Registration Document 2014

INCLUDING ANNUAL FINANCIAL REPORT

AERONAUTICS, NUCLEAR, DEFENCE, TERTIARY AND INDUSTRIAL SECTORS

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Annual Financial Report items are identified in the summary with the aid of the AFR pictogram RFA

2014 Registration Document

including annual financial report.

This Registration Document was filed with the French Financial Markets Authority (Autorité des Marchés Financiers - AMF) on 21 April 2015, 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 2014 Annual Financial Report.

INCORPORATED BY REFERENCE

Pursuant to Article 28 of European regulation No. 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 2013: the management report, the consolidated financial statements and individual financial statements and the corresponding audit reports, included in the 2013 Registration Document filed with the AMF on 8 April 2014 (file number D.14-0309);
- 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).

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S MESSAGE

For over 25 years, Groupe Gorgé has been a key player in technological and industrial innovation. The results and successes of 2014 are part and parcel of this dynamic. At the start of 2015, the Group became the French leader in 3D printing while continuing the ambitious and sustainable development of its activities in its historical business lines and in the protection and safety of persons and property. Group revenue grew over 4% in 2014, reaching €223 million and our current operating margin excluding 3D printing improved by 5.5%. Lastly, recognition in France passed another milestone when the Group won the Prix de l'Audace Créatrice (Audacity and Creativity Prize) presented by the French President, and the 2014 prize for medium-sized company of the year, awarded by Usine Nouvelle magazine.

In 2014, each division contributed to these successes. Smart Safety Systems (SIS, ECA subsidiary) was back on a growth path, improving its operational margins by almost 10%. Industrial Projects and Services (PSI) had a very positive second half, ending the year with a record order book, which was up over 50% on end-2013. Protection in Nuclear Environments (PMN) also grew its operating income by over 10% and the 3D printing division posted growth of 50 times its revenue.

These results reflect the commitment, expertise and entrepreneurship of the Group's 1,400 employees worldwide. Every day, our employees solve complex technological problems to offer tailored solutions to our customers in demanding sectors such as defence, the nuclear industry, aeronautics, energy and industry.

In 2015, the Group is continuing its ambitious and sustainable development strategy in niche high-technology markets with strong development potential:

- The SIS division is focusing on strengthening its positions in its core markets: drones, robotic systems and simulation. This division benefits from a number of favourable factors, particularly the growth in the advanced robotics markets and increased recourse to simulation in training courses.
- The PSI division is continuing to grow in the areas of protection and fire safety, in particular internationally. Trends remain very favourable in this market, especially in the energy sector.
- The PMN division should again deliver excellent results this year. Groupe Gorgé's leading position in the market for special doors for EPR and AP1000 technologies place it in an ideal position to benefit from strong growth in the nuclear market in emerging economies.
- The 3D printing division has stated its ambition to become the world's third largest company offering a full range of 3D printing technologies. Currently operational in a market using photosensitive resins, Prodways Group is positioning itself in the industrial 3D printing market and is extending its addressable market by expanding its technology portfolio and covering all additive manufacturing businesses.

I look toward the Group's future with great enthusiasm, a future increasingly focused on disruptive technologies such as 3D printing, advanced robotics and autonomous vehicles. I am delighted with our strong position, built on 25 years of experience, which will allow us to step up our growth for the benefit of our shareholders, our customers and all of our employees.

Raphaël Gorgé, Chairman and CEO

OVERVIEW OF THE GROUP AND ITS BUSINESSES

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1.1 Key figures

The key figures have been extracted from the consolidated financial statements. The 2012 figures have been restated as detailed in the notes to the consolidated financial statements in paragraph 2.1 "reconciliation between the 2012 published financial statements and those presented for comparative purposes" with 2013 and 2014.

Change in revenue

(in millions of euros)	2014	2013	2012
Smart Safety Systems	93.87	93.21	98.22
Industrial Projects and Services	82.69	80.43	76.30
Protection in Nuclear Environments	41.98	40.88	33.54
Structure and disposals	(0.27)	(0.09)	(0.24
REVENUE BEFORE CONTRIBUTION FROM 3D PRINTING	**218.26**	**214.43**	**207.82**
3D Printing	5.04	0.09	-
CONSOLIDATED REVENUE	**223.30**	**214.52**	**207.82**

Change in EBITDA

(in millions of euros)	2014	2013	2012
Smart Safety Systems	12.11	10.71	8.07
Industrial Projects and Services	5.19	7.20	3.73
Protection in Nuclear Environments	6.38	6.03	3.97
Structure and disposals	0.15	(0.30)	0.00
EBITDA(1) EXCLUDING 3D PRINTING	**23.84**	**23.64**	**15.77**
3D Printing	(2.10)	(0.34)	-
CONSOLIDATED EBITDA(1)	**21.74**	**23.30**	**15.77**

(1) EBITDA: profit (loss) from continuing operations before depreciation, amortisation and provisions.

Change in profit (loss) from continuing operations

(in millions of euros)	2014	2013	2012
Smart Safety Systems	7.10	6.48	2.82
Industrial Projects and Services	5.42	5.84	3.40
Protection in Nuclear Environments	5.80	5.23	3.29
Structure and disposals	(0.15)	(0.33)	-
ADJUSTED PROFIT (LOSS) FROM CONTINUING OPERATIONS(1)	**18.16**	**17.22**	**9.51**
3D Printing	(2.38)	(0.38)	-
CONSOLIDATED PROFIT (LOSS) FROM CONTINUING OPERATIONS	**15.78**	**16.84**	**9.51**

(1) Adjusted profit (loss) from continuing operations: profit (loss) from continuing operations before contribution from 3D Printing division and impact of BAe dispute.

Change in operating income

(in millions of euros)	2014	2013	2012
Smart Safety Systems	5.86	4.28	(1.06)
Industrial Projects and Services	5.06	5.12	2.66
Protection in Nuclear Environments	5.38	5.20	3.25
Structure and disposals	(0.47)	(0.48)	(0.36)
ADJUSTED OPERATING INCOME[1]	**15.84**	**14.12**	**(4.49)**
3D Printing	(2.75)	(0.38)	-
BAe dispute	-	2.34	(6.20)
CONSOLIDATED OPERATING INCOME	**13.09**	**16.07**	**(1.71)**

(1) Adjusted operating income: profit (loss) from continuing operations before contribution from 3D Printing division and impact of BAe dispute.

Change in net income

(in millions of euros)	2014	2013	2012
NET INCOME, ADJUSTED[1]	**10.19**	**10.08**	**4.96**
Net contribution, 3D Printing	(1.93)	(0.38)	-
Net contribution, REDHALL	(3.53)	(2,14)	-
Net impact of BAe dispute	-	1.56	(6.20)
CONSOLIDATED NET INCOME	**4.74**	**9.12**	**(1.24)**

(1) Net income, adjusted: net income before net contribution (after tax) from 3D Printing division, REDHALL (equity accounting and provision for securities) and BAe dispute.

Key financial data

(in millions of euros)	2014	2013	2012
EQUITY[1]	**84.62**	**73.71**	**68.68**
Available cash and cash equivalents	29.42	32.78	49.57
Financial debt[2]	(55.29)	(47.27)	(60.98)
Net debt[3]	25.87	14.49	11.42
NET DEBT, ADJUSTED[4]	**25.01**	**13.15**	**9.94**

(1) Equity attributable to owners of the Group plus non-controlling interests.

(2) A schedule of financial debt is presented in Note 4.15 to the consolidated financial statements.

(3) Financial debt less available cash.

(4) Net debt plus market value of treasury shares at 31 December 2014.

Workforce trends

(in millions of euros)	2014	2013	2012
Smart Safety Systems	568	551	585
Industrial Projects and Services	545	535	507
Protection in Nuclear Environments	182	188	190
Structure	7	7	8
WORKFORCE EXCLUDING 3D PRINTING	**1,302**	**1,281**	**1,290**
3D Printing	61	5	-
WORKFORCE	**1,363**	**1,286**	**1,290**

1.2 Overview of the Group and its businesses

GROUPE GORGÉ is an independent group that specialises in high-tech industries. Today, the Group is active in the fields of security and protection of extreme environments as well as in the 3D printing sector. The Group has approximately 1,400 employees, has operations in eight countries and exports around 40% of its business directly. The Group has always enjoyed a strong entrepreneurial culture. It was founded in 1988 by Jean-Pierre GORGÉ, the father of the current Chairman and CEO, Raphaël GORGÉ. The GORGÉ family currently owns 58% of the capital of the Group which is listed on EURONEXT.

1.2.1 History and development of GROUPE GORGÉ

In its more than twenty-five year history, GROUPE GORGÉ has always developed and driven the latest technological and industrial innovations.

1988: FINUCHEM is created by Jean-Pierre GORGÉ (it becomes GORGÉ GROUPE in 2009).

1990-2005: ECA and industrial robotics.

1992: Acquisition of ECA.

1998: Listing on the secondary market of the Paris stock exchange.

1999: Acquisition of CIMLEC INDUSTRIE.

2004: Listing of ECA on the secondary market of the Paris stock exchange.

2005-2009: Move into new business sectors.

2005: Raphaël GORGÉ joins the Group and is appointed Deputy CEO. He embarks on a strategic reorientation of the Group to reduce its dependence on the automotive sector and investment in high potential sectors, in particular semi-conductors and naval construction, security and protection.

2006: Acquisitions of ECA Faros and ECA SINDEL in the simulation sector.

2008: Raphaël GORGÉ is appointed Chief Executive Officer.

2009-2013: Strengthening of the security and protection sectors.

2009: The Group focuses on the safety of people and property with, in particular, the acquisitions of BAUMERT and CLF-SATREM.

2011: Raphaël GORGÉ is appointed Chairman and Chief Executive Officer. Bpifrance (at the time, Fonds Stratégique d'Investissement, FSI) acquires a stake in the Group.

In 2013: the Group enters the 3D printing sector and extended the mobile robotics offering.

2013: The Group enters the field of 3D printing with the purchase of PHIDIAS TECHNOLOGIES (since renamed PRODWAYS).

2014: The Group acquires DELTAMED (resins for 3D printing) and INFOTRON (airborne drones) and wins several major contracts in the safety and protection sector, in particular:

- the sale of two USVs and their related equipment to Russia;
- the delivery of helicopter-type vertical take-off drones to the Middle East;
- the delivery of 6-axis land-based defence vehicle simulators on the international market;
- the replacement of the entire fire protection system of the Georges Pompidou National Centre for Art and Culture;
- the order for fireproof and explosion-proof doors for an FPSO vessel and the world's largest oil platform intended for the ICHTYS project in Australia.

In September 2014, the Group was proud to receive the Prix de l'Audace Créatrice (Audacity and Creativity Prize) presented by the French President. On 3 April 2015, the French Minister for the Economy, Emmanuel Macron, visited the site of the PRODWAYS subsidiary.

1.2.2 Activities, markets and competition

The Group is structured into four divisions and into subsidiaries:

- Smart Safety Systems division - ECA and its subsidiaries;
- Industrial Projects & Services division - CLF-Satrem, AMOPSI, AI GROUP, VAN DAM, CIMLEC and their subsidiaries;
- Protection in Nuclear Environments division - BAUMERT and SERES TECHNOLOGIES;
- 3D division - PRODWAYS Group and its subsidiaries.

The subsidiaries are in direct contact with their markets and competitors. The divisions bring together the subsidiaries depending on their businesses and sector of activity. Thanks to this organisation, GROUPE GORGÉ is positioned on 3 of the 12 disruptive technologies listed in the McKinsey Global Institute report of May 2013: advanced robotic, unmanned vehicles and 3D printing.

1.2.2.1 Smart Safety Systems division - ECA and its subsidiaries

ECA Group is a world-class player recognised for its expertise in robotics, specialised automation systems and simulation. The Group has been developing complete, innovative technological solutions for complex missions in hostile and confined environments since 1936.

Its product offering is designed for an international client base that is demanding, both in terms of safety and effectiveness. The Group's main markets are in the defence, maritime, aeronautics, nuclear, energy, transportation and industrial equipment sectors.

The ECA Group focuses on three main businesses: robotics and integrated systems, aeronautics and simulation.

The Robotics and Integrated Systems business

Nine of the world's ten leading armies are equipped with solutions developed by ECA Group. With world-renowned know-how and expertise, ECA Group has combined its design skills in the field of mobile underwater, sea, land and airborne drones and in integrated systems development for a complete line of solutions aimed at the defence, maritime, nuclear, oil, gas and manufacturing markets.

Robotics and Integrated Systems markets

The global market for mobile robotics is currently growing strongly for a number of reasons:

- the increase in armed conflicts around the world has led governments to allocate new resources to ensure the security of their armed forces and reduce their exposure to threats and risks. This effect is being heightened by, on one hand, "mature armies" which are seeking to limit human losses through the use of drone and robot systems and, on the other, "new armies" which are looking for access to more modern solutions straight away;
- the increase in terrorist acts and threats is encouraging States to provide maximum security to sensitive sites (nuclear, petrochemical, etc.);
- dwindling natural resources are leading industrialists to turn to advanced technologies to access new reserves in increasingly extreme environments.

The ECA Group is meeting these new challenges as one of the only players in the world with a complete, mobile robotics offering that can operate in all environments (under and on water, on land and in the air). This unique competitive advantage enables it to address very specific needs in the different mobile robotics markets. The ECA Group offers both mobile robotics and robot systems designed for specific missions. In the robot systems business, ECA Group relies on its tactical simulation activities and expertise described in the simulation business.

Defence and Security

For over 60 years, ECA Group mobile robotics, training simulation and remote control systems solutions have been meeting the specific needs of internal security and special forces of many countries and have been providing assistance and support to the naval, air and land forces of many armies. This is ECA Group's most important market and accounts for about 50% of its turnover.

The Group is also involved in:

- anti-submarine combat (underwater mine disposal and submarine systems);
- tactical reconnaissance missions (protection of sensitive infrastructure, internal protection, protection of armies and bases, surveillance and protection of territorial waters).

Maritime

The ECA Group's advanced robotic offering meets the different requirements and specificities of the maritime sector's activities both on and under water very precisely. Its AUV (autonomous underwater vehicles) and ROV (Remotely Operated Vehicles) solutions equipped with cameras, sensors and articulated arms fulfill a wide range of mission requirements such as:

- ocean floor exploration (search for new underwater reserves, hydrographic and oceanographic research, inspection and study of underwater deposits);
- monitoring of sensitive zones (offshore platforms);
- search and rescue operations.

Energy and Industry

The solutions developed by the Group are particularly well-suited for the energy and industrial sectors which need to do work in close quarters in environments that are hazardous and difficult for people. All of the Group's drones are equipped with cameras or articulated arms, and can also be radiation resistant or equipped with a variety of sensors.

Thanks to the Group's expertise in these areas, it can contribute to missions such as:

- the inspection, protection and maintenance of water and industrial networks;
- infrastructure monitoring (dams, refineries, wind farms, nuclear plants, etc.);
- the decommissioning of nuclear plants;
- waste management.

Competition

The mobile robotics market includes a large number of applications. The ECA Group has different competitors depending on the type of application. They are nearly all large international groups. They include:

- for underwater robots, the KONSBERG and BLUEFIN ROBOTICS groups in AUV (autonomous underwater vehicles), the ATLAS ELEKTRONIC group and BAe SYSTEMS group for underwater mine disposal robots and SAAB SEAEYE group in ROV (remotely operated vehicles);
- for naval drones, the ELBIT SYSTEMS group in USV (unmanned surface vehicles);
- for land robots, the NEXTER, iROBOT and TELEROB groups;
- for airborne drones, the AIRBUS, AIRROBOT, MICRODRONES, AERYON LABS and BERTIN TECHNOLOGIES groups.

The most widely-recognised products and solutions on the market

Many of the solutions developed by the Group are now amongst the most widely-recognised in the mobile robotics marketplace. Here are a few examples:

- The PAP MK6

The PAP MK6 is part of the self-propelled ROV (Remotely Operated Vehicles) range for mine disposal. It has a large payload capacity. Its robust and reliable design and its propulsion system enable it to manoeuvre in strong currents and withstand harsh environmental conditions.

The command and control software include autopilot functions.

- The AUV line

The ECA Group offers a complete line of AUVs, from the most compact A9 to the largest versions with the A272 and ALISTAR3000. They all share the same IT architecture, autonomous software and supervision interface and have excellent endurance (more than 30 hours for certain models) and large sensor-carrying capacity. They are designed for the most demanding missions. The French Navy uses the A27 AUV for hydrography and long-range underwater surveillance operations.

- INSPECTOR line

The INSPECTOR is a surface drone designed for the protection of critical maritime structures such as offshore platforms. The Inspector line provides operators with real-time situation status through surveillance, reconnaissance and the detection and identification of threats.

- The COBRA

The Cobra is a land drone equipped with a day and night camera. It is designed for inspection and reconnaissance operations. It can be easily deployed by a soldier on the ground, and controlled remotely over the terrain thanks to its remote control guidance system.

- IT180

The IT180 airbone drone is a member of the UAV (Unmanned Autonomous Vehicles) range. It is a pilotless inspection solution. The drone provides lengthy endurance (120 min), long-distance remote control functionality (10km) and reports high-quality data.

Simulation business

The ECA Group has a very complete line of driving and mission training simulators with state-of-the-art technology.

Simulation markets

The ECA Group works with both the civilian and military driving and training simulation markets and with the tactical mission simulation market.

Driver training simulation

The Group's offer covers all environments and is designed for both defence and civilian customers for:

- flight simulation training for Airbus and Boeing aircraft;
- land driving simulation (motorcycles, automobiles, buses and trucks – civilian and military);
- maritime navigation simulation (civilian and military applications).

The clients for these solutions include airlines, driver training centres and schools, maritime training schools and the armies and navies of a number of countries.

Tactical mission simulation

The Group also offers solutions that provide training for a range of different situations that could potentially be encountered by police forces, firefighters and armies, etc. without any risk to their personnel.

These solutions cover missions involving:

- internal security (police, firefighting);
- defence (exploration of hazardous zones, underwater mine disposal);
- maritime operations (pollution control, crisis management, dynamic positioning management).

Competition

The simulation market is competitive and comprised of both very large, international companies and low-cost local companies:

- the larger competitors focus on the military driving simulation and tactical simulation markets. They include BAe Systems, THALES Simulation, LOCKHEED MARTIN, SAAB and L3;
- competitors in the civilian driving simulation market are essentially national companies that are more or less numerous depending on the country. They include EDISER and DEVELTER in France and DORON and L3 in the United States;
- competitors in the flight simulation market include CAE in Canada, L3 Link Simulation Training, AEROSIM and INDRA in the United States and SIM Industrie in the Netherlands.

R&D is of critical importance in this competitive market to be able to provide the most realistic driving conditions possible. In addition, the global nature of the market means that the regulations in effect in each country for road, air and maritime safety must be monitored closely to be able to offer simulation software meeting the latest regulations.

The most widely-recognised products and solutions on the market

ECA Group has developed a very extensive line of solutions which ranges from land, air and maritime simulators to tactical mission simulators.

- Civilian driving simulators

This simulator provides a realistic cabin, complete training software and realistic visuals. It includes a motion platform which pitches, rolls and lifts the entire cabin to simulate the movement of a real vehicle driving on the road.

- Military driving simulators

The military driving simulator enables armies to train under the conditions they would find in a real theatre of operations.

- Tactical naval simulator

This naval simulator enables sailors of all levels to become familiar with tactical procedures and sensor parameters through complex and realistic scenarios in a totally secure training environment.

Aeronautics

The ECA Group's aeronautics business offers solutions for civil and military aviation. Its expertise in the field, combined with its robotics and automation know-how, enables it to respond to the requirements of aircraft manufacturers, airline companies, maintenance and repair centres and air defence.

Aeronautics markets

The ECA Group designs assembly stations, production and maintenance tools, on-board electronic equipment and test equipment for aircraft manufacturers, as well as mechatronic repair and maintenance equipment (*GSE - Ground Support Equipment)* for aircraft operators.

The increase in output of major French aircraft manufacturers is a growth factor for the business. The integrated offer proposed by this business is particularly well suited to the FAL (*Final Assembly Lines*) of the smaller manufacturers.

Competition

In a market whose economics are rapidly changing, aeronautics companies require their partners to be responsive, high quality and comply strictly with deadlines and costs.

Thanks to its recognised expertise in its different businesses, the ECA Group is able to guarantee innovation and economic effectiveness to its clients. The Group is now a leading supplier to aircraft manufacturers and operators. It competes with companies of varying size including GE Power Conversion for test equipment solutions; id3D for production and maintenance tools and SEROMA and PRONOË across all of the ECA Group's business lines in this field (test equipments, assembly lines and production tools).

The most widely-recognised products and solutions on the market

ECA Group's expertise is recognised by its clients, to which it provides proven products and solutions including:

- Production Line

The Group designs and delivers production lines to aircraft manufacturers.

- Power Board Test Bench

The test bench was developed for Airbus. It is used as a design aid for all new Airbus programmes. It is also supplied to the manufacturers of power-supply boards for their final production tests.

- ATR GSE (*Ground Support Equipment)*

The ECA Group is ATR-certified worldwide. The Group designs, manufactures, repairs and calibrates all ground support equipment tools for ATR.

1.2.2.2 Industrial Projects & Services business - CLF-Satrem, AMOPSI, AI GROUP, VAN DAM and CIMLEC group and their subsidiaries

The Industrial Projects & Services business consists of four subsidiaries. Three of them (CLF-Satrem, AI GROUP and VAN DAM) operate in the area of active and passive fire protection for energy markets, notably in oil and gas (less than one quarter of the business today) and in the industrial and tertiary sectors in France.

The fourth subsidiary in this business, CIMLEC, develops specific industrial robotics projects and services for industrial and tertiary sector clients in four main activity areas: automation-electricity, ironwork-structural metalwork, robotised island integration and renovation and industrial robot path programming.

Fire Protection business

The Fire Protection business consists of three subsidiaries (CLF-Satrem, AI GROUP and VAN DAM) which have complementary activities that each address different markets. It represents 70% of the division's revenue.

CLF-Satrem

CLF-Satrem designs, installs and maintains fixed fire protection systems. Its solutions range from traditional fixed systems (sprinklers, RIA) to more specialised systems for special risks (deluge, foam, water mist and gas systems). The company covers all of France through 10 regional agencies.

CLF-Satrem markets

CLF-Satrem operates in the active fire protection market in the industrial and tertiary sectors in France.

About 60% of its turnover comes from new and extension work and the other 40% from recurring maintenance work on installed systems at over 500 clients sites

Competition

CLF-Satrem is the fifth largest company in France, behind three international groups, VINCI Energies, COFELY AXIMA (subsidiary of SUEZ group), TYCO and a national company, ATLANTIQUE Automatisme Incendie, and ahead of AIRES and MINIMAX. Together, these seven actors account for 80% of the French market, estimated at €360 million.

The most widely-recognised products and solutions on the market

CLF-Satrem's core business is the installation and maintenance of sprinkler systems. Innovative related solutions complement the services offering.

- Sprinkler network

A sprinkler is a device that detects excessive heat and automatically releases water (sometimes with additives) when a fire breaks out. Sprinkler systems are networked above the zone to be protected. An abnormal increase in temperature will cause the bulb or the fuse that keeps the sprinkler heads closed to burst or melt. Sprinkler systems are activated without human intervention.

AI GROUP

The AI GROUP subsidiary specialises in the field of active fire protection for major industrial risks. This subsidiary designs and manufactures fixed systems, equipment and intervention vehicles for major industrial risks (fire safety and protection for major industrial and oil sites, power stations, international airports, military bases, etc.).

AI GROUP markets

AI GROUP's markets are global and growing. All business sectors are faced with major industrial risks. Whenever the property to be protected is of significant value, or highly flammable liquids, solids or gases are involved, the use of custom-designed fire protection systems is recommended. The AI GROUP's primary market is the energy industry, notably oil and gas.

Competition

This market has high barriers to entry (companies have to be on a "vendors list" to gain access to potential markets), but it is nevertheless very competitive. Among AI GROUP's competitors are medium-sized international companies such as Angus Fire and major international groups such as UTC (with its SILVANI subsidiary), TYCO and MINIMAX.

The most widely-recognised products and solutions on the market

Of the products and solutions developed by AI GROUP, fixed systems (skids) are among the equipment most frequently sold:

- Fixed systems - skids

Manufacturing of all types of skids (special equipment at the heart of chassis-mounted systems) used to put out industrial and oil fires (onshore and offshore FPSOs) in line with the most demanding oil industry specifications:

  - powder skids, foam skids, twin agent skids, inert gas skids and clean agent skids (CO_2, Novec, etc.);
  - deluge skids, premix skids;
  - pump skids.

VAN DAM

VAN DAM designs, manufactures and installs passive fire protection systems (fire and blast-rated doors, walls and windows) to protect personnel and equipment in hostile environments in the energy industry and, particularly, in the oil and gas, maritime and offshore wind farm industries.

VAN DAM's markets

VAN DAM's energy sector markets are growing for several reasons:

- Energy markets, particularly oil and gas markets, are growing, driven by increasing demand;
- Energy resources are located in increasingly hostile environments (e.g., deepwater drilling, gas in Siberia);
- Safety standards are being strengthened and regulations are becoming increasingly strict, particularly in extreme environments. One of the strictest offshore exploration standards currently in place, for example, is the Norwegian NORSOK standard used as a reference worldwide. VAN DAM is one of the few companies to have received certification for this standard.

VAN DAM is also present in renewable energy markets, where it provides protection for offshore wind farm substations, and in the defence and maritime markets, where it supplies shipyards. VAN DAM, which is renowned for its quality and expertise, is particularly well-positioned to benefit from growth in these markets.

Competition

VAN DAM operates in niche markets with high barriers to entry. It is one of the few companies able to meet the strict standards in place in these markets. VAN DAM offers two types of products for these markets:

- Special doors: with a 5-10% market share in the offshore and maritime fields, VAN DAM is in second place behind RAPP BOMEK, tied with INTERDAM and followed by BOOTH Industries and NORAC. These six companies account for 40-50% of global business;
- Special walls: VAN DAM is primarily active in the market for speciality riveted walls. It competes with companies such as MTE, DSC, INTERDAM , BOOTH Industries and CHARTEC, which offer all types of speciality walls, notably, speciality welded walls.

The most widely-recognised products and solutions on the market

VAN DAM offers a range of speciality door and wall systems which meet the strictest standards. For example:

- Pneumatically-operated doors

The door drive system is equipped with a patented fire safety valve that prevents the door from opening during a fire. Air bottles (20 litres) are installed to operate the door in the event of an emergency (at least four open/close cycles).

Industrial Robotics business

The industrial robotics business is managed by the CIMLEC Group which operates in four fields *via* three companies:

- automation-electricity and ironwork-structural metalwork with CIMLEC INDUSTRIE;
- robotised island integration and renovation with the COMMERCY Robotique subsidiary;
- industrial robot path programming with the TENWHIL subsidiary.

All of these businesses meet the needs of industrial and tertiary sector clients.

CIMLEC Group markets

CIMLEC Group markets are located in France. They rely on investment in industrial and tertiary sites by the subsidiaries of major groups and SMEs in France. 60% of the business consists of projects and the other 40% of services.

The electricity-automation business consists in automating tools and production lines and in electrical distribution for industrial and tertiary sites. The ironwork business combines different projects including metal framework, footbridges, wire mesh protection, superstructures for industrial sites and construction. These activities were historically tied to the automotive industry in France. A repositioning in more profitable niches (transportation/logistics, energy/environment and smart buildings) is currently under way.

Competition

CIMLEC Group's competition depends on the activity, but consistently includes the subsidiaries of major groups, small local companies and a few intermediate-sized companies comparable to CIMLEC Group's:

- the leaders in electricity and automation include CLEMESSY (EIFFAGE) and ACTÉMIUM (VINCI Énergie). Competitors of the same size as CIMLEC INDUSTRIE are differentiated geographically and/or by sector. They include OTHUA, APILOG and SOTEB;
- the competition in the ironwork business is primarily local and includes the subsidiaries of major construction groups like BOUYGUES, VINCI and EIFFAGE Competitors of the same size as CIMLEC INDUSTRIE include ERI and SAM+;

- the competitors in industrial robotics include robot manufacturers like YASKAWA, FANUC, ABB and KUKA, which also offer integration services.

The most widely-recognised products and solutions on the market

CIMLEC Group offers a wide range of solutions in a number of different fields, for example, welding station start-up:

This is the most widespread robotised application. Large manufacturers and SMEs can increase productivity by a factor of two to five while eliminating tasks that are dangerous and repetitive for employees.

1.2.2.3 Protection in Nuclear Environments business - BAUMERT and SERES Technologies subsidiaries

The Group has developed a complete offering in the field of nuclear environment protection and safety through its BAUMERT subsidiary. This subsidiary designs and produces high-performance partition systems:

- speciality walls: anti-radiation, firebreaks, blast and aeroplane crash-resistant, etc.;
- speciality and technical doors: neutron, biological, blast-resistant, soundproof, firebreak, air and water tight, etc.;
- related services/maintenance.

These high-security partition systems are primarily intended for nuclear plants, but are also used in research centres, reprocessing plants, sensitive industrial sites (petrochemical and pharmaceutical), etc.

SERES Technologies provides complementary consultancy services specialised in studies and research for nuclear installation safety, as well as for petrochemical sites and energy innovation industries.

Markets

BAUMERT is the world leader in speciality and technical doors using French EPR and American Westinghouse AP1000 technologies for nuclear plants. The subsidiary works with all current technologies (AREVA, KEPCO, CNNC, WESTINGHOUSE and

ROSENERGOATOM) and has equipped a large number of the nuclear plants (internal source) built in China over the past twenty years, 100% of the plants using KEPCO technology in Korea and all six active reactors in Belgium.

BAUMERT is one of the rare European subcontractors to provide services to Chinese energetics specialist working with Westinghouse AP1000 technology. This situation enables it to benefit from the strong growth in nuclear markets in emerging countries. BAUMERT currently designs, manufactures and installs high-security doors and partitions for new projects in China. Other construction programmes are also under way in Europe, such as in Finland, where BAUMERT is designing and installing 60% of the technical doors and valves for the Olkiluoto 3 programme.

The Group is also positioned on future large-scale programmes in Europe (the Hinkley Point project in Great Britain), China, Russia, India, South Africa and Saudi Arabia.

In addition to these construction projects for new plants, there will be many maintenance and upgrade projects for existing plants, particularly within the EDF Grand Carénage project to update French nuclear plants to EPR and post-Fukushima standards. Thanks to its leadership and international presence, BAUMERT is well-positioned to play an important role in these post-Fukushima projects in France and internationally.

Competition

BAUMERT operates in high value-added niche markets with high barriers to entry (technical barriers, patents, vendor lists, etc.). The subsidiary is now the leader in EPR and AP1000 technologies (internal source) and continues to invest in research and development to maintain its technological lead.

BAUMERT's main competitor in Europe is the German company SOMMER. The other competition is local and country-specific. The Group opened a subsidiary in China in 2014 to compete with local companies and to ensure that it was directly included in Chinese calls for tender. This subsidiary also covers the rest of Asia.

Our most widely-recognised products and solutions on the market

BAUMERT has developed a wide range of high-security partition systems recognised globally and used by nuclear programmes around the world. Among our solutions, the most frequently installed products are:

- Neutron doors

Neutron doors installed in EPR plants (3rd generation reactors) are designed to enable secure interventions by professionals in the Reactor Building without the need to shut down operations.

- Fire doors

Fire doors and fire protection systems help to contain fires by preventing their spread in buildings by creating confinement zones.

- Blast deflector doors

A blast deflector door is an airtight door built to specifications that make it strong enough to resist the pressure created by an explosion inside or outside of a nuclear building.

1.2.2.4 The 3D business - PRODWAYS GROUP and its subsidiaries

PRODWAYS GROUP is developing a complete line of additive industrial manufacturing solutions to meet the needs of industry by leveraging its capacity for innovation.

The offer focuses on three areas:

- **PRODWAYS Technology** provides an extensive line of 3D printing systems with 10 machines using the patented MOVINGLight® technology (a combination of Moving DLP and strong UVA LEDs on photosensitive resins) and a machine using SLS plastic technology (powder sintering technology). In addition to the machines, the Company has a services offering (advice on machine selection, complete installation at the client site and maintenance);
- **PRODWAYS Materials** offers a line of 13 liquid and viscous products in paste and powder form, primarily through DELTAMED. These materials are either sold together with PRODWAYS Technologies machines or directly. Some of the materials are developed by PRODWAYS Materials and the others by partners (for example, DREVE for the dental field and DSM-SOMOS for functional materials).
- **INITIAL** provides a “Service Bureau” parts manufacturing solution offering a design office, digitising, additive metal and plastics manufacturing, mould design and plastics injection for rapid prototyping and the manufacturing of limited series for industrial clients. The sectors covered are extensive and include, in particular, the aeronautics, biomedical and luxury goods fields.

The acquisition of INITIAL took place in March 2015, at the same time as NORGE Systems' skills were added to strengthen PRODWAYS. The NORGE Systems team brings PRODWAYS Technology the expertise to develop a machine using SLS plastic technology (powder sintering technology). With these acquisitions, PRODWAYS group is now the leading French player in 3D printing (internal source).

Markets

3D printing is one of 10 disruptive technologies that will transform our lives over the coming decade (*McKinsey Global Institute, 2013*). 3D printing enables direct finished part and product creation from a virtual 3D file without the need for intermediate processing steps. This technique reduces inventories, limits materials waste and, especially, provides access to radically new designs and shapes. 3D printing is already playing a key role in some applications, particularly in the medical field (hearing aids, implants, etc.). Its users are drawn by the many benefits of this new manufacturing process and, in particular, by the improved quality of complex parts and products, the reduced product development time and costs and access to mass personalisation.

3D printing is currently a niche market (€3.4 billion worldwide in 2013) which is growing dramatically (+35% a year). It consists of three distinct segments (*Wohlers report, 2014*):

- machine production (~€1 billion) using three types of technology: i/ Stereolithography (including DLP) and resin-based technologies (~30-40%), ii/ metal and plastic powder sintering (~40%) and iii/ plastic filaments (~20-30%);
- materials manufacturing (~€700 million), particularly resins photopolymers, plastic and metal powders and filament materials;
- “service bureau” parts manufacturing (~€1.7 billion).

3D printing is currently used mainly for building prototypes, models, industrial components and production tools (for example, moulds used for some jewellery techniques) as well as for the manufacturing of finished products requiring a high degree of precision or the personalisation of finished parts (dental, medical and aeronautics fields).

Different technologies enable the use of several types of materials such as plastic, metal, ceramic, composites.

Competition

3D printing is a particularly dynamic market. It has strong barriers to entry (technology, patents). However, the major players are still quite limited in number and relatively small:

- the two market leaders, offering a full range of additive manufacturing technologies and activities, are the American 3D Systems (~$650m turnover in 2014) and the Israeli-American company STRATASYS (~$750m turnover in 2014);
- the third largest player is the German company EOS (non-listed), a specialist in metal and plastic powder sintering;
- the other European companies in the field have turnover of less than €50 million from their 3D printing businesses and are all specialised in specific technologies: ENVISIONTEC in stereolithography, ARCAM in electron beam melting for metal, EXONE and VOXELJET in binder jetting, and CONCEPT LASER and SLM in metal powder sintering;
- Asian companies include BEIJING LONGYUAN, WUHAN BINHU MECH. & ELEC., MATSUURA, ASPECT and FARSOON.

New entrants are expected to join this list soon, including HEWLETT PACKARD in 2016 and TRUMPF.

