the purpose of deciding to increase the share capital of the Company, by issuing shares and/or any securities giving access to the share capital of the Company or giving entitlement to the allocation of Company debt securities, including in connection with a public exchange offer, waiving shareholders' pre-emptive subscription rights (8th resolution);
- delegation of authority for the purpose of carrying out share capital increases by issuing shares or securities giving access to the share capital under private placements, waiving pre-emptive subscription rights (9th resolution);
- delegation of authority for the purpose of increasing the number of securities to be issued in the event of a surplus demand following a share capital increase, either waiving or maintaining pre-emptive subscription rights (10th resolution);
- authorisation to be given to the Board of Directors for the purpose of increasing the share capital of the Company one or more times through the issuance of securities or securities giving access to share capital in order to pay for in-kind contributions of securities or securities giving access to share capital (11th resolution);
- delegation of authority for the purpose of increasing the share capital by issuing shares or other securities giving access to the share capital of the Company reserved for employees (14th resolution).

The purpose of these delegations is to give the Board of Directors full authority to issue, within the limits set by each of these resolutions and at the times it sees fit, ordinary shares and/or any securities giving access, either immediately or at a future date, to the share capital or giving entitlement to the allocation of Company debt securities, until the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2015.

The nominal amount of share capital increases likely to be implemented cannot exceed €5,000,000, to which will be added, if applicable, the nominal amount of any additional shares issued to preserve the rights of holders of securities giving access to the share capital in accordance with legal and regulatory provisions as well as with any applicable contractual stipulations.

This ceiling of €5,000,000 is an overall limit and is cumulative for the delegations set out in the 7th, 8th, 9th, 10th, 11th and 14th resolutions.

The nominal amount of the company debt securities which may be issued cannot exceed €50,000,000. This ceiling is an overall limit and is cumulative for the aforementioned delegations.

These securities may be issued either with or without shareholders' pre-emptive subscription rights.

If pre-emptive subscription rights are maintained, and if the number of subscriptions falls below the total number of shares or securities issued, the Board of Directors may use the options provided by law and, in particular, offer all or part of the unsubscribed securities to the public.

In the event that shares and/or any securities giving access to the share capital or giving entitlement to the allocation of Company debt securities are issued to the public, and if shareholders' pre-emptive subscription rights are waived, the Board of Directors may grant shareholders the option of priority subscription. The issue price shall be at least equal to (a) the weighted average of the stock market price of the three trading days preceding the date on which it is set, which may be reduced by a maximum discount of 5%, or (b) the minimum value set by the applicable legal and regulatory provisions, if it is different.

According to the law, capital increases conducted through private placement (9th resolution) are available exclusively to the categories of persons listed in Part II of Article L.411-2 of the French Monetary and Financial Code, i.e. (i) individuals providing portfolio management investment services on behalf of third parties et (ii) qualified investors or a limited circle of investors, provided that such investors are acting on their own account. The law stipulates that these private placement transactions must be limited to 20% of the share capital per year. The issue price of the shares likely to be issued pursuant to this delegation, after taking into account the issue price of individual subscription warrants if necessary, shall at least be (i) within a limit of 10% of the share capital per year, and at an average of five consecutive listed stock prices chosen from among the previous thirty trading days preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%, (ii) in other cases, (a) to the weighted average of the stock market price of the three trading days preceding the date on which it is set, which may be reduced by a maximum discount of 5%, or (b) the minimum value set by the applicable legal and regulatory provisions at the time that the present delegation will be used, if it is different.

If the Board of Directors notes a surplus demand of subscriptions following a share capital increase, whether pre-emptive subscription rights are waived or maintained, it will be authorised to increase the number of securities issued in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, within thirty days of the closing of the subscription, within a ceiling of 15% of the original issue amount and of the overall limits set out above, and at the same price as used for the original issue (10th resolution).

For the 11th resolution, you are invited to authorise the Board of Directors, within the limits set out above, to increase the share capital of the Company one or more times in order to pay for contributions of securities in the event of contributions in kind.

Finally, for the 14th resolution, in order to comply with the law on employee savings plans, which requires any Shareholders' Meeting deciding to carry out a share capital increase in cash to vote on a draft resolution on a capital increase reserved for employees participating in a company savings plan, we request that you vote, under the provisions of Articles L.3332-18 *et seq.* of the French Labour Code and Article L.225-138-1 of the French Commercial Code, and in accordance with the provisions of Articles L.225-129-2 and L.225-129-6 of the latter code, on a draft resolution proposing a capital increase reserved for employees participating in a company savings plan *via* the issue of ordinary shares in cash, and if applicable, *via* the allocation of bonus ordinary shares or other securities giving access to share capital (14th resolution). It is understood that, in accordance with the provisions of Articles L.3332-18 *et seq.* of the French Labour Code, the price of the shares issued may be reduced by a discount of 20% (or 30% for cases specified by law) to the average of the opening prices of the share over the 20 trading days preceding the date of the decision of the Board of Directors on the capital increase and the issue of corresponding shares. However, the Board may still set a lower discount if it sees fit. The Board of Directors hereby asks the Shareholders not to adopt this 14th resolution and to vote against the planned capital increase.

Authorisation to be given to the Board of Directors for the purpose of granting options for the subscription and/or purchase of shares (12th resolution)

We request that you authorise us to grant options giving entitlement to the subscription and/or purchase of Company shares to the employees and/or possibly all or some of the Company's and/or Group's corporate officers.

This is an effective means of increasing the motivation of the recipients while the Company is involved in a vast development effort.

It should be noted that in companies whose securities are traded on a regulated market, the allocation of stock options to the company's corporate officers implies that the company fulfils at least one of the conditions for improving employee participation as set out in Article L.225-186 of the French Commercial Code.

Furthermore, the total number of subscription or purchase options granted cannot entitle holders to subscribe or purchase a number of shares representing more than 5% of the Company's share capital on the date the options are allocated (it being specified that such limit shall include, if applicable, the bonus shares allocated within the scope of the 13th resolution).

In the event that subscription options are granted, the share subscription price for recipients shall be set on the day on which the options are granted by the Board of Directors and cannot be less than 80% of the average share price over the twenty trading days preceding that date.

In the event that purchase options are granted, the purchase price for recipients shall be set on the day on which the options are granted by the Board of Directors and cannot be less than 80% of the average share price over the twenty trading days preceding that date, nor less than 80% of the average purchase price of the shares held by the Company under Articles L.225-208 and L.225-209 of the French Commercial Code.

No subscription or purchase option may be granted fewer than twenty trading days following an ex-dividend date that offers the right to a dividend or to a share capital increase.

In accordance with legal provisions, stock subscription or purchase options cannot be granted:

- during the ten trading days prior and subsequent to the date on which the Company's consolidated financial statements, or failing that, the annual financial statements, are published,
- during the period between the date on which the Company's management is aware of information which, if made public, could significantly impact the market price of Company shares, and the date falling ten trading days after the public disclosure of said information.

We request that you set the expiry date of the requested authorisation at the end of the Shareholders' Meeting approving the financial statements for the financial year ending 31 December 2015.

Authorisation to be given to the Board of Directors for the purpose of allocating existing bonus shares or bonus shares to be issued (13th resolution)

We request that you authorise us to allocate existing Company bonus shares or bonus shares to be issued to the employees and/or possibly the Company's and/or Group's corporate officers, or to certain categories thereof.

This would be a useful complement to or substitute for stock subscription and/or purchase options, used to motivate the Company's and/or Group's employees and/or corporate officers, or certain categories thereof.

It should be noted that in companies whose securities are traded on a regulated market, the allocation of bonus shares to the company's corporate officers implies that the company fulfils at least one of the conditions for improving employee participation as set out in Article L.225-197-6 of the French Commercial Code.

You will be asked to vote on the following:

- on the maximum percentage of share capital likely to be allocated; the law sets a maximum amount of 10% of the share capital; we propose retaining a much more reasonable proportion of 5% of the Company's share capital as of this day, it being specified that this maximum percentage must remain within the overall limit of allocations of stock subscription and/or purchase options and of bonus shares set at 5% of the share capital;
- you will also be asked to set the minimum duration of the acquisition period, which cannot be less than two years, the Board being free to extend this period, with the understanding that the acquisition of the status of shareholder by the recipients shall not occur until the end of this

acquisition period. Insofar as the acquisition period is at least 4 years, the Board is authorised not to impose any retention period; in the event of the disability of the recipient, the final allocation will take place before the end of the acquisition period;

- likewise, it is your responsibility to set the minimum retention period of the shares by the recipients, which also cannot be less than two years;
- finally, you will be asked to set the period of validity of the authorisation to be granted to the Board of Directors, which would expire at the end of the Shareholders' Meeting approving the financial statements for the financial year ending 31 December 2015.

During the vesting period, the beneficiaries of Company bonus shares do not have shareholder status. However, in the event that the Company conducts financial transactions affecting the share capital during the vesting period, the Board of Directors should be permitted to make adjustments in order to preserve the rights of the beneficiaries. You will be asked to acknowledge the Board's power in this matter.

With regard to the issue of bonus shares, upon the expiry of the vesting period, your decision would entail a share capital increase by incorporating reserves, profits or share issue premiums in favour of the beneficiaries of bonus shares, as well as a corresponding waiver by shareholders of their rights to the incorporated part of the reserves, profits or share premiums, in favour of said beneficiaries.

Finally, you will be asked to grant the Board of Directors full powers in order to carry out the authorisation given.

Once you have read the reports presented by your Statutory Auditors, your Board invites you to adopt the resolutions submitted for your approval.