The majority of the companies above also offer service bureau activities but they account for a small number of the players. The service bureau market is very fragmented with a large number of local companies with diverse backgrounds. A few larger players are emerging such as PROTO LABS ($200 million in 2014) which specialises in rapid prototyping based on additive manufacturing and Materialise (€75 million) which offers service bureau activities in addition to its software business for the 3D printing sector.

PRODWAYS group has a large number of advantages compared to its competitors:

- the backing of GROUPE GORGÉ, which has strong acquisition skills in high value-added niche sectors, significant industrial BtoB experience, proven capacity in managing growth, and a solid financial position;

- the Company's unique expertise with the distinctive MOVINGLight® technology. Its inventor, Dr André-Luc ALLANIC is one of the world's leading specialists and a 3D printing pioneer. Over the past 25 years, he has contributed to the development of a significant number of innovative technologies in the field (notably, stereolithography and metal and polymer powder sintering). Dr ALLANIC is the guarantor of this technology and is currently working on new technological advances with his R&D teams. The Group's technology is based on the combination of a Moving DLP and strong UVA LEDs. The Moving DLP provides very high resolution and unique homogeneity without increasing parts manufacturing costs or time;
- the ability, thanks to the purchase of DELTAMED in April 2014, to provide every client with the machine-resin pair specific to each application;
- the acquisition of INITIAL, the French service bureau leader, in early 2015.

Our products and solutions are widely-recognised in the marketplace

PRODWAYS GROUP now offers a line of 10 machines, 13 materials and a service bureau. Its flagship products include:

- ProMaker L5000

Thanks to its excellent reliability, the ProMaker L5000 offers the lowest operating cost, without compromising on performance. Compatible with 365-nm UV resins, the ProMaker L5000 is ideal for a wide variety of applications, no matter how demanding the requirements.

The result is one of the lowest per unit production costs on the market, satisfying the most stringent demands for profitability.

- ProMaker D35

The ProMaker D35 was designed to produce parts inlarge quantities at speeds as yet unseen. Its mechanical design allows for highly accurate control of part geometry. It has the highest degree of precision on the market over three dimensions and is ideal for intricate, precise and advanced applications in the dental, biomedical and jewellery industries.

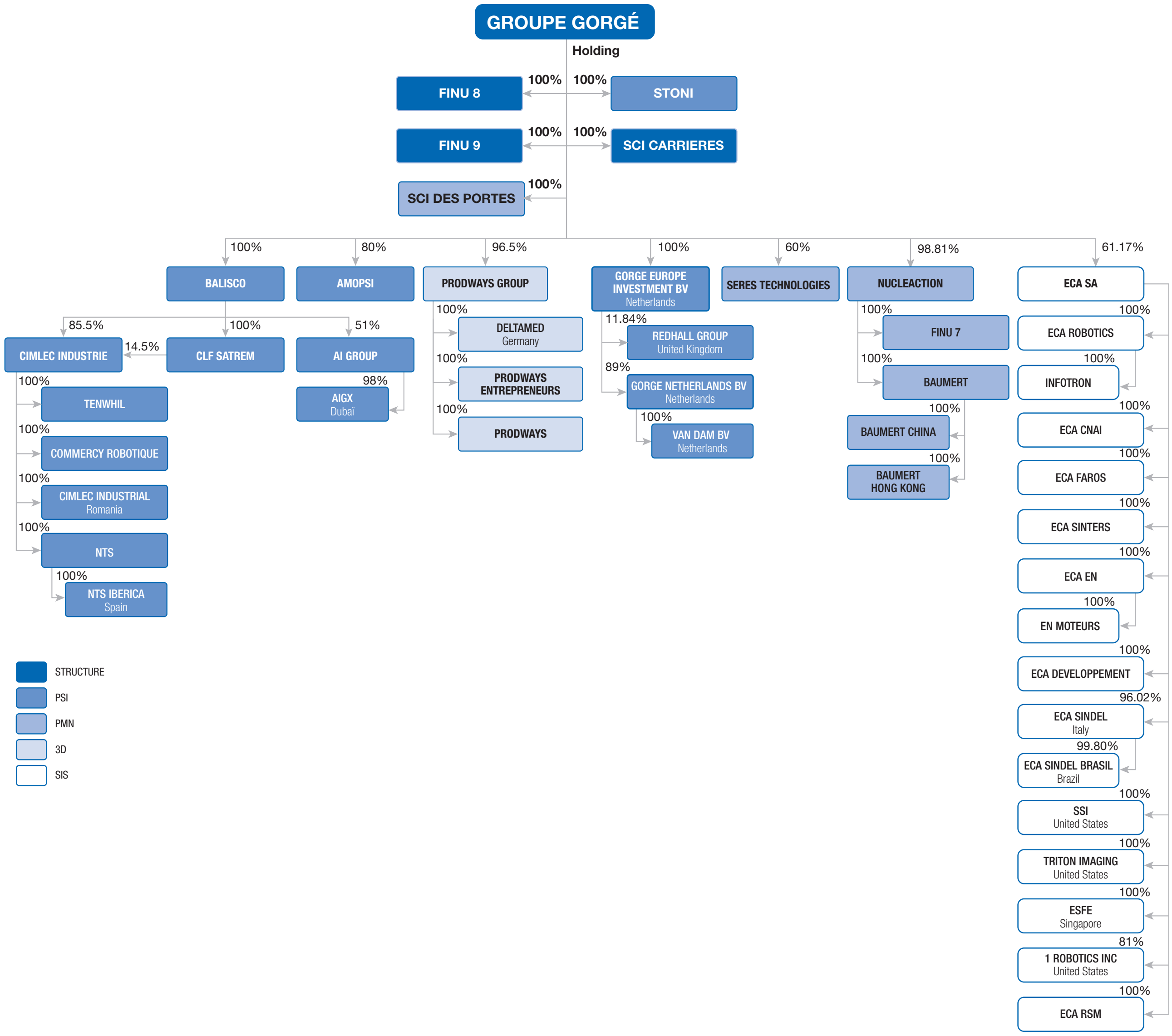
- ProMaker V6000

Thanks to its unique ability to process highly viscous, heavily loaded materials (pastes), the ProMaker V6000 is the industrial solution for manufacturing composite parts, particularly ceramic and metal for additive manufacturing combining productivity, high resolution and precision. After processing (sintering and debinding), the resulting parts are very high density, reaching 95% to 99% for ceramic.

- Plastcure Model 300 resin

This material is compatible with a large range of applications, notably dental model applications. It provides high precision and excellent resolution as well as excellent properties.

1.2.3 Principal Subsidiaries and organisational chart at 31 December 2014



The major changes (acquisitions and disposals) in the organisational structure over the past three years were as follows:

	Newly consolidated	Deconsolidated
2014	DELTAMED INFOTRON	
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

The full list of Group companies, grouped by division, can be found in Note 3 “Scope of consolidation” of the notes to the consolidated financial statements. The table showing GROUPE GORGÉ SA subsidiaries and equity interests can be found in Note 4.1 of the notes to the Company's separate financial statements. The consolidated financial statements can be found in Chapter 3.1 of this document, and the separate financial statements of GROUPE GORGÉ SA in Chapter 3.2.

Changes in scope of consolidation

The highlights regarding changes in the scope of consolidation are outlined in Note 1 of the notes to the consolidated financial statements (Chapter 3.1 of this document). They include the acquisition of DELTAMED and INFOTRON; changes in GROUPE GORGÉ's equity interest in its subsidiary ECA; the capital increase of GROUP GORGÉ subsequent to the use of the equity line set up in March 2014; the change in the consolidation method of REDHALL; the creation of the new 3D printing division and the creation of a holding company to head up Industrial Projects and Services.

1.2.4 Significant events

In 2014, the highlights for the various divisions were as follows.

SMART SAFETY SYSTEMS

For the division, one of the key points in 2014 was the acquisition of INFOTRON, the leading designer of VTOL airborne drones. This acquisition resulted in an initial order in the Middle East for the provision of a drone system for almost €1 million.

Internationally, the Group sold a 6-axis simulator for land-based defence vehicles and naval simulators to an Asian navy for almost €3.3 million. Despite a turbulent environment, the Group won a number of major contracts in Russia: we signed a memorandum of understanding for the supply of underwater robotics and sold aeronautic simulators for €2.7 million and two USV (unmanned surface vehicles) for €5.1 million. In Australia, we booked a major order at the start of the year for surface drones (unmanned vessels) as part of a dronisation process for the Australian navy.

INDUSTRIAL PROJECTS & SERVICES

Industrial Projects & Services had a particularly buoyant year in 2014. In France, the Group booked a major contract with the Pompidou Centre, the largest contract ever won by its subsidiary CLF-Satrem, worth over €4 million. Still in France, in the area of special risks, the Group supplied hydrants and trucks for the Dunkirk LNG terminal, a contract worth €1.5 million.

In Europe, business was also brisk in the United Kingdom and Norway, with the provision of fire-proof and explosion-proof doors for over €5 million.

In Australia, the Group continued to supply fire-proof and explosion-proof doors for an FPSO vessel and oil platform (the ICHTHYS project), a contract worth over €6.5 million spread over two years.

PROTECTION IN NUCLEAR ENVIRONMENTS

In 2014, Protection in Nuclear Environments booked a large number of orders not dependent on the construction of new plants. In France, the Group received an order for over 390 confinement doors for the main building in the ITER programme (experimental reactor for the validation of power production through nuclear fusion) at the CEA Cadarache site in France. These doors will be fitted in the Tokamak building. Still in France, under the SECOIA programme to dispose of legacy chemical weapons, the Group is to supply automated swing doors and sliding traps to protect against explosions.

In Ukraine, two particularly symbolic orders were booked in the field of decommissioning. The Group is to provide technical doors, 124 in all, for the new containment chamber to protect the sarcophagus around Reactor No. 4 at the Chernobyl plant (press release in early 2015).

In China, the Group is to supply radiation shields for a project using US-Japanese AP1000 technology.

Lastly, a key point in 2014 was the opening and launch of a new subsidiary in China, BAUMERT CHINE, which was approved by three clients (CGN, CNNC and SNPEC) and can now tender for contracts involving ordinary and fire-proof doors for EPR and AP1000 technologies, in competition with Chinese manufacturers.

3D PRINTING

Finally, 3D Printing had a large number of business successes and passed many milestones in its development strategy in 2014. The Group sold several machines in France and Germany in particular, and significantly extended its distribution network.

In April 2014, the Group made an extremely important acquisition through the purchase of DELTAMED, which develops photosensitive resins for medical and industrial applications used in 3D printing. In materials again, a strategic area in the 3D printing sector, the Group signed a number of partnerships to develop new materials with CEA, DSM Somos and 3D Ceram.

In South Korea, the Group sold its first D35 machine to a major player in 3D medical-dental imaging. This customer has also become a distributor for this world region. Lastly, in the Middle East, the Group had another win in the jewellery sector. PRODWAYS machinery will enable this customer to reduce production time per unit for a 2.5-centimetre pendant to less than 11 seconds.

1.3 Strategy and outlook, investment and R&D policy

1.3.1 Strategy

GROUPE GORGÉ is pressing ahead with its ambitious long-term development strategy focused around a number of key axes:

- becoming a top player in high-tech niche markets;
- reinforcing its exposure to markets with a high development potential aligned with the long-term global macro-trends that are shaping the future;
- balancing the Group's activities between high added-value products, complex projects and related recurring activities in the field of safety of people and property and 3-D printing.

In each of its four divisions, the Group draws on a strong entrepreneurial culture and a decentralised model that encourages rapid decision-making and a close relationship with clients.

SMART SAFETY SYSTEMS DIVISION

2014 marked ECA's return to growth. The restructuring carried out in the various divisions has been completed and ECA can now focus on consolidating its positions in its core markets, in particular mobile robotics and robot systems. To achieve this, the division will benefit from a number of favourable factors, in particular, the growth of advanced robotic markets, requirements linked to the ramp-up of aeronautics and the reinforcement of simulation in training courses and practice sessions. The effects of the investments made in business, marketing and communication are set to become visible in the order books from 2015 and will enable ECA to reinforce its presence in the export market.

- The **Robotics and Integrated Systems** division is prioritising the development of robot systems. An increasing number of clients are looking for a set of different and complementary robots to carry out tasks. The acquisition of INFOTRON in 2014 makes ECA one of the few global players to propose underwater, surface and land robots and airborne drones. To step up this development, ECA is pursuing an ambitious Research & Development programme to provide robot systems that cooperate with each other and are increasingly autonomous.
- The **Aeronautics** division is reinforcing its position as a leading supplier of assembly systems and factory tests, while at the same time diversifying its customer base.
- The **Simulation** division continues to focus on the area of mission training, in particular for the defence and security sectors.

INDUSTRIAL PROJECTS & SERVICES DIVISION

The Industrial Projects & Services division is continuing its development in the areas of fire protection and safety, which currently represent 65% of the division's business. The industrial robotics business is being repositioned in a selection of historic markets and several high-potential niches.

In fire protection and safety, the division is aiming to become a major player in the passive and active fire protection sector for energy markets, in particular oil and gas (representing less than a quarter of the division today) and in the industrial and service sectors in France. For these key energy sectors, the dwindling of resources means the industry will encounter increasingly hostile environments where protection and security will be ever more critical. The recurring industrial and service activity in France makes it possible to balance the cyclical effect of these energy sectors. To achieve this objective, our three fire protection and security subsidiaries are working to:

- position themselves on major projects where they work with our historic clients;
- expand their product offerings and solutions;
- develop in the international market.

In 2014, a divisional management was created to increase synergies within the division, in particular in support functions. These synergies will initially be leveraged for our activities in France. Emphasis is also being placed on the sharing and implementation of best practices in recurring service and maintenance activities.

PROTECTION IN NUCLEAR ENVIRONMENTS DIVISION

The Protection in Nuclear Environments division continues to develop its activities around two main focuses:

- to reinforce its position as the leading global supplier of special doors for nuclear plants;
- to expand its offering in the protection and safety of nuclear power plants.

After its remarkable breakthrough in China, BAUMERT is now one of the few European subcontractors to serve Chinese energy operators on the Westinghouse AP1000 technology. This situation makes it the world leader in speciality doors for EPR and AP1000 technologies and places BAUMERT in the optimum position to benefit from the sharp growth of nuclear markets in emerging countries. The target is now to i) maintain this position in future EPR and AP1000 programmes in China to be launched as soon as the first power plant is operational for each technology (this will be achieved through our Chinese subsidiary, opened in 2014), and ii) reproduce this breakthrough in a new region, in particular as part of the UK new build programme by drawing on the partnership with Booth Industries.

The division is also expanding its offering in the field of protection and security of nuclear power plants abroad and in France, in particular, under the EDF Grand Carénage programme dedicated to bringing French nuclear power plants up to EPR and post-Fukushima standards (budget of €55 billion).

3D PRINTING DIVISION

After its successful entry onto the 3D printing market in 2014 and confirmation of the high potential of this market, GROUPE GORGÉ is now aiming to become the third global player to offer all 3D printing technologies.

3D printing is currently a niche market (€4.1 billion worldwide) that is growing exponentially (+32% per year, source: *Wohlers report 2014*). It is one of the 12 breakthrough technologies set to revolutionise the manufacturing sector over the next decade (*McKinsey Global Institute, 2013*).

Currently present in a technology which uses photosensitive resins marketed by the Group, PRODWAYS GROUP is moving into the industrial 3D printing market and is extending its potential market in two directions:

- broadening its technology portfolio;
- covering all the additive manufacturing businesses

The 3D Printing division is the division in which the strongest growth is expected and on which the Group has focused its investments.

To support this ambitious development, GROUPE GORGÉ is continuing to strengthen its reputation by drawing on the momentum created by the *Prix de l'Audace Créatrice* awarded by the French President in October 2014 and the *Prix de l'ETI de l'année* (prize for medium-sized company of the year) awarded by *Usine Nouvelle* magazine in November 2014. The objective is to use this reputation to enhance the Group's image with its clients, employees, suppliers and partners.

1.3.2 Future outlook

The Group began the year with its order book at a record high of €197 million and is aiming for double-digit growth in revenue in 2015.

SMART SAFETY SYSTEMS DIVISION

For 2015, the division is involved in several major calls for tenders: airborne drones, complete robot systems, assembly systems for the aeronautic sector, underwater integrated systems, etc. The Smart Safety Systems order book stood at €94 million at the beginning of the year, the equivalent of full-year 2014 revenue.

The Group is aiming to achieve revenue of €100 million for the Smart Safety Systems division in 2015.

INDUSTRIAL PROJECTS & SERVICES DIVISION

The order book for the Industrial Projects & Services division stood at €56 million at the beginning of 2015 compared with €37 million at the same period in 2014, an increase of nearly 53%. The order book for this division has never been so high. The division's industrial robot business will continue the transformation plan begun in 2014.

PROTECTION IN NUCLEAR ENVIRONMENTS DIVISION

The Protection in Nuclear Environments division has a very positive medium-term outlook. The order book totalled €43 million at the beginning of 2015 before the successful start to the year with the dismantling of Chernobyl. The Group is very well placed on a number of tenders in France and abroad which will be confirmed by orders in 2015.

3D PRINTING DIVISION

The development of PRODWAYS GROUP will be stepped up in 2015, driven, at current scope, by maintaining the technological lead, extension of the product range, development of the distribution network, opening of the subsidiary in the United States, and extension of our technology portfolio and increased coverage of 3D printing businesses.

All these actions are being rolled out with three transversal priorities in mind:

- a position of leader in our most promising high-tech markets;
- an increase in international operations;
- the ramp-up of recurring activities and standardised products.

RECENT PUBLICATIONS

In early 2015 (March and April 2015), the Group issued press releases relating to developments in the fight against malicious drones, its participation in the Franco-British programme to combat underwater mines, and also the first export sale of its latest autonomous underwater robot (AUV).

The Group also issued press releases (in February and March 2015) on progress in its 3D Printing division, announcing the setting up of a subsidiary in the United States and the acquisition of INITIAL, the leading independent French manufacturer of parts through 3D printing, and of NORGE Systems, a start-up specialised in the design of selective laser sintering (SLS) 3D printers.

The press release announcing the results for 2014 (2 April 2015) also provided an opportunity to announce targets (not forecasts) for the 3D Printing division (revenue to grow close to €20 million in 2015 and a medium-term target for this division of an operating margin in excess of 20%) and the Smart Safety Systems division (exceeding €100 million in revenue in 2015).

1.3.3 Investment policy and R&D

R&D policy

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 2014, Research and Development (R&D) efforts related to the four divisions. The Group's research and development was mainly focused on the following areas:

- Launch of a "Robot systems" programme to improve decision-making autonomy, perception and cooperation between all of the Group's drones;
- continuation of the AUV programme (autonomous underwater vehicles): energy management system, system for launch and recovery in high seas, high efficiency modular electrical propulsion motor; to extend the range, development work was launched on the A18 as a complement to the A9 and A27. This development will continue until mid-2016. Commercialisation started in October 2014.
- 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;
- adaptation of the new truck simulator developed in 2013 for the specifics of the North American market ;
- continuation of the USV "Inspector" programme (unmanned surface robot): systems for the launch and automatic recovery of submarine robots by surface drones. In early 2015, a contract was won through our local partner STE for the supply of such systems to the Singapore Navy;
- land robots: development of autonomy and endurance;
- development of a range of ten 3D printers and 13 associated resins;
- development of specialist doors meeting the requirements of AP1000 nuclear plants and the ITER programme.

R&D expenditures amounted to approximately €10.3 million, including €4.2 million in fixed costs in the consolidated financial statements. Smart Safety Systems (ECA and subsidiaries) accounted for most of the total expenditures (€7.8 million out of €10.3 million and €2.2 million of capitalised costs out of a total of €4.2 million). Note 4.8 to the consolidated financial statements presents capitalised R&D in the assets of the consolidated statement of financial position.

The Group consistently seeks external financing to cover these investments (French Defence Procurement, Bpifrance, FUI (French Single Inter-Ministry Fund), Europe, Regional, etc.) and uses its French tax credit for research. All of the Group's subsidiaries obtained research tax credits amounting to a total of €3.6 million, including €2.4 million recognised as income in the income statement for the year and €1.2 million recognised as deferred income, which will contribute to future results. Out of €3.6 million in tax credits for research, €2.6 million was utilised by the Smart Safety Systems business.

R&D expenditures are for the most part internal costs and it is very rare that R&D work is sub-contracted.

Major investments in 2014

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

The Group's investment amounted to €9.4 million, more than half of which comprised intangible investments (R&D, software). In addition, the Les Mureaux site, leased by the Group, underwent major renovation work, which was completed in early 2015. 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.

The value of investments in 2014 breaks down as follows:

(in millions of euros)	2014	2013
Research and development(1)	4.2	2.7
Other intangible assets	0.9	0.5
Land and buildings	0.1	0.0
Technical installations, equipment	1.9	0.6
Other fixed assets(2)	2.3	1.3
TOTAL	**9.4**	**5.1**

(1) Only capitalised R&D.

(2) Advance payments and ongoing fixed assets.

In 2014, investments in acquisitions were also made with the purchase of controlling stakes in DELTAMED and INFOTRON.

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

Major property, plant and equipment/Property rentals

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 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 division). In 2015, ECA Faros will move premises to another building nearby and will lease additional adjacent premises. 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.

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.

In 2015, a number of subsidiaries will move to premises more suited to their needs: the companies concerned are ECA CNAI and ECA SINTERS, which will share premises, and ECA EN and ECA FAROS.

1.3.4 Events occurring since the closing of the financial year

Major events that have occurred between the closing of the financial year and the date on which the financial statements were approved (31 March 2015) are described in Note 5.3 to the consolidated financial statements. Since the financial statements were prepared, GROUPE GORGÉ drew down 100,000 shares on its equity line on 7 April 2015. On 9 April 2015, ECA recorded a capital increase of 7,000 shares due to the exercising of stock options; this capital increase had marginal impact on the percentage holding of GROUPE GORGÉ (less than 0.1% of share capital). No other significant events or significant changes to the Group's financial or commercial position took place between 31 December 2014 and the date of the GROUPE GORGÉ Registration Document.

1.4 Analysis of consolidated performance and business sectors

1.4.1 Analysis of Group results

The Board of Directors approved the 2014 consolidated financial statements on 31 March 2015, showing:

- revenue of €223,304 thousand;
- net income of €4,745 thousand;
- net income (Group share) of €2,568 thousand.

The consolidated financial statements were drawn up in compliance with the financial information presentation and evaluation rules of the IFRS (International Financial Reporting 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 2014 and 2013. 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 consolidated revenue for the financial year stood at €223.30 million *versus* €214.52 million in 2013.

Profit (loss) from continuing operations was €15.78 million *versus* €16.83 million in 2013. Non-recurring items in operating income amount to €2.70 million. They mainly concern fees related to external growth, the costs of reorganisations and restructuring and the amortisation of intangible assets recognised at fair value in the context of acquisitions.

Income from continuing operations, after taking into account financial income, was €8.53 million *versus* €13.90 million in 2013. Financial income consisted of cost of debt of €1.96 thousand, a provision on the REDHALL shares held since 2011 of €2.9 million and other income/expense of €190 thousand (including €193 thousand of gains on foreign exchange).

After taking into account income tax expense of €2.93 million and income from equity-accounted companies of €0.86 million, the year ended 31 December 2014 generated a net profit for the consolidated Group of €4.74 million, *versus* €9.12 million for the previous year.

Net income, Group share was €2.57 million and net income, non-controlling interests' share, was €2.18 million.

Main aggregates from the consolidated income statement

(in thousands of euros)	2014	2013	Change
Revenue	223,304	214,517	4.1%
Profit (loss) from continuing operations	15,784	16,835	-6.2%
Operating income	13,087	16,072	-18.6%
Financial income and expense	(4,554)	(2,176)	109.3%
Equity method	(860)	(2,146)	-59.9%
Tax	(2,929)	(2,633)	11.2%
NET INCOME	**4,744**	**9,117**	**-48.0%**
NET INCOME - GROUP SHARE	**2,568**	**6,583**	**-61.0%**

Changes in the income statement between the two years should be analysed taking into account non-recurring items with no impact on Group cash in 2013 and 2014 (REDHALL accounted for using the equity method and impairment of securities), the positive impact on the income statement of the settlement of the BAé dispute in 2013, the contribution of 3D printing in the launch and structuring phase. The tables below show the contribution of these items:

Changes in adjusted operating income

(in millions of euros)	2014	2013	2012(2)
Smart Safety Systems	5.86	4.28	(1.06)
Industrial Projects and Services	5.06	5.12	2.66
Protection in Nuclear Environments	5.38	5.20	3.25
Structure and disposals	(0.47)	(0.48)	(0.36)
OPERATING INCOME, ADJUSTED(1)	**15.84**	**14.12**	**4.49**
3D Printing	(2.75)	(0.38)	-
BAe dispute	-	2.34	(6.20)
CONSOLIDATED OPERATING INCOME	**13.09**	**16.07**	**(1.71)**

(1) Operating income, adjusted: profit (loss) from continuing operations before contribution from 3D printing division and impact of BAe dispute.

(2) 2012 figures include adjustments as detailed in the notes to the consolidated financial statements for 2013 and 2014 (Note 2.1).

Changes in adjusted net income (EBIT)

(in millions of euros)	2014	2013	2012
NET INCOME, ADJUSTED(1)	10.19	10.08	4.96
Net contribution, 3D printing	(1.93)	(0.38)	-
Net contribution, REDHALL	(3.53)	(2.14)	-
Net impact of BAé dispute	-	1.56	(6.20)
CONSOLIDATED NET INCOME	**4.74**	**9.12**	**(1.24)**

(1) Net income, adjusted: net income before net contribution (after tax) from 3D printing division, REDHALL (equity accounting and provision for securities) and BAe dispute.

The overall activity of the Group is summed up in the table below:

	Smart Safety Systems		Industrial Projects and Services		Protection in Nuclear Environments		3D Printing		Structure		Disposals		Consolidated	
(In thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenue	93,869	93,210	82,691	80,428	41,975	40,878	5,040	90	3,107	2,525	(3,378)	(2,614)	23,304	214,517
Profit (loss) from continuing operations	7,096	6,478	5,419	5,840	5,796	5,227	(2,380)	(381)	(147)	(328)	-	-	15,784	16,835
Operating income	5,863	6,616	5,061	5,117	5,383	5,197	(2,754)	(381)	(466)	(478)	-	-	13,087	16,072

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

Smart Safety Systems

Revenue from Smart Safety Systems grew slightly by 0.7%. Around 44% of the division's revenue comes from outside France (direct exports only) sales, as opposed to 38% in 2013 and 35% in 2012. This change shows the increasing share of business from outside France.

The current operating margin rate for the Smart Safety Systems division stands at 7.6%, *versus* 6.9% in 2013, confirming the improvement in operating performace started in 2013. The margin rate showed a clear improvement during the second half of the year, as in previous years: it amounted to 1.6% in the first half (profit from continuing operations of €636 thousand on €39.3 million in revenue) and 11.8% in the second half.

At the end of the financial year, the order book was up 6% at €94 million.

Industrial Projects & Services

Industrial Projects & Services grew by a 2.8% following growth in 2013 of 5.3%. The first half was stable compared to the first half of 2013, however there was an improvement in the second half. The international share of revenue fell slightly but remained above 25%.

The Industrial Projects & Services division achieved current operating income of €5.4 million, i.e. 6.6% of revenue (compared to €5.8 million and 7.3% in 2013). Current operating margin in the second half of 2014 amounted to 10.1%

The order book at the end of the year was very strong at €56 million compared with €37 million at the end of 2013.

Protection in Nuclear Environments

Protection in Nuclear Environments realised 48% of its revenue outside France (57% in 2013) due to the size of nuclear plant contracts in China. Revenue was €42.0 million compared with €40.9 million in 2013. This division has seen steady growth since its establishment.

The Protection in Nuclear Environments division generated profit from continuing operations of €5.8 million, *i.e.* 13.8% of turnover (compared to €5.2 million and 12.8% in 2013). Orders were slightly down at year-end at €44 million compared with €50 million at end-2013.

3D Printing

The 3D printing division generated revenue of €5.0 million in 2014, versus insignificant revenue in 2013. DELTAMED was consolidated over eight months and contributed €2.3 million.

Continuing operations generated a loss of €2.4 million versus a loss of €0.4 million in 2013. This outcome is due to expenditure incurred to set up and structure the division (multiple hires, particularly in R&D and sales, setting up a distribution network).

The order book stood at €0.2 million at end-2013 and almost €3.5 million at end-2014.

1.4.2 The Group's financial position (cash and cash equivalents, funding and capital)

The net consolidated position was €84.6 million, compared to €73.7 million as at 31 December 2013

As of 31 December 2014, the net consolidated financial debt (sum of loans and financial liabilities amounting to €53.7 million and bank borrowings amounting to €1.6 million, less cash and cash equivalents amounting to €29.4 million) was €25.9 million. As at 1 January 2014, it was €14.5 million. The treasury shares held by ECA and GROUPE GORGÉ are not included in these figures. The net debt adjusted for treasury share was €25.0 million (compared with €13.1 million as of 1 January 2014).

The increase in net debt is due notably to the level of investments made over the year: two external growth operations, refurbishing the Les Mureaux site and maintaining a high level of investment in R&D. Further, working capital requirements rose by €9 million, mainly due to the very high level of activity in the final quarter of 2014 and rising tax receivables (research tax credit and competitiveness and employment tax credit) that could not be set off against tax payable. In early 2015, working capital requirements fell back significantly (€6 million less at end-February 2015). Detailed information about the Group's financial liabilities and any related covenants is provided in the Notes to the consolidated financial statements (Notes 4.15 "Borrowings and financial liabilities" and 4.16 "Management of financial risk").

1.5 Activities and results of GROUPE GORGÉ SA

1.5.1 GROUPE GORGÉ's role in the Group

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, analysts, etc.);
- provide technical assistance (management control, legal, etc.);
- develop and maintain common procedures (reporting, management control, accounting, etc.).

Its funding is ensured 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.

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 (2013) was €109 million, with its main asset being its stake in GROUPE GORGÉ. Its other assets are:

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

1.5.2 Activities and results

At a meeting held on 31 March 2015, the Board of Directors approved the separate financial statements of GROUPE GORGÉ SA which showed:

- revenue of €3,107 thousand;
- net income of €24,300 thousand;
- The financial statements were prepared using the same principles and rules as for previous years.

Revenue came to €3.11 million *versus* €2.55 million in 2013. The operating loss for the financial year was €-0.31 million *versus* operating profit of €0.14 million in 2013.

Income from continuing operations before tax was €2.02 million *versus* €2.89 million in 2013. Financial income of GROUPE GORGÉ in 2014 was €2.3 million, including €5.5 million in dividends (€4.2 million in 2013).

After taking into account non-recurring income of €20.6 million and tax income of €1.7 million arising from the tax consolidation grouping of which GROUPE GORGÉ SA is the lead company, the financial year ended 31 December 2014 generated a profit of €24.3 million, compared with €5.48 million in 2013. The high level of non-recurring income is due to the capital gain of €20.8 million arising from the disposal of securities to the newly-created company heading the Industrial Projects & Services division.

Furthermore, we ask the shareholders approve the non-tax-deductible expenses and charges that we incurred during the past financial year, amounting to a total of €12,129, as well as the corresponding theoretical tax amount of €4,043

1.5.3 Proposed appropriation of income

The Company's income for the financial year ended 31 December 2014 showed a profit of €24,299,933.94. At its meeting on 31 March 2015, the Board fo Directors decided to propose the allocation of the sum of €20,000 to the legal reserve, so as to bring up it to 10% of the share capital and to proceed with a dividend distribution of €4,186,189.76 (*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 (€20,093,744.18) to "Retained earnings".

If there are variations in the number of shares entitled to the dividend in relation to the 13,081,843 shares forming the share capital on 31 March 2015, 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 "retained earnings" 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 26 June 2015 and the dividend payment date would be from 28 June 2015.

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)*
2011	0.30[(1)]	12,731,843	3,819,552.90[(1)(2)]
2012	0.32	12,731,843	4,074,189.76
2013	0.32	12,981,843	4,154,189.76

(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.

1.5.4 Standard payment terms

In order to fulfil the provisions of Article D. 441-4 of the French Commercial Code, we would like to specify that as at 31 December 2014, the balance of GROUPE GORGÉ's trade accounts payable was €965 thousand (€480 thousand as at 31 December 2013). These trade payables are not due and in general are payable at 30 days (in 2014 as in 2013).

1.5.5 Other financial and accounting information

Securities portfolio as of 31 december 2014

Company	Net asset value *(in euros)*
I - EQUITY SECURITIES	
1. French companies	
a/ Listed equity securities	
ECA	33,564,269
b/ Unlisted equity securities	
AMOPSI	40,000
CNAI (in liquidation)	0
BALISCO (formerly FINU 5)	5,000
FINU 8	1,000
FINU 9	5,000
LASER TECHNOLOGIES (in liquidation)	0
MARINE INTERIM	34,000
NUCLÉACTION	7,463
PRODWAYS GROUP	15,167,290
SCI DES CARRIÈRES	914,000
SCI DES PORTES	999
SERES TECHNOLOGIES	950,000
STONI	3,800,000
2. Foreign companies	
GORGÉ EUROPE INVESTMENT BV	6,349,896
TOTAL I	**60,838,917**
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	6,850,000
b/ Listed French shares	
None	
c/ Listed foreign shares	
d/ Treasury shares	142,035
TOTAL III	**6,992,035**
GRAND TOTAL (I+II+III)	**67,830,952**

Financial table - Article R. 225-102 of the French Commercial Code

Nature of information	2014	2013	2012	2011	2010
Share capital	€13,081,843	€12,731,843	€12,731,843	€12,731,843	€11,574,403
Number of shares	13,081,843	12,731,843	12,731,843	12,731,843	11,574,403
Par value per share	€1	€1	€1	€1	€1
Revenue excluding taxes	3,107,420	2,545,612	2,229,634	2,282,688	2,433,896
Earnings before taxes, depreciation and amortisation	23,942,297	2,569,664	(3,443,972)	(226,854)	701,946
Income tax	(1,652,758)	(1,678,134)	(1,429,024)	(1,204,860)	(661,133)
Earnings after taxes but before depreciation and amortisation	25,595,055	4,247,797	(2,014,948)	978,006	1,363,079
Earnings after taxes, depreciation and amortisation	24,299,934	5,479,594	(1,428,003)	1,754,013	434,649
Distributed earnings	4,122,190	4,074,190	3,813,617	2,957,617	2,923,783
Earnings per share after taxes but before depreciation and amortisation	1.96	0.33	(0.16)	0.08	0.12
Earnings per share after taxes, depreciation and amortisation	1.86	0.43	(0.11)	0.14	0.04
Net dividend per share(1)	0.32	0.32	0.30	0.26	0.26
Average number of employees	7	7	8	9	9
Total payroll	861,175	639,202	1,162,173	1,012,215	923,314
Social security contributions and employee benefits	353,924	297,616	450,762	464,929	408,214

(1) Dividend paid during the year, in respect of the previous financial year.

1.6 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 full consolidated financial statements and the Registration Document.

1.6.1 Legal risks

Regulatory compliance

Generally speaking, the Group’s businesses can be adversely affected by legal risks arising from non-compliance with laws and regulations in France and in all other jurisdictions where the Group has interests.

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, which can be subject to periodic changes.

Several ECA Group companies have security clearances allowing them to manage confidential defence contracts. The loss of these clearances would threaten the level of business, especially in R&D, conducted with the French military. Each of these companies has put in place the structure required by the accreditation bodies to ensure compliance with all the security clearance requirements.

Still on the subject of ECA and its subsidiaries, export permits, managed by various ministries and the Prime Minister’s office, are required for the sale outside France of defence systems and equipment. Similarly, the sale and export of certain of the ECA Group’s dual purpose technologies also requires authorisation by the Ministry for Industry. The companies concerned must keep a list of these dual purpose technologies up to date and obtain these authorisations prior to making any sales.