Paris, 1 April 2014

The Board of Directors

FINANCIAL TABLE (ARTICLE R.225-102 OF THE FRENCH COMMERCIAL CODE)

Nature of information	2013	2012	2011	2010	2009
Share capital	€12,731,843	€12,731,843	€12,731,843	€11,574,403	€11,553,735
Number of shares	12,731,843	12,731,843	12,731,843	11,574,403	11,553,735
Par value per share	€1	€1	€1	€1	€1
Revenue excluding taxes	2,545,612	2,229,634	2,282,688	2,433,896	2,290,196
Earnings before taxes, depreciation and amortisation	2,569,664	(3,443,972)	(226,854)	701,946	(1,167,350)
Income tax	(1,678,134)	(1,429,024)	(1,204,860)	(661,133)	(268,407)
Earnings after taxes but before depreciation and amortisation	4,247,797	(2,014,948)	978,006	1,363,079	(898,943)
Earnings after taxes, depreciation and amortisation	5,479,594	(1,428,003)	1,754,013	434,649	4,712,667
Distributed earnings	4,074,190	3,813,617	2,957,617	2,923,783	-
Earnings per share after taxes but before depreciation and amortisation	0.33	(0.16)	0.08	0.12	(0.08)
Earnings per share after taxes, depreciation and amortisation	0.43	(0.11)	0.14	0.04	0.41
Net dividend per share [1]	0.32	0.30	0.26	0.26	-
Average number of employees	7	8	9	9	7
Total payroll	639,202	1,162,173	1,012,215	923,314	613,946
Social security contributions and employee benefits	297,616	450,762	464,929	408,214	275,176

[1] *Dividend paid during the financial year for the previous financial year.*

SECURITIES PORTFOLIO AS OF 31 DECEMBER 2013

Company	Net asset value *(in euros)*
I – Equity securities	
1. French companies	
a/ Listed equity securities	
ECA	29,656,769
b/ Unlisted equity securities	
AI GROUP	298,720
AMOPSI	40,000
CIMLEC INDUSTRIE	1,786,815
CLF-SATREM	1,680,001
CNAI (in liquidation)	0
FINU5	5,000
LASER TECHNOLOGIES (in liquidation)	0
MARINE INTERIM	34,000
NUCLÉACTION	7,463
PRODWAYS	4,950,000
SCI DES CARRIÈRES	914,000
SCI DES PORTES	999
SERES TECHNOLOGIES	950,000
STONI	5,690,000
2. Foreign companies	
GORGÉ EUROPE INVESTMENT BV	6,349,896
TOTAL I	**52,363,663**
II – Other long-term investments	
1. French companies	
a/ Listed securities	
None	
b/ Unlisted securities	
None	
2. Foreign companies	
a/ Listed securities	
None	
b/ Unlisted securities	
None	
TOTAL II	**-**
III – Marketable securities	
a/ Money market funds (SICAVs) and term deposits	10,000,000
b/ Listed French shares	
None	
c/ Listed foreign shares	
d/ Treasury shares	76,678
TOTAL III	**10,076,678**
GRAND TOTAL (I + II + III)	**62,440,341**

TABLE OF CURRENTLY VALID DELEGATIONS RELATING TO CAPITAL INCREASES GRANTED TO THE BOARD OF DIRECTORS BY THE SHAREHOLDERS' MEETING

Date	Delegation	Validity	Maximum nominal amount	Use
Shareholders' Meeting of 8/06/2012 (14th resolution)	Delegation of authority for the purpose of deciding to increase the share capital of the Company, either by issuing shares and/or securities giving access to the share capital of the Company or giving entitlement to the allocation of Company debt securities, maintaining shareholders' pre-emptive subscription rights, or by incorporation of premiums, reserves, profits or other items	Shareholders' Meeting approving the financial statements for 2013	€5,000,000 [(1)] €50,000,000 [(1)] (debt securities giving access to share capital)	None
Shareholders' Meeting of 8/06/2012 (15th resolution)	Delegation of authority for the purpose of deciding to increase the share capital of the Company, by issuing shares and/or securities giving access to the share capital of the Company or giving entitlement to the allocation of Company debt securities, waiving shareholders' pre-emptive subscription rights	Shareholders' Meeting approving the financial statements for 2013	€5,000,000 [(2)] €50,000,000 [(2)] (debt securities giving access to share capital)	None
Shareholders' Meeting of 8/06/2012 (16th resolution)	Delegation of authority for the purpose of issuing shares and/or securities giving access to the share capital of the Company by way of an offer as defined in Article L.411-2 II of the French Monetary and Financial Code (private placement), waiving shareholders' pre-emptive subscription rights	Shareholders' Meeting approving the financial statements for 2013	€5,000,000 (subject to the statutory limit) [(2)] €50,000,000 [(2)] (debt securities giving access to share capital)	The Meeting of the Board of Directors held on 12 February 2014 subdelegated the power to the Chairman and Chief Executive Officer to establish an equity financing line by issuing 635,000 share issue warrants. These share issue warrants were subscribed on 4 March 2014 by KEPLER CHEUVREUX.
Shareholders' Meeting of 8/06/2012 (17th resolution)	Delegation of authority for the purpose of increasing the number of securities to be issued in the event of a surplus demand following a share capital increase	Shareholders' Meeting approving the financial statements for 2013	15% of the amount of the original issue	None
Shareholders' Meeting of 8/06/2012 (18th resolution)	Authorisation for the purpose of increasing the share capital of the Company one or more times in order to pay for contributions of securities in the event of a public exchange offer or contributions in kind	Shareholders' Meeting approving the financial statements for 2013	10% of share capital in the case of contributions in kind [(2)]	None
Shareholders' Meeting of 8/06/2012 (19th resolution)	Authorisation for the purpose of granting options for the subscription or purchase of shares	Shareholders' Meeting approving the financial statements for 2013	5% of the Company share capital (with a charge on the bonus shares which would be allocated if needed by virtue of the 20th resolution)	None
Shareholders' Meeting of 8/06/2012 (20th resolution)	Authorisation for the purpose of allocating existing bonus shares or bonus shares to be issued	Shareholders' Meeting approving the financial statements for 2013	5% of the Company share capital (with a charge on the options which would be allocated if needed by virtue of the 19th resolution)	None

(1) With a charge to the maximum nominal amount of share capital increases likely to be implemented in application of the 15th, 16th, 17th and 18th resolutions.
(2) With a charge to the overall ceiling provided for by the 14th resolution.

ANNEX 2 – ANNUAL FINANCIAL REPORT

This Registration Document includes all items from the Annual Financial Report referred to in Article L.451-1-2 of the French Monetary and Financial Code and in Article 222-3 of the General Regulations of the Financial Markets Authority.

The documents referred to in Article 222-3 of the aforementioned regulations and the corresponding sections of this Registration Document are specified below.

- Individual financial statements of GROUPE GORGÉ SA:

  Section 20.3.2 “Individual financial statements of GROUPE GORGÉ SA as of 31 December 2013”;
- Consolidated financial statements of GROUPE GORGÉ SA:

  Section 20.3.1 “Consolidated financial statements as of 31 December 2013”;
- Management report:

  Annex 1;
- Statement made by the natural persons taking responsibility for the Annual Financial Report:

  Section 1.2 “Statement of the person in charge of this Registration Document”;
- Statutory Auditors’ Report on the individual financial statements:

  Section 20.4.1.2 “Statutory Auditors’ Report on the annual financial statements”;
- Statutory Auditors’ report on the consolidated financial statements:

  Section 20.4.1.1 “Statutory Auditors’ Report on the consolidated financial statements”.

ANNEX 3 – DESCRIPTION OF THE SHARE REPURCHASE PROGRAMME SUBMITTED FOR THE APPROVAL OF THE SHAREHOLDERS’ MEETING OF 18 JUNE 2014

SECURITIES HELD

On 31 December 2013, 4,037 shares, or 0.03% of the share capital as of that date.

On 28 February 2014, 3,132 shares, or 0.02% of the share capital as of that date.

Distribution by purpose of securities held: as of 31 December 2013, all of the treasury shares were owned to stabilise the stock market price.

Purpose of the programme: the purpose of this programme is to enable the Company to trade in its treasury shares, as provided for by law, in order to:

- provide shares for use in connection with the exercise of rights linked to securities giving access to the share capital through reimbursement, conversion, exchange, presentation of a warrant or by any other method;
- ensure the maintenance of an active market through an investment service provider intervening independently within the scope of a liquidity contract that complies with the Amafi Code of Ethics;
- provide shares for use as payment, exchange or otherwise within the scope of external growth operations;
- sell or allocate shares to Group employees or directors under the conditions and according to the methods provided for by law, especially in connection with a stock option purchase plan or the bonus allocation of existing shares;
- cancel all or part of the repurchased shares, subject to the adoption by the Extraordinary Shareholders’ Meeting of the eighth resolution and under the terms indicated therein.

Maximum repurchase: the maximum amount of shares acquired shall not exceed 10% of the total number of shares forming the share capital, with the understanding that the Company shall not hold more than 10% of the shares forming the share capital at any time. The number of shares acquired by the Company with a view of retaining them and subsequently remitting them as payment or exchange within the scope of a merger, spin-off or contribution may not exceed 5% of the share capital of the Company. The maximum purchase price per share is set at €50. The maximum amount of such a transaction is therefore set at €64,409,200, or 1,288,184 shares at the maximum price per share of €50.

Duration of the programme: 18 months as from the Shareholders’ Meeting of 18 June 2014.

ANNEX 4 – DRAFT RESOLUTIONS FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 18 JUNE 2014 (1)

ORDINARY SHAREHOLDERS' MEETING

First resolution (Approval of the individual financial statements for the financial year ending 31 December 2013)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Ordinary Shareholders' Meetings, after having considered the reports of the Board of Directors, the Chairman of the Board of Directors and the Statutory Auditors on the financial statements of the financial year ending 31 December 2013, hereby approves, as they have been presented, the financial statements for this financial year showing a profit of €5,479,594.35.

It also approves the transactions reflected in these financial statements or summarised in these reports.

It approves the total amount of the non-deductible expenses and charges from the profits subject to corporate income tax, of €11,834, and the theoretical amount of corporate income tax, of €3,945.

The Shareholders' Meeting therefore discharges the directors and Statutory Auditors in the performance of their functions for the 2013 financial year.

Second resolution (Approval of the consolidated financial statements for the financial year ending 31 December 2013)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Ordinary Shareholders' Meetings, after having considered the reports of the Board of Directors, the Chairman of the Board of Directors and the Statutory Auditors on the consolidated financial statements of the financial year ending 31 December 2013, hereby approves, as they have been presented, the consolidated financial statements for this financial year showing a Group share of consolidated net income of €6,583 thousand.

It also approves the transactions reflected in these financial statements or summarised in these reports.

Third resolution (Approval of regulated agreements and commitments)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Ordinary Shareholders' Meetings, after having considered the special report of the Statutory Auditors indicating that there were no new agreements as referred to in Article L.225-38 of the French Commercial Code, hereby simply acknowledges it.

Fourth resolution (Allocation of earnings for the financial year ending 31 December 2013 and setting of the dividend at €0.32 per share)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors, has decided to allocate the financial year's profits of €5,479,594.35, in the following manner:

- Origin:
  - profits for the 2013 financial year total €5,479,594.35
- Allocation:
  - decides to impact the legal reserve €15,000 (up to 10% of capital stock)
  - decides to distribute a dividend of €4,122,189.76, or the equivalent of €0.32 for each of the 12,881,843 shares that constitute the share capital on 1 April 2014
  - decides to allocate the balance of €1,342,404.59 to the balances brought forward account, which thereby reaches €1,342,404.59

If there are variations in the number of shares entitled to the dividend in relation to the 12,881,843 shares forming the share capital on 1 April 2014, the total amount of the dividend will be adjusted accordingly. In this case, the amount allocated to the balances carried forward will be calculated based on the dividends actually paid and, if applicable, the company will perform an additional withdrawal from the "share premium" account, based on the dividends actually paid, taking into account the number of new shares created entitled to a dividend as of the distribution date of the dividend.

In accordance with Article 243bis of the French General Tax Code, it is specified that the entirety of the dividend paid is eligible for the price reduction of 40% mentioned in 2° of 3 of Article 158 of the General Tax Code. It is also subject to a mandatory withholding at the source, which

(1) These draft resolutions are the ones approved by the Board of Directors on 1 April 2014.

does not fully discharge the tax payer's tax liability of 21% in application of the provisions of Article 4.21 quarter of the French General Tax Code, unless exempted.

This dividend shall be subject to the provisions of Articles L.136-6 and L.136-7 of the French Social Security Code inasmuch as they provide for the withholding of social security contributions of 15.5% for natural persons as of the date of the dividend payment.

The dividend shall be paid in cash from 4 July 2014. The ex-dividend date shall be 1 July 2014.

If the Company holds some of its treasury shares on the ex-dividend date, the amount of the unpaid dividends for these shares shall be allocated to the "retained earnings" account.

Pursuant to the law, the Shareholders' Meeting notes that it has been reminded that the dividends distributed for the three previous financial years were the following:

	Dividend per share	Number of shares comprising the share capital	Total dividend
2010	€0.26 (1)	11,574,403	€3,009,344.78 (1) (2)
2011	€0.30 (1)	12,731,843	3,819,552.90 (1) (2)
2012	€0.32 (1)	12,731,843	4,074,189.76 (2)

(1) *Dividend eligible for the 40% tax deduction for individuals residing in France for tax purposes.*
(2) *These sums include the unpaid amount of the dividend corresponding to treasury shares, which is allocated to the retained earnings account.*

Fifth resolution (Authorisation to be given to the Board of Directors for the purpose of trading in Company shares)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority for Ordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the information appearing in the description of the programme prepared in accordance with the General Regulations of the French Financial Markets Authority, hereby authorises the Board of Directors, in accordance with Articles L.225-209 *et seq.* of the French Commercial Code, to acquire the Company's treasury shares, with the option to sub-delegate.

The purpose of this authorisation is to enable the Company to trade in its treasury shares, as provided for by law, in order to:

- provide shares for use in connection with the exercise of rights linked to securities giving access to the share capital through reimbursement, conversion, exchange, presentation of a warrant or by any other method;
- maintain an active market for the securities of GROUPE GORGÉ through an investment service provider intervening independently within the scope of a liquidity contract that complies with the Amafi Code of Ethics on liquidity contracts;
- provide shares for use as payment, exchange or otherwise within the scope of external growth operations;
- sell or allocate shares to Company employees or corporate officers under the conditions and according to the methods provided for by law, especially in connection with a profit-sharing plan, a stock option purchase plan or the bonus allocation of existing shares;
- cancel all or part of the shares thus acquired by means of a reduction of capital in accordance with the authorisation given for this purpose by an Extraordinary Shareholders' Meeting;
- implement any market practice approved by the French Financial Markets Authority.

The acquisition or transfer of these shares may be made at any time and by any means, on the market or by private contract, including the use of derivative financial instruments; the Company may use this authorisation and carry out its repurchase programme in compliance with legal and regulatory requirements in force, and notably the provisions of the General Regulations of the French Financial Markets Authority in the event of a public offer.

The Shareholders' Meeting hereby sets the maximum purchase price at €50 per share.

Without prejudice to the limits and conditions set out elsewhere in the applicable regulations, the Shareholders' Meeting hereby decides that the maximum number of shares that the Board of Directors may acquire may not exceed 10% of the total number of shares comprising the share capital, taking into account those shares already held by the Company on the day of the repurchase, it being specified that the Company may not hold more than 10% of the shares comprising the share capital at any time whatsoever. The number of shares acquired by the Company with a view of retaining them and subsequently remitting them as payment or exchange within the scope of a merger, spin-off or contribution may not exceed 5% of the share capital of the Company.

The maximum theoretical amount of the transaction is therefore set at €64,409,200, corresponding to the purchase of 1,288,184 shares (or 10% of the share capital as of 1 April 2014) at the maximum price of €50 per share.

In the event that the capital is increased through capitalisation of reserves, premiums, earnings or other and allocation of bonus shares, as well as in the event of a share split, reverse share split or any other transaction affecting equity, the Shareholders' Meeting delegates to the Board of Directors the power to adjust the aforementioned maximum price in such a way as to allow for the impact of such transactions on the value of the shares.

It is understood that these transactions shall be performed in compliance with the rules laid down by the provisions of the General Regulations of the French Financial Markets Authority on market trading conditions and timing.

Full powers are granted to the Board of Directors (with the option to sub-delegate) for the purpose of carrying out this share repurchase programme, in particular to put in any stock exchange orders, enter into any agreements for maintaining the share purchase and sale registries, allocate or reallocate the shares purchased for different purposes within the applicable legal and regulatory conditions, prepare any documents, notably information documents, carry out any formalities and make any declarations with the French Financial Markets Authority and any other institution, and more generally, do all that is necessary to make use of this authorisation.

This authorisation is given for a maximum period of 18 months as from this Meeting.

This authorisation, as from its adoption by the Shareholders' Meeting and for the remaining balance, nullifies and replaces any prior authorisation given to the Board of Directors to allow the Company to trade in its treasury shares.

EXTRAORDINARY SHAREHOLDERS' MEETING

Sixth resolution (Authorisation to be given to the Board of Directors for the purpose of reducing share capital by cancelling shares)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority for Extraordinary Shareholders' Meetings, after having considered the report drawn up by the Board of Directors and the special report of the Statutory Auditors in accordance with the law, and pursuant to the provisions of Article L.225-209 of the French Commercial Code, hereby authorises the Board of Directors to:

- cancel, in one or several steps, those shares acquired by the Company as part of the share repurchase plans decided on by the Company, within a ceiling of 10% of the Company share capital for every 24-month period, on condition that this 10% ceiling would apply to a company share capital amount which would be adjusted if needed to take into account those transactions affecting the share capital after this Meeting;
- reduce the share capital accordingly by attributing the difference between the purchase value and nominal value of the cancelled shares to the share premiums and available reserves.

The Shareholders' Meeting grants full powers to the Board of Directors (with the option to sub-delegate) to effect the share capital reduction (s), and in particular to determine the final amount of the share capital reduction, set the terms and conditions and record the completion thereof, amend the bylaws accordingly, carry out all formalities and file all declarations with all authorities, and in general, take all requisite action.

This authorisation is given for a maximum period of 24 months as from this Meeting.

This authorisation nullifies and replaces any prior authorisation given to the Board of Directors to reduce the share capital by cancelling treasury shares as from this date, and for the unused portion of the latter authorisation if applicable.

Seventh resolution (Delegation of authority to be given to the Board of Directors for the purpose of deciding on the issue of shares and/or any securities giving access to the share capital or giving entitlement to the allocation of Company debt securities, maintaining shareholders' pre-emptive subscription rights, including by capitalisation of premiums, reserves, profits or other items)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority for Extraordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates its authority to the Board of Directors (with the option to sub-delegate as provided for by law) for the purpose of deciding on one or more share capital increases, maintaining shareholders' pre-emptive subscription rights:

   a) either by issuing Company shares, pursuant to the provisions of Articles L.225-129, L.225-129-2 and L.228-92 of the French Commercial Code, in the proportions and at the times that it sees fit, both in France and abroad, either in euro or foreign currencies (including any monetary units set with reference to several currencies), as well as any other securities of any kind giving access to the share capital, whether immediately or at a future date, at any time or on a fixed date, or giving entitlement to the allocation of Company debt securities, with the shares to which these securities give access granting the same rights as the old shares, subject to their ex date,

   b) or by capitalisation of premiums, reserves, profits or other amounts likely to be capitalised and in the form of bonus share allocations or an increase in the nominal value of existing shares;

2. hereby decides that the maximum nominal amount of the share capital increases mentioned in paragraph 1 (a) above which are likely to be implemented immediately and/or at a future date by virtue of this delegation, cannot exceed a nominal amount of €5,000,000 (five million euro), to which will be added, if applicable, the nominal amount of any additional shares issued to preserve the rights of holders of securities giving access to the share capital in accordance with legal and regulatory provisions as well as with any applicable contractual stipulations, it being specified that this overall share capital increase limit of €5,000,000 shall include the maximum nominal amount of the share capital increases likely to be implemented pursuant to the eighth, ninth, tenth, eleventh and fourteenth resolutions of this Meeting;

3. also hereby decides that the maximum nominal amount of the debt securities giving access to share capital or giving entitlement to the allocation of debt securities likely to be issued by virtue of the delegation, cannot exceed €50,000,000 (fifty million euro) or the counter value of this amount in the event of an issue in foreign currencies (including in units of account set with reference to several currencies), it being specified that this overall limit of €50,000,000, shall include the maximum nominal amount of securities likely to be issued by virtue of the eighth, ninth, tenth, eleventh and fourteenth resolutions of this Meeting;
4. hereby decides that the total nominal amount of the share capital increases resulting from the capitalisation of reserves, premiums, profits or other items mentioned in paragraph 1 (b) above, increased by the amount needed, in accordance with the law, to preserve the rights of holders of securities giving access to the share capital and regardless of the overall share capital increase limits set above, cannot exceed the total amount of the sums which may be capitalised;
5. hereby decides, in the event that the Board of Directors makes use of this delegation within the scope of the issues of securities mentioned in paragraph 1 (a) above, that as provided for by law, the shareholders may exercise their exact pre-emptive subscription rights to the shares and securities issued by virtue of this delegation.

   In addition, the Board of Directors shall have the option to grant the shareholders the right to subscribe to remaining shares or securities in excess of the number that they could subscribe to as of right, in proportion to the subscription rights available to them, and in any event, within the limits of their requests.