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 pays particular attention to compliance with the regulations and the quality of its supporting documentation, and had never been subject to a significant reassessment until 2013, when 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.

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. Furthermore, intellectual property rights registered in certain jurisdictions do not afford complete protection.

The subsidiaries, drawing on their in-house capabilities or the services of outside experts, assess the risk of infringement on patents held by third parties when conducting their R&D programmes.

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”). No other state or legal proceeding or arbitration of which the Company is aware to date, either pending or threatened, has had a material impact on the financial position or profitability of the Company and/or Group in the past twelve months, or is likely to do so.

1.6.2 Operating risks

Risks associated with technological developments

In some of its markets, the Group is required to continually monitor leading edge technical and technological developments. 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 division 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 division, as in the new 3D printer division 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 division’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

Some of our skills, knowledge and technologies are not protected by patents. Despite the implementation of confidentiality procedures, there is nevertheless a risk that confidential information may be disclosed.

Furthermore, competitors may attempt to develop identical or similar technologies, which could have an adverse effect on the business of the subsidiaries in question.

Insuring operating risks

In the course of conducting its business, the Group may be confronted by disputes, proceedings and claims concerning its activities and products. The Group has taken out insurance to cover the cost of these potential risks. However, these insurance policies contain exclusions and exceptions that make it impossible to cover the totality of the potential harm suffered. Furthermore, the amount of expenses could exceed the limits of our insurance coverage.

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

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

All policies are entered into with reputable insurance companies.

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.

Performance obligation – product liability

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.

The products sold by the Group are complex and may contain design or production defects. These defects may also be caused by parts bought from suppliers. The Group may receive complaints concerning the quality of its products and these could lead to costs.

Verification and control procedures have been put in place by the Group to detect any such faults, but these may not be sufficient to detect hidden defects.

Risks associated with acquisitions

The Group has regularly acquired businesses or third party companies in the course of its development and intends to continue with this strategy as opportunities are identified.

Any acquisition involves risks related to the integration into the Group of the business or company acquired, the existence of unforeseen expenditure and the departure of key personnel from these companies.

The Group systematically conducts financial, legal and technical audits in anticipation of these risks and negotiates asset and liability guarantees. The Groupe also takes the measures necessary to retain the individuals identified as being key personnel, thus ensuring the long term future of these companies.

1.6.3 Financial risks

Credit and/or counterparty risk

Changes to the economic situation around the world may affect our partners, customers and suppliers due to economic slowdowns and financial, geopolitical or social difficulties, or any other factors. However, 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, the Group 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 : 7.6%
- Customer B : 5.4%
- Customer C : 5.2%
- Customer D : 4.7%
- Customer E : 3.5%

In 2014, the top five customers accounted for 26% of the Group's revenue, unchanged form 2013. The top 20 Group customers accounted for 43% of revenue (47% in 2013). However, a Group subsidiary may have a significant volume of business with one particular customer: for example, ECA CNAI with AIRBUS, BAUMERT with 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 2.3% of trade receivables, compared with 2.6% in 2013. 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 only deals 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 to European sanctions against Iran may nevertheless have a marginal impact on the level of business conducted by the Group (less than 1%).

Geopolitical developments in a country can complicate or suspend trade relations with that country. The diversity of countries to which the Group exports its products and services means that the impact of this risk can be limited. In 2013-2014, the Group won a number of contracts in Russia. Because of the European embargo on that country, particular attention was paid to the guarantees and contractual clauses detailed in these contracts. We regularly monitor changes in the sanctions against Russia and its nationals to limit the risks associated with this situation.

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.

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.

Market risk

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.

1.6.4 Industrial and environmental risks

Group companies with sites that fall under the French 'Installations Classified for the Protection of the Environment' (ICPE) regulations have made the required declarations or possess the necessary authorisations.

As for any industrial activity, our activities may involve the handling and storage of hazardous substances. The companies concerned implement the safety procedures recommended for the handling and storage of such products.

The Group is not exposed to any other specific risk.

CORPORATE GOVERNANCE 2

2.1 Composition of the Board of Directors

The Board of Directors of GROUPE GORGÉ consisted of six Directors as of 31 December 2014: Mr Raphaël GORGÉ (Chairman and Chief Executive Officer), Mr Jean-Pierre GORGÉ, Ms Sylvie LUCOT, Ms Martine GRIFFON-FOUCO and Ms Catherine GORGÉ. Mr Hugues SOUPARIS joined the Board following his appointment at the June 2014 Shareholders' Meeting.

In 2014, the Board of Directors appointed Ms Amélie FINAZ de VILLAINE (representing Bpifrance) as observer, replacing Mr Sacha TALMON. Ms FINAZ de VILLAINE participates in meetings of the Board of Directors but is not entitled to vote.

Mr Jean-Pierre GORGÉ is Mr Raphaël GORGÉ's father and Catherine GORGÉ is Raphaël GORGÉ's spouse. Ms Martine GRIFFON-FOUCO was appointed as a Director on the recommendation of Bpifrance. Ms Sylvie LUCOT and Mr Hugues SOUPARIS are independent Directors (i.e. Directors who do not have any links to the Company, its group or management, such as might compromise the exercise of their freedom of judgment).

Three specialised Board committees (audit, remuneration and strategy) were established. The roles and composition of these committees are presented in the Chairman's report (see section 2.5 below).

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.

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.

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.

2.2 Presentation of the members of the Board

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 ten-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 1988, 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 & 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. Since 2011, Ms LUCOT has been an employee shareholders' representative on the Board of the AMF.
Martine GRIFFON-FOUCO	Ms Martine GRIFFON-FOUCO held the positions of Member of the Executive Board, Executive Vice-President and Head of Corporate & Business Development at ASSYSTEM SA until March 2014. In April 2014, she joined the engineering group, AKKA Technologies. 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.
Hugues SOUPARIS	Mr Hugues SOUPARIS has an engineering degree from the École Supérieure d'Ingénieurs de Marseille with a specialisation in the design and production of industrial products. He is the founder and Chairman of Hologram.Industries, a French company specialised in the design and production of holograms and high-security optical authentication solutions, notably for the protection of identity documents, fiduciary products (e.g., euro banknotes), brand name products, pharmaceutical products, etc.
Amélie FINAZ de VILLAINE (observer)	Amélie Finaz de Villaine is the Investment Manager at Bpifrance Investissement ETI/GE (formerly Fonds Stratégique d'Investissement), which she joined in 2009. She began her career working in Mergers & Acquisitions at Rothschild & Cie in Paris before moving to Société Générale where she worked in structured financing in New York for nearly five years. Ms. Finaz de Villaine is a graduate of the ESSEC business school.

List of offices and positions held by the directors

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 08/06/2012	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2017	Director	President of CG CONSEIL SAS	Director of ECA SA 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 Manager of the civil company G21
GORGÉ Raphaël	Shareholders' Meeting dated 17/06/2004	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	Member of the Executive Committee of La Vélière Capital (formerly PROMELYS Participations SA) Director of ECA SA Chairman of the Board of Directors of ECA (since 13/11/2012) 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 General Manager of GORGÉ EUROPE INVESTMENT BV Manager of SC COMPAGNIE INDUSTRIELLE DU VERDELET Chairman of PRODWAYS, FINU 8, FINU 9 Permanent representative of GROUPE GORGÉ SA as Chairman of BALISCO (formely FINU 5), PRODWAYS Group (ex FINU 6), PRODWAYS Entrepreneurs
GRIFFON-FOUCO Martine	Shareholders' Meeting dated 08/06/2012	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2017	Director	President of GALI	Director of ASSYSTEM (until March 2014) Director of ISAE-ENSMA Director of KEDGE Director of GIAT INDUSTRIES Chairperson of the Board of Directors of ALPHATEST SA (until March 2014) Manager of SCI LAUFRED Manager of SCI GALA
LUCOT Sylvie	Shareholders' Meeting dated 18/12/2006	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2016	Independent Director	Vice-President, International Corporate Affairs, THALES until February 2014	Member of the Board of the AMF
SOUPARIS Hugues	Shareholders' Meeting dated 18/06/2014	Shareholders' Meeting approving the financial statements for the financial year ending 31/12/2019	Independent Director	Chairman of HOLOGRAM Industries	Chairman of SURYS Chairman of ENOWE Chairman of ENOGRAM

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 GROUPE GORGÉ, 19, rue du Quatre-Septembre - 75002 Paris
Hugues SOUPARIS	C/o HOLOGRAM INDUSTRIES, 22 avenue de l'Europe Parc d'Activités Gustave Eiffel - 77600 Bussy Saint Georges
Martine GRIFFON-FOUCO	Chez GALI, 10, rue Daru - 75008 Paris

During the last five years, the corporate officers have served terms of office in the following companies:

	2010	2011	2012	2013	2014
Jean-Pierre GORGÉ					
ECA	x	x	x	x	x
GROUPE GORGÉ	x	x	x	x	x
PÉLICAN VENTURE	x	x	x	x	x
SOPROMEC PARTICIPATIONS	x	x	x	x	x
AUPLATA	x	x	x		
LA VELIERE CAPITAL SAS (formerly PROMELYS PARTICIPATIONS)	x	x	x	x	x
AF MATHURINS COMMANDITE SARL	x	x	x	x	x
SOCIÉTÉ CIVILE G21	x	x	x	x	x
FRANCEOLE HOLDING SAS			x	x	x
FRANCEOLE SAS			x	x	x
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				
PLEIADE INVESISSEMENT	x	x			
AUPLATA	x	x	x		
ECA	x	x	x	x	x
SOPROMEC PARTICIPATIONS	x	x	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			
COMMERCY ROBOTIQUE	x	x	x	x	x
LA VELIERE CAPITAL SAS (formerly PROMELYS PARTICIPATIONS)	x	x	x	x	x
GORGÉ EUROPE INVESTMENT BV			x	x	x
SC COMPAGNIE INDUSTRIELLE DU VERDELET			x	x	x
BALISCO (formerly FINU 5)				x	x
PRODWAYS				x	x
PRODWAYS GROUP (formerly FINU 6)					x
PRODWAYS ENTREPRENEURS					x
FINU 7					x
FINU 8					x
FINU 9					x
Sylvie LUCOT					
GROUPE GORGÉ	x	x	x	x	x
THALES CANADA	x	x	x		
Martine GRIFFON-FOUCO					
GROUPE GORGÉ			x	x	x
ASSYSTEM SA (until March 2014)		x	x	x	x
ALPHATEST SA (until March 2014)		x	x	x	x
GIAT INDUSTRIES		x	x	x	x
ISAE-ENSMA				x	x
KEDGE				x	x
ASG SA		x	x		
INSIEMA		x	x		
ANAFI SAS		x			
SCI LAUFRED					x
SAS GALI				x	x
SCI GALA					x
Catherine GORGÉ					
GROUPE GORGÉ			x	x	x
ECA SA		x	x	x	x
IMMOBILIÈRE BENON SCI (radiation on February 2014)		x	x	x	x
CG CONSEIL SAS				x	x
Hugues SOUPARIS					
HOLOGRAM INDUSTRIES	x	x	x	x	x
SURYS				x	x
ENOWE	x	x	x	x	x
ENOGRAM				x	x

2.3 Information on the securities transactions by corporate officers

To the knowledge of the Company, the corporate officers and Group managers and persons referred to in Article L. 621-18-2 of the French Monetary and Financial Code subject to voluntary reporting of their securities transactions completed the following in 2014:

(in number of shares)	Acquisitions	Disposals
Raphaël GORGÉ	-	78,770
PÉLICAN VENTURE[(1)]	50,000	700,000
Bpifrance Participations[(1)]	4,200	-

(1) PÉLICAN VENTURE and Bpifrance are linked to Company directors.

2.4 Remuneration of corporate officers

The tables below present 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) receives a remuneration from PÉLICAN VENTURE (controlling company of GROUPE GORGÉ). PÉLICAN VENTURE charges the main part of this remuneration to GROUPE GORGÉ for the services that it provides. In 2014, Raphael GORGÉ only receives Directors' fees directly from GROUPE GORGÉ.

The Company has not made any other remuneration commitment for 2014 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) also receives remuneration from PÉLICAN VENTURE. This remuneration is not in connection with his term of office as Director at GROUPE GORGÉ.

The total amount of Director's fees to be allocated to the Board of Directors from 1 January 2014 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	2014	2013
Remuneration due for the financial year[(1)] (details in Table 2)	€259,719	€263,199
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	**€259,719**	**€263,199**

(1) Remuneration paid by PÉLICAN VENTURE (controlling company of GROUPE GORGÉ).

Table 2 - Summary table of the remuneration of each executive corporate officer

Raphaël GORGÉ, Chairman and Chief Executive Officer	Amounts for 2014		Amounts for 2013	
	Due	Paid	Due	Paid
• fixed remuneration[(1)]	€165,000	€177,333	€165,000	€156,667
• annual variable remuneration[(2)]	€74,000	€79,547	€79,547	None
• multiannual variable remuneration	None	None	None	None
• non-recurring remuneration	None	None	None	None
• Director's fees	€10,000	€10,000	€10,000	€10,000
• benefits in kind	€10,719	€10,719	€8,652	€8,652
TOTAL	**€259,719**	**€277,599**	**€263,199**	**€175,319**

(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 subject to the attainment of quantitative and qualitative criteria.

Table 3 - Table of Director's fees and other remuneration received by non-executive corporate officers

Members of the Board of Directors	Paid in 2014	Paid in 2013
Jean-Pierre GORGÉ		
Director's fees	€10,000	€10,000
Other remuneration(1)	€132,000	€132,000
Sylvie LUCOT		
Director's fees	€10,000	€10,000
Other remuneration	Not applicable	Not applicable
Michel BAULÉ		
Director's fees	€7,500	€10,000
Other remuneration	Not applicable	Not applicable
Martine GRIFFON-FOUCO		
Director's fees	€10,000	€10,000
Other remuneration	Not applicable	Not applicable
Catherine GORGÉ(2)		
Director's fees	€10,000	€10,000
Other remuneration	Not applicable	Not applicable

(1) Remuneration paid to Jean-Pierre GORGÉ was made by a controlling company.

(2) Catherine GORGÉ signed a service contract with the PRODWAYS subsidiary (see Section 2.6).

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 free 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 2014 financial year						
None						

Table 7 - Bonus shares that become available to each corporate officer

Bonus shares that become 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	08/06/2010	8/06/2014
Date of Board of Directors' meeting	22/02/2008	06/06/2011	12/05/2014
Total number of bonus shares distributed(1)	62,000	49,000	30,000
including corporate officers	31,000	-	-
Raphaël GORGÉ	31,000	-	-
Acquisition date of the shares	22/04/2010	06/06/2013	12/05/2016 and 31/12/2016
Date of end of the lock-up period	22/04/2012	06/06/2015	12/05/2018 and 31/12/2018
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	-	-	30,000

(1) Distribution subject to performance conditions associated with the profits of the Group and of the subsidiaries.

Table 11 - Information relating to employment contracts, supplementary pension scheme and indemnities for each executive corporate officer

Executive 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 defined contributions of 2.5% of the gross salary, paid by PÉLICAN VENTURE, company controlling GROUPE GORGÉ, and not by GROUPE GORGÉ.

2.5 Chairman's report

2.5.1 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 am hereby reporting 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 2014;
- 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 information required pursuant to Article L. 225-100-3 of the French Commercial Code (factors likely to have an impact in the event of a public offer) is given in the management report.

1. Members of the Board, 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 and CEO

Jean-Pierre GORGÉ, Director;

Sylvie LUCOT, independent Director;

Martine GRIFFON-FOUCO, Director representing Bpifrance;

Catherine GORGÉ, Director;

Hugues SOUPARIS, independent Director;

Amélie FINAZ de VILLAINE, observer representing Bpifrance.

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 ten 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 2014, Board meetings were called by email.

Pursuant to Article L. 225-238 of the French Commercial Code, the Statutory Auditors were invited to attend the Board meetings held to review and approve the interim and 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

Three Board committees (audit, remuneration and strategy) were established in 2012:

- the Appointments and Remuneration Committee consists of Martine GRIFFON-FOUCO (Chairman), Catherine GORGÉ and Hugues SOUPARIS;
- the Audit Committee consists of Sylvie LUCOT (Chairman) and Amélie FINAZ de VILLAINE (Board observer);

- the Strategy Committee consists of Raphaël GORGÉ (Chairman), Martine GRIFFON-FOUCO, Jean-Pierre GORGÉ, Hugues SOUPARIS and Amélie FINAZ de VILLAINE.

The Audit Committee is responsible for monitoring the following:

- the financial reporting process;
- the effectiveness of the internal control and risk management systems;
- the statutory audit of the separate and consolidated financial statements by the Statutory Auditors;
- the independence of the Statutory Auditors.

It issues a recommendation regarding the Statutory Auditors proposed to the Shareholders'

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.

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 Directors 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 out 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 organised around four business divisions: Smart Safety Systems, Protection in Nuclear Environments, Industrial Projects & Services and 3D Printing. 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 complete the Group's reporting 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 fifth 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 was accounted for under the equity method until the first half 2014 and 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 was REFLEX v 12 (from Lefebvre Software) up to the interim consolidated financial statements 2014, since replaced by SAP BFC. This change in software used will entail the complete update of the consolidation manual.

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, the overall level of control and reliability of the new ERP at ECA ROBOTICS, a subsidiary of ECA SA, still needed to be improved. A complete overhaul of the organisation of this company's finance department was undertaken during 2013, and an audit of the internal control procedures conducted in December of the same year confirmed that progress had been made, although certain internal control procedures still needed reinforcing. In 2014, further actions were carried out to ensure that this improvement work continued. The roll-out of the ERP in other subsidiaries had been planned for 2014, however it was pushed back to 2015 in order to have the full benefit of the experience gained from its implementation at ECA ROBOTICS.

The Italian subsidiary ECA SINDEL recorded an increase in its working capital requirement in recent years. An internal audit was ordered, which revealed, in particular, that terms of payment granted to clients were not being applied. Corrective actions were implemented to improve the organisation of these payment times. An anomaly in accounting for a client receivable in 2012 was also revealed, resulting in the correction of the historical accounts. The accounting procedures were clarified and improved controls were put in place.

SAP BFC is being rolled out across the Group. It has already been used for the consolidation of the 2014 separate financial statements. The system will be used for all budgets, reportings and forecasts and for sending these to senior Group management. The system will have been fully rolled out by the end of the first half 2015.

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.

Since September 2014, it has been decided to replace the traditional information meetings with the French Society of Financial Analysts (SFAF) with the publication on the Group's website of the presentation of highlights, outlook and 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 2014, the Group published its interim report on 11 September 2014 (and on 11 September 2014 for the previous year). The 2015 interim report will be published within a similar time-frame.

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 Bpifrance did restrict some of the CEO's powers. The main provisions of this investment protocol were published on the AMF's website ("Publication of the clauses of a shareholder's agreement" dated 3 January 2012).

4. Company 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 (concurrent holding of an employment contract and a 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 (setting and transparency of the remuneration of executive corporate officers): details of the remuneration of corporate officers are presented in the management report;

- Recommendation 3 (severance pay): the 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 plans) the corporate officers enjoy a supplementary pension system as indicated in the management report;
- Recommendation 5 (stock options and allocation of free shares): the corporate officers received no allocations of stock options or free shares during the 2014 financial year;
- Recommendation 6 (implementation of Internal Regulations for the Board) to comply with this recommendation, on 17 February 2012 the Board decided to adopt a new Internal Regulation specifying the role of the Board, the criteria for considering members of the Board to be independent, the obligations of Directors and how the Board would function.
- Recommendation 7 (Code of Ethics for Board members): on 17 February 2012, the Board adopted an Internal Regulation 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 – inclusion of independent members): the Board has two independent members (namely Sylvie LUCOT and Hugues SOUPARIS);
- Recommendation 9 (selection of Directors): details of the experience and skills 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 (term of office of Board members): the term of office of Directors is set at six years in compliance with the law. This gives enough time to gain an understanding of the Group's various businesses;
- Recommendation 11 (information to Board members): as far as possible, the Company sends the Directors draft minutes of meetings and any other documents required to prepare for meetings, by e-mail and prior to the start of any Board meetings. 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 its committees, and the remuneration and benefits of corporate officers);
- Recommendation 13 (meetings of the Board and committees): as indicated above, the Board of Directors meets an average six to eight times per year and Directors have a very good attendance record. Minutes are drawn up for each meeting;
- Recommendation 15 (assessment of the work of the Board): once per year, the Chairman of the Board invites the Directors to express their opinion of the way the Board functions and the preparation of its work.

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 (distribution of Director's fees in accordance with the attendance record of the Directors): insofar as the Directors have an excellent attendance record at Board meetings and the total amount of Director's fees remains relatively modest, the distribution of Director's fees in accordance with the attendance record was not adopted.

5. Special arrangements, if any, 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. 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 prepared by the Chairman on 16 March 2015 and approved by the Board of Directors on 31 March 2015.

The Chairman of the Board of Directors

2.5.2 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

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, 2014.

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
- certify that the report includes the other disclosures required by article L. 22537 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 17, 2015

The statutory auditors

COREVISE	**MAZARS**
Hélène KERMORGANT	Daniel ESCUDEIRO

2.6 Agreements with related parties and agreements covered by Article L. 225-102-1 of the French Commercial Code

2.6.1 Presentation of agreements

In 2014, the Company signed a regulated agreement with its subsidiary ECA: At the Board Meeting of 11 April 2014, the Board was authorised to transfer INFOTRON securities between Groupe Gorgé and ECA through a contribution under the same financial terms as the acquisition of securities by Groupe Gorgé.

Furthermore, pursuant to the new Article L. 225-102-1 of the French Commercial Code, the management report includes, unless these agreements concern current transactions and have been entered into under arm's length conditions, agreements entered into either directly or through an intermediary, with (i) one of the members of the Executive Board or the Supervisory Board, the CEO, one of the Deputy CEOs, one of the Directors or a shareholder holding a share of voting rights of more than 10% in a company, and (ii) another company holding, directly or indirectly, more than half of the share capital.

In accordance with this new Article L. 225-102-1 of the French Commercial Code, it is stated that Catherine GORGÉ entered into a service agreement with PRODWAYS in 2014. Under this contract, Ms. Gorgé performs the duties of Secretary General of PRODWAYS, and her services are billed at €1,000 per day. The initial three-month renewable contract was renewed for the whole of the 2014 financial year.

2.6.2 Statutory auditors' report on regulated agreements and commitments

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 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 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

In accordance with article L.225-40 of the French commercial code, we have been advised of the following agreements and commitments authorized by the Board during the past fiscal year to be submitted for the approval of the shareholders' meeting.

- Purpose : authorization of INFOTRON securities transfer from ECA to GROUPE GORGE in the same financial conditions as INFOTRON securities acquisition by GROUPE GORGE

Directors concerned : Madame Catherine Gorgé et Messieurs Jean-Pierre Gorgé et Raphaël Gorgé

Your Board held on April 11th 2014 authorized the conclusion of a securities transfer agreement with ECA SA dealing with the conveyance of 100% of INFOTRON company's securities from GROUPE GORGE to ECA SA for a total amount of € 7 060 000, the same as that of INFOTRON securities acquisition by GROUPE GORGE.

In return for this contribution, your company GROUPE GORGE received, on the one hand, 375 000 new ECA shares with a par value of € 0,50 at an issue price of € 12,16 for a total of € 4 560 000 and, on the other hand, a balancing payment in cash of € 2 500 000.

This transfer was realized in June 2014.

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 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 GorgéDirectors 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 2014.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	MAZARS
Hélène KERMORGANT	Daniel ESCUDEIRO

FINANCIAL INFORMATION 3

The last financial year for which financial information has been audited is the financial year ended 31 December 2014.

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 2014. The press release on first quarter revenue for the 2015 financial year was published at the end of April 2015. This press release is available on the Company's website at www.groupe-gorge.com.

3.1 Consolidated financial statements

3.1.1. Consolidated financial statements at 31 december 2014

Assets

(In thousands of euros)	Notes	31/12/2014	31/12/2013*
NON-CURRENT ASSETS		**91,800**	**78,104**
Goodwill	4.8	37,010	26,456
Other intangible assets	4.8	28,115	25,332
Property, plant and equipment	4.7	17,484	15,400
Investment property	4.7	298	298
Investments in affiliated companies	4.9	744	4,423
Other financial assets	4.9	3,299	1,664
Deferred tax assets	4.23	4,846	4,423
Other non-current assets	4.12	5	8
CURRENT ASSETS		**202,929**	**185,591**
Net inventories	4.10	21,150	22,733
Net trade receivables	4.11	125,321	109,797
Other current assets	4.12	14,762	12,734
Tax receivables payable	4.23	12,277	7,545
Cash and cash equivalents	4.14	29,418	32,782
ASSETS HELD FOR SALE		-	-
TOTAL ASSETS		**294,729**	**263,695**

** 2013 column restated to reflect the items described in Note 2.1.*

Liabilities

(In thousands of euros)	Notes	31/12/2014	31/12/2013*
EQUITY (GROUP SHARE)		**56,843**	**51,006**
Share capital(1)	4.18	13,082	12,732
Share premiums(1)		18,363	11,794
Retained earnings and other reserves(2)		25,398	26,480
NON-CONTROLLING INTERESTS		**27,781**	**22,707**
NON-CURRENT LIABILITIES		**59,216**	**53,556**
Long-term provisions	4.20	6,911	5,221
Long-term liabilities – portion due in more than one year	4.15	47,478	41,855
Financial instruments and derivatives	4.17	771	1,081
Deferred tax liabilities	4.23	2,253	1,947
Other non-current liabilities	4.13	1,804	3,452
CURRENT LIABILITIES		**150,889**	**136,427**
Short-term provisions	4.21	4,561	6,533
Long-term liabilities – portion due in less than one year	4.15	7,816	5,416
Financial instruments and derivatives	4.17	9	30
Operating payables	4.13	36,744	35,130
Other current liabilities	4.13	101,266	89,040
Tax liabilities payable	4.13	492	278
Liabilities held for sale		-	-
TOTAL LIABILITIES		**294,729**	**263,695**

* *2013 column restated to reflect the items described in Note 2.1.*

(1) *Of the consolidating parent company.*

(2) *Including net income (loss) for the year.*

Consolidated income statement

(In thousands of euros)	Notes	2014	2013
REVENUE	**4.1**	**223,304**	**214,517**
Capitalised production		4,417	3,541
Inventories and work in progress		850	(2,326)
Other income from operations		7,744	6,997
Purchases consumed		(130,883)	(122,314)
Personnel expenses		(81,188)	(73,950)
Tax and duties		(2,549)	(2,785)
Depreciation, amortisation and provisions (net of reversals)	4.2	(5,957)	(6,461)
Other operating income and expenses		47	(385)
CURRENT OPERATING INCOME		**15,784**	**16,835**
Non-recurring items in operating income	4.3	(2,697)	(764)
OPERATING INCOME		**13,087**	**16,072**
Interest on gross debt		(2,071)	(2,244)
Interest on cash and cash equivalents		115	555
COST OF NET DEBT (A)	**4.4**	**(1,956)**	**(1,689)**
Other financial income (B)		541	430
Other financial expense (C)		(3,140)	(916)
FINANCIAL INCOME AND EXPENSE (D = A+B+C)	**4.4**	**(4,554)**	**(2,176)**
INCOME FROM CONTINUING OPERATIONS BEFORE TAX		**8,533**	**13,896**
Income tax	4.23	(2,929)	(2,633)
Group share of the earnings of affiliated companies		(859)	(2,146)
INCOME FROM CONTINUING ACTIVITIES AFTER TAX		**4,745**	**9,117**
Net income from discontinued activities		-	-
NET INCOME		**4,745**	**9,117**
Net income attributable to non-controlling interests		2,177	2,534
NET INCOME - GROUP SHARE		**2,568**	**6,583**
Average no. of shares	4.5	13,077,220	12,715,223
Net income from continuing operations per share (in euros)	4.5	0.196	0.518
Net income per share (in euros)	4.5	0.196	0.518

Income statement - gains and losses recognised directly in equity

(In thousands of euros)	2014	2013
NET INCOME	**4,745**	**9,117**
Currency translation adjustments	112	69
Tax relating to currency translation adjustments	-	-
Revaluation of hedging derivatives	20	39
Tax relating to revaluation of hedging derivatives	(7)	(13)
Revaluation of hedging derivatives - liabilities	-	-
Tax relating to revaluation of hedging derivatives - liabilities	310	-
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	1,368	850
Tax relating to actuarial gains and losses on defined benefit plans	(456)	(283)
Group share of gains and losses recognised directly in equity of equity-accounted companies	-	-
TOTAL GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**(477)**	**663**
of which can be reclassified subsequently to profit and loss	(490)	637
of which cannot be reclassified subsequently to profit and loss	13	26
NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**4,269**	**9,779**
of which Group share	2,240	7,169
of which non-controlling interests	2,028	2,610

Cash flow statement

(In thousands of euros)	Notes	2014	2013
NET INCOME FROM CONTINUING OPERATIONS		**4,744**	**9,117**
Accruals	4.6	8,650	1,101
Capital gains and losses on disposals		(412)	(149)
Group share of income of equity-accounted companies		860	2,146
CASH FLOW FROM OPERATING ACTIVITIES (BEFORE ELIMINATION OF COSTS OF NET DEBT AND TAXES)	**4.6**	**13,842**	**12,215**
Cost of net debt	4.4	1,956	1,689
Tax expense	4.23	2,929	2,633
CASH FLOW FROM OPERATING ACTIVITIES (AFTER ELIMINATION OF NET BORROWING COSTS AND TAXES)		**18,727**	**16,538**
Tax paid	4.23	(3,231)	(3,263)
Change in working capital requirements	4.6	(8,992)	(1,543)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)		**6,504**	**11,731**
Investing activities			
Payments/acquisition of intangible assets		(5,111)	(3,170)
Payments/acquisition of property, plant and equipment		(3,480)	(2,046)
Proceeds/disposal of property, plant and equipment and intangible assets		615	50
Payments/acquisition of long-term investments		(1,578)	(220)
Proceeds/disposal of long-term investments		99	268
Net cash inflow/outflow on the acquisition/disposal of subsidiaries	4.6	(8,037)	(3,169)
NET CASH (USED IN)/GENERATED BY INVESTING ACTIVITIES (B)		**(17,491)**	**(8,287)**
Financing activities			
Capital increase or contributions		6,786	292
Dividends paid to parent company shareholders		(4,152)	(4,074)
Dividends paid to non-controlling interests		(1,052)	(657)
Proceeds from borrowings		11,388	5,296
Repayment of borrowings		(3,718)	(18,939)
Cost of net debt	4.4	(1,956)	(1,689)
NET CASH (USED IN)/GENERATED BY FINANCING ACTIVITIES (C)		**(7,295)**	**(19,772)**
CASH GENERATED BY CONTINUING OPERATIONS (D = A+B+C)		**(3,692)**	**(16,328)**
CASH GENERATED BY DISCONTINUED OPERATIONS		**-**	**-**
CHANGE IN CASH AND CASH EQUIVALENTS		**(3,692)**	**(16,328)**
Effects of exchange rate changes		*78*	*(47)*
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**4.14**	**31,307**	**47,724**
Restatement of cash and cash equivalents[1]		149	(42)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**4.14**	**27,841**	**31,307**

(1) Flows due to treasury shares.

Statement of changes in equity

	Group share or owners of the parent company						
(In thousands of euros)	Share	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
2012 CLOSING EQUITY	**12,732**	**17,199**	**(964)**	**19,868**	**48,835**	**20,244**	**69,079**
Error correction				(243)	(243)	(153)	(397)
2012 CLOSING EQUITY RESTATED(1)	**12,732**	**17,199**	**(964)**	**19,625**	**48,592**	**20,091**	**68,682**
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)
Others	-	-	-	8	8	-	8
2013 CLOSING EQUITY	**12,732**	**11,794**	**(797)**	**27,277**	**51,006**	**22,707**	**73,712**
Share capital transactions	350	6,423			6,773		6,773
Free share and stock option plan	-	146	-	45	191	11	202
Treasury share transactions	-	-	12	-	12	61	73
Dividends	-	-	-	(4,135)	(4,135)	(1,070)	(5,204)
Net income (loss) for the period	-	-	*125*	*2,444*	*2,568*	*2,177*	*4,745*
Gains and losses recognised directly in equity	-	-	-	*(328)*	*(328)*	*(149)*	*(477)*
NET INCOME AND GAINS AND LOSSES RECOGNISED DIRECTLY IN EQUITY	**-**	**-**	**125**	**2,115**	**2,240**	**2,028**	**4,268**
Changes in scope	-	-	(9)	768	759	4,044	4,803
Others	-	-	-	(3)	(3)	(1)	(5)
2014 CLOSING EQUITY	**13,082**	**18,363**	**(670)**	**26,068**	**56,843**	**27,781**	**84,624**

(1) Equity at the beginning of 2012 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 31 March 2015. 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

1/ Acquisition of 100% of DELTAMED in May 2014

DELTAMED specialises in the manufacture of photosensitive products for medical and industrial applications. It makes photosensitive resins for 3D printing. In 2013, DELTAMED generated revenue of €2.9 million. With this acquisition, GROUPE GORGÉ has taken a major step in its 3D printing development plan. The company has been consolidated since 1 May 2014.

2/ Acquisition of 100% of INFOTRON in May 2014; changes in interest rates in ECA

INFOTRON develops and markets rotary-wing unmanned aerial vehicles and was acquired to supplement ECA's drone offering. INFOTRON's range will be incorporated in ECA's mobile robotics solutions. INFOTRON was initially acquired by GROUPE GORGÉ, paid for partly in cash (€2.5 million) and partly in ECA securities (€4.6 million). GROUPE GORGÉ then transferred INFOTRON to its subsidiary ECA under the same conditions. Consequently, GROUPE GORGÉ's stake in ECA fell from 63.88% at 31 December 2013 to 61.17% after this transaction.

3/ Optional equity line set-up

GROUPE GORGÉ set up an optional equity line, enabling it to issue new shares in tranches up to a limit of 635 thousand shares. This line was set up with KEPLER CHEVREUX, which made a firm undertaking to subscribe at the request of GROUPE GORGÉ. The issue price for each tranche is set according to the weighted average cost at the time of issue, with a discount of 5%. The line is valid for 24 months from March 2014. During 2014, 350 thousand new shares were issued by GROUPE GORGÉ.

4/ Change in consolidation method of REDHALL Group

REDHALL GROUP securities were accounted for using the equity method over the half-year, but were deconsolidated as at 30 June 2014. They are now classified on the statement of financial position under "Other financial assets". This is because GROUPE GORGÉ can no longer be shown to have significant influence, in particular since GROUPE GORGÉ's holding was diluted in March 2014 following a share capital increase to which GROUPE GORGÉ did not subscribe and which resulted in the Company losing its position as the primary shareholder. Furthermore, a provision for impairment of €2.7 million was recorded in the second half, after the stock market price fell significantly.

5/ New 3D Printing division established

A new division was created for 3D printing operations. This division includes PRODWAYS, DELTAMED and PRODWAYS ENTREPRENEURS, set up in June 2014 with the goal of investing in companies in the sector. The segment analysis of the 2013 accounts was amended retroactively to ensure that division scopes could be compared.

In July 2014, PRODWAYS ENTREPRENEURS took a 20% stake in DENTOSMILE, a company marketing orthodontic appliances manufactured using 3D printers (including PRODWAYS printers). DENTOSMILE is accounted for using the equity method.

At end-2014, PRODWAYS was transferred to PRODWAYS GROUP, set up in early 2014 to head up the new division.