   If the applications for exact rights, and, if applicable, the applications for excess securities fall below the total number of shares or securities in an issue as defined above, the Board of Directors may use one or more of the following options in the order that it sees fit:

   - limit the issue to the amount of subscriptions collected, it being specified that in the event that ordinary shares or securities which have shares as their primary securities are issued, the total amount of the subscriptions must be equal to at least three-quarters of the issue originally planned in order for this limit to be possible,
   - freely allocate all or part of those securities not applied for as of right, and if applicable, those excess securities not applied for,
   - offer all or part of the unsubscribed securities to the public;
6. hereby decides, in the event that the Board of Directors makes use of the delegation mentioned in paragraph 1 (b) above, and in accordance with the provisions of Article L.225-130 of the French Commercial Code, that the rights to fractional shares shall be non-negotiable and non-transferable, and that the corresponding securities shall be sold; the proceeds of the sale shall be allocated to the holders of such rights before the deadline established by the regulations;
7. notes that, if applicable, the aforementioned delegation automatically entails a waiver by the shareholders of their pre-emptive subscription rights to the shares to which the said securities give entitlement, in favour of the holders of securities likely to be issued which give access to the company share capital;
8. hereby decides that the Board of Directors shall have full powers (with the option to sub-delegate as provided for by law) to implement this delegation for the purpose of setting the issue price and charging as appropriate any and all amounts against share issue premiums, including issuance costs, and in general, to take all useful measures and enter into any agreements to successfully complete the proposed issues of securities, carry out all formalities required for the stock market listing of the rights, shares and securities issued, record the share capital increase (s) resulting from any issue carried out through the use of this delegation, and amend the bylaws accordingly;
9. this delegation shall expire at the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 December 2015, without exceeding a period of 26 months, and as of this date, nullifies and replaces any prior delegation given for the same purpose for the unused portion of said delegation, if applicable.

Eighth resolution (Delegation of authority to be given to the Board of Directors for the purpose of deciding on the issue of shares and/or any securities giving access to the share capital or giving entitlement to the allocation of Company debt securities, waiving shareholders' pre-emptive subscription rights including by way of a public offering)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority for Extraordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors:

1. delegates its authority to the Board of Directors (with the option to sub-delegate as provided for by law), pursuant to the provisions of Articles L.225-129, L.225-129-2, L.225-135, L.225-148 and L.228-92 of the French Commercial Code, for the purpose of deciding on the issue, by way of a public offering, in one or several steps, in the proportions and at the times that it sees fit, both in France and abroad, either in euro or foreign currencies (including any monetary units set with reference to several currencies), of Company shares as well as any other securities giving access to the share capital, whether immediately or at a future date, at any time or on a fixed date, or giving entitlement to the allocation of debt securities, with the shares to which these securities give access granting the same rights as the old shares, subject to their ex date. The Shareholders' Meeting hereby decides that the capital increases that may be carried out to pay for the securities tendered to the Company in connection with a public exchange offer satisfying the conditions set forth in article L.225-148 of the French Commercial Code;

2. hereby decides that the maximum nominal amount of share capital increases likely to be implemented immediately and/or at a future date by virtue of the aforementioned delegation cannot exceed a nominal amount of €5,000,000 (five million euro), to which will be added, if applicable, the nominal amount of any additional shares issued to preserve the rights of holders of securities giving access to the share capital in accordance with legal and regulatory provisions as well as with any applicable contractual stipulations. The maximum nominal amount of share capital increases likely to be implemented by virtue of this delegation will be charged to the overall share capital increase limit of €5,000,000 (five million euro) set by the seventh resolution of this Meeting;
3. also hereby decides that the maximum nominal amount of the debt securities giving access to share capital or giving entitlement to the allocation of debt securities likely to be issued by virtue of the aforementioned delegation, cannot exceed €50,000,000 (fifty million euro) or the counter value of this amount in the event of an issue in foreign currencies (including in units of account set with reference to several currencies), it being specified that this amount will be included in the maximum nominal amount of debt securities which may be issued by virtue of the seventh resolution of this Meeting;
4. hereby decides to waive the shareholders' pre-emptive subscription rights to the securities to be issued, it being understood that the Board of Directors may grant the shareholders the option of priority subscription to all or part of the issue, for a length of time and under the conditions set by the Board in accordance with the provisions of Article L.225-135 of the French Commercial Code;
5. notes that, if applicable, this delegation automatically entails a waiver by the shareholders of their pre-emptive subscription rights to the shares to which the said securities give entitlement, in favour of the holders of securities likely to be issued which give access to the company share capital;
6. hereby decides that the issue price of the shares which may be issued by virtue of this delegation, after taking into account the issue price of individual share subscription warrants if necessary, shall be at least equal to (a) the weighted average of the stock market price of the three trading days preceding the date on which it is set, which may be reduced by a maximum discount of 5%, or (b) the minimum value set by the applicable legal and regulatory provisions at the time that the present delegation will be used, if it is different;
7. hereby decides that if the number of subscriptions falls below the total number of shares or securities issued as set out in paragraph 1, the Board of Directors may make use of the following options:
   - limit the issue to the amount of subscriptions, it being specified that in the event that ordinary shares or securities which have shares as their primary securities are issued, the total amount of the subscriptions must be equal to at least three-quarters of the issue originally planned in order for this limit to be possible,
   - freely allocate all or part of the unsubscribed securities;
8. hereby decides that the Board of Directors shall have full powers (with the option to sub-delegate as provided for by law) to implement this delegation for the purpose of determining the conditions of the issue (including the issue price), charging any and all amounts against share issue premiums (including issuance costs) and in general, to take all useful measures and enter into any agreements to successfully complete the proposed issues of securities, carry out all formalities required for the stock market listing of the shares and securities issued, record the share capital increase (s) resulting from any issue carried out through the use of this delegation, and amend the bylaws accordingly;
9. this delegation shall expire at the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 December 2015, without exceeding a period of 26 months, and as of this date, nullifies and replaces any prior delegation given for the same purpose for the unused portion of said delegation, if applicable.

Ninth resolution (Delegation of authority granted to the Board of Directors for the purpose of issuing shares and securities giving access to Company share capital by way of an offer as defined in Article L.411-2 II of the French Monetary and Financial Code, waiving shareholders' pre-emptive subscription rights)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Extraordinary Shareholders' Meetings, after having considered 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 *et seq.* and L.228-91 *et seq.* of the French Commercial Code (in particular, Articles L.225-129-2, L.225-135, L.225-136 and L.228-92 of the French Commercial Code) and Article L.411-2 II of the French Monetary and Financial Code:

1. hereby delegates its authority to the Board of Directors (with the option to sub-delegate as provided for by law and the bylaws) to decide on one or more Company share capital increases, in the proportions and at the times that it sees fit, in France and/or abroad, through one or more offers as referred to in Section II of Article L.411-2 of the French Monetary and Financial Code, either in euro or foreign currencies (including any monetary units set with reference to several currencies), through the issue of ordinary shares as well as any other securities giving access by any means to new or existing ordinary Company shares, either free of charge or against payment, immediately and/or at a future date, it being specified that the subscription of such shares and securities may be made in cash, by offset against due and payable receivables, or by capitalisation of reserves, profits or premiums;
2. hereby decides to waive the shareholders' pre-emptive subscription rights to securities issued by virtue of this resolution;
3. hereby decides that the total amount of share capital increases likely to be implemented immediately or at a future date by virtue of this delegation, without including adjustments that may be required in accordance with the law or with any applicable contractual stipulations to preserve the rights of holders of securities giving access to share capital: (i) cannot exceed €5,000,000 (five million euro), it being specified that in any event, the amount of securities issued within the scope of this delegation is limited under the law (*i.e.* 20% of the share capital of the

company per year), (ii) will be charged to the overall share capital increase limit of €5,000,000 (five million euro) set by the seventh resolution of this Meeting;

4. also hereby decides that the maximum nominal amount of the debt securities giving access to share capital likely to be issued by virtue of the aforementioned delegation, cannot exceed €50,000,000 (fifty million euro) or the counter value of this amount in the event of an issue in foreign currencies (including in units of account set with reference to several currencies), it being specified that this amount will be included in the maximum nominal amount of debt securities which may be issued by virtue of the seventh resolution of this Meeting;
5. hereby decides that if the number of subscriptions falls below the total number of shares or securities issued as set out in paragraph 1, the Board of Directors may make use of the following options:
   - limit the issue to the amount of subscriptions, it being specified that in the event that ordinary shares or securities which have shares as their primary securities are issued, the total amount of the subscriptions must be equal to at least three-quarters of the issue originally planned in order for this limit to be possible,
   - freely allocate all or part of the unsubscribed securities;
6. hereby decides that the issue price of the shares which may be issued by virtue of this delegation, after taking into account the issue price of individual share subscription warrants if necessary, shall be at least equal to:
   - within a limit of 10% of the share capital per year, and at an average of five consecutive listed stock prices chosen from among the previous thirty trading days preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%,
   - in other cases, (a) to the weighted average of the stock market price of the three trading days preceding the date on which it is set, which may be reduced by a maximum discount of 5%, or (b) the minimum value set by the applicable legal and regulatory provisions at the time that the present delegation will be used, if it is different;
7. notes that, if applicable, this delegation automatically entails a waiver by the shareholders of their pre-emptive subscription rights to the shares to which the said securities would give entitlement either immediately or at a future date, in favour of the holders of securities issued which give access to the Company share capital;
8. full powers are granted to the Board of Directors (with the option to sub-delegate as provided for by law and the bylaws) to implement this delegation, in particular to determine the conditions of the issue (including the issue price), the nature and characteristics of the securities giving access to share capital, the procedures for the allocation of equity securities to which the said securities give entitlement as well as the dates on which allocation rights may be exercised, at its sole discretion, to charge the expenses of the share capital increases against the amount of the relevant premiums, and deduct from this amount the sums necessary to fund the legal reserve, to make any adjustment intended to take into account the impact of transactions on the Company share capital, to enter into any agreements to successfully complete the proposed issues of securities, to record the share capital increases, to amend the bylaws accordingly, to carry out all required formalities and in general, take all requisite action;
9. this delegation shall expire at the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 December 2015, without exceeding a period of 26 months, and as of this date, nullifies and replaces any prior delegation given for the same purpose for the unused portion of said delegation, if applicable.

Tenth resolution (Authorisation to be given to the Board of Directors for the purpose of increasing the number of securities to be issued in the event of a surplus demand following a share capital increase, either waiving or maintaining pre-emptive subscription rights)

The Shareholders' Meeting, deliberating pursuant to the rules of *quorum* and majority of an Extraordinary Shareholders' Meeting, after having considered the report of the Board of Directors, hereby authorises the Board of Directors (with the option to sub-delegate as provided for by law), in the circumstances referred to in the seventh, eighth and ninth resolutions of this Meeting, and in the event of a surplus demand for subscriptions, to increase the number of securities to be issued, in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, within thirty days of the closing of the subscription, up to a ceiling of 15% of the original issue amount and of the overall limits set out in the said resolutions of this Meeting, and at the same price as used for the original issue.