6/ IPS holding established

As part of the process to reorganise the Group's legal ownership structure, a subsidiary holding company of GROUPE GORGÉ, called BALISCO (formerly FINU 5), was established to head up Industrial Projects & Services division. Some of the companies in this division were merged; these operations will be completed in 2015. This legal reorganisation has no impact on the consolidated financial statements.

NOTE 2 ACCOUNTING PRINCIPLES

2.1 Reconciliation between the financial statements published in 2013 and those provided for the purposes of comparison

The financial statements at 31 December 2013 were modified due to anomalies identified in the accounting treatment of trade receivables in advance in the 2012 financial statements of a foreign subsidiary. Checks of the working capital requirements and in particular the receivables of this subsidiary revealed that revenue of €0.6 million had been erroneously recorded in 2012, contrary to accounting principles prohibiting the recording in advance of revenue without a firm customer order. The 2012 financial statements were adjusted retrospectively, in accordance with IAS 8. The modifications to the 2013 financial statements are set out in the tables below.

(In thousands of euros)	31/12/2013 published	Adjustment	Reclassification of deferred tax	31/12/2013 restated
Non-current assets	78,036	198	(130)	78,104
of which deferred tax assets	*4,355*	*198*	*(130)*	*4,423*
Current assets	186,186	(595)	-	185,591
of which trade receivables	*110,392*	*(595)*	-	*109,797*
TOTAL ASSETS	**264,222**	**(397)**	**(130)**	**263,695**

(In thousands of euros)	31/12/2013 published	Adjustment	Reclassification of deferred tax	31/12/2013 restated
Equity (Group share)	51,249	(243)	-	51,006
of which retained earnings and other reserves	*26,723*	*(243)*	-	*26,480*
Non-controlling interests	22,860	(153)	-	22,707
Non-current liabilities	53,686	-	(130)	53,556
of which deferred tax liabilities	2,077	-	(130)	1,947
Current liabilities	136,427	-	-	136,427
TOTAL LIABILITIES	**264,222**	**(397)**	**(130)**	**263,695**

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 2014. These accounting standards are consistent with those used to prepare the annual consolidated financial statements for the year ended 31 December 2013, with the exception of the new standards, revised standards and interpretations applicable from 1 January 2014:

- Amendment to IAS 32 – Offsetting Financial Assets and Financial Liabilities;
- Amendment to IAS 36 – Recoverable Amount Disclosures for Non-Financial Assets;
- Amendment to IAS 39 – Novation of Derivatives and Continuation of Hedge Accounting;
- IAS 28 Revised – Investments in Associates and Joint Ventures;
- 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.

The application of IFRS 10 and IFRS 11 has no impact on the consolidated financial statements.

The Group has not applied the following standards and interpretations, which had not been adopted by the European Union as at 31 December 2014 or for which application is not mandatory as of 1 January 2014:

- Standard adopted:
  - IFRIC 21 – Levies; Recognition of Liabilities in respect of Levies Due: effective in the first financial year starting on or after 17 June 2014;
- Standards not adopted:
  - IFRS 9 – Financial Instruments;
  - IFRS 14 – Regulatory Deferral Accounts;
  - IFRS 15 – Revenue from Contracts with Customers;
  - Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation;
  - Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations;
  - Amendments to IAS 19: Defined Benefit Plans: Employee Contributions;
  - Annual Improvements to IFRS 2010-2012 Cycle (December 2013);
  - Annual Improvements to IFRS 2011-2013 Cycle (December 2013).

These principles, applied by GROUPE GORGÉ as of 31 December 2014, 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 2014 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 2014 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 2014 and 31 December 2013. The 2012 financial statements, included in the Registration Document filed with the AMF on 19 April 2013 under No. D 13-0401, 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).

Consolidation is carried out with reference to the financial statements or positions as of 31 December.

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;
- technical facilities, equipment and tools: 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.

Foreign exchange gains and losses

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 or ended 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

Company	Parent company	% control		% interest		Method	
	At 31 December 2014	2014	2013	2014	2013	2014	2013
Consolidating company							
GROUPE GORGÉ SA		Top	Top	Top	Top	FC	FC
Structure							
FINU 8[1]	GROUPE GORGÉ SA	100	-	100	-	FC	-
FINU 9[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 INVESTMENT	90	90	90	90	FC	FC
SCI DES CARRIÈRES	GROUPE GORGÉ SA	100	100	100	100	FC	FC
Smart Safety Systems							
ECA[2]	GROUPE GORGÉ SA	71.95	73.89	61.17	63.88	FC	FC
ECA CNAI	ECA SA	100	100	61.17	63.88	FC	FC
ECA DÉVELOPPEMENT[1]	ECA SA	100	100	61.17	63.88	FC	FC
ECA EN	ECA SA	100	100	61.17	63.88	FC	FC
ECA FAROS	ECA SA	100	100	61.17	63.88	FC	FC
ECA ROBOTICS	ECA SA	100	100	61.17	63.88	FC	FC
ECA RSM[3]	ECA SA	100	-	61.17	-	FC	-
ECA SINDEL (Italy)	ECA SA	97.55	96.02	59.67	61.34	FC	FC
ECA SINDEL BRASIL (Brazil)	ECA SINDEL	99.80	99.80	59.55	61.21	FC	FC
ECA SINTERS	ECA SA	100	100	61.17	63.88	FC	FC
EN MOTEURS	ECA EN	100	1	61.17	1	FC	-
ESFE (Singapore)	ECA SA	100	100	61.17	63.88	FC	FC
INFOTRON[4]	ECA SA	100	-	61.17	-	FC	-
SSI (United States)	ECA SA	100	100	61.17	63.88	FC	FC
TRITON IMAGING (United States)	ECA SA	100	100	61.17	63.88	FC	FC
1ROBOTICS (United States)	ECA SA	29.89	29.89	49.55	51.74	EM	EM
Industrial Projects & Services							
AI GROUP	FINU 5	51	51	51	51	FC	FC
AIGX (Dubai)	AI GROUP	98	100	49.88	51	FC	FC
AMOPSI	GROUPE GORGÉ SA	80	80	80	80	FC	FC
CIMLEC IBERICA (Spain)[5]	CIMLEC INDUSTRIE SAS	-	100	-	100	-	FC
CIMLEC INDUSTRIAL (Romania)	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
CIMLEC INDUSTRIE	FINU 5/CLF	100	100	100	100	FC	FC
CLF-SATREM	FINU 5	100	100	100	100	FC	FC
COMMERCY ROBOTIQUE	CIMLEC INDUSTRIE SAS -	100	100	100	100	FC	FC
BALISCO (formerly FINU 5)	GROUPE GORGÉ SA	100	100	100	100	FC	FC
MFG DEUTSCHLAND (Germany)[5]	CIMLEC INDUSTRIE SAS	-	100	-	100	-	FC
NTS FRANCE	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
NTS IBERICA (Spain)	NTS FRANCE SAS	100	100	100	100	FC	FC
REDHALL GROUP (United Kingdom)[6]	GORGÉ EUROPE INVESTMENT	-	19.46	-	19.46	EM	EM
ROBOKEEP[5]	CIMLEC INDUSTRIE SAS	-	100	-	100	-	FC
SAS STONI	GROUPE GORGÉ SA	100	100	100	100	FC	FC
TENWHIL	CIMLEC INDUSTRIE SAS	100	100	100	100	FC	FC
VAN DAM (Netherlands)	GORGÉ NETHERLANDS	100	100	89	90	FC	FC
3D Printing							
DELTAMED(Germany)[7]	PRODWAYS GROUP	100	-	96.50	-	FC	-
DENTOSMILE[8]	PRODWAYS ENTREP.	20	-	19.3	-	EM	-
PRODWAYS GROUP[9]	GROUPE GORGÉ SA	96.50	-	96.50	-	FC	-

Company	Parent company At 31 December 2014	% control 2014	% control 2013	% interest 2014	% interest 2013	Method 2014	Method 2013
PRODWAYS	PRODWAYS GROUP	100	90	96.50	90	FC	FC
PRODWAYS ENTREPRENEURS(10)	PRODWAYS GROUP	100	-	96.50	-	FC	-
Protection in Nuclear Environments							
BAUMERT	NUCLÉACTION SAS	100	100	98.81	98.81	FC	FC
BAUMERT CHINE	NUCLÉACTION SAS	100	100	98.81	98.81	FC	FC
BAUMERT HONG KONG	NUCLÉACTION SAS	100	100	98.81	98.81	FC	FC
FINU 7(1)	NUCLÉACTION SAS	100	-	98.81	-	FC	-
NTC NUCLEACTION	NUCLÉACTION SAS	-	100	-	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 right.

(3) Company established in May 2014.

(4) Company acquired on 30 April 2014.

(5) Departures of CIMLEC IBERICA, MFG DEUTSCHLAND and ROBOKEEP as of 1 January 2014.

(6) Deconsolidated on 30 June 2014.

(7) Company acquired on 30 April 2014.

(8) Holding acquired in September 2014.

(9) Company established in March 2014.

(10) Company established in June 2014.

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	60	1,536	No significant influence
		279	*60*	*54*	
MARINE INTÉRIM	34%	100	34	2,033	No significant influence
		257	*34*	*70*	
Others	n/a	n/a	16	n/a	No significant influence

3.3 Changes in scope

Changes in scope over the half-year are as follows:

- DELTAMED consolidated as of 1 May 2014;
- INFOTRON consolidated as of 1 May 2014;
- decrease in GROUPE GORGÉ's interest in ECA as a result of the creation of new shares following the acquisition of INFOTRON by ECA SA in early June 2014. GROUPE GORGÉ now holds 61.17% of ECA, compared with 63.88% on 31 December 2013;
- REDHALL GROUP deconsolidated as at 30 June 2014;
- DENTOSMILE accounted for using the equity method.

PRODWAYS (formerly PHIDIAS) was acquired at end-April 2013. This acquisition is measured under IFRS 3R. The fair value measurement of the acquired assets, liabilities and contingent liabilities of PRODWAYS resulted in a number of adjustments in the first half of 2014.

The surplus of the Company's share in the fair value of assets, liabilities and contingent liabilities acquired relative to acquisition price was recognised as goodwill at €4,299 thousand. At 30 June 2014, after appraisal was finalised, definitive goodwill was adjusted to €2,931 thousand. The reallocations were as follows:

- €1,785 thousand net of deferred tax assets in intangible assets (development costs). The intangible asset with a gross value of €2,677 thousand is amortised over ten years from 1 January 2014;
- €180 thousand in deferred tax assets for activated carried forward losses.

The fair value measurements of the acquired assets, liabilities and contingent liabilities of INFOTRON and DELTAMED have not been finalised and may be adjusted over the 12 months following their acquisition date.

Contribution of business combinations to 2014 consolidated income

(in thousands of euros)	INFOTRON	DELTAMED
1 - Contributions from the acquisition date		
Revenue	697	2,337
Operating income	(577)	161
Net income	(635)	125
2 - Contributions from the start of the period		
Revenue	776	3,843
Operating income	(1,048)	588
Net income	(978)	438

Goodwill associated with the first-time consolidation of INFOTRON

Purchase price	7,060
Non-controlling interests	-
TOTAL (A)	**7,060**
Net assets (B)	(194)
GOODWILL (A)-(B)	**7,254**

The fair value measurement of the acquired assets, liabilities and contingent liabilities of INFOTRON has not been finalised and may be adjusted over the next financial year. The assets and liabilities acquired break down as follows:`

(In thousands of euros)	Carrying amount	Revaluation at fair value	First consolidation
Property, plant and equipment and financial assets	102	-	102
Inventories	137	-	137
Tax and operating receivables	174	-	174
Cash and cash equivalents	43	-	43
Prepaid expenses	23	-	23
Retirement indemnities	-	(74)	(74)
Tax and operating debt	(526)	-	(526)
Miscellaneous and deferred income	(98)	-	(98)
Deferred tax/revaluations at fair value	-	25	25
TOTAL	**(146)**	**(49)**	**(194)**

Goodwill associated with the first-time consolidation of DELTAMED

Purchase price	7,065
Non-controlling interests	-
TOTAL (A)	**7,065**
Net assets (B)	1,997
GOODWILL (A)-(B)	**5,068**

The fair value measurement of the acquired assets, liabilities and contingent liabilities of DELTAMED has not been finalised and may be adjusted over the next financial year. The assets and liabilities acquired break down as follows:

(In thousands of euros)	Carrying amount	Revaluation at fair value	First consolidation
Intangible assets	14	-	14
Property, plant and equipment	220	-	220
Inventories	363	-	363
Receivables	350	-	350
Cash and cash equivalents	1,471	-	1,471
Prepaid expenses	12	-	12
Provisions for risks	(288)	-	(288)
Financial debt	(11)	-	(11)
Operating payables	(134)	-	(134)
Miscellaneous and deferred income	(3)	-	(3)
Deferred tax/revaluations at fair value	-	-	-
TOTAL	**1,997**	**-**	**1,997**

NOTE 4 NOTES TO THE FINANCIAL STATEMENTS

4.1 Segment analysis

Breakdown by business segment

	Industrial Projects & Services		Smart Safety Systems		Protection in Nuclear Environments		3D Printing		Structure		Disposals		Consolidated	
(In thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Revenue	82,691	80,428	93,869	93,210	41,975	40,878	5,040	90	3,107	2,525	(3,378)	(2,614)	223,304	214,517
Current operating income	5,419	5,842	7,096	6,478	5,796	5,227	(2,380)	(382)	(147)	(328)	-	-	15,784	16,835
Operating income	5,061	5,119	5,863	6,616	5,383	5,197	(2,754)	(382)	(466)	(478)	-	-	13,087	16,072

The revenue indicated by division includes revenue made with other divisions.

	Industrial Projects & Services		Smart Safety Systems		Protection in Nuclear Environments		3D Printing		Structure*		Disposals		Consolidated	
(In thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Intangible assets	6,348	5,780	38,955	32,751	8,589	8,306	11,057	4,946	176	5	-	-	65,125	51,788
Other segment assets(1)	42,539	38,162	93,597	85,166	33,890	36,370	7,399	931	26,996	2,813	(23,466)	(1,203)	180,954	162,239
Unallocated assets	-	-	-	-	-	-	-	-	-	-	-	-	48,650	49,600
TOTAL CONSOLIDATED ASSETS	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**294,729**	**263,627**
Segment liabilities(2)	31,825	28,961	58,450	52,805	18,340	24,786	2,838	442	2,582	1,904	(2,841)	(1,203)	111,193	107,696
Unallocated liabilities	-	-	-	-	-	-	-	-	-	-	-	-	99,112	82,416
TOTAL CONSOLIDATED LIABILITIES(3)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**210,304**	**190,112**
Investments	3,870	862	3,174	2,474	1,169	1,280	1,060	473	191	28	-	-	9,464	5,118
Depreciation and amortisation	1,042	1,249	4,978	5,106	970	957	519	38	47	62	-	-	7,556	7,413
Net expenses without cash consideration other than depreciation and amortisation(4)	1,536	(73)	(240)	(1,109)	422	(221)	(146)	-	(250)	(60)	-	-	1,468	(1,464)

* *For 2014, segment assets consist primarily of vendor financing granted to BALISCO (formerly FINU 5) for the purchase of CIMLEC, CLF-SATREM and AI Group securities for €20.6 million.*

(1) *Segment assets refer to current assets used in operating activities (inventories, receivables, advances to suppliers, other receivables), property, plant and equipment.*

(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

2014 Financial Year

(In thousands of euros)	France	%	Europe	%	Others	%	Total	%
Industrial Projects & Services	61,794	45%	5,209	28%	15,687	23%	82,691	37%
Smart Safety Systems	52,834	38%	9,732	52%	31,303	47%	93,869	42%
Protection in Nuclear Environments	21,932	16%	1,302	7%	18,740	28%	41,975	19%
3D Printing	1,244	1%	2,550	14%	1,247	2%	5,040	2%
Structure and disposals	(270)	0%	-	-	-	-	(270)	0%
TOTAL	**137,534**	**100%**	**18,793**	**100%**	**66,977**	**100%**	**223,304**	**100%**
%	62%		8%		30%		100%	

2013 Financial Year

(In thousands of euros)	France	%	Europe	%	Others	%	Total	%
Industrial Projects & Services	57,693	43%	12,817	41%	9,776	19%	80,287	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%
3D Printing	84	0%	6	0%	-	-	90	0%
Structure and disposals	51	(0%)	-	-	-	-	51	(0%)
TOTAL	**133,127**	**100%**	**30,923**	**100%**	**50,466**	**100%**	**214,517**	**100%**
%	62%		14%		24%		100%	

4.2 Allowances for/reversals of depreciation, amortisation and provisions

(In thousands of euros)	2014	2013
DEPRECIATION , AMORTISATION AND PROVISIONS		
Intangible assets	(4,071)	(3,941)
Property, plant and equipment	(1,998)	(2,040)
Capital leases	(271)	(297)
SUBTOTAL	**(6,340)**	**(6,277)**
CHARGES TO PROVISIONS, NET OF REVERSALS		
Inventory and work in process	(77)	(435)
Current assets	(459)	(503)
Risks and charges	919	754
SUBTOTAL	**383**	**(184)**
TOTAL DEPRECIATION, AMORTISATION AND PROVISIONS (NET OF REVERSALS)	**(5,957)**	**(6,461)**

4.3 Non-recurring items in operating income

(In thousands of euros)	2014	2013
Restructuring costs	(1,121)	(1,749)
Acquisition costs	(292)	-
Amortisation of intangible assets recognised at fair value during the acquisitions	(1,027)	(688)
ECA/BAe dispute[1]	-	2,343
Unusual provisions for impairment of asset values	-	(524)
Deconsolidation of ROBOKEEP and CIMLEC IBERICA	135	(147)
Others	(392)	-
TOTAL	**(2,697)**	**(764)**

(1) Reversal of provision in 2013, net of the final expenses incurred for litigation.

4.4 Financial income and expense

(In thousands of euros)	2014	2013
Interest expense	(2,071)	(2,244)
Income from other securities	95	177
Net income on sales of marketable securities	20	378
COST OF NET DEBT	**(1,956)**	**(1,689)**
Other interest income	(3)	(196)
Net exchange gain or loss	193	(270)
Financial allowances net of reversals	(2,788)	(20)
TOTAL FINANCIAL INCOME AND EXPENSE	**(4,554)**	**(2,176)**

4.5 Earnings per share

	2014	2013
Weighted average number of shares	13,077,220	12,715,223
Dividend per share paid during the year *(in euros)*	ND	0.32
EARNINGS PER SHARE *(IN EUROS)*	**0.196**	**0.518**
EARNINGS PER SHARE FROM ONGOING ACTIVITIES *(IN EUROS)*	**0.196**	**0.518**
Dilutive potential ordinary shares	-	-
Diluted weighted average number of shares	13,392,220	12,715,223
DILUTED EARNINGS PER SHARE *(IN EUROS)*	**0.192**	**0.518**
DILUTED EARNINGS PER SHARE FROM ONGOING ACTIVITIES *(IN EUROS)*	**0.192**	**0.518**

4.6 Notes to the cash flow statement

Calculation of cash flow

(In thousands of euros)	
NET INCOME FROM CONTINUING OPERATIONS	**4,745**
Allowances for/reversals of depreciation, amortisation and provisions	8,368
Cancellation of capital gains and losses on treasury shares	(113)
Others	193
Calculated expense related to stock options and similar items	202
Earnings of equity-accounted companies	860
Capital gains and losses on disposals	(412)
CASH FLOW FROM OPERATING ACTIVITIES (BEFORE ELIMINATION OF NET BORROWING COSTS AND TAXES)	**13,842**

Calculation of net cash on acquisitions and disposals of subsidiaries

(In thousands of euros)	INFOTRON	DELTAMED	GORGÉ NETHERLANDS	Total
Proceeds	-	-	14	14
Payments	(2,500)	(7,065)	-	(9,565)
Cash and cash equivalents	43	1,471	-	1,514
TOTAL	**(2,457)**	**(5,594)**	**14**	**(8,037)**

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		22,733	499	(2,178)	19	77	21,150
Net receivables[1]		109,797	330	15,104	-	89	125,321
Advances and down-payments		1,196	-	1,772	-	-	2,968
Social and tax receivables		14,173	112	5,178	-	14	19,477
Current accounts		35	-	(15)	-	-	21
Other receivables		3,296	101	(1,495)	-	7	1,908
Prepaid expenses		1,587	35	1,183	(140)	4	2,669
SUBTOTAL	**[1]**	**152,817**	**1,077**	**19,550**	**(121)**	**192**	**173,515**
Trade payables		34,991	276	627	(172)	8	35,731
Tax and social security liabilities		29,639	547	3,527	(33)	14	33,694
Advances and down-payments		36,811	20	868	-	-	37,699
Accrued interest		175	-	40	-	-	216
Other payables and derivative instruments		8,012	(45)	(1,554)	(317)	137	6,234
Current accounts		208	115	(108)	-	-	215
Deferred income		19,210	98	7,158	-	16	26,482
SUBTOTAL	**[2]**	**129,046**	**1,012**	**10,558**	**(521)**	**175**	**140,271**
WORKING CAPITAL REQUIREMENT	**[1]-[2]**	**23,771**	**65**	**8,991**	**401**	**17**	**33,244**

(1) Opening receivables were restated to correct for an error of €595 thousand(see Note 2.1).

(2) The column "Other changes" contains financial inflows that did not affect income from continuing operations or generate cash flows.

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 2014	**10,589**	**19,225**	**7,619**	**238**	**328**	**15**	**298**	**38,311**
Acquisitions	134	1,886	-	-	2,140	167	-	4,326
Changes in scope	32	857	-	-	-	-	-	889
Departures	(46)	(353)	(585)	-	-	-	-	(984)
Other changes	-	(135)	-	-	(10)	-	-	(145)
Impact of changes in exchange rates	6	47	-	-	-	-	-	53
On 31 December 2014	**10,714**	**21,527**	**7,034**	**238**	**2,458**	**182**	**298**	**42,450**
Depreciation and amortisation, and impairment								
On 1 January 2014	**4,884**	**14,290**	**3,368**	**71**	**-**	**-**	**-**	**22,613**
Depreciation and amortisation	381	1,607	223	48	-	-	-	2,259
Changes in scope	5	592	-	-	-	-	-	597
Impairment losses	-	-	-	-	-	-	-	-
Departures	(15)	(334)	(393)	-	-	-	-	(743)
Other changes	-	(89)	-	-	-	-	-	(89)
Impact of changes in exchange rates	5	25	-	-	-	-	-	30
On 31 December 2014	**5,261**	**16,092**	**3,198**	**118**	**-**	**-**	**-**	**24,669**
Net value								
On 1 January 2014	**5,705**	**4,935**	**4,251**	**167**	**328**	**15**	**298**	**15,697**
On 31 December 2014	**5,454**	**5,435**	**3,836**	**120**	**2,458**	**182**	**298**	**17,782**

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 2014	**26,456**	**41,619**	**10,031**	**-**	**78,106**
Acquisitions	-	4,249	531	358	5,138
Changes in scope	10,555	2,677	46	-	13,278
Departures	-	-	(78)	-	(78)
Other changes	-	(1,226)	503	(72)	(794)
Impact of changes in exchange rates	-	59	16	-	74
On 31 December 2014	**37,010**	**47,379**	**11,049**	**286**	**95,724**
Depreciation and amortisation, and impairment					
On 1 January 2014	**-**	**19,494**	**6,825**	**-**	**26,318**
Depreciation and amortisation	-	4,249	846	-	5,096
Changes in scope	-	-	32	-	32
Impairment losses	-	-	-	-	-
Departures	-	-	(78)	-	(78)
Other changes	-	(1,089)	258	-	(831)
Impact of changes in exchange rates	-	45	18	-	63
On 31 December 2014	**-**	**22,699**	**7,901**	**-**	**30,599**
Net value					
On 1 January 2014	**26,456**	**22,126**	**3,207**	**-**	**51,789**
On 31 December 2014	**37,010**	**24,680**	**3,149**	**286**	**65,125**

On 31 December 2014, 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 ten-year OAT (risk-free rate 1.25%) rate, a market risk premium and Beta 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 of 1.5%. The discount rates used in 2014 are 6.94% with specific risk premium allocated to each CGU (between 2% and 6%). It should be noted that for the 3D division, the discount rate used is 24.1%, the discount rate used is 24.1%, in line with that of the PPA. The tests made include a measurement of the sensitivity of assumptions (Discount rate of +0.5/-1 point (-0.5/+1 point for the ECA division) 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: 52%
- Industrial Projects & Services: 14%
- Protection in Nuclear Environments: 12%
- 3D Printing: 22%

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

Net values (in thousands of euros)	Structure	Industrial Projects & Services	Protection in Nuclear Environments	Smart Safety Systems	3D Printing	Total
Special doors for EPR	-	-	2,781	-	-	2,781
AUV programme	-	-	-	6,992	-	6,992
Mine Killer programme	-	-	-	2,105	-	2,105
USV programme	-	-	-	849	-	849
Land robots	-	-	-	145	-	145
Flight simulation(1)	-	-	-	2,967	-	2,967
Naval systems(2)	-	-	-	1,823	-	1,823
Naval simulation	-	-	-	468	-	468
Imaging(3)	-	-	-	1,000	-	1,000
3D printers(4)	-	-	-	-	2,972	2,972
Others	-	891	1,259	428	-	2,578
DEVELOPMENT PROJECTS SUBTOTAL	**-**	**891**	**4,040**	**16,777**	**2,972**	**24,680**
ECA SINTERS customer relations(5)	-	-	-	667	-	667
Other(6)	176	292	74	2,140	86	2,768
TOTAL INTANGIBLE ASSETS	**176**	**1,183**	**4,114**	**19,584**	**3,058**	**28,115**

(1) Including revaluation of assets at fair value through acquisitions, €667 thousand.

(2) Including revaluation of assets at fair value through acquisitions, €625 thousand.

(3) Including revaluation of assets at fair value through acquisitions, €1,000 thousand.

(4) Including revaluation of assets at fair value through acquisitions, €2,409 thousand.

(5) Including revaluation of assets at fair value through acquisitions, €667 thousand.

(6) Including costs and purchases of licences for ECA's new ERP for €1,402 thousand (direct costs).

4.9 Capital assets

Equity investments in associates

The movements over the year are as follows:

(In thousands of euros)	Start of period	In	Income	Currency translation adjustment	Exit	Closing
1ROBOTICS	3	-	-	1	-	4
REDHALL GROUP	4,520	-	(860)	22	(3,682)	-
DENTOSMILE		740	1	-	-	741
TOTAL	**4,523**	**740**	**(860)**	**23**	**(3,682)**	**744**

REDHALL GROUP was 19.46% controlled up to 27 March 2014, when a capital increase of REDHALL GROUP diluted the holding of GROUPE GORGÉ to just 11.84%. At end-June 2014, REDHALL GROUP was therefore deconsolidated due to the loss of significant influence of GROUPE GORGÉ subsequent to the dilution and loss of its position as primary shareholder. 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 and publishes its half-yearly financial statements to 31 March. GROUPE GORGÉ's share of income (under the equity method) is determined on the basis of REDHALL GROUP's half-yearly results, with a lag of three months. A loss of €0.6 million was recorded due to the dilution suffered on the occasion of a share capital increase. This loss is cumulated with GROUPE GORGÉ's share of REDHALL GROUP income.

Since 30 June, REDHALL GROUP securities are classified as available-for-sale financial assets. An impairment loss of €2.7 million was recorded at 31 December in view of the continuing decline of the stock market price. The net value of these securities is therefore €0.97 million.

In September 2014, PRODWAYS ENTREPRENEURS acquired a 20% stake in DENTOSMILE. DENTOSMILE is therefore consolidated under the equity method for this financial year.

Other non-current financial assets

Net values (in thousands of euros)	2014	2013
Loans	564	164
Deposits and guarantees	1,225	1,049
Non-consolidated holdings	110	162
Available-for-sale assets	970	-
Other long-term investments	431	289
TOTAL OTHER NON-CURRENT ASSETS	**3,299**	**1,664**

Net values (in thousands of euros)	2014	2013

4.10 Inventory and work in progress

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

	2014			2013		
(In thousands of euros)	Gross values	Impairment losses	Net values	Gross values	Impairment losses	Net values
Raw materials	17,081	(5,329)	11,752	18,431	(5,454)	12,977
Work in progress	5,338	(33)	5,305	7,392	(1)	7,391
Semi-finished and finished goods	3,587	(632)	2,955	1,990	(341)	1,650
Goods	1,162	(24)	1,138	766	(51)	715
TOTAL INVENTORY AND WORK IN PROGRESS	**27,168**	**(6,018)**	**21,150**	**28,580**	**(5,847)**	**22,733**

Over the period, impairment net of reversals recognised in the income statement was €77 thousand.

4.11 Trade receivables

(In thousands of euros)	2014	2013
Trade receivables	55,257	54,559
Invoices to be drawn up	73,008	58,167
CUSTOMERS, GROSS VALUES	**128,265**	**112,726**
Impairment losses	(2,944)	(2,929)
TOTAL CUSTOMERS	**125,321**	**109,797**

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 €17.1 million, including €7.9 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	6,488	3,155	7,454	17,097

Of all these accounts, approximately €10.3 million was paid as at 15 February 2015. The Group is not aware of additional difficulties which might justify a provision.

4.12 Other current and non-current assets

	2014			2013
(In thousands of euros)	Gross values	Impairment losses	Net values	Net values
Current accounts receivable	10,433	(10,429)	5	8
TOTAL OTHER NON-CURRENT RECEIVABLES	**10,433**	**(10,429)**	**5**	**8**
Advances and down-payments made	2,968	-	2,968	1,196
Other receivables[(1)]	2,562	(653)	1,908	3,296
Social and tax receivables	7,200	-	7,200	6,628
Current accounts receivable	16	-	16	27
Prepaid expenses	2,669	-	2,669	1,587
TOTAL OTHER CURRENT RECEIVABLES	**15,415**	**(653)**	**14,762**	**12,734**

(1) Including outstanding subsidies receivable of €938 thousand.

4.13 Other current and non-current liabilities

(In thousands of euros)	2014	2013
Suppliers	35,731	34,991
Fixed asset suppliers	1,013	139
TOTAL TRADE PAYABLES	**36,744**	**35,130**
Advances and down-payments received	37,699	36,811
Social security liabilities	17,334	15,397
Tax liabilities	15,868	13,964
Current accounts payable	216	208
Miscellaneous debts	3,668	3,449
Deferred income	26,482	19,210
TOTAL OTHER CURRENT LIABILITIES	**101,266**	**89,040**
Conditional advances	1,804	3,452
TOTAL OTHER NON-CURRENT LIABILITIES	**1,804**	**3,452**
TAX PAYABLE	**492**	**278**

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 €3.4 million in research tax credits and €1.7 million in grants funding non-current assets not yet amortised.

4.14 Cash and cash equivalents

(In thousands of euros)	2014	2013
Marketable securities	1,467	11,026
Cash and cash equivalents	27,951	21,756
GROSS CASH (A)	**29,418**	**32,782**
Bank overdrafts B	1,577	1,475
CASH (C) = (A)-(B)	**27,841**	**31,307**
Financial debt D	53,717	45,797
NET CASH (NET DEBT) (C)-(D)	**(25,876)**	**(14,490)**
ECA treasury shares	734	1,250
GROUPE GORGÉ treasury shares	137	87
NET CASH (DEBT), ADJUSTED	**(25,005)**	**(13,153)**

4.15 Borrowings and financial debt

Changes in borrowings and financial debt

(In thousands of euros)	Start of period	Changes in scope	Increase	Decrease	Other changes	Closing
Finance lease liabilities	5,153	-	-	(707)	-	4,446
Convertible bonds	179	-	-	(142)	8	44
Other bonds	15,336	-	-	-	88	15,424
Bank borrowings	23,307	-	10,788	(2,762)	105	31,438
Other borrowings	1,822	11	787	(275)	20	2,364
Bank overdrafts	1,475	-	1,577	(1,475)	-	1,577
TOTAL FINANCIAL DEBT	**47,271**	**11**	**13,152**	**(5,360)**	**221**	**55,295**

Schedule of borrowings and financial debt

(In thousands of euros)	31/12/2014	< 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	> 5 years
Restatement of finance leases	4,446	737	769	777	786	465	912
Convertible bonds	44	-	-	-	45	-	-
Other bonds	15,424	-	-	100	14,191	400	734
Bank borrowings	31,438	5,238	3,854	13,874	3,736	2,531	2,204
Other borrowings	2,364	264	254	98	237	74	1,437
Bank overdrafts	1,577	1,577	-	-	-	-	-
TOTAL FINANCIAL DEBT	**55,295**	**7,816**	**4,878**	**14,849**	**18,994**	**3,470**	**5,287**

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 2014 involved:

- two new loans amounting to €4.8 million and €2.9 million taken out by GROUPE GORGÉ SA to refinance the acquisition of Deltamed and investments linked to digitalisation;
- a €2.2 million loan taken out by STONI to finance the complete renovation of the Mureaux site (CIMLEC, CLF-Satrem, AMOPSI and PRODWAYS).

"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 €27.8 million (€29.4 million in cash, minus €1.6 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%	6,320	2,812	48 quarterly instalments from June 2007
SG Leasing S.p.a. (leasing)	1.62% reviewable fixed-rate	2,250	1,512	179 monthly payments starting in 2007
LCL	E3M +1.2%	3,500	700	5 annual instalments from January 2011
LCL	E3M +1.2%	1,400	560	5 annual instalments from January 2012
LCL	E3M +1.2%	950	760	5 annual instalments from January 2014
CIC	3.05%	5,000	3,579	20 quarterly instalments from September 2013
OSEO-CDP	3.07%	5,000	4,750	20 quarterly instalments from October 2014
GIAC 2022 bond	E3M +3.05%	2,000	2,000	20 quarterly instalments from October 2017
MICADO October 2018 bond	5.75%	4,000	4,000	Bullet repayment October 2018
FEDERIS December 2018 bond	5.40%	10,000	10,000	Bullet repayment December 2018
Schuldschein	E6M +4.0%	10,000	10,000	Bullet repayment December 2017
BPI France	1.93%	2,900	2,900	20 quarterly instalments from March 2017
BNP PARIBAS	E3M +2.3%	4,800	4,570	20 quarterly instalments from October 2014
LCL	2.4%	2,200	2,200	179 monthly instalments from March 2015

Covenants associated with 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)	5,304	21,325	1,100
Financial assets(2)	-	564	-
Net position before hedging	5,304	20,761	1,100
Off-balance sheet	-	-	-
Net position after hedging	5,304	20,761	1,100

(1) Excluding funds that do not bear interest but including bank overdrafts amounting to €1.6 million.

(2) Excluding marketable securities for €1.5 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 €25.7 million as at 31 December 2014. A rise or fall of 100 basis points (1%) of all rates would have an impact of about +/-€257 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 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 2014. Financial debt in foreign currencies is marginal; only a few foreign subsidiaries having temporary bank overdrafts.

(In thousands of euros)	USD	CAD	Others
Assets	5,223	869	1,158
Liabilities	3,506	-	484
Net position before hedging	1,717	869	674
Off-balance sheet position	-	-	-
Net position after hedging	1,717	869	674

A uniform exchange rate with a rise or fall of 1 euro cent against the major currencies could have an impact of +/-€21 thousand on the net position, assuming a strict stability of assets and liabilities.

Market risk

Treasury shares are held by ECA (81,740 shares) and by GROUPE GORGÉ (7,599 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 €1.27 million, with the market value at 31 December 2014 of €0.87 million (including €0.1 million for treasury shares held by GROUPE GORGÉ and €0.8 million for those held by ECA).