This authorisation shall expire at the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 December 2015, without exceeding a period of 26 months, and as of this date, nullifies and replaces any prior delegation given for the same purpose for the unused portion of said delegation, if applicable.

Eleventh resolution (Authorisation to be given to the Board of Directors for the purpose of increasing the share capital of the Company within a limit of 10% in order to pay for in-kind contributions of securities or securities giving access to share capital)

The Shareholders' Meeting, having familiarised itself with the reports of the Board of Directors and the Statutory Auditors, in accordance with the provisions of Article L.225-147 of the French Commercial Code:

1. Authorises the Board of Directors to proceed with the issuance of ordinary shares or securities giving access to ordinary shares to pay for contributions in kind granted to the company and consisting of equity securities or securities giving access to share capital, following a report by an Auditor and when the provisions of Article L.225-148 of the French Commercial Code do not apply.

2. Sets the period of validity of this authorisation at 26 months starting on the date of this Meeting.
3. Decides that the overall nominal amount of ordinary shares that may be issued by virtue of this delegation shall not exceed a maximum of 10% of the Company's share capital, not including the nominal value of the ordinary shares to be issued to preserve the rights of the holders of the securities giving access to the Company's share capital in accordance with legal provisions and, where applicable, any applicable contractual provisions providing for other cases of adjustment. The amount of share capital increases carried out by virtue of this resolution will be charged to the overall limit provided for in the seventh resolution of this Meeting. Similarly, the overall nominal amount of securities giving access to share capital that may be issued by virtue of this delegation shall be charged to the overall limit provided for in the seventh resolution of this Meeting.
4. Grants full powers to the Board of Directors to approve the evaluation of the contributions, decide on the resulting capital increase, acknowledge its completion, charge as applicable all of the incurred expenses and duties of the capital increase to the contribution premium, deduct from the contribution premium the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase, amend the bylaws accordingly and take all other necessary measures.
5. Acknowledges that this delegation nullifies and replaces any prior delegation given for the same purpose.

Twelfth resolution (Authorisation to be given to the Board of Directors for the purpose of granting options for the subscription and/or purchase of shares

The Shareholders' Meeting, deliberating pursuant to the rules of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L. 225-177 *et seq.* of the French Commercial Code:

1. hereby authorises the Board of Directors to grant options giving entitlement to the subscription of new Company shares, in one or several steps, to the employees and possibly the corporate officers of the Company and of its associated companies or groups, as provided for by Article L.225-180 of the French Commercial Code, to be issued as part of a share capital increase and/or a purchase of existing Company shares resulting from a buyback of shares made in accordance with the law;
2. hereby decides that the total number of subscription or purchase options granted by virtue of this authorisation cannot entitle holders to subscribe or purchase a number of shares representing more than 5% of the Company's share capital on the date the options are allocated, it being specified that such limit shall include, if applicable, the bonus shares allocated by virtue of the thirteenth resolution of this Meeting;
3. hereby decides that the Board of Directors shall determine the period (s) for exercising the options so granted, it being specified that the term of these options shall not exceed ten years as from their grant date;
4. hereby decides that in the event that share subscription options are granted, the share subscription price for beneficiaries shall be set on the day on which the options are granted, and cannot be less than 80% of the average opening share price over the twenty trading days preceding that date;
5. hereby decides that in the event that share purchase options are granted, the share purchase price for beneficiaries shall be set on the day on which the options are granted, and cannot be less than 80% of the average opening share price over the twenty trading days preceding that date, nor less than 80% of the average purchase price of the shares held by the Company, under Articles L.225-208 and L.225-209 of the French Commercial Code;
6. notes that this authorisation entails an express waiver by the shareholders of their pre-emptive subscription rights to the shares issued during the option exercise period, in favour of the beneficiaries of the share subscription options;
7. hereby decides that the Board of Directors shall have full powers to carry out this authorisation, as provided for by law, for the purpose of:
   - determining under which conditions the options shall be granted and drafting the list or categories of the beneficiaries of said options,
   - deciding under which conditions the price and number of Shares may be adjusted, particularly under the different circumstances provided for by law,
   - being able to temporarily suspend option exercise periods for a maximum of three months, in the event that financial transactions are carried out by the Company,
   - accomplishing all formalities (as part of a sub-delegation as provided for by law) in order to finalise those share capital increases which may be carried out by virtue of the authorisation which is the purpose of this resolution; amending the bylaws accordingly, and in general, taking all requisite action,
   - charging the expenses of the share capital increases against the amount of the relevant premiums, and deducting from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase, at its sole discretion and if it sees fit;
8. hereby decides that this authorisation shall expire at the end of the Shareholders' Meeting approving the financial statements for the financial year ending 31 December 2015.

Thirteenth resolution (Authorisation to be given to the Board of Directors for the purpose of allocating existing bonus shares or bonus shares to be issued)

The Shareholders' Meeting, deliberating pursuant to the rules of *quorum* and majority required for Extraordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors, and pursuant to Articles L.225-197-1 *et seq.* of the French Commercial Code:

1. hereby authorises the Board of Directors to allocate existing bonus shares or bonus shares yet to be issued in one or several steps to the employees of the Company or of its associated companies or groups, as provided for by Article L.225-197-2 or to corporate officers as referred to in Article L.225-197-1 II;
2. hereby decides that the Board of Directors shall determine the beneficiaries of the allocations as well as the conditions and criteria for share allocation;
3. hereby decides that the total number of bonus shares allocated cannot represent more than 5% of the Company's share capital on the date that the Board of Directors decides to allocate them, it being specified that such limit shall include, if applicable, the total number of shares to which the holders of the options are entitled and which may be granted by the Board of Directors by virtue of the twelfth resolution of this Meeting;
4. hereby decides that, subject to compliance with any conditions and/or criteria set by the Board of Directors, the allocation of shares to their beneficiaries shall become final at the end of a vesting period of at least two years, and that the minimum required term for the shares to be held by beneficiaries is set at two years; however, to the extent that the vesting period is at least four years for all or part of one or more allocations, the Shareholders' Meeting authorises the Board of Directors not to impose any lock-up period for the shares in question. By way of exception, the final allocation will take place before the end of the vesting period in the event of the disability of any beneficiary classified under the second and third categories set out in Article L.341-4 of the French Social Security Code;
5. hereby authorises the Board of Directors to adjust the number of shares granted if applicable and within the aforementioned limit due to any share capital transactions carried out during the vesting period;
6. hereby notes that in the event of a bonus share issue, upon the expiry of the vesting period, this authorisation will entail a share capital increase by capitalising reserves, profits or share premiums in favour of the beneficiaries of the bonus share allocation, and that this decision entails an automatic waiver by the shareholders, again in favour of the beneficiaries of the bonus share allocation, of their rights to the reserves, profits and share issue premiums which will be capitalised if necessary in the event of an issue of new shares;
7. hereby decides that the validity of this authorisation shall expire at the end of the Shareholders' Meeting approving the financial statements for the financial year ending 31 December 2015.

The Shareholders' Meeting hereby delegates full powers to the Board of Directors to carry out this authorisation, with the option to sub-delegate within the legal limits.

Fourteenth resolution (Delegation of authority to be given to the Board of Directors for the purpose of increasing the share capital by issuing Company shares reserved for employees)

The Shareholders' Meeting, deliberating pursuant to the rules of *quorum* and majority for Extraordinary Shareholders' Meetings, after having considered the report of the Board of Directors and the special report of the Statutory Auditors, and under the provisions of Articles L.3332-18 *et seq.* of the French Labour Code and Article L.225-138-1 of the French Commercial Code, and in accordance with the provisions of Articles L.225-129-2 and L.225-129-6 of the latter code,

1. hereby delegates its authority to the Board of Directors (with the option to sub-delegate as provided for by law) for the purpose of increasing the share capital of the Company, in one or several steps and at its sole discretion, to a maximum nominal amount of €5,000,000 (five million euros), *via* the issue of Company shares reserved for participants in a savings plan belonging to the Company and those French and foreign companies included in the basis of consolidation of the Company financial statements pursuant to Article L.3344-1 of the French Labour Code; it being specified that this amount will be charged to the maximum share capital increase limit set by the seventh resolution of this Meeting;
2. hereby decides to waive the shareholders' pre-emptive subscription rights to shares issued by virtue of this resolution in favour of the participants in the savings plan described in the previous paragraph;
3. hereby decides, pursuant to Article L.3332-19 of the French Labour Code, to set the discount at 20% (or 30% for those cases provided for by law) of the average of the Company share price on Euronext over the 20 trading days preceding the date of the decision setting the opening date for subscriptions. However, the Shareholders' Meeting expressly authorises the Board of Directors to reduce the aforementioned discount as it sees fit in order to take locally applicable legal, accounting, tax and social-security systems into account. The Board of Directors may also substitute all or part of the discount with the allocation of bonus shares or other securities pursuant to the provisions below;
4. hereby decides that the Board of Directors may allocate bonus shares on the understanding that (i) the overall benefit arising from this allocation, and any difference between the subscription price and the aforementioned average price cannot exceed the benefit that the savings plan participants would have enjoyed if this difference had been 20% or 30% (for those cases provided for by law), and that (ii) the Company shareholders shall waive all rights to the shares issued by virtue of this resolution;

5. the Board of Directors shall also have full powers (with the option to delegate or sub-delegate as legally provided for) to implement this authorisation, in particular to set the terms and conditions of the issues to be carried out by virtue of this authorisation, to set the proposed subscription amount and the opening and closing dates for subscriptions, the price, the ex dates of the issued securities, the form and timeframe in which the securities are to be paid up, and if necessary, to request the stock market listing of the securities wherever it may decide, to record the completion of the share capital increases up to the amount of shares effectively subscribed, to accomplish (directly or indirectly) all formalities associated with the share capital increases, to make the necessary amendments to the bylaws, and at its sole discretion and if it sees fit, to charge the expenses of the share capital increases against the amount of the relevant issue premiums and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase, file all declarations with all authorities, and otherwise to take all requisite action;
6. this delegation shall expire at the end of the Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 December 2015, without exceeding 26 months in duration.

ORDINARY SHAREHOLDERS' MEETING

Fifteenth resolution (Powers)

The Shareholders' Meeting, deliberating pursuant to the rules of quorum and majority required for Ordinary Shareholders' Meetings, grants full powers to the bearer of an original, copy or extract of the minutes of this meeting in order to carry out all publication formalities required by law.