A uniform change of 10% in share prices could have an impact on equity of €87 thousand compared with the position on 31 December 2014 (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	2014 income	Equity effect	Others	Closing
Rate swaps	29	-	-	(20)	-	9
CURRENT TOTAL	**29**	**-**	**-**	**(20)**	**-**	**9**
SERES purchase option	1,081	-	-	(310)	-	771
NON-CURRENT TOTAL	**1,081**	**-**	**-**	**(310)**	**-**	**771**

4.18 Equity

As at 31 December 2014, the share capital of GROUPE GORGÉ SA was €13,081,843, consisting of 13,081,843 shares, each with a nominal value of €1, fully paid-up and of which 7,040,354 shares have double voting rights.

Changes in capital

	Cumulative number of shares	Amount of capital *(in euros)*
Capital on 31/12/2012	12,731,843	12,731,843
Capital on 31/12/2013	12,731,843	12,731,843
Capital on 31/12/2014	13,081,843	13,081,843

Purchases by the issuer of its treasury shares

Share purchases made in 2014 were under the authorisation granted by the Shareholders' Meetings of 6 June 2013 or 18 June 2014.

On 31 December 2014, GROUPE GORGÉ SA held 7,599 treasury shares under a liquidity contract. On 31 December 2013, it held 4,037 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;
- providing securities in payment or exchange for external growth operations;
- stabilising the share's stock 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	41,000
Number of options exercised/cancelled during the year	0/0
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)*	116

Free share allocation plans	GROUPE GORGÉ 2014 Shareholders' Meeting	GROUPE GORGÉ 2011 Shareholders' Meeting	ECA 2009 Shareholders' Meeting	NUCLÉACTION 2010 Shareholders' Meeting
Number of recipients	2	3	17	2
Support share	GROUPE GORGÉ	GROUPE GORGÉ	ECA	NUCLÉACTION
Potential number of shares	30,000	49,000	30,000	8,100
Final allocations in the year/cancellations	0/0	0/0	0/0	0/0
Final allocations in the year cumulative/cancellations	0/0	42,000/7,000	26,750/3,250	3,240/4,860
Potential share balance	30,000	-	-	-
Date of establishment	May 2014	June 2011	December 2009	May 2010
Start of the acquisition period	May 2014	June 2011	December 2009	May 2010
End of the acquisition period	May 2016 and December 2016	June 2013	March 2012	June 2012
End of lock-up period	May 2018 and December 2018	June 2015	March 2014	June 2014
Potential value of the shares *(in thousands of euros)*	359	-	-	-

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 two-years following vesting.

4.20 Retirement and other post-employment benefits

The main parameters used for the year are as follows:

- (voluntary departure) departure at the employee's behest;
- calculation of compensation under the collective agreement in force in each of the companies (metallurgy, SYNTEC, etc.);
- assumed retirement age 65;
- discount rate 1.49%;
- 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.

Change in the obligation (in thousands of euros)	2014	2013
OPENING PROVISION	**5,221**	**5,066**
Cost of services provided for the period	382	461
Interest on discounting	161	119
Cost of services provided	-	17
Acquisition/Disposal	74	498
Profit/Loss relating to liquidation or curtailment	(181)	
Actuarial losses (gains) generated on the obligation	1,368	(850)
Benefits paid	(114)	(90)
CLOSING PROVISION	**6,911**	**5,221**

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 €506 thousand. An equivalent reduction would increase the obligation by €467 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 2014	**1,677**	**615**	**1,045**	**524**	**2,673**	**6,533**
Appropriations	40	435	116	138	680	1,440
Provisions used	(382)	(25)	(648)	(267)	(575)	(1,926)
Reversals	(808)	(57)	(23)	-	(637)	(1,525)
Impact on income for the period	**(1,150)**	**354**	**(555)**	**(129)**	**(531)**	**(2,012)**
Changes in scope	-	8	-	-	-	8
Other changes	(124)	-	-	124	32	32
Impact of changes in exchange rates	-	-	-	-	-	-
On 31 December 2014	**403**	**976**	**490**	**519**	**2,174**	**4,561**

4.22 Commitments and contingent liabilities

Off-balance sheet commitments related to ordinary activities

(in millions of euros)	2014	2013
Advance payment guarantees	-	26.8
Endorsements, security deposits and guarantees given	25.6	14.8
Other commitments given	-	3.4
TOTAL	**25.6**	**44.7**

Complex items

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.

On 16 April 2014, GROUPE GORGÉ acquired all shares comprising the share capital of INFOTRON, before contributing these INFOTRON shares to ECA on 3 June 2014. The assets and liabilities guarantee granted by REMOTE REWARD, the vendor of INFOTRON, was transferred to ECA. The term of this guarantee is equal to the statute of limitations for tax and personnel matters in respect of tax and personnel claims and expires on 14 April 2017 for other claims. It is capped at €1.5 million for the first year, after which the cap is reduced to €1 million from 15 April 2015 and to €500 thousand from 15 April 2016.

On 23 April 2014, GROUPE GORGÉ acquired all shares comprising the share capital of German company DELTAMED GmbH from various individual German shareholders and an American company, COSMEDENT. The vendors granted an assets and liabilities guarantee with a term of 18 months or 3 years depending on the nature of any claim. This guarantee is capped at €2,119 thousand in the first year, after which it is reduced to €1,059 thousand.

Other contractual obligations

	Total	Payments due per period		
Contractual obligations (in millions of euros)		Under 1 year	From 1 to 5 years	Over 5 years
Long-term debt	49.3	5.5	39.4	4.4
Finance lease obligations	4.4	0.7	2.8	0.9
Irrevocable purchase obligations	-	-	-	-
Other long-term obligations	-	-	-	-
TOTAL	**53.7**	**6.2**	**42.2**	**5.3**

Commitments received

None.

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

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	8.69%	€5,000 thousand	€3,579K
SERES TECHNOLOGIES	05/2012	05/2018	480	60%	€950 thousand	€760K

There is no other collateral, guarantee or security at the end of the 2014 financial year.

4.23 Corporation tax and deferred tax

Two tax consolidations are 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

(In thousands of euros)	
NET INCOME FROM CONTINUING OPERATIONS	**4,745**
Tax income/(expense)	(2,929)
Earnings of equity-accounted companies	860
Earnings before tax	8,533
Tax rate	33.33%
THEORETICAL TAX CHARGE	**(2,844)**
Reconciliation items	
Uncapitalised tax losses incurred for the period	(335)
Use of uncapitalised tax losses	1,113
Re-assessment of deferred tax assets	-
Differential rates France/Foreign countries and reduced rates	(47)
CVAE	(1,604)
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 restatement/cancellation on tax credit	1,726
Other permanent differences	(939)
ACTUAL NET TAX INCOME (EXPENSE)	**(2,929)**

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

Breakdown of tax expense

(In thousands of euros)	2014	2013
Deferred tax liabilities	302	630
Taxes payable	(3,231)	(3,263)
TAX EXPENSE	**(2,929)**	**(2,633)**

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 €1,515 thousand in 2013 and €1,406 thousand in 2013.

Underlying tax position

Bases (in millions of euros)	2014	2013
Ordinary deficits	6.1	8.5
TOTAL	**6.1**	**8.5**

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)	2014	2013
Differences over time		
Retirement and related benefits	2,217	1,338
Development costs	(6,462)	(6,394)
Grants	29	84
Finance leases	184	290
Derivative financial instruments	(184)	(228)
Fair value - IFRS 3	36	1,033
Others	179	638
SUB-TOTAL	**(4,001)**	**(3,240)**
Temporary differences and other restatements	1,487	1,332
Deficits carried forward	5,221	4,518
CVAE	(114)	(134)
TOTAL	**2,593**	**2,476**
DEFERRED TAX LIABILITIES	**(2,253)**	**(1,947)**
DEFERRED TAX ASSETS	**4,846**	**4,423**

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)	2014	2013
Tax receivables	12,277	7,545
Tax payable	(492)	(278)
NET TAX RECEIVABLE/(DUE)	**11,785**	**7,267**

Tax receivables consist mainly of research tax credits for €9.3 million which have not been deducted from tax payable.

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	Main Directors	CBG CONSEIL
2014 INCOME STATEMENT					
Revenue	392	-	-	-	-
Other income	-	-	34	-	-
Purchases and external charges	(392)	-	-	-	72
Financial income	-	-	-	-	-
Income from discontinued operations	-	-	-	-	-
2014 BALANCE SHEET					
Trade accounts receivable	180	-	-	-	-
Debtors	-	-	-	507	-
Suppliers	296	-	-	-	7
Creditors	-	-	-	-	-
Deposits and guarantees received	14	2	8	-	-

PÉLICAN VENTURE is a holding company, and the main shareholder of GROUPE GORGÉ. Its Chairman is Jean-Pierre GORGÉ. SOPROMEC is a subsidiary of PÉLICAN VENTURE. FONDELIA is a subsidiary of SOPROMEC. CBG Conseil is owned and chaired by Catherine Gorgé, a director of Groupe Gorgé.

Management remuneration

The members of the Board of Directors of GROUPE GORGÉ received Director's fees for a total amount of €57,500 thousand

The executive corporate officers did not receive any other remuneration from GROUPE GORGÉ for the 2014 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 €256,880 and €10,719 in benefits in kind, part of which corresponds to the provision of services to GROUPE GORGÉ.

NOTE 5 OTHER NOTES

5.1 Workforce

	31/12/2014	31/12/2013
Total workforce	1,363	1,286

As at 31 December 2014, 124 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.

In July 2013, a fire destroyed the DEPALOR particleboard production plant in Phalsbourg. Some fire protection systems at the fire's initial break-out point are thought to have failed to function. DEPALOR and its insurance company launched a court-ordered appraisal against the various specialist companies responsible for the design, maintenance, verification and occasional work on the fire extinguishing systems and their respective insurance companies. The appraiser must in particular look for the origin and causes of the fire and the causes of any malfunctions of the fire protection systems on the day of the fire and determine their impact on the claim. Although it considers that it is without blame in this affair, CLF Satrem is one of the companies concerned by the appraisal since it had initiated renovation works to the DEPALOR plant 30 years previously and carried out occasional works on the site. The technical appraisal is still ongoing. The costing of the loss alleged by DEPALOR is also still ongoing and is expected to amount to several tens of millions of euros.

In April 2008, CIMLEC Industrie signed a contract with ETS Communication for an unlimited telephone service as well as the renting of the equipment required for the supply of this service from a leasing company. The entire telephone service and the lease financing came to a total amount of €500,000. On the strength of an acceptance report allegedly signed by CIMLEC Industrie, the leasing company Franfinance began to deduct the rent payments although the telephone equipment had not been delivered and the unlimited telephone service had not begun. CIMLEC Industrie stopped the payments and ended up rescinding the contract. ETS Communication was placed under court-ordered liquidation. FRANFINANCE took CIMLEC Industrie before the Commercial Court to claim approximately €470,000 from Cimlec Industrie for the implementation of the lease financing contract until its term. Since CIMLEC Industrie had filed a complaint for forgery and fraud against FRANFINANCE, the Commercial Court has issued a stay of proceedings while waiting for the outcome of the penal proceedings. In any event, CIMLEC Industrie considers that Franfinance cannot expect to obtain the full compensation for a contract when none of the services covered by the contract were provided.

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. MINERVA appealed this decision but the appeal was dismissed in November 2014. MINERVA made a further appeal in January 2015.

It had been mentioned in the notes to the consolidated financial statements as at 31 December 2013 that the subsidiary ECA EN had obtained in its favour, the condemnation of its lessor to pay a penalty of €3 million as a result of uncompleted asbestos removal works. The expected recovery difficulties were confirmed, the lessor being now under insolvency proceedings. This dispute has no impact on the financial statements of the Group, which has not recorded any receivable against the defaulting lessor. ECA EN has undertaken to move premises. This should be completed in the first half of 2015.

5.3 Subsequent events

In 2015, the subsidiaries ECA Sinters and ECA CNAI will be moving to shared premises that are being completed and which they will be renting. The lessor of ECA Sinters's current premises is claiming compensation of approximately €740,000 for refurbishment. ECA Sinters is contesting all the demands made by the lessor. Discussions are under way and ECA Sinters will institute the legal proceedings necessary to enforce its rights.

On 26 March 2015, GROUPE GORGÉ announced that it had acquired INITIAL and the British start-up NORGE Systems to supplement the 3D printing offering and to reinforce the division's skills.

No other significant event took place between 31 December 2014 and the date of the meeting of the Board of Directors which approved the consolidated financial statements.

3.1.2 Statutory Auditors' report on the consolidated financial statements

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the financial year ended December 31, 2014, on:

- The audit of the accompanying consolidated financial statements of Groupe Gorgé;
- The basis for 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, 2014 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 2013 and those presented for comparison » of the consolidated financial statements, outlining the changes to the 2013 financial statements related to the retrospective correction of the 2012 financial statements.

II – Basis 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:

- 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, in 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 2013 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 17, 2015

The statutory auditors

COREVISE	MAZARS
Hélène KERMORGAN	Daniel ESCUDEIRO

3.2 Separate financial statements

3.2.1 GROUPE GORGÉ SA separate financial statements at 31 december 2014

Assets

(In thousands of euros)	2014 Gross	2014 Depreciation, amortisation and provisions	2014 Net	2013
Intangible assets	191	15	176	5
Property, plant and equipment	331	145	186	196
Equity securities	69,114	8,275	60,839	52,364
Receivables related to shareholdings	20,698	-	20,698	-
Other long-term investments	1,544	1,034	510	366
NON-CURRENT ASSETS	**91,878**	**9,469**	**82,409**	**52,930**
Trade receivables	2,216	-	2,216	935
Other trade receivables	15,622	4,620	11,002	6,701
Treasury shares	142	5	137	77
Cash and cash equivalents	10,433	-	10,433	14,391
CURRENT ASSETS	**28,413**	**4,625**	**23,788**	**22,104**
Prepaid expenses	74	-	74	67
TOTAL ASSETS	**120,365**	**14,094**	**106,271**	**75,102**

Liabilities

(In thousands of euros)	2014	2013
Share capital	13,082	12,732
Share premiums	17,729	11,306
Legal reserve	1,288	1,273
Other reserves	290	290
Retained earnings	1,313	-
INCOME (LOSS) FOR THE PERIOD	**24,300**	**5,480**
EQUITY	**58,002**	**31,081**
PROVISIONS FOR RISKS AND CHARGES	**500**	**250**
Other bonds	14,000	14,000
Bank borrowings	27,819	22,723
Other borrowings	211	191
Suppliers	965	480
Tax and social security liabilities	2,356	1,554
Other liabilities	2,418	4,823
TOTAL DEBT	**47,769**	**43,771**
TOTAL LIABILITIES	**106,271**	**75,102**

Income statement

(In thousands of euros)	2014	2013
REVENUE	**3,107**	**2,546**
Reversals of provisions, expense transfers and other income	1	2
TOTAL OPERATING INCOME	**3,108**	**2,548**
Other purchases and external charges	2,021	1,268
Taxes and similar payments	109	107
Payroll expense	1,213	936
DEPRECIATION, AMORTISATION AND PROVISIONS:		
non-current assets	30	36
current assets	-	-
Other expenses	48	60
TOTAL OPERATING EXPENSES	**3,421**	**2,407**
OPERATING INCOME	**(314)**	**141**
FINANCIAL INCOME	**2,333**	**2,746**
INCOME FROM CONTINUING OPERATIONS BEFORE TAX	**2,019**	**2,887**
NON-RECURRING INCOME	**20,628**	**914**
Income tax	1,653	1,678
NET INCOME	**24,300**	**5,480**

Notes to the separate 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 2014.

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

- the total net balance sheet amount for the financial year ended 31 December 2014 is €106,270,162.60;
- the income statement presented in list form shows a profit of €24,299,933.94.

The Board of Directors approved the annual financial statements of GROUPE GORGÉ on 31 March 2015.

NOTE 1 SIGNIFICANT EVENTS

1/ New subsidiary established; acquisition of 100% of DELTAMED in May 2014 and creation of a new 3D Printing division

In May 2014 a new subsidiary was established, the PRODWAYS group. This subsidiary acquired DELTAMED, a company specialising in the manufacture of photosensitive products for medical and industrial applications. Its photosensitive resins are used for 3D printing. In 2013, DELTAMED generated revenue of €2.9 million.

PRODWAYS group became the lead company in the 3D Printing division with the contribution by GROUPE GORGÉ of all the PRODWAYS securities held by its shareholders. This division therefore includes PRODWAYS, DELTAMED and the company PRODWAYS ENTREPRENEURS, created in June 2014, whose purpose is to acquire equity stakes in companies active in this sector.

GROUPE GORGÉ holds 96.5% of PRODWAYS group, which fully owns its three subsidiaries.

2/ Acquisition of 100% of INFOTRON in May 2014; transfer of this company to ECA SA

INFOTRON develops and markets rotary-wing unmanned aerial vehicles and was acquired to supplement ECA's drone offering. INFOTRON was initially acquired by GROUPE GORGÉ, paid for partly in cash (€2.5 million) and partly in ECA securities (€4.6 million). GROUPE GORGÉ then transferred INFOTRON to its subsidiary ECA under the same terms. Consequently, GROUPE GORGÉ's stake in ECA fell from 63.88% at 31 December 2013 to 61.17% after this transaction.

3/ Setting up of an optional equity line

GROUPE GORGÉ set up an optional equity line, enabling it to issue new shares in tranches up to a limit of 635,000 shares. This line was set up with KEPLER CHEUVREUX, which made a firm undertaking to subscribe at the request of GROUPE GORGÉ. The issue price for each tranche is set according to the weighted average cost at the time of issue, with a discount of 5%. The line is valid for 24 months from March 2014. During 2014, 350,000 new shares were issued by GROUPE GORGÉ.

4/ Creation of a PSI holding company

As part of the process to reorganise the Group's legal ownership structure, a subsidiary holding company of GROUPE GORGÉ, called BALISCO (formerly FINU 5) was established to head up the Industrial Projects & Services division. Some of the companies in the division have already been grouped together by GROUPE GORGÉ disposing of its securities, and these transactions will be completed in 2015. A gain of €16.9 million has been reported; the amounts receivable corresponding to the disposals appear in the line "Receivables related to shareholdings" in the statement of financial position.

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 the French accounting standards authority (ANC) regulation 2014-03, regarding the revised chart of accounts in use at the end of the accounting period, and using the following basic assumptions:

- going concern;
- consistency of accounting methods;
- 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 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
COMMERCY ROBOTIQUE	1 January 2011
CLF Satrem	1 January 2012
BALISCO (formerly FINU 5)	1 January 2014

As at 31 December 2014, the taxable income of the integrated entity was €975 thousand (after deduction of €1,975 thousand of losses carried forward, this amount being determined in accordance with tax legislation). The previous accumulated losses totalled €16,163 thousand. Consequently, GROUPE GORGÉ, as the head of the Group, paid income tax amounting to €325 thousand. At the same time, income of €2,100 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 €14,188 thousand.

Tax credit for encouraging competitiveness and jobs (CICE)

The tax credit for encouraging competitiveness and jobs (Crédit d'Impôt pour la Compétitivité et l'Emploi - CICE), which amounted to €2 thousand, was recognised against employee benefits expense, in accordance with the recommendations of the ANC (Autorité des Normes Comptables) in its information notice dated 28 February 2013. It was used to increase equity.

NOTE 3 NOTES TO THE BALANCE SHEET AND INCOME STATEMENT

3.1 Statement of non-current assets

Gross values (in thousands of euros)	Start of period	Increase	Decrease	End of period
INTANGIBLE ASSETS				
Other intangible assets	19	172	-	191
TOTAL	**19**	**172**	**-**	**191**
PROPERTY, PLANT AND EQUIPMENT				
Other property, plant and equipment	312	19	-	331
TOTAL	**312**	**19**	**-**	**331**
LONG-TERM INVESTMENTS				
Equity securities	58,749	29,044	18,679	69,114
Receivables related to shareholdings	-	20,698	-	20,698
Loans	1,034	-	-	1,034
Other long-term investments	366	185	41	510
TOTAL	**60,149**	**49,927**	**18,720**	**91,356**

The increases in equity securities are explained by:

- an increase in the share capital of PRODWAYS (€2,250 thousand) by incorporation of the current account;
- increases in the share capital of PRODWAYS group (€15,167 thousand) by incorporation of the current account and in remuneration of the transfer of PRODWAYS securities;
- the acquisition of INFOTRON securities (€7,060 thousand);
- an increase in the share capital of ECA (€4,560 thousand) in partial remuneration of the transfer of INFOTRON securities.

The decreases in equity securities are justified mainly by:

- the transfer of securities in AI GROUP, CIMLEC and CLF Satrem to FINU 5, a fully owned subsidiary of GROUPE GORGÉ. This transfer was in return for a vendor loan entered in the line “Receivables related to shareholdings”;
- the impact of the transfer of PRODWAYS and INFOTRON securities respectively to PRODWAYS group and ECA

3.2 Statement of depreciation and amortisation

Depreciation and amortisation for the financial year was €30 thousand and related exclusively to the straight-line impairment of fittings and of office and computer equipment.

Total depreciation and amortisation as at 31 December 2014 was €160 thousand.

3.3 Statement of provisions

(In thousands of euros)	Start of period	Increase	Decrease	End of period
Provisions for risks and charges	250	250	-	500
TOTAL (1)	**250**	**250**	**-**	**500**
Impairments:				
• equity securities	6,385	1,890	-	8,275
• long-term investments	1,034	-	-	1,034
• other receivables	5,500	-	880	4,620
• treasury shares	-	5	-	5
TOTAL (2)	**12,919**	**1,895**	**880**	**13,934**
GRAND TOTAL (1)+(2)	**13,169**	**2,145**	**880**	**14,434**

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;
- the STONI securities €1,890 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 €10,433 thousand as at 31 December 2014, comprises:

- term deposits of €6,861 thousand (including interest receivable of €11 thousand);
- cash and cash equivalents €3,572 thousand.

GROUPE GORGÉ owns 7,599 treasury shares under a liquidity contract managed by Gilbert DUPONT. A provision of €5 thousand was recognised so that the net value of these shares is equal to their stock market value.

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
Receivables related to shareholdings	20,698	-	20,698
Other long-term investments	510	-	510
Other trade receivables	2,216	2,216	-
Social security and other organisations	1	1	-
State and other government authorities:			
• Income tax	2,800	749	2,051
• Value-added tax	194	194	-
Group and associated companies	12,082	7,462	4,620
Other receivables	545	545	-
Prepaid expenses	74	74	-
TOTAL	**40,154**	**11,241**	**28,913**

Receivables due in more than 1 year mainly concerns the vendor loan entered into with FINU 5, impaired receivables in the ex-subsidiaries and tax credits receivable by 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	27,819	4,072	3,426	13,781	3,295	2,089	1,156
Other borrowings and financial debt	211	187	-	-	-	-	24
Trade payables	965	965	-	-	-	-	-
Employees	113	113	-	-	-	-	-
Social security and other social services	178	178	-	-	-	-	-
State and other government authorities:							
• Income tax	1,244	948	296	-	-	-	-
• • Value-added tax	354	354	-	-	-	-	-
• • Other taxes and similar payments	467	467	-	-	-	-	-
Group and associated companies	2,325	2,325	-	-	-	-	-
Other liabilities	93	93	-	-	-	-	-
TOTAL	**47,769**	**9,702**	**3,722**	**13,781**	**17,295**	**2,089**	**1,180**

Accrued liabilities by balance sheet item

(In thousands of euros)	Amount
Other borrowings	187
Suppliers	175
Tax and social security liabilities	648
Other liabilities	60
TOTAL	**1,070**

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 2014 are as follows:

(In thousands of euros)	Directors	Subsidiaries	PÉLICAN VENTURE
Receivables related to shareholdings	-	20,698	-
Trade accounts receivable	-	2,032	180
Current accounts receivable	-	7,462	-
Other receivables	-	38	-
Deposits and guarantees received	-	10	14
Suppliers	-	225	296
Current accounts payable	-	2,325	-
Revenue	-	2,694	392
Investment income	-	5,398	-
Other financial income	-	345	-
Purchases and external charges	-	188	392
Director's fees	57	-	-
Financial expense	-	79	-

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	350	-	-	13,082
Share premiums	11,306	6,423	-	-	17,729
Legal reserves	1,273	-	15	-	1,288
Other reserves	290	-	-	-	290
Retained earnings	-	-	1,313	-	1,313
N-1 income	5,480	-	(1,328)	(4,152)	-
TOTAL	**31,081**	**6,773**	**-**	**(4,152)**	**33,702**
Income (loss) for the period					24,300
TOTAL EQUITY AT END OF PERIOD					**58,002**

3.8 Breakdown of financial income

(In thousands of euros)	2014	2013
Investment income(1)	5,471	4,182
Net income from financial investments	436	527
Interest expense	(1,590)	(1,971)
FINANCIAL INCOME BEFORE PROVISIONS	**4,228**	**2,737**
Reversals of provisions	-	9
Provisions for impairment of equity securities(2)	(1,890)	-
Provisions for impairment of marketable securities	(5)	-
FINANCIAL INCOME	**2,333**	**2,746**

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

(2) Concerns a provision on STONI securities.

3.9 Breakdown of non-recurring income

(In thousands of euros)	2014	2013
Capital gains and losses on asset disposals(1)	20,767	(165)
Non-recurring income from management operations(2)	(769)	(181)
NON-RECURRING INCOME BEFORE PROVISIONS	**19,998**	**(346)**
Reversals of provisions(3)	880	1,510
Provisions(4)	(250)	(250)
NON-RECURRING INCOME	**20,628**	**914**

(1) In 2014, concerns the net gains realised on the disposal of CLF-Satrem, AI GROUP, CIMLEC and ECA securities; in 2013, concerns a loss realised on the disposal of FAURE QEI securities.

(2) In 2014, includes a loss on sales of receivables in respect of FAURE QEI for €880 thousand.

(3) Reversal of impairment losses on receivables in respect of FAURE QEI.

(4) In 2014, concerns a provision for risk.

NOTE 4 OTHER INFORMATION

4.1 List of subsidiaries and equity interests

(In thousands of euros)	Capital *Equity*	Share *Dividends*	Gross value of securities *Net value of securities*	Loans, advances *Guarantees*	Revenue *Income*
ECA	4,425.5	61.17%	33,564.3	-	2,531.4
	57,269.6	*1,624.3*	*33,564.3*	-	*5,217.2*
MARINE INTERIM	100	34%	34	-	2,032.9
	256.7	-	*34*	-	76.4
NUCLÉACTION	273.2	98.81%	7.5	22.8	534.2
	2,751.4	*2,173.9*	*7.5*	-	*2,392.1*
STONI	37.5	100%	5,690	-	418.6
	133.6	*400*	*3,800*	*5,800*	*(158.7)*
SCI CARRIÈRES	1	100%	2,844	640.3	-
	(222.4)	-	*914*	-	*(50.8)*
SCI DES PORTES	1	99%	1	125.8	85.9
	(120.6)	-	*1*	-	*(30.2)*
SERES TECHNOLOGIES	80	60%	950	-	1,894.5
	159.2	-	*950*	-	*(5.4)*
GORGÉ EUROPE INVESTMENT	700	100%	6,349.9	25	-
	6,462.7	-	*6,349.9*	-	*171.2*
BALISCO (formerly FINU 5)	5	100%	5	20,625	-
	(71.8)	-	*5*	-	*(75)*
AMOPSI	50	80%	40	-	413.9
	102	-	*40*	-	*39.7*
PRODWAYS GROUP	15,717.3	96.5%	15,167.3	19.4	-
	15,355.2	-	*15,167.3*	-	*(362)*
FINU 8	1	100%	1	0.8	-
	(1.1)	-	*1*	-	*(2.1)*
FINU 9	5	100%	5	0.8	-
	2.9	-	*5*	-	*(2.1)*

4.2 Off-balance sheet items

4.2.1 Off-balance sheet commitments related to ordinary activities

- €2,776 thousand in guarantees given to banking institutions for loans granted to CIMLEC.
- €2,000 thousand in guarantees given to banking institutions for loans granted to COMMERCY ROBOTIQUE.
- €5,800 thousand in guarantees given to banking institutions for loans granted to STONI.
- €2,000 thousand in guarantees given to a financial institution to secure a BAUMERT bond.
- Other guarantees totalling €790 thousand.

4.2.2 Complex items

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.

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 has owned 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.

4.2.3 Financial covenants

GROUPE GORGÉ owes LCL €2.0 million in residual debt (including €1.0 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 €22 thousand at the closing date.

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 2014, the notional amount was €4,760 thousand and the swap's market value was -€10 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 outstanding share capital is €3,579 thousand.

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:

	2014	2013
Average workforce used	7	8
of which higher managerial and professional positions	6	6
of which technicians and supervisors	1	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 €57,500.

The officers and Directors did not receive any remuneration from GROUPE GORGÉ for the 2014 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 €388,880 and €15,629 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.

4.7 Subsequent events

No major event took place between 31 December 2014 and the date of the meeting of the Board of Directors which approved the separate financial statements.

4.8 Statutory Auditors' fees

For the 2014 financial year, the fees for GROUPE GORGÉ's two Statutory Auditors were €162 thousand.

3.2.2 Statutory Auditors' report on the separate financial statements:

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 2014, 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. Audit opinion on the separate 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, 2014 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:

n On December 31, 2014 the balance sheet showed a total of 60 839 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 favor, 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 17, 2015

Statutory Auditors

COREVISE	**MAZARS**
Hélène KERMORGANT	Daniel ESCUDEIRO

INFORMATION ABOUT THE COMPANY, ITS CAPITAL AND SHAREHOLDERS

4

4.1 Information about the Company

4.1.1 General information

Company name

GROUPE GORGÉ SA.

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

Place of registration and registration number

RCS Paris 348 541 186

Code ISIN FR0000062671- GOE

Date of incorporation and term

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

Registered office, legal form and applicable law

Address of registered office: 19, rue du Quatre-Septembre, 75002 Paris, France.

Telephone: +33 (0) 1 44 77 94 77.

The Company is a limited liability Company (*société anonyme*) under French law with a Board of Directors.

4.1.2 Corporate charter and Articles of Incorporation

Corporate object

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;
- generally, enter into any transactions that are directly or indirectly related to these purposes or similar or related purposes.

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 3 to 18 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 in 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.

Rights, privileges and restrictions attaching to each class of the existing 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)

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.

Shareholders' Meetings

"The 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.

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 meeting is made fifteen days prior to the 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 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 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 at the latest five days prior to the date of the 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.)

Crossing of ownership thresholds

At the Combined Shareholders' Meeting of 17 June 2015, shareholders will be asked to amend Article 10 of the bylaws in order to add an obligation to disclose the crossing of the statutory shareholding thresholds of 2%, 3% and 4%, as follows:

"6. In addition to the rules laid down on the crossing of thresholds, any physical or legal person who, alone or together, comes to hold or ceases to hold, in any manner whatsoever, a number of shares representing more than 2%, 3% or 4% of the capital or voting rights, is required to notify the Company within a period of ten calendar days from the crossing of one of these thresholds, of the number of shares, securities giving access to the capital and voting rights attached thereto, that it holds. For the purposes of application of this statutory obligation, the participation thresholds are determined under the same conditions as legal participation thresholds.

In the event of non-compliance with the statutory requirement, the shares exceeding the undeclared fraction are deprived of voting rights for any Shareholders' Meeting held up until the expiry of a period of two years following the date of regularisation, at the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding 5% at least of the share capital."

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.

4.2 Share capital

4.2.1 Amount of subscribed share capital and potential share capital

As at 31 December 2014, the Company's share capital comprised 13,081,843 fully-paid up shares of a nominal value of €1.00 each.

On 3 March 2014, GROUPE GORGÉ set up a multi-year equity line of financing with KEPLER CHEUVREUX. Under this mechanism, KEPLER CHEUVREUX subscribed for 635,000 equity warrants. As at 31 December 2014, 350,000 warrants had been exercised and 285,000 warrants could be potentially still be exercised.

On 12 May 2014, the Company awarded a maximum total number of 30,000 free shares to employees of a GROUPE GORGÉ subsidiary. At the end of the two-year vesting period, provided that the performance and presence conditions defined by the Board have been met, the capital may be potentially increased by 30,000 shares (the Board however reserves the option of awarding existing shares rather than new shares to be issued).

A free share allocation plan was approved by the Board of Directors on 12 May 2014. A total of 30,000 free shares were awarded to two employees of a subsidiary, subject to presence and performance conditions.

There are no potential shares, other than those mentioned above, relating to stock option, share subscription warrant or free share allocation plans, or other securities that may be convertible, exchangeable or associated with subscription warrants, or acquisition rights and/or obligations attached to subscribed but not paid up capital.

Subscription options for the share capital of our subsidiary, ECA, had been granted to employees and managers of the ECA group. This stock option plan expired on 31 March 2015 and 7,000 options were exercised at end-March 2015.

4.2.2 Treasury shares

Share buybacks

The purchase of shares in 2014 took place under the authorisations obtained during the Shareholders' Meetings held on 6 June 2013 and 18 June 2014.

a) Number of shares bought 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 2014, 47,906 shares of GROUPE GORGÉ were repurchased by the Company as part of the authorisation granted by the Combined Shareholders' Meeting held on 6 June 2013 and 194,359 were repurchased under the authorisation granted by the Combined Shareholders' Meeting held on 18 June 2014.

As such, a total of 242,265 shares of GROUPE GORGÉ were repurchased during 2014 at an average price of €18.941 per share, at a total cost of €4,588,861:

- 47,906 shares of GROUPE GORGÉ were repurchased at an average price of €19.46 per share in order to stabilise the stock market price, which amounted to a total cost of €932,345, under the authorisation granted by the Shareholders' Meeting held on 6 June 2013;

- 194,359 shares of GROUPE GORGÉ were repurchased at an average price of €18.81 per share in order to stabilise the stock market price, which amounted to a total cost of €3,656,516, under the authorisation granted by the Shareholders' Meeting held on 18 June 2014.

238,703 shares of GROUPE GORGÉ were sold in 2014 at an average price of €18.827 per share under the liquidity contract.

b) Trading charges:

In 2014, 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 2014, GROUPE GORGÉ held 7,599 treasury shares (representing 0.06% of its share capital), recorded at €136,858 in the statement of financial position (stock market price of €18.01 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 13,081,843 shares making up the share capital as of 31 December 2014.

The treasury shares are recorded in the balance sheet of GROUPE GORGÉ SA under "Marketable securities".

d) Cancellation of Company shares during the 2014 financial year:

In 2014, the Company did not use the authorisations granted by the Combined Shareholders' Meetings held on 6 June 2013 and 18 June 2014 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.

f) Possible reallocation for other purposes decided during the 2014 financial year: none

Renewal of the share repurchase programme – description of the share repurchase programme

Shareholders will be asked at the Shareholders' Meeting of 17 June 2015 to authorise the Board of Directors, with the option to sub-delegate, to renew the programme for the repurchase of the Company's shares (eighth resolution).

The purpose of this authorisation is to enable the Company to trade in its own shares, as provided for by law, in order to:

- stimulate the secondary market or the liquidity of GROUPE GORGÉ shares through an investment service provider in a liquidity contract that complies with the Code of Ethics charter of the French association of financial market professionals (AMAFI) admitted by the French Financial Markets Authority (AMF);
- retain the purchased shares and allocate them in payment or exchange within the framework of potential external growth transactions;
- ensure the coverage of stock option plans and/or bonus share allotments (or related plans) for Group employees and/or corporate officers as well as all share allotments to Group or Company savings plans (or related plans), under profit-sharing schemes and and/or all other forms of share allotment to Group employees and/or corporate officers;
- ensure the coverage of securities giving rights to the allocation of Company shares in line with applicable regulations;
- cancel shares purchased, subject to authorisation to be granted by this Shareholders' Meeting in its ninth extraordinary resolution;
- implement any market practice approved by the French Financial Markets Authority.