ANNEX 5 – OTHER REPORTS OF THE STATUTORY AUDITORS PRESENTED TO THE COMBINED SHAREHOLDERS' MEETING OF 18 JUNE 2014

STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

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

To the Shareholders,

In our capacity as your company's statutory auditors, we hereby report to you on regulated agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of article R. 225-31 of the French commercial code, it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R. 225-31 of the French commercial code in relation to the implementation during the year of agreements and commitments already approved by the Shareholders' Meeting.

We performed the procedures that we deemed necessary in accordance with the guidance issued by the French Institute of statutory auditors (Compagnie nationale des commissaires aux comptes) for this type of engagement. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

Agreements and commitments authorized during the last year

We hereby inform you that we have not been advised of any agreement or commitment authorized during the past fiscal year to be submitted for the approval of the shareholders' meeting pursuant to article L. 225-38 of the French commercial code.

AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING

Agreements and commitments approved in previous years

a) which have been pursued during the last year

In accordance with article R. 225-30 of the French commercial code, we have been informed of the following agreements and commitments approved in prior years and which remained current during the last year.

- **Purpose: conclusion of an investment agreement between Fonds d'Investissement Stratégique, GROUPE GORGÉ, PÉLICAN VENTURE, Mr. Jean-Pierre GORGÉ and Mr. Raphaël GORGÉ**

Directors concerned: Mr. Jean-Pierre GORGÉ et Mr. Raphaël GORGÉ

An investment agreement was signed December 12, 2011 for a period of 10 years between French sovereign wealth fund Fonds Stratégique d'Investissement (FSI), GROUPE GORGÉ, PÉLICAN VENTURE, Mr. Jean-Pierre GORGÉ and Mr. Raphaël GORGÉ. This agreement aims to define the modalities of the participation of the FSI in the governance of GROUPE GORGÉ. This agreement defines in particular the changes to the management of GROUPE GORGÉ, the reinforce of the Board of GROUPE GROGÉ's right to information, the terms of exercise of a joint exit right and a right of first offer, anti-dilution measures in favor of the FSI and finally the terms of an equity stability.

The execution of this agreement has no financial impact on the GROUPE GORGÉ financial accounts for the fiscal year 2013.

b) which gave rise to no transactions during the last year

We have also been informed of the following agreements and commitments approved in prior years, and which remained current during the last year, but which gave rise to no transaction during the last year.

- **Purpose: share sales agreement with the right of redemption and additional price for the Récif Technologies shares concluded between PÉLICAN VENTURE and GROUPE GORGÉ**

Directors concerned: Mr. Jean-Pierre GORGÉ et Mr. Raphaël GORGÉ

Under this agreement, GROUPE GORGÉ reserves the right to redeem the shares of Récif Technologies under conditions; to receive an additional price in case of the sale by PÉLICAN VENTURE; and to receive an additional price in case of the sale of receivables under certain conditions.

Paris and Courbevoie, April 4, 2014

The statutory auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

STATUTORY AUDITORS' REPORT ON CAPITAL REDUCTION

(6th resolution)

To the Shareholders,

In our role as Statutory Auditors of your Company and executing our work under Article L. 225-209 of the French Commercial Code in case of a reduction of the share capital through the cancellation of purchased shares, we have drawn up the following report to present our assessment of the causes and conditions of the planned capital reduction.

Your Board of Directors asks to be given all powers, for a period of 24 months from the date of today's meeting, to cancel the shares purchased under the implementation of a resolution allowing the Company to purchase its own shares pursuant to the aforementioned article, up to a maximum of 10% of its share capital, in periods of 24 months.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (Compagnie nationale des Commissaires aux comptes) for this assignment. As part of our work, we have assessed whether the causes and conditions of the planned capital reduction (which would not impact on shareholder equality) are fair.

We have no comments in relation to the causes and conditions of the planned capital reduction.

Paris and Courbevoie, 4 April 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

STATUTORY AUDITORS' REPORT ON THE ISSUANCE OF SHARES AND VARIOUS TRANSFERABLE SECURITIES WITH OR WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS

(7th, 8th, 9th and 11th resolutions)

To the Shareholders,

In our role as Statutory Auditors of your Company and executing our work under Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code, we present our report on the proposals to delegate to the Board of Directors various issuances of shares and transferable securities, transactions for which your vote is sought.

Based on its report, the Board of Directors suggests:

- that it be granted the powers to decide on the following transactions and to establish the final conditions for these issuances, until the General Meeting called to approve the financial statements for the year ending on 31 December 2015, but for a period not exceeding 26 months, and suggests, if applicable, that your pre-emptive subscription rights are removed:
  - issuance of ordinary shares and/or transferable securities giving access to the Company's share capital or granting the right to the allocation of debt securities, with pre-emptive subscription rights (7th resolution),
  - issuance of ordinary shares and/or transferable securities giving access to the Company's share capital or granting the right to the allocation of debt securities, without pre-emptive subscription rights through public offerings (8th resolution), with the specification that these securities may be issued in order to pay for contributions of securities to the Company as part of a public exchange offer made in accordance with the provisions of Article L. 225-148 of the French Commercial Code,

  - issuance of ordinary shares and/or transferable securities giving access to the Company's share capital, without pre-emptive subscription rights through offers as set out in section II of Article L. 411-2 of the Monetary and Financial Code up to a maximum of 20% of the share capital per annum (9th resolution). The Board of Directors also requests permission, as part of this delegation of powers, to set the issue price within the yearly legal limit of 10% of the share capital;
- to be given the power to set the conditions for issuing ordinary shares and/or transferable securities giving access to ordinary shares for a period of 26 months, in order to pay for contributions in kind (Article L. 225-147) granted to the Company and comprising equity securities or transferable securities giving access to the share capital (11th resolution) up to a maximum of 10% of the capital.

The overall nominal amount of the capital increases likely to be initiated immediately or in the long term may not exceed €5,000,000 (five million euros) under the 7th, 8th, 9th, 11th and 14th resolutions. The overall nominal amount of the debt securities issued may not exceed €50,000,000 (fifty million euros) under the 7th, 8th and 9th resolutions.

These caps take into account the additional securities to be issued as part of the delegation of powers covered in the 7th, 8th and 9th resolutions, in accordance with Article L. 225-135-1 of the French Commercial Code, should you approve the 10th resolution.

The Board of Directors is responsible for drafting a report in accordance with Articles R. 225-113 et seq. of the French Commercial Code. It is our duty to provide our opinion on the truthfulness of the figures extracted from the financial statements, on the proposal to remove the pre-emptive subscription rights and on certain other information regarding these transactions, included in this report.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (Compagnie nationale des Commissaires aux comptes) for this assignment. In particular, we have checked the contents of the Board of Directors' report concerning these transactions and the procedures to determine the issue price of the equity securities.

Subject to assessment of the issuance conditions which have yet to be determined, we have no observations in relation to the procedures used to set the issue price of the equity securities as indicated in the Board's report under the 8th and 9th resolutions.

Moreover, as this report does not state how the issue price of the equity securities to be issued under the 7th and 11th resolutions will be determined, we cannot provide our opinion on the methods chosen to calculate the issue price.

As the final conditions for the issuances are yet to be determined, we cannot give an opinion on them and, consequently, on the proposal to remove the pre-emptive subscription rights put forward in the 8th and 9th resolutions.

In accordance with Article R. 225-116 of the French Commercial Code, we will draw up an additional report, if required, should your Board of Directors make use of these powers in the event of the issuance of transferable securities giving access to the share capital and/or granting the right to the allocation of debt securities and in case of issues without pre-emptive subscription rights.

Paris and Courbevoie, 4 April 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

STATUTORY AUDITORS' REPORT ON THE AUTHORISATION TO ALLOT STOCK SUBSCRIPTION OR PURCHASE OPTIONS

(12th resolution)

To the Shareholders,

In our role as Statutory Auditors of your Company and executing our work under Articles L. 225-177 and R. 225-144 of the French Commercial Code, we submit our report on the authorisation to allot stock subscription or purchase options to employees and potentially to corporate officers of the Company and any connected companies or groups, under the conditions of Article L. 225-180 of the Commercial Code. Your vote is sought in order to perform this transaction.

The total number of subscription or purchase options granted under this authorisation cannot entitle holders to subscribe or purchase a number of shares representing more than 5% of the Company's share capital on the date the options are allocated, it being specified that such limit shall include any bonus shares allocated under the thirteenth resolution of this Meeting.

Based on its report, your Board of Directors requests permission to allocate stock subscription or purchase options until the General Meeting to approve the financial statements for the year ended on 31 December 2015.

The Board of Directors will draft a report on the reasons for offering stock subscription or purchase options, as well as the suggested procedures for setting the subscription or purchase price. It is our duty to give an opinion on the proposed procedures for setting the subscription or purchase price.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (*Compagnie nationale des Commissaires aux comptes*) for this assignment. In particular, we have verified that the procedures suggested for setting the share subscription or purchase price have been included in the Board's report and that they comply with the applicable laws and regulations.

We have no observations on the proposed procedures to set the share subscription or purchase price.

Paris and Courbevoie, 4 April 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

STATUTORY AUDITORS' REPORT ON THE AUTHORISATION TO AWARD EXISTING BONUS SHARES OR BONUS SHARES TO BE ISSUED

(13th resolution)

To the Shareholders,

In our role as Statutory Auditors of your Company and executing our work under Article L. 225-197-1 of the French Commercial Code, we submit our report on the proposed authorisation to allocate existing bonus shares or bonus shares to be issued to salaried staff or corporate officers of your Company or of any linked companies or groups. Your vote is sought in order to perform this transaction.

The total number of bonus shares allocated cannot represent more than 5% of the Company's share capital on the date that the Board of Directors decides to allocate them. Such limit shall include, if applicable, the total number of shares to which the holders of the options granted by the Board of Directors by virtue of the twelfth resolution of this Meeting are entitled.

Based on its report, your Board of Directors requests permission to allocate existing bonus shares or bonus shares to be issued until the General Meeting to approve the financial statements for the year ended on 31 December 2015.

The Board of Directors is responsible for drafting a report on this transaction for which authorisation is sought. It is our duty to disclose any observations on the information that you have been provided with in relation to the planned transaction.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (*Compagnie nationale des Commissaires aux comptes*) for this assignment. In particular, we have verified that the procedures proposed and included in the Board's report are compliant with the applicable legislation.

We have no observations on the information included in the Board's report concerning the requested authorisation to award bonus shares.