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 cancel and replace any prior delegation of authority to the Board of Directors to allow the Company to trade in its own 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.

4.2.3 Additional information on the share capital

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 F	10,500,000 F
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) F	34,429,500 F
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
30 June 2009	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
	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 of 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 by exercising share issue warrants	12,731,843	12,731,843	1	1,011,167.45	12,731,843
26 March 2014	Capital increase by exercising share issue warrants	12,731,843	12,781,843	1	1,769,798.00	12,781,843
3 April 2014	Capital increase by exercising share issue warrants	12,781,843	12,981,843	1	1,852,223.10	12,981,843
15 July 2014	Capital increase by exercising share issue warrants	12,981,843	13,031,843	1	854,808.15	13,031,843
8 December 2014	Capital increase by exercising share issue warrants	13,031,843	13,081,843	1	934,437.50	13,081,843
9 April 2015	Capital increase by exercising share issue warrants	13,081,843	13,156,843	1	1,519,302.30	13,156,843
15 April 2015	Capital increase by exercising share issue warrants	13,156,843	13,181,843	1	506,434.10	13,181,843

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 18/06/2014 (7th 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 2015	€5,000,000(1) €50,000,000(1) (debt securities giving access to share capital)	None
Shareholders' Meeting of 18/06/2014 (8th 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 by public offering	Shareholders' Meeting approving the financial statements for 2015	€5,000,000(2) €50,000,000(2) (debt securities giving access to share capital)	None
Shareholders' Meeting of 18/06/2014 (9th resolution)	Delegation of authority to issue through an offering as defined in Article L. 411-2 II of the French Monetary and Financial Code, shares and/or securities giving access to the share capital of the Company (private placement), waiving shareholders' pre-emptive subscription rights	Shareholders' Meeting approving the financial statements for 2015	€5,000,000 (subject to the statutory limit)(2) €50,000,000(2) (debt securities giving access to share capital)	None
Shareholders' Meeting of 18/06/2014 (10th 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 2015	15% of the amount of the original issue	None
Shareholders' Meeting of 18/06/2014 (11th resolution)	Authorisation for the purpose of increasing the share capital of the Company on one or more occasions in order to pay for contributions of securities in the event of a public exchange offer or contributions in kind	18/08/2016	10% of share capital in the case of contributions in kind(2)	None
Shareholders' Meeting of 18/06/2014 (12th resolution)	Authorisation for the purpose of granting options for the subscription or purchase of shares	Shareholders' Meeting approving the financial statements for 2015	5% of the Company share capital (with a charge on the bonus shares that would be allocated if needed by virtue of the 13th resolution)	None
Shareholders' Meeting of 18/06/2014 (13th resolution)	Authorisation for the purpose of allocating existing bonus shares or bonus shares to be issued	Shareholders' Meeting approving the financial statements for 2015	5% of the Company share capital (with a charge on the stock options that would be allocated if needed by virtue of the 12th resolution)	None

(1) With a charge to the maximum nominal amount of share capital increases likely to be implemented by application of the 8th, 9th, 10th and 11th resolutions.
(2) With a charge to the overall ceiling provided for by the 7th resolution.

4.3 Shareholding

4.3.1 Breakdown of share capital and voting rights

The distribution of capital and voting rights as of 31 December 2014 is as follows:

	31 December 2014				31 December 2013			
	Shares	% of share capital	Voting rights exercisable at the Shareholders' Meeting[2]	% voting rights exercisable at the Shareholders' Meeting	Shares	% of share capital	Voting rights exercisable at the Shareholders' Meeting[2]	% voting rights exercisable at the Shareholders' Meeting
GORGÉ family[1]	7,583,125	57.97%	14,514,038	72.16%	8,313,018	65.29%	15,913,490	77.72%
Bpifrance	1,088,939	8.32%	1,088,939	5.41%	1,069,519	8.40%	1,069,519	5.22%
Subtotal GORGÉ and Bpifrance combined	8,672,064	66.29%	15,602,977	77.57%	9,382,537	73.69%	16,983,009	82.94%
Treasury shares	7,599	0.06%	-	-	4,037	0.03%	-	-
Public	4,402,180	33.65%	4,511,621	22.43%	3,345,269	26.27%	3,492,186	17.06%
TOTAL	**13,081,843**	**100%**	**20,114,598**	**100%**	**12,731,843**	**100%**	**20,475,195**	**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 (286,474 shares) as well as shares held by PÉLICAN VENTURE SAS, a holding company controlled by three members of the GORGÉ family.*

(2) *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.*

To the Company's knowledge, there has been no significant change in the shareholding since the reporting date and 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.

4.3.2 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 certain number of shares with double voting rights.

A constitutive protocol of concerted action was entered in December 2011 by Bpifrance (previously *FONDS STRATÉGIQUE D'INVESTISSEMENT*) on the one hand and PÉLICAN VENTURE, Jean-Pierre GORGÉ and Raphaël GORGÉ on the other hand.

Bpifrance (formerly *FONDS STRATÉGIQUE D'INVESTISSEMENT*), 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 ECA for as long as Bpifrance remains a shareholder of GROUPE GORGÉ. 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 French Financial Markets Authority (*Autorité des Marchés Financiers* - AMF) published on its website the main provisions of the shareholders' agreement (AMF Decision and Notification No. 212C0011).

There are no other shareholders' agreements. There are also no statutory restrictions for exercising voting rights and share transfers.

To the Company's knowledge, there is currently no agreement that could result in a change of control.

4.3.3 Controlling shareholders

The Company is controlled by the Gorgé family.

There are two independent administrators on the GROUPE GORGÉ Board of Directors. Having independent Directors (who have no association with the Company, its group or its management that is such as to influence their free judgement) ensures that there is no abuse or misuse of power as these independent Directors could take the appropriate action if any such abuse were discovered. One of these Directors is also Chairman of the Company's Audit Committee.

4.3.4 Information liable to have an impact in the event of a public offer

Holders of shares registered in their names for more than four years enjoy double voting rights.

4.3.5 Employee shareholding

The Group's existing share subscription or purchase option plans, free shares grant plans or warrant grant plans are described in Note 4.19 of the Notes to the consolidated financial statements.

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.

4.4 Financial communication (financial agenda, share performance, dividend policy, etc.)

4.4.1 Stock market information

Change in price and volume traded on Euronext

Month	Highest *(in euros)*	Lowest *(in euros)*	Number of shares traded	Capital *(in thousands of euros)*
January 2014	26.750	16.320	1,450,473	31,168.69
February 2014	24.550	18.800	621,907	13,396.41
March 2014	24.870	18.580	658,402	13,889.83
April 2014	22.300	19.550	472,140	9,997.26
May 2014	22.500	20.010	294,643	6,262.63
June 2014	21.650	19.600	355,803	7,416.27
July 2014	21.100	16.500	375,656	7,120.94
August 2014	19.140	14.600	292,565	4,795.33
September 2014	20.400	18.350	280,366	5,514.59
October 2014	20.000	17.400	475,773	8,955.92
November 2014	21.000	17.860	203,419	3,945.01
December 2014	21.540	18.000	384,015	7,645.38
January 2015	20.950	18.050	335,325	6,670.61
February 2015	21.480	19.500	335,401	6,983.22
March 2015	21.000	20.020	324,192	6,647.80

Source: Euronext.

Information on GROUPE GORGE shares

In January 2014, the high volumes of trading observed and the keen interest from new foreign investors prompted the Group to consider the launch of an official sponsored ADR (American Depositary Receipt) Level 1 programme with BANK OF NEW YORK MELLON.

GROUPE GORGE ADRs are securities negotiable in US dollars representing ordinary shares in GROUPE GORGE at a 1 to 1 ratio. They have been traded on the American OTC market since 17 January 2014 under the ticker symbol GGRGY. Since this programme was established, Groupe Gorgé now publishes its financial information in English as well as French.

Since 1 April 2014, Groupe Gorgé meets all the eligibility criteria for the French PEA-PME tax-efficient investment regime (in accordance with Decree No. 2014-283), *i.e.* it has fewer than 5,000 employees and has annual revenue of less than €1.5 billion or total assets of less than €2 billion. These criteria apply to the entire group.

Groupe Gorgé also joined the CAC PME index on 1 April 2014. This index, compiled by EURONEXT and launched on 27 February 2014, comprises 40 stocks from its listed SME and mid-tier firms which qualify for PEA-SMEs.

The CAC PME is identified by ISIN FR0011710375 and ticker CAPME.

The GROUPE GORGE share has been included in the SRD long-only deferred settlement list since 29 December 2014. The SRD long-only listing should help improve the share's liquidity and allow new investors to acquire the share.

Lastly, the GROUPE GORGE share has been transferred from EURONEXT Paris's Compartment C to Compartment B. The change of compartment was officially announced via a EURONEXT market notice issued on 26 January and with effect from 28 January 2015. Compartment B includes listed companies with a market capitalisation between €150 million and €1 billion.

Share performance since January 2013

4.4.2 Dividend policy

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

Dividends for the previous financial years were:

- 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;
- 2013: dividend per share of €0.32 (12,981,843 shares), or a total dividend of €4,154,190.

The Board of Directors will propose to the Shareholders' Meeting on 17 June 2015 that the Group pay a dividend of €0.32 per share.

4.4.3 Information documents

The Company communicates with its shareholders primarily via its website (www.groupe-gorge.com), its Twitter account as well as through the financial press agencies ACTUSNEWSWIRE (in France) and BUSINESS WIRE (in the United States).

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

- 2015 1st quarter revenue: 27 April 2015;
- Shareholders' Meeting: 17 June 2015;
- 2015 2nd quarter revenue: 27 July 2015;
- 2015 half-year financial results: 10 September 2015;
- 2015 3rd quarter revenue: 27 October 2015;
- 2015 4th quarter revenue: 27 February 2016.

The Group has meetings with analysts and investors or publishes a presentation with commentary on the website immediately after publishing its results. The 2014 financial results will be announced on 2 April 2015 and the 2015 first half financial results will be announced on 10 September 2015.

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 financial press agencies (ACTUSNEWSWIRE and BUSINESS WIRE) and can be consulted on the major stock exchange websites which are available to the public, such as BOURSORAMA, BOURSIER.COM and EURONEXT.

The Company's website contains all of GROUPE GORGÉ's up-to-date financial information. All of GROUPE GORGÉ's press releases are easily accessible, as well as all other documents which may be 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.

Our shareholder/investor contact, ACTUS FINANCE (52 rue de Ponthieu 75008 Paris), is available for all questions about news and the various press releases about the Group.

5 OUR VALUES, OUR EMPLOYEES AND OUR CSR COMMITMENTS

5.1 Our CSR approach

"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 2014 (i.e. 9 subsidiaries), with the latter representing at least 80% of the Group's workforce and revenue on that date. For practical and organisational reasons 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 there is 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 GROUPE GORGÉ SA level.

The production of CSR indicators requires the setting up of a system for reporting information to the GROUPE GORGÉ Financial Division. A protocol has therefore been created for this purpose.

It describes the procedures and tools used for collecting and reporting the Group's CSR data and performance indicators. The reporting protocol serves as an in-house guide and is distributed, understood and applied at all data preparation and reporting levels. These data are collected directly in our financial consolidation software application (SAP BFC).

The data for gas, electricity and water consumption covers a 12-month period for all subsidiaries; however, the periods covered do not necessarily correspond to a calendar year.

Human resources data corresponds to a calendar year. The population considered for all these indicators comprises all the Group's employees excluding trainees.

In terms of personnel fluctuations, 16 of the departures included in the end of contracts involve transfers to a company within the Group that is not part of the set of selected companies.

Occupational accidents concern accidents that occur at the workplace and during travelling for work, but do not include commuting accidents. 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 days) expressed in by thousands of hours worked.

5.2 Human resources

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

2014	Industrial Projects & Services	Smart Safety Systems	Protection in Nuclear Environments	3D Printing	Registered office	Total
Executives and engineers	197	308	75	37	6	623
Technicians and supervisors	96	156	34	8	1	294
Employees	94	56	15	16	-	182
Workers	158	48	58	-	-	264
TOTAL	**545**	**568**	**182**	**61**	**7**	**1,363**

2013	Industrial Projects & Services	Smart Safety Systems	Protection in Nuclear Environments	3D Printing	Registered office	Total
Executives and engineers	166	287	74	5	6	538
Technicians and supervisors	106	144	36	-	1	287
Employees	93	71	14	-	-	178
Workers	170	49	64	-	-	283
TOTAL	**535**	**551**	**188**	**5**	**7**	**1,286**

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 (124 employees).

All of the following indicators relate to the workforce of the selected companies, which totals 1,055 employees (77% of the total). Indicators for 2013 related to 7 subsidiaries (compared with 9 on the 2014 panel), representing 974 employees.

Male/Female distribution by socio-professional categories

	2014			2013		
As %	Men	Women	Total	Men	Women	Total
Managers and higher professional positions	40	4	44	36	5	42
Technicians and supervisors	17	3	20	17	2	19
Employees	4	7	11	4	10	13
Workers	22	1	23	23	1	24
Apprentices	2	0	2	2	0	2
TOTAL	**84**	**15**	**99**	**82**	**18**	**100**

Distribution by age

As %	2014	2013
Below 30 years	13	13
Between 30 and 39 years	28	28
Between 40 and 4915	31	30
Between 50 and 59 years completed	26	25
60 years and over	2	3

Recruitments

	2014	2013
Recruitments	131	97
Including permanent employment contracts	85	51
Including fixed-term employment contracts	32	34
Including apprentices	14	12

Reasons for end of employment contracts

	2014	2013
End of contracts	146	161
Including economic lay-offs	8	18
Including lay-offs for other reasons	16	28
Including others (end of contract term, retirement, resignation, contractual termination by mutual agreement)	122	115

Remuneration

(in thousands of euros)	2014	2013
Gross remuneration	42,480	38,362
Social security contributions	18,777	18,926
Pension liabilities: compensation paid and IAS 19 provision	512	460
Shareholding plans, profit-sharing	1,012	1,024
TOTAL	**62,781**	**58,772**

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, salary evolution of its employes.

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 safety

Workplace health and safety policies are managed within each company in the Group depending on its field of business and its own constraints.

The assessment of health and safety risks in relation to employees is set out in a document drawn up by each company. Employees are also informed of these risks through the CHSCT (Committee for Hygiene, Safety and Working Conditions), in companies where such a committee exists. Employees who work with hazardous or polluting products receive appropriate training according to the risks in relation to these products.

The absenteeism rate as well as the number of accidents at work have been recorded as relevant workplace health and safety indicators.

We have no information relating to occupational diseases.

Absenteeism

	2014	2013
Absenteeism rate[1]	2.73%	3.93%

(1) Ratio between the number of days of absence and the theoretical number of days' presence.

Accidents at work

	2014	2013
Number of accidents at work with absence	25	35
Number of days lost	1,018	1,070
Frequency rate	13.82	19.55
Severity rate	0.56	0.60

Training

Each subsidiary determines its own training policy.

	2014	2013
Number of hours of training	11,375	12,222
Number of persons trained	470	471
Training costs[1]	€366,000	€564,000

(1) Educational costs, expenses, valuation of training days.

** 2013 data, initially collected in training days were converted into hours (one day corresponds to seven hours).*

Equal treatment

Disabled persons

	2014	2013
Number of disabled employees	25	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 GROUPE GORGÉ SA 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.).

5.3 Social responsibility

Territorial, economic and social impact of the business activity - local relationships

Our subsidiaries are often located in business 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.

	2014	2013
Number of interns	54	65
Number of apprentices	29	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. Each is responsible 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.

5.4 Environmental responsibility

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

Certain Group companies have taken action in the area of environmental management by drawing up management guidelines based on ISO 14001 requirements.

The Group has not recorded provisions for environmental risks in its accounts.

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 water supplies of Group companies do not pose a problem as they are not located in water stress areas.

Consumption of resources

The coverage rate for data relating to energy consumption and greenhouse gas emissions represents 91% of total surfaces occupied by panel companies. For water consumption, the coverage rate is 86%, owing to the technical inability to collect data from two entities.

	From 01/11/2013 to 31/10/2014		From 01/11/2012 to 31/10/2013	
	Volume	Cost *(in euros)*	Volume	Cost *(in euros)*
Water consumption (1)	9,474m³	27.2	9,506m³	32.6
Electricity consumption	4,117 MWh	502,015	4,821 MWh	502.0
Gas consumption	945 MWh	187.2	ND	115.0
(1) Correction of the 2013 consumption data				
Greenhouse gas emissions (GHG)*	423			
Direct greenhouse gas emissions (GHG)*	175			
• Indirect greenhouse gas emissions (GHG)*	248			

* *In tonnes of CO_2 equivalent*

Direct GHG emissions are related to natural gas consumption. The emission factor used for the period is 185 g CO_2 equivalent.

Indirect GHG emissions are related to electricity consumption. The emission factor selected for the period is either the EDF average (41 g CO_2 equivalent) or the French average (78 g CO_2 equivalent).

Internet sources:

http://fr.edf.com/edf-en-france-51250.html

http://www.basecarbone.fr

Climate change and protection of biodiversity

Greenhouse gas emissions were estimated for the first time in 2014. The panel of companies selected emitted 423 tonnes of CO_2 equivalent in 2014.

To our knowledge, the industrial activity of 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.

5.5 Report of the independent third-party entity on the human resources, environmental and societal information

Year ended 31 December 2014

To the Shareholders,

In our capacity as professional accountants identified as an independent third-party body by Groupe Gorgé, certified by the French National Accreditation Body (COFRAC) under number 3-1080, we hereby present you with our report on the consolidated human resources, environmental and societal information relating to the financial year ended 31 December 2014 and published in the management report prepared for the year ended 31 December 2014 (hereinafter the "CSR Information"), pursuant to Article L. 225-102-1 of the French Commercial Code (*Code de commerce*).

The Company's responsibility

The Board of Directors is responsible for preparing a management report that includes the CSR Information required by Article R. 225-105-1 of the French Commercial Code, presented in accordance with the CSR reporting protocol used by the Company (the "reporting guidelines"), which is summarised in the management report and available on request from 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, that an appropriate explanation is given in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of disclosure of the CSR information);
- 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 five people in February and March 2015, for duration of approximately two weeks. We called upon the help of our CSR experts to complete this assignment.

1. Attestation of Disclosure of the CSR information

We conducted our work in accordance with the professional guidelines applicable to attestations and the legal order published on 13 May 2013 determining the methodology according to which the independent verifier conducts its mission:

- based on interviews with the management, we familiarised 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 of the French Commercial Code;
- we verified that the CSR Information covered the consolidated scope, *i.e.* the Company and its subsidiaries within the meaning of Article L. 233-1 and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code, subject to the limits set forth in the paragraph "Methodology" presented in paragraph 5.1 of 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 or are not accompanied by the required explanations:

- organisation of working time;
- organisation of labour relations, in particular the procedures for information, consultation and negotiation with the employees;
- report on collective agreements;
- health and safety at work conditions;
- report on the agreements signed with labour unions or employee representatives regarding health and safety at work;
- training policies implemented;
- training and information provided to employees in terms of environmental protection;
- resources allocated to environmental risks and pollution prevention;
- measures to prevent, reduce or rectify discharges in the air, water and soil causing significant damage to the environment;

- measures to prevent, recycle and eliminate waste;
- inclusion of noise pollution and all other types of pollution specific to an activity;
- raw materials consumption and measures taken to improve the efficiency of their use;
- conditions of dialogue with the people and organisations interested in the Company's activities;
- 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 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 their relevance, completeness, reliability, neutrality and clarity, taking into consideration 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 familiarised ourselves with the internal control and risk management procedures relating to the compilation of the CSR Information.

We determined the nature and scope of the tests according to the type and importance of the CSR information, taking into consideration the characteristics of the Company, the social and environmental consequences of its activities, its direction in terms of sustainability and the industry's best practices.

Concerning the CSR Information that we considered to be most important[1] :

- for the consolidating entity, we reviewed the documentary sources and conducted interviews to corroborate the qualitative information (organisation, policies, actions), we set up analytical procedures for the quantitative information and verified, using sampling techniques, the consistency of the calculations and data consolidation and we checked their consistency and correspondence with the other information in the management report;
- for a representative sample of entities and sites that we 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 43% of the workforce and between 17% and 54% of the quantitative environmental information.

Regarding the other consolidated CSR Information, we have assessed its consistency in relation to our knowledge of the Company.

Lastly, 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 operation of any information and internal control system, the risk that a material anomaly is not identified in the CSR Information cannot be totally eliminated.

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, 31 March 2015

Grant THORNTON French member firm of Grant Thornton International	**Vincent PAPAZIAN** Partner

(1) Social indicators: workforce; breakdown of workforce by age and gender; recruitments; contract terminations; number of lost-time accidents; number of days lost; frequency rate; severity rate; number of training hours.
Environmental indicators: water consumption; electricity consumption; natural gas consumption; direct CO_2 emissions; indirect CO_2 emissions.

(2) ECA Sinters, Baumert, CLF entities.

6 INFORMATION FOR THE SHAREHOLDERS' MEETING OF 17 JUNE 2015

6.1 Report of the Board of Directors presenting the resolutions submitted to the Combined Shareholders' Meeting of 17 June 2015

1. Approval of the separate and consolidated financial statements for the year ended 31 December 2014 - Approval of non-tax-deductible expenses and charges (first and second resolutions)

We ask you to approve the separate financial statements for the year ended 31 December 2014, showing a profit of €24,299,933.94 as well as the consolidated financial statements for the year ended 31 December 2014 showing a profit (Group share) of €2,568 thousand.

We also ask you to approve the total amount of the expenses and charges mentioned in article 39–4 of the French General Tax Code, *i.e.* the sum of €12,129 and corresponding tax.

2. Appropriation of income for the year and setting of the dividend (third resolution)

The appropriation of the Company's income that we are proposing complies with the law and our bylaws.

We suggest that you allocate the profit of the 2014 financial year in the following way:

- Origin
  - Income for the period €24,299,933.94
- Appropriation:
  - Legal reserve €20,000.00
  - Dividends €4,186,189.76
  - Retained earnings €20,093,744.18

Accordingly, the total dividend per share would be €0.32. The dividend is eligible for the 40% tax deduction for individuals residing in France for tax purposes, under article 158-3 2° of the French General Tax Code.

The ex-dividend date would be 26 June 2015. The dividend would be paid on 28 June 2015.

It should be noted that in the event that the number of shares giving entitlement to a dividend should differ from the 13,081,843 shares comprising the share capital at 31 March 2015, the total amount of the dividend will be adjusted accordingly and the amount allocated to the retained earnings account will be calculated based on the dividends actually paid.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we remind you that the dividends paid in the three last financial years were as follows:

For financial year	Income eligible for the reduction		Income not eligible for the reduction
	Dividends	Other distributed income	
2011	€3,819,552.90* or €0.30 per share	-	-
2012	€4,074,189.76* or €0.32 per share	-	-
2013	€4,154,189.76* €0.32 per share	-	-

* *These sums include the unpaid amount of the dividend corresponding to treasury shares, which is allocated to the retained earnings account.*

3. Approval of regulated agreements (fourth resolution)

We ask you to approve each of the agreements referred to in Article L. 225-38 of the French Commercial Code duly authorised by the Board of Directors.

We remind you that only the new agreements in the last financial year ended are submitted at this meeting.

These agreements are presented in the corresponding special report of the Statutory Auditors included in section 6.3 of the Registration Document and which will be presented to you at the meeting.

4. Appointment of a new Principal Statutory Auditor and a new Alternate Statutory Auditor (fifth and sixth resolutions)

The term of Principal Statutory Auditors of the firm COREVISE and the term of the Alternate Statutory Auditors of the firm FIDINTER will expire at the end of this meeting.

Accordingly, we suggest that you appoint as replacements: PricewaterhouseCoopers as Primary Statutory Auditors and Mr Jean-Christophe GEORGHIOU as Alternate Statutory Auditor for a period of six years, *i.e.* until the end of the Ordinary Shareholders' Meeting to be held in 2021 and convened to approve the financial statements for the year ended 31 December 2020.

We inform you that the candidate have not, in the last two years, audited any contribution or merger operation in the Company or the companies that it controls within the meaning of Article L. 233-16 of the French Commercial Code.

5. Renewal of the term of a Director (seventh resolution)

The term as Member of the Board of Directors of Jean-Pierre GORGÉ expires at the end of the meeting.

We suggest that you renew his term of office for a further period of six years expiring in 2021, at the end of the Ordinary Shareholders' Meeting convened to approve the financial statements of the preceding financial year.

It is recalled that Mr Jean-Pierre Gorgé cannot be qualified as independent, given in particular the amount of his holding (direct and indirect *via* the PÉLICAN VENTURE SAS company) in the capital of the Company and his family links with the Chairman and CEO.

6. Proposal to renew the authorisation regarding implementation of the share repurchase programme and reduction of share capital with the cancellation of treasury shares (eighth and ninth resolutions)

We propose that you authorise the Board of Directors, for a period of eighteen months, to purchase shares of the Company, on one or more occasions, at the times it will determine, within the limit of 10% of the number of shares comprising the share capital, adjusted where appropriate in order to take account of any increase or reduction of capital that may occur during the term of the programme.

This authorisation would cancel the authorisation granted to the Board of Directors by the Shareholders' Meeting of 18 June 2014 in its fifth ordinary resolution.

Acquisitions may be made to:

- stimulate the secondary market or the liquidity of GROUPE GORGÉ shares through an investment service provider in a liquidity contract that complies with the Code of Ethics charter of the French association of financial market professionals (AMAFI) admitted by the French Financial Markets Authority (AMF);
- retain the purchased shares and allocate them in payment or exchange within the framework of potential external growth transactions;
- ensure the coverage of stock option plans and/or bonus share allotments (or related plans) for Group employees and/or corporate officers as well as all share allotments to Group or Company savings plans (or related plans), under profit-sharing schemes and and/or all other forms of share allotment to Group employees and/or corporate officers;
- ensure the coverage of securities giving rights to the allocation of Company shares in line with applicable regulations;
- cancel shares purchased, subject to authorisation to be granted by this Shareholders' Meeting in its ninth extraordinary resolution;
- implement any market practice approved by the French Financial Markets Authority.

These share purchases may be carried out by any means, including by acquisition of blocks of shares, and at times that the Board deems appropriate.

The Company reserves the right to use option mechanisms or derivatives in line with applicable regulations.

We propose that you set a maximum purchase price of €50 per share and as a result, the maximum amount of the operation, at €65,409,200.

In view of the cancellation objective, we ask you to authorise the Board of Directors, for a period of twenty-four months, to cancel, at its sole decision, on one or more occasions, within the limit of 10% of the capital, calculated on the day of the cancellation decision, excluding any shares cancelled during the preceding twenty-four months, the shares that the Company holds or may hold as a result of repurchases under its programme to repurchase shares and reduce the share capital accordingly, in line with the legal and regulatory provisions in force.

The Board of Directors will thus have the powers needed to take the necessary steps in the matter.

7. Financial delegations

The Board of Directors wishes to be granted the appropriate delegations, to make all issuances should it deem necessary that could be required in the context of development of the Company's activities.

You are asked this year to anticipate the renewal of financial delegations so that their terms of validity coincide and to take account of new legal provisions applicable or to come.

7.1 Delegation of authority to increase the share capital by incorporation of reserves, profits and/or premiums (tenth resolution)

So that the terms of validity of the main financial delegations coincide, we propose that you renew in advance the delegation of authority to increase the share capital by the incorporation of reserves, profits and/or premiums, it being specified that, this year, this will require a separate resolution.

Accordingly, we ask you to authorise the Board of Directors, for a new period of twenty-six months, to increase the capital by incorporation of reserves, profits, premiums or other authorised amounts, by issuing and freely allocating shares or by increasing the nominal value of existing ordinary shares, or any combination of these two methods.

The amount of the share capital increase resulting from issuances in accordance with this delegation cannot exceed the nominal amount of €5 million. This amount would not include the total nominal value of additional ordinary shares that may be issued to maintain the rights of holders of securities giving right to shares, in accordance with the law. This ceiling would be independent of all of the ceilings provided by other delegations granted by the meeting.

This new delegation cancels and replaces the prior delegation given for the same purpose.

7.2 Delegations of authority to proceed to issue ordinary shares and/or securities, with or without pre-emptive subscription rights.

In view of the reform of marketable securities required by Order No. 2014-863 of 31 July 2014, we propose that you renew the delegations of authority to increase capital (immediately or at a future date) by the contribution of cash, with or without pre-emptive subscription rights, under the conditions detailed below.

These delegations are designed to give the Board of Directors, with the option to sub-delegate, all discretion to issue, at the times of its choosing, and for a period of twenty-six months:

- ordinary shares;
- and/or ordinary shares giving rights to allocation of other ordinary shares or debt securities;
- and/or marketable securities giving access to ordinary shares to be issued by the Company.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued could give access to ordinary shares to be issued by any company directly or indirectly owning more than half of its capital or of which it owns directly or indirectly more than half of the capital.

7.2.1 Delegation of authority to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or the allocation of debt securities and/or transferable securities giving access to ordinary shares to be issued (by the Company or a Group company) maintaining pre-emptive subscription rights (eleventh resolution)

We propose that you set the maximum overall nominal amount of the shares that may be issued pursuant to this delegation to €5 million. This ceiling would include the nominal amount of the capital increases which may be made under the twelfth, thirteenth, sixteenth, and nineteenth resolutions. To this ceiling would be added, if applicable, the nominal value of ordinary shares to be issued in order to maintain, in accordance with the law and, where appropriate, with contractual provisions regarding other adjustment cases, the rights of the holders of securities giving access to Company capital.

The nominal amount of the Company's debt securities that may be issued by virtue of this delegation cannot exceed €50 million. This ceiling would include the nominal amount of securities representing debt that may be issued pursuant to the twelfth and thirteenth resolutions.

In accordance with this delegation, issuances would be made with maintenance of shareholders' pre-emptive subscription rights.

If applications on an irreducible basis, and if applicable, applications on a reducible basis fall below the total number of shares or securities issued, the Board of Directors may use the following options:

- limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law;
- freely allocate all or part of the unsubscribed securities;
- offer all or part of the unsubscribed securities to the public.

This new delegation would cancel and replace any prior delegation given for the same purpose.

7.2.2 Delegations waiving pre-emptive subscription rights

7.2.2.1 Delegation of authority to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or to the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving the pre-emptive subscription rights by public offer (twelfth resolution)

By virtue of this delegation, the issues may be made by way of a public offer.

The shareholders' pre-emptive subscription rights to the ordinary shares and/or securities giving access to the capital and/or to debt securities would be waived, with the Board of Directors having the option to give the shareholders priority subscription rights.

The overall nominal amount of the shares likely to be issued cannot exceed €5 million. To this ceiling would be added, where applicable, the nominal value of the ordinary shares to be issued, in accordance with the law and, where applicable, the contractual provisions regarding other adjustment cases, in order to maintain the rights of holders of transferable securities giving access to the Company's capital.

This amount would be charged to the maximum share capital increase limit set by the eleventh resolution.

The nominal amount of the Company debt securities which may be issued cannot exceed €50 million.

This amount would be charged to the maximum limit set for the nominal amount of debt securities that may be issued by virtue of the eleventh resolution.

The amount due or that will be due to the Company for each of the ordinary shares issued, after taking into account, in the event of an issuance of warrants, the subscription price of the warrants, will be determined in accordance with the legal and regulatory provisions and will therefore be at least equal to the minimum required by the provisions of Article R. 225-119 of the French Commercial Code at the time the Board of Directors uses the delegation (this minimum is currently the weighted average of the Company share price of the last three stock exchange sessions before it is set, reduced by a maximum discount of 5%).

In case of issuance of securities intended to pay for securities contributed in a public exchange offer, the Board of Directors will have, within the limits defined above, the powers necessary to draw up the list of securities contributed in the exchange, set the conditions of issue, the exchange parity and, where appropriate, the amount of the cash balance to be paid, and determine the issue conditions.

If the applications fall below the total number of shares or securities issued, the Board of Directors may use the following options:

- limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law;
- freely allocate all or part of the unsubscribed securities.

This new delegation would cancel and replace any prior delegation given for the same purpose.

7.2.2.2 Delegation of authority to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or of a Group company) or to the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving the pre-emptive subscription rights by way of a private placement (thirteenth resolution)

By virtue of this delegation, the issues could be made by way of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code.

The pre-emptive subscription rights of the shareholders to ordinary shares giving access to the capital and/or debt securities will be waived.

The overall nominal amount of the shares which may be issued cannot exceed €5 million. It should be noted that it would be further limited to 20% of the capital per year. To this ceiling would be added, where applicable, the nominal value of the ordinary shares to be issued, in accordance with the law and, where applicable, the contractual provisions regarding other adjustment cases, in order to maintain the rights of holders of transferable securities giving access to the Company's capital.

This amount would be charged to the maximum share capital increase limit set by the eleventh resolution.

The nominal amount of the Company debt securities which may be issued cannot exceed €50 million.

This amount would be charged to the maximum limit set for the nominal amount of debt securities that may be issued by virtue of the eleventh resolution.

The amount due or that will be due to the Company for each of the ordinary shares issued, after taking into account, in the event of an issuance of warrants, the subscription price of the warrants, will be determined in accordance with the legal and regulatory provisions and will therefore be at least equal to the minimum required by the provisions of Article R. 225-119 of the French Commercial Code at the time the Board of Directors uses the delegation (currently the weighted average of the Company share price of the last three stock exchange sessions before it is set, reduced by a maximum discount of 5%).

If the applications fall below the total number of shares or securities issued, the Board of Directors may use the following options:

- limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law;
- freely allocate all or part of the unsubscribed securities.

This new delegation would cancel and replace any prior delegation given for the same purpose.

7.2.2.3 Determining the procedures for setting the subscription price in cases where pre-emptive subscription rights are waived subject to the annual limit of 10% of the capital (fourteenth resolution)

We ask, in accordance with the provisions of Article L. 225-136-1, paragraph 2 of the French Commercial Code, that you authorise the Board of Directors, which decides on an issue of ordinary shares or securities, with waiving of the pre-emptive subscription rights by public offer and/or private placement, to derogate, in the limit of 10% of capital per year, from the price setting conditions laid down according to the above-mentioned terms and set the issue price for equity-limited capital securities to be issued according to the conditions below.

The issue price of equity-limited capital securities to be issued either immediately or at a later date cannot be less, at the discretion of the Board of Directors, than the lowest of the following two averages:

- the average of five consecutive listed share prices, selected 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%;
- the average of the share price during the six months preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%.

This price derogation rule would allow the Company a certain flexibility in choosing the reference average for calculation of the issue price, particularly in the case of share price fluctuation.

7.3 Authorisation to increase the issuance amount in the event of oversubscription (fifteenth resolution)

We ask, in connection with the delegation of authority to maintain or waive the pre-emptive subscription rights referred to above, you to grant the Board of Directors the ability to increase, within the conditions and limits laid down by legal and regulatory provisions, the number of securities included in the initial issue.

7.4 Delegation of authority to increase the share capital to pay for contributions in kind of securities (sixteenth resolution)

To facilitate external growth operations, we ask you to give the Board of Directors the authority to increase share capital through the issuance of ordinary shares or securities giving access to capital in order to pay for contributions in kind made to the Company and consisting of capital securities or securities giving access to capital.

This delegation would be granted for a period of twenty-six months.

The overall nominal amount of the ordinary shares likely to be issued by virtue of this delegation cannot exceed 10% of the share capital, not including the nominal value of ordinary shares to be issued in order, in accordance with the law and, where appropriate, with contractual provisions regarding other adjustment cases, to maintain the rights of holders of securities giving access to Company in share capital. This amount would be charged against the limit set for capital increases in the eleventh resolution.