Paris and Courbevoie, 4 April 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

STATUTORY AUDITORS' REPORT ON THE CAPITAL INCREASE RESERVED FOR PARTICIPANTS IN EMPLOYEE SAVINGS SCHEMES

(14th resolution)

To the Shareholders,

In our role as Statutory Auditors of your Company and executing our work under Articles L. 225-135 et seq. of the French Commercial Code, we submit our report on the proposed delegation of powers to the Board of Directors to decide on a capital increase through the issuance of ordinary shares with the removal of pre-emptive subscription rights for participants in the Company's employee savings plans or those of companies included in the Company's consolidated financial statements under Article L. 3344-1 of the Labour Code. Your vote is sought in order to perform this transaction.

The maximum value of the capital increase likely to ensue from this issuance is set at €5,000,000 (five million euros). This amount will be charged to the maximum cap for the capital increase set by the 7th resolution.

This capital increase is submitted for your approval pursuant to the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 et. seq. of the Labour Code.

Based on its report, your Board of Directors requests that it be granted the powers to decide on a capital increase and remove your pre-emptive subscription rights to the ordinary shares to be issued, until the General Meeting called to approve the financial statements for the year ending on 31 December 2015, up to a maximum of 26 months. The Board will be responsible for setting the final conditions for this issuance.

The Board of Directors will be responsible for drafting a report in accordance with Articles R. 225-113 and 225-114 of the French Commercial Code. It is our duty to provide our opinion on the truthfulness of the figures extracted from the financial statements, on the proposal to remove the pre-emptive subscription rights and on certain other information regarding the issuance, included in this report.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (*Compagnie nationale des Commissaires aux comptes*) for this assignment. In particular, we have checked the contents of the Board of Directors' report concerning this transaction and the procedures used to determine the issue price of the shares.

Subject to further assessment of the conditions of the capital increase to be approved, we have no observations in relation to the procedures used to determine the issue price of the ordinary shares to be issued included in the Board's report.

As the final conditions for the capital increase are yet to be determined, we cannot give an opinion on them and, consequently, on the proposal to remove the pre-emptive subscription rights.

Pursuant to Article R. 225-116 of the French Commercial Code, we will draft an additional report should the Board of Directors exercise these delegated powers.

Paris and Courbevoie, 4 April 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

ADDITIONAL STATUTORY AUDITORS' REPORT ON THE ISSUANCE OF SHARE WARRANTS WITH REMOVAL OF PRE-EMPTIVE SUBSCRIPTION RIGHTS

To the Shareholders,

In our role as Statutory Auditors of your Company and pursuant to Article R. 225-116 of the French Commercial Code, we submit an additional report to our report of 18 April 2012 regarding the issuance of shares and several transferable securities with or without pre-emptive subscription rights.

In its 16th resolution, the General Meeting of 8 June 2012 granted your Board of Directors until the General Meeting called to approve the financial statements for the year ended on 31 December 2013, up to a maximum of 26 months and with an option to sub-delegate, the power to decide on the issuance of ordinary shares and/or transferable securities giving access to the Company's share capital, without pre-emptive subscription rights through offers as set out in section II of Article L. 411-2 of the Monetary and Financial Code and to fix the final conditions for this issuance.

Under this resolution, the overall nominal amount of the capital increases executed immediately or in the long term may not exceed €5,000,000 (five million euros) and the overall nominal amount of the debt securities issued may not exceed €50,000,000 (fifty million euros).

By virtue of these delegated powers, at its meeting of 12 February 2014, the Board of Directors decided to issue 635,000 (six hundred and thirty-five thousand) share warrants with a nominal value of €0.001 to be subscribed by Kepler Cheuvreux (Kepler Capital Markets) as part of the creation of an equity line. In accordance with the Equity Line agreement, each warrant entitles the bearer to subscribe to 1 Groupe Gorgé share for an exercise price equal to the average price of the shares offset by the volume calculated over a benchmark period of three trading days, with a discount of 5%.

The Board of Directors is responsible for drafting an additional report in accordance with Articles R. 225-115 et seq. of the French Commercial Code. It is our duty to provide our opinion on the truthfulness of the figures extracted from the financial statements, on the proposal to remove the pre-emptive subscription rights and on certain other information regarding the issuance, included in this report.

We have exercised all due diligence in accordance with the professional standards of the French auditing body (*Compagnie nationale des Commissaires aux comptes*) for this assignment. This due diligence primarily consisted of:

- verifying the truthfulness of the figures extracted from the financial statements approved by the Board of Directors. We have audited these financial statements in accordance with the professional standards applicable in France;
- verifying compliance of the transaction's conditions in relation to the powers granted by the General Meeting;
- checking the information included in the Board's additional report on the methods chosen to calculate the issue price of the equity securities and its final amount.

We have no comments on the following:

- the truthfulness of the figures extracted from the financial statements approved by the Board of Directors;
- compliance of the transaction's conditions in relation to the powers granted by your Extraordinary General Meeting of 8 June 2012 and the information given to the shareholders;
- the methods chosen to calculate the issue price of the equity securities;

As the issue price of the shares will be set when the warrants are exercised, we do not express our opinion on:

- the final issue price of the equity securities;
- the presentation of the issuance's impact on the situation of holders of equity securities in relation to the Company's equity and to the share market value;
- the removal of the pre-emptive subscription rights you have voted on previously.

Paris and Courbevoie, 25 Feburary 2014

The Statutory Auditors

COREVISE	MAZARS	
Hélène KERMORGANT	Daniel ESCUDEIRO	Bernard ESPAÑA

ANNEX 6 – OTHER REPORTS OF THE BOARD OF DIRECTORS PRESENTED TO THE COMBINED SHAREHOLDERS' MEETING OF 18 JUNE 2014

SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS OF 12 FEBRUARY 2014 DRAWN UP IN ACCORDANCE WITH ARTICLE R.225-116 OF THE FRENCH COMMERCIAL CODE (ISSUANCE OF MARKETABLE SECURITIES PROVIDING ACCESS TO THE SHARE CAPITAL OF THE COMPANY WITH SUPPRESSION OF THE SHAREHOLDERS' PRE-EMPTIVE SUBSCRIPTIONS RIGHTS)

Dear Shareholders,

We hereby inform you, in application of Articles L.225-129-5 and R.225-116 of the Commercial Code, of the use made of the delegation of power granted by the mixed General Meeting of Shareholders convened on 8 June 2012 under the terms of its 16th resolution, which enabled the GROUPE GORGÉ (the "Company") to proceed with the issuance of stock warrants with suppression of the pre-emptive subscription rights of the shareholders.

1. Context of the issuance

1.1 Objective of the issuance

On 3 March 2014, the Company implemented, with KEPLER CHEUVREUX (Kepler Capital Markets), a multi-year equity financing line in the form of a *Equity Line Financing* in order to increase its financial flexibility in addition to the other sources of funding already in place.

1.2 Mixed General Meeting of 8 June 2012

Please note that the mixed general meeting held on 8 June 2012 adopted the 16th resolution, under the terms of which it delegated its power to Board of Directors so as to proceed by means of an offer described in paragraph II of Article L.411-2 of the French Monetary and Financial Code, with the suppression of pre-emptive rights of subscription without indication of beneficiaries, with the issuance of shares and/or any other marketable securities providing access, immediately or in the future, to the share capital of the Company.

The General Meeting set the maximum amount of the capital increase at €5,000,000 to which may potentially be added the issuances performed in accordance with other delegations granted by the Meeting. Furthermore, it is specified that the offer described in paragraph II of Article L.411-2 of the Monetary and Financial Code cannot, under any scenario, involve more than 20% of the share capital per year.

1.3 Board of Directors meeting of 12 February 2014

The Board of Directors, during its meeting of 12 February 2014, decided to use the delegation granted to it by the mixed general meeting of 8 June 2012 in its 16th resolution, in order to issue stock warrants (the "Warrants"), to be subscribed by KEPLER CHEUVREUX, and whose terms and conditions were approved by said Board.

The Board of Directors authorized the Chairman and Chief Executive Officer to finalize the issuance contract for the shares and to proceed with the private investment with KEPLER CHEUVREUX of 635,000 shares at a unit price of €0.001 providing each.

With the understanding that KEPLER CHEUVREUX will undertake to exercise the warrants at the Company's request under the terms provided for in an Equity Line agreement entered into by the Company and KEPLER CHEUVREUX.

The Board of Directors also authorised Mr Raphaël GORGÉ, Chairman and Chief Executive Officer, to request the conversion of individual subscription warrants into new shares at the times and prices (set according to the terms of the Equity Line agreement) that he sees fit, after the issue of said warrants.

2. Primary conditions of issuance

Subscription price of the warrants	0,001 euro per warrant.
Date of issue of the warrants	The signature date of the issuance contract, 3 March 2014.
Nature of the warrants	Marketable securities providing access to the share capital governed by Articles L.228-91 and following of the French Commercial Code
Book entries for the warrants and subsequent disposal	The warrants bore a nominative form as soon as they were issued. They will not be traded on any markets. Only disposals within the KEPLER group or the Company (for cancellation) will be authorized.
Nature of the shares to issued through the exercise of the warrants	The shares GROUPE GORGÉ issued via the exercise of the warrants will be equivalent upon issue to the existing GROUPE GORGÉ shares (code ISIN : FR0000062671). They will be subjected to periodic request for admission to being traded on the NYSE Euronext regulated market in Paris.
Number of warrants	635,000 (six hundred thirty-five thousand).
Exercise parity of the warrants	Each warrant will entitle the suscription of a new GROUPE GORGÉ share.
Maximum number of shares to be issued via the exercise of the warrants	635,000 (six hundred thirty-five thousand) shares (if all the warrants are exercised).
Exercise period of the warrants	24 months from the date of issue of the warrants
Strike price	Average price of the shares offset by the volume calculated over a benchmark period of three trading days, with a discount of 5%.

3. Effect of the issuance and the exercise of the entirety of the warrants on the owners of the share capital securities and the marketable securities providing access to the share capital

3.1 Effect on the share of equity

As an illustration, the effect of issuance and the exercise of the entirety of the warrants on the share of equity (calculations performed based on equity as of 31/12/2012 and the number of shares comprising the share capital of the Company as of 31/12/2014) is as follows:

	Share of Equity per share *(in euros)*	
	Non-diluted basis	**diluted basis**
Prior to issuance/prior to implementation of Equity Line	2.33	idem
After issuance/subsequently to drawdown of the entire Equity Line(1)	3.16	idem

(1) Hypothesis formulated based on an issuance price of €19.80 corresponding to the closing price on 19 February 2014 minus a 5% discount.

3.2 Effect on the shareholders' situation

As an example, the effect of the issuance and the exercise of the entirety of the warrants on the participation in share capital of a shareholder owning 1% of the Company's share capital prior to the issuance (calculations performed based on the number of shares comprising the share capital of the Company as of 12 February 2014) is as follows:

	Number of shares	holding % of a shareholder with 127,318 shares
Prior to issuance/prior to implementation of Equity Line	12,731,843	1%
After issue/after complete drawdown of the Equity Line	13,366,843	0.95%

4. Theoretical effect of the issuance and the exercise of the entirety of the warrants on the stock market value of GROUPE GORGÉ shares

The theoretical impact of the issuance on the current market value of the share, based on an average of 20 trading sessions, would be the following, if all the warrants were exercised at the same issue price:

Share price after the transaction =

$$\frac{[(\text{average of the last 20 share prices x number of shares before transaction}) + (\text{share price at transaction x number of new shares})]}{(\text{number of shares before transaction + number of new shares})}$$

The theoretical share price at the transaction is €19.80, and the average of the last 20 share market prices is €21.29 (share market price from 15 January 2014 to 11 February 2014).

The result of this method of calculation is a theoretical share value of €21.22 after the transaction, or a decrease of 0.12%.

	Share market value *(in euros)*	
	Non-diluted basis	Diluted basis
Prior to the implementation of the Equity Line	21.29	21.29
Subsequently to drawdown of the entire Equity Line	21.22	21.22

5. Business and operations

With regard to business and operations, we invite you to refer to the 2012 Registration Document and the 2013 interim financial report on the Company's website.

This report, established in accordance with the provisions of Articles L.225-129-5 et R.225-116 of the French Commercial Code, is available to shareholders at the Company's registered office and will be directly brought to their attention during the next General Shareholders' Meeting:

Paris

12 February 2014

The Board of Directors

BOARD OF DIRECTORS' SPECIAL REPORT ON THE BONUS SHARE DISTRIBUTIONS PRESENTED AT THE GENERAL MEETING OF 18 JUNE 2014

Dear Shareholders,

Pursuant to the provisions of Article L.225-197-4 of the French Commercial Code, we have the honour to transmit herewith information relating to the acquisition of shares following the allocation of bonus shares made in favour of the employees and directors of our Company during the financial year ended 31 December 2013.

In its meeting of 6 June 2011, the Board of Directors, in accordance with the authorisation given to it by the Combined Shareholders' Meeting of 8 June 2010, allocated a total maximum number of 49,000 bonus shares with a nominal value of one euro in favour of three employees of GROUPE GORGÉ, all non-corporate officers, who were members of the management team.

The Board set the terms and criteria for allocating these bonus shares by making the final allocation of said shares to their beneficiaries contingent upon their continued employment with the Group, and for part of the shares, performance conditions.

The Board noted in its meeting of 20 June 2013 that 42,000 bonus shares were definitively allocated to their beneficiaries at the end of the vesting period.

The details of past distribution plans are listed in the Management Report.

The Board decided to transfer the existing shares to the beneficiaries.

Paris

1 April 2014

The Board of Directors

ANNEX 7 – REPORT OF THE INDEPENDENT THIRD-PARTY ENTITY, ON THE REVIEW OF ENVIRONMENTAL, HUMAN RESOURCES AND SOCIETAL INFORMATION PUBLISHED IN THE GROUP MANAGEMENT REPORT

YEAR ENDED DECEMBER 31, 2013

This is a free translation into English of the verifier's review report issued in the French language and is provided solely for the convenience of English speaking readers. The review report should be read in conjunction with, and construed in accordance with, French law and standards applicable in France.

To the Shareholders,

In our capacity as professional accountants identified as independent third-party entities, whose certification request has been approved by the French National Accreditation Body (COFRAC), we hereby present you with our report on theconsolidated human resources, environmental and societal information published in the management report prepared for the year ended 31 December 2013 (hereinafter the "CSR information"), pursuant to Article L.225-102-1 of the French Commercial Code (*Code de Commerce*).

Management's responsibility

The Board of Directors is responsible for preparing management report including the CSR Information provided by Article R. 225-105-1 of the French Commercial Code,presented as required by the company's internal reporting guidelines (the "reporting guidelines") and available on request at the company's headquarters.

Independence and quality control

Our independence is defined by regulatory requirements and by the Code of Ethics of our profession inserted in the 30 March 2012 decree specific to the activity of accountants. Furthermore, we have implemented a quality control system to ensure compliance with the code of ethics, professional standards and applicable laws and regulations.

Independent third-party entity responsibility

Based on our work, our responsibility is:

- to attest that the required CSR Information is presented in the management report or, if not presented, whether an appropriate explanation is given in accordance with the third paragraph of Article R.225-105 of the French Commercial Code (Attestation of disclosure);
- to express limited assurance on the fact that, taken as a whole, the CSR Information is presented fairly, in all material aspects, in accordance with the reporting guidelines (conclusion on the fair presentation of the CSR Information).

Our work was carried out by a team of three people in February and March 2014, for duration of approximately 2 weeks. We called upon the help of our CSR experts to complete this assignment.

1. Attestation of disclosure

We conducted our work in accordance with the professional guidelines and the legal order published on 13 may 2013 determining the methodology according to which the independent verifier conducts his mission:

- Based on interviews with the management, we familiarized ourselves with the Group's sustainable development strategy, with regard to the social and environmental impacts of the company's business and its societal commitments and, where appropriate, any resulting actions or programs.
- We compared the CSR information presented in the management report with the list set forth in Article R.225-105-1 of the French Commercial Code;
- In the event of omission of certain consolidated information, we have verified that explanations are provided in accordance with the third paragraph of Article R.225-105-1 of the French Commercial Code.
- We verified that the CSR information covered consolidated scope, i.e. the Company and its subsidiaries within the meaning of Article L.233-1 of the French Commercial Code and the companies that it controls within the meaning of Article L.233-3 of the French Commercial Code , subject to the limit set forth in the paragraph « Méthodologie » presented in paragraph 13of the management report.

Based on our work, and given the limitations mentioned above, we draw your attention on the fact that the following information are not disclosed:

- Organization of working time;
- Organization of labor relations, in particular the procedures for information, consultation and negotiation with the employees
- Report of the collective agreements ;
- Health and safety at work conditions;
- Report of the agreements signed with labor unions or the representatives of the employees regarding health and safety;
- Training policy;
- Training and informing actions towards employees in terms of environment protection;
- Means allocated to environmental risks and pollution prevention;
- Measures to prevent, reduce or put right discharges in the air, water and soil causing important damage to the environment
- Measures to prevent, recycle and eliminate waste;
- Inclusion of noise nuisance and every pollution specific to an activity;
- Raw materials consumption and measures taken to improve the efficiency of their use;
- Conditions of relationship with people and organizations interested by the company activity;
- Partnership and patronage actions;
- Importance of subcontracting and inclusion in the relationships with suppliers and subcontractors of their social and environmental responsibility;
- Actions carried out to prevent corruption.

2. Conclusion on the fair presentation of the CSR Information

We conducted our work in accordance with the professional guidelines and the legal order published on 13 may 2013 determining the methodology according to which the independent third-party entity conducts his mission and in accordance with the International Standard on Assurance Engagement ISAE 3000.

We conducted 2 interviews with the people responsible for preparing the CSR Information in the departments in charge of the CSR Information collection process and, when appropriate, those responsible for internal control and risk management procedures, in order to :

- assess the appropriateness of the reporting standards with respect to its relevance, completeness, neutrality, clarity and reliability by taking into consideration, where applicable, the industry's best practices;
- verify that the company had set up a process for the collection, compilation, processing and control to ensure the completeness and consistency of the CSR information. We also familiarise ourselves with the internal control and risk management procedures relating to the compilation of the CSR information.

We determined the scope of the tests according to the nature and importance of the CSR information taking into consideration the characteristics of the company, its actions in respect to the social and environmental consequences of its activities, its direction as far as sustainability is concerned. We also determined tests according to the industry's best practices.

Concerning the CSR information that we have considered to be most important [(1)] :

- for the consolidating entity and the sites, we reviewed the related documentary sources and conducted interviews to check the qualitative information (organisation, strategies, actions). We set up analytical procedures and verified the quantitative information using sampling techniques in order to check the consistency of the calculations and the consolidated information in order to reconcile the data with the information in the management report.
- for a representative sample of entities and sites that we have selected [(2)] according to their activity, their contribution to the consolidated indicators, their location and a risk analysis, We conducted interviews to verify the proper application of procedures and set up tests using sampling techniques to verify the calculations performed and reconcile data with supporting evidence. The selected sample represents 58% of the workforce and between 43% and 53% of the quantitative environmental information tested.

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(1) *Quantitative information: headcount and men/women repartition, hires end of contracts per reasons, frequency and gravity rate, number of days of training, water consumption, electricité and natural gas consumption*

(2) *Entities CIMLEC, ECA Robotics, CLF*

Regarding the other consolidated CSR Information, we have assessed its consistency in relation to our knowledge of the company.

Finally, we assessed the relevance of the explanations given in the event of total or partial absence of certain information.

We believe that the sampling methods and sizes of the samples we have used in exercising our professional judgment enable us to express limited assurance; a higher level of assurance would have required more in-depth verifications. Due to the use of sampling techniques and the other limits inherent to the operations of any information and internal control system, the risk that a material anomaly be identified in the CSR Information cannot be totally eliminated.

Qualification expressed

During our verification work, we noted that

- The number of days lost due to work accidents was not reported consistently between entities, as some entities reported calendar days and other entities reported working days. This resulted in some heterogeneity in the method of calculation of the severity rate between entities. We were not been able to evaluate the impact on the value published by the Group.
- The number of days of absence was not reported consistently between entities, and it resulted in some heterogeneity in the method of calculation of the absenteeism rate. We were not been able to evaluate the impact on the value published by the Group.

Conclusion

Based on our work, and subject to this qualification, nothing has come to our attention that causes us to believe that the CSR Information, taken as a whole, is not presented fairly, in all material respects, in accordance with the reporting standards.

Paris, 1 April 2014

Grant THORNTON	Vincent PAPAZIAN
French member firm of Grant Thornton International	Partner

GROUPE Gorgé

19 rue du Quatre-Septembre - 75002 Paris - France
Tel. : +33(0)1 44 77 94 77 - Fax : +33(0)1 44 77 89 77

www.groupe-gorge.com

Labrador +33 (0)1 53 06 30 80