This new delegation would cancel and replace any prior delegation given for the same purpose.

7.5 Authorisations for individual employee stock-ownership plans

In order to have the means for an incentive-based employee share-ownership policy, contributing to the Company's development, we ask you to renew in advance the authorisations allowing the Board to allocate stock options and free shares as follows:

7.5.1 Authorisation to allocate stock purchase and/or subscription options (seventeenth resolution)

So that the duration of the stock option authorisation coincides with the free shares authorisation, we ask you to renew in advance the authorisation given to the Board of Directors, for a period of thirty-eight months, to grant stock subscription or purchase options to employees, some employees, or certain categories of employees, and/or corporate officers as defined by law, both of the Company and of economic interest groupings linked to the Company under the conditions of Article L. 225-180 of the French Commercial Code.

The total number of options that can be granted by the Board of Directors by virtue of this authorisation cannot give entitlement to subscribe or purchase a number of shares greater than 5% of the share capital on the day of the allocation decision, it being specified that such limit shall include the total number of shares that could be allocated free of charge by the Board of Directors by virtue of the authorisation that follows.

The subscription and/or purchase price to the beneficiaries would be set on the day when the options are granted by the Board of Directors according to these arrangements:

- in the event that share subscription options are granted, the share subscription price to beneficiaries cannot be less than 80% of the share's average opening price over the twenty trading days preceding that date;
- in the event that share purchase options are granted, the share purchase price to beneficiaries cannot be less than 80% of the share's average opening 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, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code.

Term of the options set by the Board cannot exceed a period of ten years from their grant date.

Accordingly, the Board, within the limits defined above, would have all the powers to establish the other terms and conditions for award of options and their exercise and especially to lay down the conditions under which the options would be granted and establish the list or categories of beneficiaries as provided for above, fix the period(s) of exercise of the options granted, accomplish or have accomplished all acts and formalities for making final the capital increases which may, where appropriate, be carried out, amend the bylaws accordingly and generally do all that may be necessary.

This new authorisation would cancel early the current authorisation on the same subject.

7.5.2 Authorisation to allocate free shares to members of staff and/or certain corporate officers (eighteenth resolution)

The Company has an authorisation currently in force. We ask you to renew it in advance. This new authorisation, which would cancel and replace the previous one, would, where appropriate, enable advantage to be taken of the new provisions of the French Macron Law.

We therefore propose that you authorise the Board of Directors, for a period of thirty-eight months, to allocate free of charge, pursuant to Article L. 225-197-1 of the French Commercial Code, the new shares resulting from a capital increase by incorporation of reserves, premiums or profits, or existing shares.

Beneficiaries of these allocations may be:

- members of the salaried staff of the Company or directly or indirectly related companies within the meaning of Article L. 225-197-2 of the French Commercial Code;
- corporate officers who fulfil the conditions of Article L. 225-197-1 of the French Commercial Code.

The number of shares that may be allocated free of charge by the Board of Directors on the basis of this authorisation cannot exceed 5% of the share capital on the day of the allocation decision, it being specified that such limit would include the total number of shares that any options granted by the Board of Directors by virtue of the preceding authorisation may give entitlement to.

The allocation of shares to beneficiaries would become final at the end of a vesting period, the duration of which will be determined by the Board of Directors, and which may not be less than the minimum period required by law. Beneficiaries will be required, where appropriate, to retain these shares for a period set by the Board of Directors, which cannot be less than the minimum period required by law. The cumulative duration of the vesting and retention periods cannot be less than the minimum period required by law.

By way of exception, the allocation would become final before the end of the vesting period in the event of invalidity of the beneficiary, corresponding to classification in the second and third categories as set out in Article L. 341-4 of the French Social Security Code.

This authorisation would automatically entail a waiver of your pre-emptive subscription rights to the new shares issued by incorporation of reserves, premiums or benefits.

The Board would therefore have, within the limits defined above, all powers to establish the conditions and, where appropriate, the criteria for allocation of the shares; determine the identity of the beneficiaries of the free allocations among persons answering the conditions set out above and the number of shares to which each is entitled; where appropriate, to note the existence of sufficient reserves and, on each allocation, transfer to an unavailable reserves account the sums required to release the new shares to be allocated; decide the capital increase(s) by the incorporation of reserves, premiums or profits, corresponding to the issuance of the new shares allocated free of charge; purchase the shares necessary under the share repurchase program and assign them to the allocation plan; where appropriate, determine the impact on the rights of beneficiaries, of operations modifying the capital or likely to affect the value of the shares to be allocated and carried out during the vesting period; take all appropriate measures to ensure compliance with the lock-up period, where applicable, required of beneficiaries; and generally do, under the regulations in force, all that the implementation of this authorisation requires.

7.6 Delegation of authority to increase the capital for the benefit of members of a Company savings plan (PEE) (nineteenth resolution)

We submit this resolution for your approval, in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, pursuant to which the Extraordinary Shareholders' Meeting must also vote on a resolution to increase the share capital under the conditions laid down by Articles L. 3332-18 *et seq.* of the French Labour Code, when it delegates its authority to carry out a capital increase in cash. As the meeting is called to vote on several delegations for capital increases in cash, it must therefore also vote on a delegation for the benefit of members of a Company savings plan, it being observed that inclusion on the agenda of this delegation for the benefit of members of a Company savings plan also allows the Company to satisfy its three-year obligation included in the abovementioned provisions.

As part of this delegation, we propose that you authorise the Board of Directors to increase the share capital, on one or more occasions, by the issuance of ordinary shares or securities giving access to Company capital for the benefit of members of one or more Company or Group savings plans set up by the Company and/or the French or foreign companies related to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code.

Pursuant to the provisions of Article L. 3332-21 of the French Labour Code, the Board of Directors may decide on the allocation, free of charge, to beneficiaries of shares to be issued or already issued or other securities giving access to Company capital to be issued or already issued, in connection with (i) the matching contribution that may be paid pursuant to Company or Group savings plan regulations, and/or (ii), where applicable, the discount.

In accordance with the law, the Shareholders' Meeting would remove shareholders' pre-emptive subscription rights.

The maximum nominal amount of the capital increases that could be made using the delegation would be €5 million, it being specified that this amount would be included in the limit for capital increases provided in the eleventh resolution. To this amount would be added, where applicable, the additional amount of the ordinary shares to be issued to maintain, in accordance with the law and with any applicable contractual provisions regarding other adjustment cases, the rights of holders of marketable securities giving entitlement to the Company's capital securities.

This delegation would be for a period of twenty-six months.

It should be noted that, in accordance with the provisions of Article L. 3332-19 of the French Labour Code, the price of the shares to be issued cannot be more than 20% (or 30% when the non-availability provided for by the plan pursuant to Articles L. 3332 -25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years) less than the average of the opening prices quoted for the share during the 20 trading sessions prior to the decision of the Board of Directors relating to the capital increase and the corresponding issuance of shares, nor higher than this average.

The Board of Directors would have, within the limits defined above, the necessary powers to set the conditions for the issuance(s), acknowledge completion of the resulting capital increases, make the corresponding changes to the bylaws, charge, at its sole initiative, the costs of the capital increases to the amount of related premiums and withdraw from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase, and more generally, do all that is necessary in such matters.

However, insofar as this delegation seems to us neither relevant nor appropriate, the Board suggests that you reject it.

8. Harmonisation and amendment of the bylaws

8.1 Harmonisation of the bylaws (twentieth resolution)

It is firstly asked that you harmonise Article 20 of the bylaws concerning the scope of the regulated agreements procedure. Order No. 2014-863 of 31 July 2014 has amended the provisions of Article L. 225-39 of the French Commercial Code, excluding from the scope of regulated agreements those agreements signed with a wholly-owned subsidiary or sub-subsidiary. The current wording of the bylaws refers only to the exception relating to current agreements concluded at arm's length, and not to that relating to intra-group agreements. It is therefore proposed that you amend it.

Concerning the arrangements for sending the proxy form, Article 22 of the bylaws provides that this proxy form, as well as the vote-by-mail form, can be sent to the Company either in paper form, or, on the decision of the Board of Directors made public, by remote transmission. However, according to Article R. 225-79 of French Commercial Code as amended by Decree No. 2010-684 of 23 June 2010, the proxy form can, in all circumstances, be sent by electronic means in listed companies (notwithstanding any Board decision). It is therefore suggested that you update the bylaws on this point.

8.2 Amendment of the bylaws (twenty-first and twenty-second resolutions)

First of all, it is suggested that you amend the terms according to which calls for funds are brought to the attention of subscribers. Article 9 of the bylaws provides for the sending of a registered letter with acknowledgement of receipt, which, in practice, is very complicated to implement in the context of a listed company. It is therefore suggested that you replace this mailing by the insertion of a notice published in a journal of legal notices in the French department where the registered office is located or in the *Bulletin des Annonces Légales Obligatoires* (BALO).

In addition, it is suggested that you amend Article 10 of the bylaws, adding an obligation to declare the crossing of the statutory thresholds of 2%, 3% and 4%. It is therefore proposed that you provide that:

> "6. In addition to the rules laid down on the crossing of thresholds, any physical or legal person who, alone or together, comes to hold or

ceases to hold, in any manner whatsoever, a number of shares representing more than 2%, 3% or 4% of the capital or voting rights, is required to notify the Company within a period of ten calendar days from the crossing of one of these thresholds, of the number of shares, securities giving access to the capital and voting rights attached thereto, that it holds. For the purposes of application of this statutory obligation, the participation thresholds are determined under the same conditions as legal participation thresholds.

In the event of non-compliance with the statutory requirement, the shares exceeding the undeclared fraction are deprived of voting rights for any Shareholders' Meeting held up until the expiry of a period of two years following the date of regularisation, at the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding 5% at least of the share capital."

Your Board invites you to approve by your vote, the text of the proposed resolutions, with the exception of the nineteenth resolution.

31 March 2015

The Board of Directors

6.2 Draft resolutions for the Ordinary and Extraordinary Shareholders' Meeting of 17 June 2015

Agenda

Ordinary resolutions:

1) approval of the annual financial statements for the year ended 31 December 2014 - Approval of non-tax-deductible expenses and charges;
2) approval of the consolidated financial statements for the financial year ended 31 December 2014;
3) allocation of income for the year and setting of the dividend;
4) special report of the Statutory Auditors on regulated agreements and commitments and approval of these agreements;
5) appointment of PricewaterhouseCoopers, to replace the COREVISE firm as Principal Statutory Auditors;
6) appointment of Mr Jean-Christophe GEORGHIOU, to replace the FIDINTER firm as Alternate Statutory Auditors;
7) renewal of Mr Jean-Pierre Gorgé's appointment as a Director;
8) authorisation to be given to the Board of Directors for the Company to repurchase treasury shares in connection with Article L. 225-209 of the French Commercial Code, duration of the authorisation, objectives, term and conditions, ceiling.

Extraordinary resolutions:

9) authorisation to be given to the Board of Directors to cancel shares repurchased by the Company in connection with Article L. 225-209 of the French Commercial Code, duration of the authorisation, ceiling;
10) delegation of authority to be given to the Board of Directors to increase capital by incorporation of reserves, profits and/or premiums, duration of the delegation, nominal maximum amount of the capital increase, share fractions;
11) delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or to the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), maintaining shareholders' pre-emptive subscription rights, duration of the delegation, nominal maximum amount of the capital increase, option to offer the public unsubscribed securities;
12) delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or to the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving shareholders' pre-emptive subscription rights, by public offer and/or as consideration for securities in connection with a public exchange offer, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or distribute unsubscribed securities;
13) delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or to the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving shareholders' pre-emptive subscription rights by an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or distribute unsubscribed securities;
14) authorisation, in the case an issuance with waiving of shareholders' pre-emptive subscription rights, to set the issue price, within the limit of 10% of capital per year, under the conditions determined by the meeting;
15) authorisation to increase the amount of issues in cases of oversubscription;
16) delegation to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to capital, within the limit of 10% of the capital, to pay for contributions in kind of capital securities or securities giving access to capital, duration of the delegation;

17) authorisation to be given to the Board of Directors to grant stock purchase and/or subscription options to salaried staff members or certain corporate officers of the Company or related companies, waiver of shareholders' pre-emptive subscription rights, duration of the authorisation, ceiling, strike price, maximum period of the option;
18) authorisation to be given to the Board of Directors to allocate free existing shares and/or shares to be issued to salaried staff members or certain corporate officers of the Company or related companies, waiver of shareholders' pre-emptive subscription rights, duration of the authorisation, ceiling, duration of vesting periods including in case of invalidity and retention;
19) delegation of competence to be given to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital with waiving of shareholders' pre-emptive subscription rights in favour of members of a Company savings plan pursuant to Articles L. 3332-18 *et seq.* of the French Labour Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to allocate free shares pursuant to Article L. 3332-21 of the French Labour Code;
20) harmonisation of the bylaws;
21) amendment of Article 9 of the bylaws concerning the arrangements for calls for funds;
22) amendment of Article 10 of the bylaws concerning crossings of statutory thresholds;
23) powers for formalities.

Draft resolutions

Ordinary resolutions

First resolution - Approval of the annual financial statements for the year ended 31 December 2014 - Approval of non-tax-deductible expenses and charges

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, after having taken note of the reports by the Board of Directors, the Chairman of the Board of Directors and Statutory Auditors on the financial statements for the year ended 31 December 2014 approves, as they were presented, the annual financial statements as of this date, resulting in a profit of €24,299,933.94.

The Shareholders' Meeting specifically approves the total, amounting to €12,129, of the expenses and charges referred to in article 39–4 of the French General Tax Code, as well as the corresponding tax.

Second resolution - Approval of the consolidated financial statements for the financial year ended 31 December 2014

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, after having taken note of the reports by the Board of Directors, the Chairman of the Board of Directors and Statutory Auditors on the consolidated financial statements as at 31 December 2014, approves these accounts as they were presented, resulting in a profit (Group share) of €2,568 thousand.

Third resolution - Allocation of income for the year and setting of the dividend

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, decides to allocate the income for the year ended 31 December 2014, as follows:

- Origin
  - Income for the period €24,299,933.94
- Allocation
  - Legal reserve[4] €20,000
  - Dividends €4,186,189.76
  - Retained earnings €20,093,744.18

The Shareholders' Meeting notes that the total dividend per share was set at €0.32. The full amount distributed in this way is eligible for the 40% tax reduction mentioned in article 158–3-2 of the French General Tax Code.

The ex-dividend date will be 26 June 2015.

Dividends will be paid on 28 June 2015.

It should be noted that in the event that the number of shares giving entitlement to a dividend should differ from the 13,081,843 shares comprising the share capital at 31 March 2015, the total amount of the dividend will be adjusted accordingly and the amount allocated to the retained earnings account will be calculated based on the dividends actually paid.

It should be noted that if the Company holds some of its treasury shares on the ex-dividend date, the amount of the unpaid dividends on account of these shares will be allocated to the retained earnings account.

In accordance with the provisions of Article 243 bis of the French General Tax Code, you are reminded that the dividends paid in the last three financial years were as follows:

For financial year	Income eligible for the reduction		Income not eligible for the reduction
	Dividends	Other distributed income	
2011	€3,819,552.90* i.e. €0.30 per share	-	-
2012	€4,074,189.76* i.e. €0.32 per share	-	-
2013	€4,122,189.76* i.e. €0.32 per share	-	-

* *These sums include the unpaid amount of the dividend corresponding to treasury shares, which is allocated to the retained earnings account.*

Fourth resolution - Special report of the Statutory Auditors on regulated agreements and commitments and approval of these agreements

Ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings on the special report by the Statutory Auditors on the regulated agreements and commitments as presented, the Shareholders' Meeting approves the new agreements mentioned therein.

Fifth resolution - Appointment of PricewaterhouseCoopers, to replace the COREVISE firm as Principal Statutory Auditors

On the proposal of the Board of Directors, the Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, appoints PricewaterhouseCoopers, 63 rue de Villiers - 92208 Neuilly-sur-Seine Cedex, to replace the COREVISE auditing firm, whose mandate expires at the end of this meeting, as Principal Statutory Auditors for a period of six years until the end of the Shareholders' Meeting to be held in the year 2021 and convened to approve the financial statements for the year ending 31 December 2020.

PricewaterhouseCoopers declared it would accept its appointment.

Sixth resolution – Appointment of Mr Jean-Christophe GEORGHIOU, to replace the FIDINTER firm as Alternate Statutory Auditors

On the proposal of the Board of Directors, the Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, appoints Mr Jean-Christophe GEORGHIOU, 63 rue de Villiers - 92208 Neuilly-sur-Seine Cedex, replacing the FIDINTER auditing firm, whose mandate expires at the end of this meeting, as Alternate Statutory Auditors for a period of six years until the end of the Shareholders' Meeting to be held in the year 2021 and convened to approve the financial statements for the year ending 31 December 2020.

Mr Jean-Christophe GEORGHIOU declared he would accept his appointment.

Seventh resolution - Renewal of Mr Jean-Pierre GORGÉ's appointment as a Director

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, decides to renew Mr Jean-Pierre GORGÉ's mandate for a period of six years, ending at the end of the Shareholders' Meeting to be held in 2021 and convened to approve the financial statements for the year ending 31 December 2020.

Eighth resolution - Authorisation to be given to the Board of Directors for the Company to repurchase treasury shares in connection with Article L. 225-209 of the French Commercial Code

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, noting the report of the Board of Directors, authorises the latter, for a period of eighteen months, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code to purchase, on one or more occasions, at times it will determine, shares in the Company, up to a maximum of 10% of the number of shares comprising the share capital, adjusted where appropriate to take account of any capital increase or reduction that may occur during the term of the program.

This authorisation will cancel and replace the authorisation granted to the Board of Directors by the Shareholders' Meeting of 18 June 2014 in its fifth ordinary resolution.

Acquisitions may be made to:

- stimulate the secondary market or the liquidity of GROUPE GORGÉ shares through an investment service provider in a liquidity contract that complies with the Code of Ethics of the French association of financial market professionals (AMAFI) admitted by the French Financial Markets Authority (AMF);
- retain the purchased shares and allocate them in payment or exchange within the framework of potential external growth transactions;
- ensure the coverage of stock option plans and/or bonus share allotments (or related plans) for Group employees and/or corporate officers as well as all share allotments to Group or Company savings plans (or related plans), under profit-sharing schemes and and/or all other forms of share allotment to Group employees and/or corporate officers;
- 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;
- cancel shares purchased, subject to authorisation to be granted by this Shareholders' Meeting in its ninth extraordinary resolution;
- implement any market practice approved by the French Financial Markets Authority.

These share purchases may be carried out by any means, including by acquisition of blocks of shares, and at times that the Board deems appropriate.

The Company reserves the right to use option mechanisms or derivatives in line with applicable regulations.

The maximum purchase price is set at €50 per share. In case of operations on the capital, including division or grouping of shares or a free allocation of shares, the aforementioned amount will be adjusted in the same proportions (multiplier coefficient equal to the ratio of the number of shares composing the capital before the operation and the number of shares after the operation).

The maximum amount of the operation is thus set at €65,409,200 (corresponding to 10% of the share capital as at 31 March 2015, at a maximum price of €50 per share).

The Shareholders' Meeting grants all powers to the Board of Directors for the purpose of carrying out these operations, to approve the terms and conditions, to conclude all agreements and execute all formalities.

Extraordinary resolutions

Ninth resolution - Authorisation to be given to the Board of Directors to cancel shares repurchased by the Company in connection with Article L. 225-209 of the French Commercial Code

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, noting the reports by the Board of Directors and the Statutory Auditors:

1) delegates to the Board of Directors authority to cancel, at its sole decision, on one or more occasions, up to a maximum of 10% of the capital calculated on the day of the cancellation decision, net of any shares cancelled during the previous twenty-four months, shares that the Company holds or may hold as a result of purchases made under Article L. 225-209 of the French Commercial Code and to reduce the share capital proportionally in accordance with the legal and regulatory provisions in force;
2) sets at twenty-four months from this meeting, the period of validity of this authorisation;
3) grants all powers to the Board of Directors to perform the operations required for such cancellations and corresponding share capital reductions and to amend the Company's bylaws and execute all the required formalities.

Tenth resolution - Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits and/or premiums

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, noting the report of the Board of Directors, and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1) delegates to the Board of Directors the authority to decide to increase the share capital, on one or more occasions, at the times and according to the arrangements it determines, by incorporation into the share capital of reserves, profits, premiums or other authorised amounts, by issuing and freely allocating shares or by increasing the nominal value of existing ordinary shares, or any combination of these two methods;
2) decides that, in the event of use by the Board of Directors of this delegation, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, in the event of a capital increase in the form of a free share allocation, 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 within the timeframe provided for by the regulations;
3) sets the period of validity of this authorisation at twenty-six months starting from the date of this Shareholders' Meeting;
4) decides that the amount of any capital increase resulting from issues made under this resolution must not exceed the nominal amount of €5 million, excluding the amount necessary to preserve, in accordance with the law, the rights of holders of transferable securities giving an entitlement to shares;
5) this ceiling is independent of all of ceilings provided for by other resolutions of this Shareholders' Meeting;
6) grants the Board of Directors all powers for the purpose of implementing this resolution, and, generally, to take all measures and execute all formalities required for successful completion of each capital increase, noting its completion and amending the bylaws accordingly;
7) acknowledges that this delegation cancels, from this day forward, any unused amount, where appropriate, of any previous delegation given for the same purpose.

Eleventh resolution - Delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or the allocation of debt securities and/or transferable securities giving access to ordinary shares shareholders to be issued (by the Company or a Group company), maintaining pre-emptive subscription rights

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report by the Board of Directors and the special report by the Statutory Auditors and in accordance with the provisions of the French Commercial Code and, in particular, its Articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.*:

1) delegates to the Board of Directors the authority to issue, on one or more occasions, in the proportions and at times that it deems appropriate, either in euros or in foreign currencies or any other unit of account established by reference to a set of currencies,
   - ordinary shares,
   - and/or ordinary shares giving rights to allocation of other ordinary shares or debt securities,
   - and/or transferable securities giving access to ordinary shares to be issued by the Company.

In accordance with Article L. 228-93 of the French Commercial Code, the transferable securities to be issued could give access to ordinary shares to be issued by any company directly or indirectly owning more than half of its capital or of which it owns directly or indirectly more than half of the capital;

2) sets the period of validity of this authorisation at twenty-six months starting from the date of this meeting;
3) hereby decides to set, as follows, limits on the amounts of issues authorised should the Board of Directors exercise this delegation of authority:
   - the total nominal amount of shares which could be issued pursuant to this delegation may not be more than €5 million, it being specified that the nominal amount of the capital increases that may be carried out pursuant to the twelfth, thirteenth, sixteenth, and nineteenth resolutions will be deducted from this ceiling,
   - to this ceiling will be added, where applicable, the nominal value of the ordinary shares to be issued, in accordance with the law and, where applicable, the contractual provisions regarding other adjustment cases, in order to maintain the rights of holders of transferable securities giving access to the Company's capital,
   - the nominal amount of debt securities of the Company which could be issued pursuant to this delegation may not be more than €50 million, it being specified that the nominal amount of transferable securities representing debts that may be issued pursuant to the twelfth and thirteenth resolutions will be deducted from this ceiling;

4) in the event of use by the Board of Directors of this delegation of authority in connection with the issues mentioned in 1) above:
   - a/ decides that the issue(s) of ordinary shares or transferable securities giving access to capital will be reserved preferentially for shareholders who may apply on an irreducible basis,
   - b/ decides that, if applications on an irreducible basis, and where applicable, on a reducible basis, fall below the total number of shares or securities issued as mentioned in paragraph, the Board of Directors may use the following options:
     - limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law,
     - freely allocate all or part of the unsubscribed securities,
     - offer all or part of the unsubscribed securities to the public.
5) decides that the Board of Directors will have, within the limits defined above, the necessary powers in particular to set the conditions for the issue(s), and determine the issue price, where applicable, acknowledge completion of the resulting capital increases, make the corresponding changes to the bylaws, charge, at its sole initiative, the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and, more generally, do all that is necessary in such matter;
6) notes that this delegation cancels and replaces any prior delegation given for the same purpose.

Twelfth resolution - Delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving shareholders' pre-emptive subscription rights, by public offer

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report by the Board of Directors and the special report by the Statutory Auditors and in accordance with the provisions of the French Commercial Code and, in particular, its Articles L. 225-129-2, L 225-136, L. 225-148 and L. 228-92:

1) delegates to the Board of Directors the authority to issue, on one or more occasions, in the proportions and at times that it deems appropriate, on the French and/or international market, by an offer to the public, either in euros or in foreign currencies or any other unit of account established by reference to a set of currencies:
   - ordinary shares,
   - and/or ordinary shares giving rights to allocation of other ordinary shares or debt securities,
   - and/or transferable securities giving access to ordinary shares to be issued by the Company.

These securities may be issued to pay for securities tendered to the Company in connection with a public securities' exchange offer satisfying the conditions set forth in Article L. 225-148 of the French Commercial Code.

In accordance with Article L. 228-93 of the French Commercial Code, the transferable securities to be issued could give access to ordinary shares to be issued by any company directly or indirectly owning more than half of its capital or of which it owns directly or indirectly more than half of the capital;

2) sets the period of validity of this authorisation at twenty-six months starting from the date of this Shareholders' Meeting;
3) the total nominal amount of the ordinary shares likely to be issued under this delegation cannot exceed €5 million;

To this ceiling will be added, where applicable, the nominal value of the ordinary shares to be issued, in accordance with the law and, where applicable, the contractual provisions regarding other adjustment cases, in order to maintain the rights of holders of transferable securities giving access to the Company's capital.

This amount is deducted from the ceiling on capital increases set in the eleventh resolution.

The nominal amount of the Company's debt securities that may be issued pursuant to this delegation cannot exceed €50 million.

This amount is deducted from the ceiling on the nominal amount of debt securities set in the eleventh resolution;

4) decides to waive shareholders' pre-emptive subscription rights to ordinary shares and transferable securities giving access to capital and/or debt securities which are the subject of this resolution, but leaving the Board of Directors the option to award shareholders a priority right, in accordance with the law;
5) decides that the amount due or that will be due, to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of an issuance of individual share subscription warrants, the subscription price of these warrants, will be at least equal to the minimum required by legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation;
6) decides, in the event of an issuance of securities required to pay for securities tendered as part of a public exchange offer, that the Board of Directors will have, under the conditions laid down in Article L. 225-148 of the French Commercial Code and subject to the limits as defined above, the powers necessary to approve the list of securities tendered for the exchange, set the conditions of issue, the exchange parity and, where appropriate, the amount of the cash balance to be paid, and to determine the issue conditions;
7) decides that, if the number of subscriptions falls below the total number of shares or securities issued as set out in paragraph I, the Board of Directors may exercise the following options:
   - limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law,
   - freely allocate all or part of the unsubscribed securities;
8) decides that the Board of Directors will have, within the limits defined above, the necessary powers to set the conditions for the issuance(s), where applicable, acknowledge completion of the resulting capital increases, make the corresponding changes to the bylaws, charge, at its sole initiative, the costs of the capital increases to the amount of related premiums and withdraw from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase, and more generally, do all that is necessary in such matters;

9) notes that this delegation cancels and replaces any prior delegation given for the same purpose.

Thirteenth resolution - Delegation of authority to be given to the Board of Directors to issue ordinary shares giving, where appropriate, access to ordinary shares (of the Company or a Group company) or the allocation of debt securities and/or securities giving access to ordinary shares to be issued (by the Company or a Group company), waiving shareholders' pre-emptive subscription rights, by an offer mentioned in II of Article L. 411-2 of the French Monetary and Financial Code

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report by the Board of Directors and the special report by the Statutory Auditors in accordance with the provisions of the French Commercial Code and in particular its Articles L. 225-129-2, L. 225-136 and L. 228-92:

1) delegates to the Board of Directors the authority to issue, on one or more occasions, in the proportions and at times that it deems appropriate, on the French and/or international market, by an offer mentioned in II of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currencies or any other unit of account established by reference to a set of currencies:
   - ordinary shares,
   - and/or ordinary shares giving rights to allocation of other ordinary shares or debt securities,
   - and/or marketable securities giving access to ordinary shares to be issued by the Company.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company directly or indirectly owning more than half of its capital or of which it owns directly or indirectly more than half of the capital;

2) sets the period of validity of this authorisation at twenty-six months starting from the date of this Shareholders' Meeting;
3) the total nominal amount of the ordinary shares which could be issued pursuant to this delegation cannot exceed €5 million, it being specified that it will be further limited to 20% of the capital each year;

To this ceiling will be added, where applicable, the nominal value of the ordinary shares to be issued, in accordance with the law and, where applicable, the contractual provisions regarding other adjustment cases, in order to maintain the rights of holders of transferable securities giving access to the Company's capital.

This amount is deducted from the ceiling on capital increases set in the eleventh resolution.

The nominal amount of the Company's debt securities that may be issued pursuant to this delegation cannot exceed €50 million.

This amount is deducted from the ceiling on the nominal amount of debt securities set in the eleventh resolution.

4) decides to waive shareholders' pre-emptive subscription rights to ordinary shares and transferable securities giving access to capital and/or debt securities which are the subject of this resolution;
5) decides that the amount due or that will be due, to the Company for each of the ordinary shares issued under this delegation of authority, after taking into account, in the event of an issuance of individual share subscription warrants, the subscription price of these warrants, will be at least equal to the minimum required by legal and regulatory provisions applicable at the time when the Board of Directors implements the delegation;
6) 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 exercise the following options:
   - limit the issuance to the amount of the subscriptions, where appropriate within the limits laid down by the law,
   - freely allocate all or part of the unsubscribed securities;
7) decides that the Board of Directors will have, within the limits defined above, the necessary powers to set the conditions for the issuance(s), where applicable, acknowledge completion of the resulting capital increases, make the corresponding changes to the bylaws, charge, at its sole initiative, the costs of the capital increases to the amount of related premiums and withdraw from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase, and more generally, do all that is necessary in such matters;
8) notes that this delegation cancels and replaces any prior delegation given for the same purpose.

Fourteenth resolution - Determining the procedures for setting the subscription price in cases where pre-emptive subscription rights are waived subject to the annual limit of 10% of the capital

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report by the Board of Directors and the special report by the Statutory Auditors and in accordance with the provisions of Article L. 225-136-1° paragraph 2 of the French Commercial Code, authorises the Board of Directors, which decides on an issue of ordinary shares or transferable securities pursuant to the twelfth and thirteenth resolutions to derogate, up to a maximum of 10% of the capital per year, from the conditions for setting the price laid down by the abovementioned resolutions and to set the issue price of comparable capital securities to be issued according to the following conditions:

The issue price of comparable capital securities to be issued either immediately or at a later date cannot be less, at the discretion of the Board of Directors, than the lower of the following two averages:

- the average of five consecutive listed share prices, selected from among the previous 30 trading days preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%;
- the average of the share price during the six months preceding the date on which the issue price is set, which may be reduced by a maximum discount of 10%.

Fifteenth resolution - Authorisation to increase the issuance amount in the event of oversubscription

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report by the Board of Directors, decides that for each issue of ordinary shares or transferable securities decided pursuant to resolutions eleven to thirteen, the number of securities to be issued may be increased under the conditions laid down by Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limit of the limits fixed by the meeting, if the Board of Directors notes that an issue is oversubscribed.

Sixteenth resolution - Delegation to be given to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to capital, within the limit of 10% of the capital, to pay for contributions in kind of securities or securities giving access to capital

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the reports by the Board of Directors and the Statutory Auditors in accordance with Articles L. 225-147 and L. 228-92 of the French Commercial Code:

1) authorises the Board of Directors to issue, following an Auditor's report, ordinary shares or transferable securities giving access to ordinary shares to pay for contributions in kind made to the Company and consisting of capital securities or transferable securities giving access to capital, 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 twenty-six months starting from the date of this Shareholders' Meeting;
3) decides that the total nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed a maximum of 10% of the Company's share capital on the date of this meeting, not including the nominal value of the ordinary shares to be issued to preserve, in accordance with the law and, where relevant, the contractual provisions providing for other adjustment cases, the rights of holders of transferable securities giving access to the Company's capital. The total nominal amount of a capital increase resulting from issues made pursuant to this delegation will be deducted from the capital increase ceiling determined by the eleventh resolution;
4) grants full powers to the Board of Directors to approve the valuation 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) notes that this delegation cancels and replaces any prior delegation given for the same purpose.

Seventeenth resolution - Authorisation to be given to the Board of Directors to grant stock subscription and/or purchase options to salaried members of staff and/or certain corporate officers

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, noting the report by the Board of Directors and the special report of the Statutory Auditors:

1) authorises the Board of Directors, under the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, on one or more occasions, to the beneficiaries designated below, options giving an entitlement to subscribe for new shares in the Company to be issued within a capital increase or to purchase existing shares in the Company sourced from repurchases made under the conditions stipulated by law;
2) sets at thirty-eight months the period of validity of this authorisation starting from the date of this Shareholders' Meeting;
3) decides that the beneficiaries of these options may only be:
   - on the one hand, employees or some of them, or certain categories of staff, of a GROUPE GORGÉ company and, where appropriate, related companies or economic interest groupings under the conditions of Article L. 225-180 of the French Commercial Code,
   - on the other hand, corporate officers who fulfil the conditions laid down by Article L. 225-185 of the French Commercial Code;
4) the total number of options that can be granted by the Board of Directors pursuant to this authorisation cannot give entitlement to subscribe or purchase a number of shares greater than 5% of the share capital on the day of the allocation decision, it being specified that such limit shall include the total number of shares that could be allocated free of charge by the Board of Directors by virtue of the authorisation that follows;
5) decides that the subscription and/or purchase price to the beneficiaries would be set on the day when the options are granted by the Board of Directors according to these arrangements:
   - in the event that share subscription options are granted, the share subscription price to beneficiaries cannot be less than 80% of the share's average opening price over the twenty trading days preceding that date,
   - in the event that share purchase options are granted, the share purchase price to beneficiaries cannot be less than 80% of the share's average opening 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, pursuant to Articles L. 225-208 and L. 225-209 of the French Commercial Code;
6) decides that no option may be granted:
   - during the ten trading days prior to and subsequent to the date on which the Company's consolidated financial statements are published,
   - between the date on which the Company's management body becomes aware of information which, if made public, could significantly impact the market price of Company shares, and the date falling ten trading days after said information enters the public domain,
   - fewer than 20 trading days following an ex-dividend date giving an entitlement to a dividend or to a capital increase;
7) notes that this authorisation entails an express waiver by shareholders of their pre-emptive subscription right to the shares that will be issued as and when options are exercised, in favour of beneficiaries of share subscription options;
8) delegates all powers to the Board of Directors to set the other terms and conditions for the award of options and the exercise thereof and in particular to:
   - set the conditions under which options will be granted and approve the list or categories of beneficiaries as stipulated above; to set, where appropriate, the seniority conditions that these beneficiaries must meet; decide the conditions under which the price and the number of shares will have to be adjusted, particularly under the assumptions laid down in Articles R. 225-137 to 225-142 of the French Commercial Code,
   - set the period(s) for exercising the options so granted, given that the term of these options may not exceed ten years as from their award date,
   - provide the option to temporarily suspend the exercise of options for a maximum of three months, in the event that financial transactions involving the exercising of a right attached to the shares take place,

- accomplish or cause all formalities to be accomplished in order to finalise the share capital increase(s) which may, where relevant, be made pursuant to the authorisation which is the purpose of this resolution; amend the bylaws accordingly, and in general do all that is necessary,
- at its sole discretion and if it sees fit, charge the expenses of share capital increases against the amount of the premiums related to these increases, and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase;

9) noted that this delegation cancels and replaces any prior authorisation given for the same purpose.

Eighteenth resolution - Authorisation to be given to the Board of Directors to award free shares to members of the salaried staff or certain corporate officers

The Shareholders' Meeting, ruling pursuant to the quorum and majority conditions for Extraordinary Shareholders' Meetings, after having considered the report drawn up by the Board of Directors and the special report by the Statutory Auditors, authorises the Board of Directors to award, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, ordinary shares in the Company, existing or to be issued, in favour of:

- members of the salaried staff of the Company or companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- corporate officers who fulfil the conditions laid down by Article L. 225-197-1 of the French Commercial Code;

The total number of shares that may be allocated free of charge in this way cannot exceed 5% of the share capital on the day of the allocation decision, it being specified that such limit will include the total number of shares that any options granted by the Board of Directors pursuant to the preceding authorisation may give entitlement to.

The allocation of shares to beneficiaries will become final at the end of a vesting period, the duration of which will be determined by the Board of Directors, and which may not be less than the minimum period required by law. Beneficiaries will be required, where appropriate, to retain these shares for a period set by the Board of Directors, which cannot be less than the minimum period required by law. The cumulative duration of the vesting and retention periods cannot be less than the minimum period required by law.

By way of exception, the allocation will become final before the end of the vesting period in the event of invalidity of the beneficiary, corresponding to classification in the second and third categories as set out in Article L. 341-4 of the French Social Security Code.

Full powers are granted to the Board of Directors in order to:

- set the conditions and, where appropriate, the criteria for allocation of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them;
- if applicable:
  - note the existence of adequate reserves and transfer, at the time of each award, to an unavailable reserves account, the sums required to release the new shares to be allocated,
  - decide, when the time comes, on any capital increase(s) by incorporation of reserves, premiums or profits corresponding to the issue of new shares allotted free of charge,
  - purchase the necessary shares under the share repurchase program and assign them to the allocation plan,
  - determine the impact on the rights of the beneficiaries of operations changing the capital or likely to affect the value of the shares awarded and made during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares allocated to preserve the rights of the beneficiaries,
  - take all appropriate measures to ensure compliance with the holding obligation, where applicable, required by the beneficiaries,
  - generally, do all that is necessary for the implementation of this authorisation, in accordance with the regulations in force.

This authorisation will automatically entail a waiver of shareholders' pre-emptive subscription rights to the new shares issued by incorporation of reserves, premiums or benefits.

It is given for a period of thirty-eight months starting from the date of this meeting.

It cancels and replaces any prior authorisation given for the same purpose.

Nineteenth resolution - Delegation of competence to be given to the Board of Directors to increase capital by issuing ordinary shares and/or securities giving access to capital with waiving of shareholders' pre-emptive subscription rights in favour of members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having noted the report of the Board of Directors and the special report of the Statutory Auditors pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labour Code:

1) delegates its authority to the Board of Directors, if it sees fit, at its sole discretion, to increase the share capital on one or more occasions, by issuing ordinary shares or transferable securities giving access to capital securities to be issued by the Company to members of one or more Company or Group savings plans set up by the Company and/or French or foreign companies related to it under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code;
2) waives in favour of these individuals the pre-emptive subscription rights to shares which may be issued pursuant to this delegation;
3) sets the period of validity of this authorisation at twenty-six months starting from the date of this meeting;
4) limits the maximum nominal amount of any increase(s) which may be made using this delegation to €5 million, it being specified that this amount will be included in the limit of the capital increase set in the eleventh resolution. To this amount will be added, where applicable, the additional amount of the ordinary shares to be issued to maintain, in accordance with the law and with any applicable contractual provisions regarding other adjustment cases, the rights of holders of marketable securities giving entitlement to the Company's capital securities;
5) decides that the price of the shares to be issued, pursuant to paragraph 1/ of this authorisation, cannot be more than 20%, or 30% if the non-availability term in the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years, less than the average of the opening prices quoted for the share during the 20 trading sessions prior to the decision of the Board of Directors relating to the capital increase and the corresponding issue of shares, nor higher than this average;

6) decides, pursuant to the provisions of Article L. 3332-21 of the French Labour Code, that the Board of Directors may decide on the allocation to the beneficiaries defined in the first paragraph above, free of charge, of shares to be issued or already issued, or other securities giving access to the Company's capital to be issued or already issued, for (i) the matching contribution that may be paid pursuant to Company or Group savings plan regulations, and/or (ii), where applicable, the discount;

7) notes that this delegation cancels and replaces any prior delegation given for the same purpose.

The Board of Directors may or may not implement this delegation, take all measures and carry out all necessary formalities.

Twentieth resolution - Harmonisation of the bylaws

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, noting the report of the Board of Directors, decides:

1) regarding the scope of the procedure for regulated agreements:

- to harmonize the bylaws with the provisions of Article L. 225-39 of the French Commercial Code, as amended by decree no. 2014-863 of 31 July 2014,
- to amend accordingly and as follows Article 20 of the bylaws:

  "Subject to the exceptions provided for by the legislation in force, any agreement under the conditions defined by Article L. 225-38 of the French Commercial Code is subject to the authorisation and approval process provided for by law.";

2) concerning the arrangements for the transmission of proxy forms;

- to harmonize the bylaws with the provisions of Article R. 225-79 of the French Commercial Code, as amended by Decree No. 2010-684 of 23 June 2010,
- to amend accordingly and as follows the seventh paragraph of Article 22 of the bylaws, the rest of the Article remaining unchanged:

  "Shareholders may, under the conditions laid down by the legislation in force, send their voting form by mail for any Shareholders' Meeting, either as a printed paper copy or, on a decision by the Board of Directors recorded in the meeting notice and the convening notice, as an electronic copy."

Twenty-first resolution - Amendment of Article 9 of the bylaws concerning the arrangements for calls for funds

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, noting the report of the Board of Directors, decides:

- to amend the conditions under which calls for funds are brought to the attention of shareholders;
- to amend accordingly and as follows the fourth paragraph of Article 9 of the bylaws, the rest of the Article remaining unchanged:

  "Calls for funds are brought to the attention of subscribers at least fifteen days before the date set for each payment, by the insertion of a notice published in a journal of legal notices in the French department where the registered office is located or in the *Bulletin des Annonces Légales Obligatoires* (BALO)."

Twenty-second resolution - Amendment of Article 10 of the bylaws concerning crossings of statutory thresholds

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, noting the report of the Board of Directors, decides:

- to establish an obligation to declare the crossing of statutory thresholds;
- to amend accordingly and as follows paragraph 6 of Article ten of the bylaws, the rest of the Article remaining unchanged:

  "6. In addition to the rules laid down on the crossing of thresholds, any physical or legal person who, alone or together, comes to hold or ceases to hold, in any manner whatsoever, a number of shares representing more than 2%, 3% or 4% of the capital or voting rights, is required to notify the Company within a period of 10 calendar days from the crossing of one of these thresholds, of the number of shares, securities giving access to the capital and voting rights attached thereto, that it holds. For the purposes of application of this statutory obligation, the participation thresholds are determined under the same conditions as legal participation thresholds.

  In the event of non-compliance with the statutory requirement, the shares exceeding the undeclared fraction are deprived of voting rights for any Shareholders' Meeting held up until the expiry of a period of two years following the date of regularisation, at the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding 5% at least of the share capital."

Twenty-third resolution - Powers for formalities

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, grants all powers to the bearer of an example, a copy or an extract of these minutes in order to accomplish all filing and publicity formalities required by law.

6.3 Reports of the Statutory Auditors presented to the Shareholders' Meeting

Statutory auditors' report on regulated agreements and commitments

See section 2.6.2

Statutory auditors' report on the reduction of share capital

To the Shareholders,

In our capacity as Statutory Auditors of Groupe Gorgé and pursuant to the assignment set forth in Article L. 225-209 of the French commercial code (Code de Commerce) concerning capital reductions by cancellation of shares, we hereby report to you on our assignment of the reasons for and terms and conditions of the proposed capital reduction.

Shareholders are requested to grant full powers to the Board of Directors, for a period of 24 months starting on the date of this Meeting, to cancel, for up to a maximum of10% of its share capital per 24-month period, the shares purchased by the Company under the provisions of the aforementioned article.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this assignment. Our procedures consisted, in particular, in verifying the fairness of the reasons for as well as the terms and conditions of the proposed reduction in share capital, and ensuring that it does not interfere with the equal treatment of shareholders.

We have no comments on the reasons for and the terms and conditions of the proposed reduction in share capital.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	**MAZARS**
Hélène KERMORGANT	Daniel ESCUDEIRO

Statutory Auditors' report on the issue of ordinary shares and/or various securities with maintenance or cancellation of the preferential subscription right

To the Shareholders,

As Statutory Auditors of the Company and as part of our responsibilities set out in articles L. 228-92 and L. 225-135 of the French Commercial code (Code de Commerce), we hereby present our report on the proposed delegations of authority to the Board of Directors to issue share capital, with maintenance or cancellation of the preferential subscription right, transactions that you are asked to approve.

The Board of Directors asks, on the basis of its report:

- that you empower it, for a period of twenty-six months, to carry out the following transactions and, where necessary, waive your preferential subscription rights :
  - issue of ordinary shares and / or securities granting access to the Company's share capital. In accordance with Article L. 228-93 paragraph 1 of the French Commercial Code, the equity securities to be issued by the Company or by any company of which the Company directly or indirectly owns more than half the capital, may give the access to the share capital of this company while maintaining of preferential subscription rights (11th resolution);
  - issue of ordinary shares and / or securities by IPO granting access to the Company's share capital while cancelling preferential rights while cancelling preferential subscription rights (12th resolution) on the understanding that :
    - these negotiable securities may be issued to pay for securities tendered to the Company in the context of a public exchange offer for securities satisfying conditions laid down in Article L. 225-148 of the French Commercial Code ;
    - in accordance with Article L. 228-93 paragraph 1 of the French Commercial Code, the equity securities to be issued by the Company or by any company of which the Company directly or indirectly owns more than half the capital, may give the access to the share capital of this company;

- issue of ordinary shares and / or securities granting access to the Company's share capital via public offer stipulated in paragraph II of Article L. 411-2 of the French Monetary and Financial Code and within the limit of 20% of the annual share capital, In accordance with Article L. 228-93 paragraph 1 of the French Commercial Code, the equity securities to be issued by the Company or by any company of which the Company directly or indirectly owns more than half the capital, may give the access to the share capital of this company while cancelling preferential subscription rights (13th resolution);

- that you empower it by the fourteenth resolution to set the price for the issue of shares and/or securities, within the limit of 10% of the share capital(12th, 13th resolutions);
- to empower it, for a period of twenty-six months to set the terms and conditions for the issue of shares and /or securities granting access to the Compnay's share capital, with a view to remunerating the contributions in kind granted to the Company and comprised of shares or securities granting access to the share capital of other companies (16th resolution), within the limit of 10% of the share capital.

The maximum overall nominal amount of the share capital increases likely to be released, immediately or in the future, may not exceed 5 000 000 euros (11th, 12th, 13th, 16th, 19th resolutions).

The maximum overall nominal amount of debt securities that could be issued may not exceed 50 000 000 euros (11th, 12th and 13th resolutions).

These limits take into account the additional nulber of securities to be created by virtue of the delegations set forth in the 11th, 12th and 13th resolutions, under the terms and conditions stipulated in article L.225-135-1 of the French Commercial Code, should you adopt the 15th resolution.

The Board of Directors is required to prepare a report in accordance with articles R. 225-113, R. 225-114 and R. 225-117 of the French Commercial code. Our role is to report to you on the fairness of the financial information extracted from the financial statements, on the proposal to waive the preferential subscription rights and on certain other information concerning these transactions, set out in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. This work consisted of checking the content of the report prepared by the Board of Directors on these transactions and the process for determining the issue price of the future securities.

Subject to reviewing at a future date the terms and conditions of any issues of shares or securities granting access to the share capital that may be decided upon, we have no matters to report on the process for determining the issue price of the future securities, set out in the report of the Board of Directors by virtue of the 12th, 13th and 14th resolution.

In addition, as this report does not specify the methods of determining the issue price of the future securities by virtue of the 11th, 16th we cannot express our opinion on the elements used to calculate the issue price of the future securities.

As the issue price of the future securities has not been set, we do not express any opinion on the definitive terms and conditions of the issues that would be carried out and, accordingly, on the proposal put to you to waive your preferential subscription right in the 12th and 13th resolution.

Pursuant to article R. 225-116 of the French Commercial code, we will prepare an additional report, as required, at such time as the Board of Directors makes use of this authorisation in the event of issues of shares with cancellation of the preferential subscription right or issues of securities granting access to share capital.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	**MAZARS**
Hélène KERMORGANT	Daniel ESCUDEIRO

Statutory auditors' report on authorisation to grant subscription and stock-options

To the Shareholders,

In our capacity as Statutory Auditors of Groupe Gorgé and in accordance with article L. 225-177 and R. 225-144 of the French commercial code (Code de Commerce), we hereby present our report on the proposed authorisation to grant subscription and stock-options to eligible employees and corporate officers of your Company or economic interest groupings (definitions of related parties are outlined in article L. 225-180 of the French Commercial Code), transaction you are asked to approve.

The allocation of options granted under this authorisation will not allow the subscription or purchase of shares exceeding 5% of the share capital on the day the decision to allocate them is taken by the Board of Directors. This limit includes the total number of shares that may be granted for free by the Board of Directors under the eighteenth resolution.

Based on its report, the Board of Directors is asking for authorisation for a 38-month period starting on the date of this Meeting, to allocate free shares existing or to be issued.

The Board of Directors is responsible for establishing a report on the transaction it wants to perform and to propose the process for setting the subscription or purchase price. Our role is to express our comments, if any, on the information that is given to you on the planned transaction.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such transactions. These procedures notably consisted in verifying that the proposed terms and conditions presented in the Board of Directors' report comply with applicable legal provisions.

We do not have any comment on the information presented in the Board of Directors' report on the proposed authorisation to grant subscription and stock-options.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	MAZARS
Hélène KERMORGANT	Daniel ESCUDEIRO

Statutory Auditors' Report on the authorisation to grant free shares (existing or to be issued)

To the Shareholders,

In our capacity as Statutory Auditors of Groupe Gorgé and in accordance with article L. 225-191-1 of the French commercial code (Code de Commerce), we hereby present our report on the proposed authorisation to allocate free shares existing or to be issued to eligible employees and corporate officers of your Company and companies related to it in accordance with article L. 225-197-2 of the Commercial Code, transaction you are asked to approve.

The allocation of free shares granted under this authorisation will not allow the allocation of a total number of shares existing or to be issued representing more than 5% of the share capital on the day the decision to allocate them is taken by the Board of Directors. The free shares that may be granted by the Board of Directors under the seventeenth resolution are entitled to these shares.

Based on its report, the Board of Directors is asking for authorisation for a 38-month period starting on the date of this Meeting, to allocate free shares existing or to be issued.

The Board of Directors is responsible for establishing a report on the transaction it wants to perform. Our role is to express our comments, if any, on the information that is given to you on the planned transaction.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such transactions. These procedures notably consisted in verifying that the proposed terms and conditions presented in the Board of Directors' report comply with applicable legal provisions.

We do not have any comment on the information presented in the Board of Directors' report on the proposed authorisation to allocate free shares.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	MAZARS
Hélène KERMORGANT	Daniel ESCUDEIRO

Statutory Auditors' report on the issue of shares or securities granting access to the share capital, reserved for members of company savings plans

To the Shareholders,

As Statutory Auditors of your Company and pursuant to the assignment set forth in Articles L. 228-92 and L. 225-135 et seq. of the French Commercial Code (Code de commerce), we hereby present our report on the proposed delegation of authority to your Board of Directors to decide an increase in the share capital, through issues of shares or securities granting access to the share capital, with cancellation of preferential subscription rights, reserved for members of one or more company savings plans implemented within the Group, comprising the Company and the French and foreign companies falling within the consolidation scope of the Company financial statements pursuant to Article L .3344 -1 of the French Labour Code (Code du travail), a transaction that your are being asked to approve.

This transaction may lead to a share capital increase up to a maximum par value amount to 5 000 000 euros it being specified that this amount is deductible from the share capital increase limit set in the 11th resolution.

This share capital increase is subject to your approval in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code.

Based on its report, the Board of Directors is asking that you grant it full powers, for a period of twenty-six months commencing the date of this shareholders' meeting to decide issues of shares or securities granting access to the share capital, with cancellation of your preferential subscription rights to the shares to be issued. When appropriate, it will set the final terms and conditions of these issues.

It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R. 225-113, et seq. of the French Commercial Code. Our role is to express an opinion on the fair presentation of the quantified financial information extracted from the accounts, on the proposal to cancel preferential subscription rights and on certain other information concerning this issue, contained in this report.

We conducted the procedure s we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement. These procedures consisted in verifying the contents of the Board of Directors' report on this transaction and the process for setting the issue price of the future securities.

Subject to reviewing at a future date the terms and conditions of any issues of shares or securities granting access to the share capital that may be decided upon, we have no comments to make on the process for setting the issue price of the future securities, set out in the report of the Board of Directors.

As the definitive terms and conditions of the share capital increase have not been set, we do not express an opinion thereon and, as such, on the proposed cancellation of preferential subscription rights on which you are asked to decide.

Pursuant to Article R. 225-116 of the French Commercial Code, we will prepare an additional report, as required, when the Board of Directors makes use of this authorisation.

Paris and Courbevoie, April 17, 2015

The statutory auditors

COREVISE	**MAZARS**
Hélène KERMORGANT	Daniel ESCUDEIRO

6.4 Other report by the Board of Directors presented to the Shareholders' Meeting of 17 June 2015

Special report by the Board of Directors prepared pursuant to the provisions of article L. 225-197-4 of the French Commercial Code

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 allocations of free shares made in favour of the employees and Directors of the Group during the financial year ended 31 December 2014.

In its meeting on 12 May 2014, the Board of Directors, in accordance with the authorisation granted to it by the Combined Shareholders' Meeting of 8 June 2012, allocated free of charge a maximum total number of 30,000 free shares with a nominal value of €1 each to two employees of a subsidiary of GROUPE GORGÉ, both non-corporate officers, as set out below:

Beneficiary	Number of new shares	Value of the shares on the basis of the share price on 12 May 2014 (the closing price)
Employee A, employee of a GROUPE GORGÉ subsidiary, who is not a corporate officer	15,000, of which 7,500 are subject to performance conditions	€21.42
Employee B, employee of a GROUPE GORGÉ subsidiary, who is not a corporate officer	15,000, of which 7,500 are subject to performance conditions	€21.42

The Board set the terms and criteria for allocating said free shares by making the final allocation of said shares to their beneficiaries contingent upon their continued employment with the Group and, for a part of the shares, performance conditions as well as their continued employment with the Group.

The Board also set at two years the vesting period (period at the end of which the free allocation of shares to the beneficiaries becomes final, subject to compliance with the continued employment and performance conditions). Upon expiry of this period, free shares must be kept by their beneficiaries for a further period of two years.

The shares acquired are shares to be issued. The Board of Directors has, however, reserved the option to deliver, if need be, existing shares, which would be held as treasury stock.

Paris

31 March 2015

The Board of Directors

ADDITIONAL INFORMATION 7

7.1 Information concerning the Statutory Auditors

7.1.1 Principal and Alternate Statutory Auditors

Principal Statutory Auditors

COREVISE

Member of the Versailles Regional Association of Statutory Auditors

Represented by Hélène KERMORGANT

26 rue Cambacérès

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

Member of the Versailles Regional Association of Statutory Auditors

Represented by Daniel ESCUDEIRO

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).

Alternate Statutory Auditors

FIDINTER

26 rue Cambacérès

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

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).

We propose to the Shareholders' Meeting of 17 June 2015 not to renew the terms of office of COREVISE and FIDINTER, which are expiring (see the Board of Director's report in Chapter 6.1 of the Registration Document).

7.1.2 Statutory Auditors' fees

	MAZARS	%	COREVISE	%	MAZARS	%	COREVISE	%
(in thousands of euros, excl. VAT)	2014		2014			2013		2013
Statutory audit and certification of the financial statements	384.5	94%	241	100%	313	89%	221	97%
of the parent company	83.5	20%	82	34%	81	23%	81	36%
of which subsidiaries	301	74%	159	66%	232	66%	140	61%
other services	25	6%	-	-	37	11%	7	3%
TOTAL	**409.5**	**100%**	**241**	**100%**	**349**	**100%**	**227**	**100%**

7.2 Person responsible for the information

7.2.1 Person responsible for the Registration Document containing the annual financial report

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

7.2.2 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 information from the management report and listed in the concordance table on page 134 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 76 and 86. The report on the consolidated financial statements contains one observation.

The Statutory Auditors draw attention to Note 2.1 "Reconciliation between the financial statements published in 2013 and those provided for the purposes of comparison" in the Notes to the consolidated financial statements which set forth the changes made to the 2013 financial statements with respect to a retrospective correction to the 2012 financial statements.

The Statutory Auditors have issued reports for the financial information incorporated by reference into this Registration Document for the 2013 and 2012 financial years and are found on pages 91 and 92 and pages 89 and 90 of the respective Registration Documents. The reports on the consolidated financial statements contained observations."

Paris, 20 April 2015

Chairman and Chief Executive Officer

7.3 Concordance tables

7.3.1 Concordance table - Registration Document (Annex I of European regulation No. 809/2004)

"This concordance table presents the main categories required by European Commission Regulation no. 809/2004 dated 29 April 2004 (the "Regulation") and refers readers to the relevant sections or chapters of this document, where they will find information relating to each of the categories."

N°	*Entries in Appendix 1 of European regulation n° 806/2004*	Chapter/Section	Page
1.	**Persons responsible**		
1.1	Information on persons responsible	7.2.1	129
1.2	Declaration of persons responsible	7.2.2	129
2.	**Statutory Auditors**		
2.1	Name and address of the Statutory Auditors	7.1.1	128
2.2	Information on the resignation of the Statutory Auditors	N/A	-
3.	**Selected financial information**		
3.1	Historical financial information	1.1, 1.5.5	4-5, 25
3.2	Interim financial information	N/A	-
4.	**Risk factors**	1.6	25-28
5.	**Information on the issuer**		
5.1	History and development of the Company		
5.1.1	Legal and commercial name of the issuer	4.1.1	88
5.1.2	Place of registration and registration number of the issuer	4.1.1	88
5.1.3	Date of incorporation and term of the issuer	4.1.1	88
5.1.4	Head office, legal status and law governing company business, country of origin, address and telephone number of the head office	4.1.1	88
5.1.5	Significant events in the development of the issuer's businesses	1.2.1	6
5.2	Investments		
5.2.1	Major investments	1.3.3	18-19
5.2.2	Major ongoing investments	1.3.3	18-19
5.2.3	Issuer's main future investments	1.3.3	18-19
6.	**Activity overview**		
6.1	Principal activities		
6.1.1	Nature of transactions carried out by the issuer and main activities	1.2.2	6-13
6.1.2	New products and/or services	1.2.2, 1.2.4, 1.3.1	6-13, 15-16, 17-18
6.2	Major markets	1.2.2	6-13
6.3	Exceptional events	Note 5.2 to the consolidated financial statement	75
6.4	Dependence on patents, licences, contracts and manufacturing processes	1.6.1	26
6.5	Information on which any statements regarding its competitive position are based	1.2.2	6-13
7.	**Organisational chart**		
7.1	Summary description of the group	1.2.3, 1.5.1	14-15, 22
7.2	List of important subsidiaries	1.2.3, Note 3 to the consolidated financial statements, Note 4.1 to the separate financial statements	14-15, 57-59, 84
8.	**Property, plant and equipment**		
8.1	Substantial property, plant and equipment	1.3.3, Note 4.7 to the consolidated financial statements	19, 63
8.2	Environmental issues that may affect the use of property, plant and equipment	1.3.3, 1.6.4, 5.4	19, 28, 103
9.	**Review of financial position and results**		
9.1	Financial position	1.4.2	21-22
9.2	Operating income		
9.2.1	Major factors having a significant effect on operating income	1.4.1, 1.6.2, 1.6.4, Note 1 to the consolidated financial statements	20-21, 26-28, 50-51, 71
9.2.2	Explanation of significant changes to net sales or revenue	1.4.1	20-21
9.2.3	Strategy or factor that has significantly affected or could significantly affect the issuer's operations, directly or indirectly	1.3.1	17-18
10.	**Capital resources**		

N°	*Entries in Appendix 1 of European regulation n° 806/2004*	Chapter/Section	Page
10.1	Issuer's capital resources	1.4.2, 3.1.1, Note 4.8 to the consolidated financial statement	21-22, 46, 49, 70
10.2	Sources and amounts of cash flows	1.4.2, 3.1.1, Note 4.6 and Note 4.14 to the consolidated financial statement	21-22, 48, 62-63, 67
10.3	Borrowing requirements and funding structure	1.4.2, Note 4.15 and Note 4.16 to the consolidated financial statements	21-22, 68-70
10.4	Restrictions on the use of capital resources	Note 4.16 to the consolidated financial statements and Note 4.2.3 to the separate financial statements	68-70, 84
10.5	Expected sources of finance	1.4.2, Note 4.15 and Note 4.16 to the consolidated financial statements	21-22, 68-70
11.	**Research and development, patents and licences**	1.3.3, 1.6.1, Note 4.8 to the consolidated financial statements	18-19, 25, 64
12.	**Trend information**		
12.1	Most significant trends in production, sales, inventory, costs, and selling prices since the end of the last financial year	1.3.2	18
12.2	Known trends, uncertainties, claims, commitments or events that would be reasonably likely to have a material impact on the issuer's outlook	Chairman and CEO's message, 1.3.2	2, 18
13.	**Profit forecasts or estimates**	N/A	-
13.1	Statement setting out the main assumptions on which the issuer based its forecast or estimate	N/A	-
13.2	Report prepared by the Statutory Auditors	N/A	-
13.3	Preparation of forecasts or estimates	N/A	-
13.4	Statement on the validity of a forecast previously included in a prospectus	N/A	-
14.	**Administrative, management, and supervisory bodies and senior management**		
14.1	Composition – statements	2.2, 2.2, 2.5.1	30-34, 38
14.2	Conflicts of interest	2.1	30
15.	**Remuneration and benefits**		
15.1	Remuneration and benefits in kind	2.4	35-38
15.2	Pensions and similar benefits	2.4, Note 4.20 to the consolidated financial statements	35-38, 71
16.	**Operation of administrative and executive bodies**		
16.1	Positions held by members of the Board of Directors	2.2	31-34
16.2	Services agreements binding members of administrative bodies	1.5.1, 2.4	22, 35
16.3	Information on special-purpose committees	2.1, 2.5.1	30, 38-39
16.4	Corporate governance statement	2.5.1	40-41
17.	**Employees**		
17.1	Number of employees	1.1, 5.2, Note 5.1 to the consolidated financial statements	5, 75, 99-100
17.2	Involvement in the issuer's share capital and stock options	2.3, Note 4.19 to the consolidated financial statements	35-37, 71
17.3	Agreement providing for the involvement of employees in the issuer's capital	4.2.1, 4.3.5, Note 4.19 to the consolidated financial statements	90, 94, 71
18.	**Major shareholders**		
18.1	Identity of main shareholders	4.3.1, 4.3.2	94
18.2	Existence of different voting rights	4.3.2	94
18.3	Control of the issuer	4.3.3	94
18.4	Agreement whose implementation could lead to a change in control	N/A	-
19.	**Related party transactions**	2.6, Note 4.24 to the consolidated financial statements	43-44, 74
20.	**Financial information on the issuer's portfolio, financial position and earnings**		
20.1	Historical financial information	3.1, AMF panel	46-75, 1
20.2	*Pro forma* financial information	N/A	-
20.3	Financial statements	3.2	77-85
20.4	Auditing of historical annual financial information		
20.4.1	Statement that the historical financial information has been audited	3.1.2, 3.2.2, AMF panel	76, 86, 1
20.4.2	Details of other information audited by the Statutory Auditors	2.5.2, 2.6.2	42, 43-44

N°	*Entries in Appendix 1 of European regulation n° 806/2004*	Chapter/Section	Page
20.4.3	Where financial data in the Registration Document is not extracted from the issuer's audited financial statements, details of the source and statement that the data has not been audited	N/A	-
20.5	Date of latest financial information	31/12/2014	
20.6	Interim and other financial information		
20.6.1	Half-yearly or quarterly financial information	N/A	-
20.6.2	Interim financial information	N/A	-
20.7	Dividend policy	4.4.2	96
20.7.1	Total dividends	1.5.3, 4.4.2, 6.1	23, 96, 107
20.8	Legal and arbitration proceedings	1.6.1	26
20.9	Significant changes in the financial or trading position	1.3.4, Note 5.2 and 5.3 to the consolidated financial statements and Note 4.6 and 4.7 to the separate financial statements	19, 75, 85
21.	**Additional information**		
21.1	Share capital		
21.1.1	Total subscribed share capital	4.2.1	90
21.1.2	Shares not representing capital	N/A	-
21.1.3	Shares held by the issuer	4.2.2	90-91
21.1.4	Convertible or exchangeable securities or securities with warrants	4.2.1	90
21.1.5	Information on the conditions governing any right to purchase and/or any obligation attached to the capital subscribed but not paid-up, or on any undertaking to increase the capital	N/A	-
21.1.6	Information on the capital of any member of the Group that is the subject of an option or conditional or unconditional agreement providing for it to be made subject to an option	4.2.1	90
21.1.7	History of the share capital	4.2.3	92
21.2	Memorandum and bylaws		
21.2.1	Description of the issuer's corporate purpose	4.1.2	89
21.2.2	Summary of any provision contained in the issuer's memorandum or bylaws concerning the members of its administrative, management and supervisory bodies	4.1.2	89
21.2.3	Description of rights, privileges and restrictions attached to each share class	4.1.2	89
21.2.4	Description of steps necessary to amend shareholders' rights	4.1.2	89
21.2.5	Description of the conditions governing the manner in which Annual General Meetings and Extraordinary General Meetings are called	2.5.1, 4.1.2	41, 89-90
21.2.6	Description of any provision that could delay, postpone or prevent a change of control	N/A	-
21.2.7	Details of any provision setting the threshold above which any equity interest must be disclosed	4.1.2	90
21.2.8	Description of conditions concerning modifications to share capital which are more restrictive than those provided under the law	4.1.2	90
22.	**Material contracts**	N/A	-
23.	**Third party information and statements by experts and declarations of interest**	N/A	-
23.1	Statement or report attributed to a person as an expert	N/A	-
23.2	Third-party information	N/A	-
24.	**Publicly available documents**	4.4.3	97
25.	**Information on equity interests**	1.2.3, Note 3 to the consolidated financial statements, Note 4.1 to the separate financial statements	14-15, 57-59, 84

7.3.2 Concordance table - Annual financial report

This Registration Document includes all sections of the annual financial report listed under Article L. 451-1-2 of the French Monetary and Financial Code, as well as Article 222-3 of the French Financial Markets Authority (Autorité des Marchés Financiers - AMF) General Regulations.

The documents referred to in Article 222-3 of the aforementioned regulations and the corresponding sections of this Registration Document are specified below.

	Annual Financial Report (Article L. 45112 of the French Monetary and Financial Code and Article 222-3 of the General Regulations of the French Financial Markets Authority (Autorité des marchés financiers or AMF).	Chapter/Section	Page
1.	Separate financial statements	3.2	77-85
2.	Consolidated financial statements	3.1	46-75
3.	Management report		
4.	Statement by the person responsible for the annual financial report	7.2.2	129
5.	Statutory Auditors' report on the separate financial statements	3.2.2	86
6.	Statutory Auditors' report on the consolidated financial statements	3.1.2	76
7.	Statutory Auditors' special report on regulated agreements and commitments	2.6.2	43-44
8.	Statutory Auditors' fees	Note 4.8 to the separate financial statements, 7.1.2	85, 128
9.	Report of the Chairman of the Board on corporate governance and internal control and risk management (Article L. 225-37 of the French Commercial Code)	2.5.1	38-41
10.	Statutory Auditors' report on the Chairman's report	2.5.2	42

7.3.3 Concordance table - Management report pursuant to Articles L. 225-100 et seq. of the French Commercial Code.

	Management report French Commercial Code Article L. 225-100	Chapter/Section	Page
	Activity report		
1.	Situation and activity of the Company over the previous year	1.5	22-25
2.	Results of the activity of the Company, its subsidiaries and companies under its control	1.4	20-22
3.	Key financial performance indicators	1.1	4-5
4.	Analysis of changes to the business, its results and financial position	1.4.1, 1.4.2	20-22
5.	Major events occurring between the closing of the financial year and the date the management report was drawn up	1.3.4, Notes 5.2 and 5.3 to the consolidated financial statements and Notes 4.7 to the separate financial statements	19, 75, 85
6.	Changes and outlook	Chairman and CE's Message, 1.3.2	2, 18
7.	Research and development activities	1.3.3, 1.6.1, Note 4.8 to the consolidated financial statements	18-19, 25, 64
8.	Payment terms for trade payables	1.5.4	23
9.	Changes in the presentation of the annual financial statements and in the valuation methods	Note 2 to the consolidated financial, Note 2 to the separate financial statements	51-52, 79-80
10.	Description of the main risks and uncertainties	1.6	25-28
11.	Information on installations classified as high threshold Seveso	N/A	-
12.	Information on the use of financial instruments	Notes 4.15, 4.16 and 4.17 to the consolidated financial statements, Note 4.2.6 to the separate financial statements	68-70, 85
13.	Investments made in the last three financial years	1.3.3	18-19
14.	Significant new shareholdings or controlling interests acquired over the financial year in companies with head offices on French territory	1.2.3, 1.3.1, Notes 1 and 3.3 to the consolidated financial statements, Note 1 to the separate financial statements	14-15, 17, 50-51, 58-59, 78-79
	Corporate social responsibility		
15.	Information on how the Company takes into account the social and environmental consequences of its activity	5	98-105
16.	Key environmental and social indicators	5.2, 5.3, 5.4	99-103
	Governance		
17.	Body charged with general management of the Company	4.1.2	89
18.	List of all offices and functions held in any company by each of these corporate officers during the past financial year	2.2	32-34
19.	Total remuneration and all benefits paid to each company officer during the past financial year	2.4	35-38
20.	Distinction between fixed, variable and exceptional components making up these remunerations and benefits as well as the calculation criteria	2.4	35
21.	Commitments of any kind on behalf of the executives	2.4, Note 4.20 to the consolidated financial statements	35-38, 71
22.	Conditions relating to the disposal of bonus shares allocated to executives in the performance of their duties	N/A	-
23.	Trading in Company shares by executives and persons with close ties to them	2.3	35
	Shareholders and share capital		
24.	Shareholder structure and changes occurring during the financial year	4.2, 4.3	90-91, 94
25.	Employee share ownership	4.3.5	94
26.	Repurchase and resale by the Company of its own shares	4.2.2, 6.3	90-91, 122
27.	Name of companies controlled and share capital held in the Company	Note 3.1 to the consolidated financial statements	57-58
28.	Cancellation of shares to regularise cross shareholdings	N/A	-
29.	Total dividends and other income paid out over the previous three financial years	1.5.3, 4.4.2, 6.1	23, 96, 107
30.	Information likely to have an impact in the event of a public offer	4.3.4	94
	Other information		
31.	Sumptuary expenses	1.5.2	22
32.	Table of results for the five previous financial years	1.5.5	25
33.	Injunctions or financial penalties for anti-competitive practices	N/A	-
34.	Information on stock option plans granted to corporate officers and employees	2.4, Note 4.19 to the consolidated financial statements	36-37, 71
35.	Information on bonus shares allocated to corporate officers and employees	2.4, Note 4.19 to the consolidated financial statements	36-37, 71

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