ROBUST 2013 EARNINGS AND RECORD HIGH NET ASSET VALUE

- **2013 earnings up and favorable growth in H2, despite contraction in the scope of consolidation and currency fluctuations:**
  - **Consolidated sales rose 1.5% to €6,432 million**
  - **Contribution of Group companies to net income from business sectors rose 1.4% to €645.7 million, at constant scope for Wendel**
  - **Non-recurring income was €186.5 million**
  - **Net income, Group share, surged 51% to €333.7 million**
- **NAV as of March 17, 2014 more than €7 billion:**
  - **€144.0 per share, up 8.7% over 12 months**
- **Capital transactions in 2013:**
  - **Full exit in 2013 from capital of Legrand, after 11 years of support, at 3.9x initial investment**
  - **US$276 million investment in IHS raised to US$428 million at end-March 2014: Wendel's biggest investment in an unlisted company since 2006.**
  - **First acquisition in Japan, Nippon Oil Pump**
  - **Investment in Saham Group, one of the leading African insurance groups**
- **Repayment of all debt related to the investment in Saint-Gobain on March 17, 2014.**
- **Return to shareholders:**
  - **2.6% of capital repurchased during the year and 2% of shares cancelled as of August 28, 2013**
  - **Ordinary dividend up 5.7% at €1.85 per share, to be proposed at the Annual Shareholder's Meeting on June 6, 2014.**
- **New developments at Materis:**
  - **Sale of Kerneos to Astorg finalized on March 26, 2014**
  - **Exclusive negotiations opened on March 26, 2014 to sell ParexGroup for an enterprise value of €880 million**
  - **Materis' leverage reduced to less than 6 times EBITDA**

Frédéric Lemoine, Chairman of Wendel's Executive Board, said,

"For Wendel, 2013 will go down as a year of portfolio change and of the start of our 2013-17 investment strategy. After 11 years of support, we sold our investment in Legrand, achieving an IRR of 19% p.a. since 2002. We launched our geographic diversification strategy, with a total investment as of end-March 2014 of US$428 million in IHS, the leader in telecom tower infrastructure for mobile phone operators in Africa. IHS is Wendel's biggest investment in an unlisted company since 2006. Our investment in Moroccan group Saham SA, alongside the company's founder, also illustrated our new investment strategy. Saham is a diversified pan-African group and leader in the insurance

sector. This investment gives Wendel exceptional exposure to this continent's growth. We are continuing to carry out an intensive, analytical search for companies in North America, where we have built an investment team, and in Europe, in particular in Germany, France and the Benelux countries.
Throughout 2013, the Wendel team also supported Group companies as they grew and created value: IHS's development in Africa, Stahl's acquisition of Clariant Leather Services and Bureau Veritas' purchase of Canadian leader Maxxam.
Finally, Materis has today announced two major transactions that will give its four healthy businesses the resources they need to develop and grow.

These transactions, together with the operational momentum of the companies in our portfolio, demonstrate that we can successfully implement the new strategy we initiated in early 2013 and are the first moves in our plan to invest €2 billion by 2017, while also returning to investment grade status."

2013 consolidated results

(in millions of euros)	2012	2013
Consolidated subsidiaries	692.5	653.7
Financing, operating expenses and taxes	(244.7)	(244.0)
Net income from business sectors(1)	447.8	409.7
Net income from business sectors,(1) Group share	237.9	199.3
Non-recurring income	58.8	186.5
Impact of goodwill allocation	(169.5)	(106.2)
Total net income	337.1	490.0
Net income, Group share	**221.1**	**333.7**

1. *Net income before goodwill allocation entries and non-recurring items.*

Net income from business sectors

(in millions of euros)	2012	2013	Δ
Constant scope for Wendel			
Bureau Veritas	412.3	408.4	-0.9%
Materis	(9.8)	13.0	ns
Stahl	26.6	31.3	+17.6%
Saint-Gobain (equity accounted)	192.0	171.4	-10.7%
Oranje-Nassau Développement	15.4	21.5	+40.1%
- Parcours	*12.3*	*13.0*	*+5.6%*
- Mecatherm	*1.0*	*6.5*	*ns*
- exceet (equity accounted)	*2.1*	*2.0*	*-2.8%*
Sub-total	**636.4**	**645.7**	**+1.4%**
Changes in scope[1]			
Legrand (equity accounted)	31.1	13.8	
Deutsch	24.9	-	
IHS (equity accounted since May 2013)	-	(5.8)	
Sub-total	**56.1**	**8.1**	**ns**
Total business sector contribution	**692.5**	**653.7**	**-5.6%**
of which Group share	*482.8*	*443.3*	-8.2%
Operating expenses, management fees, and taxes	(32.6)	(40.2)	+23.4%
Amortization, provisions, and stock-option expenses	(6.5)	(5.6)	
Total operating expenses	**(39.0)**	**(45.8)**	**+17.2%**
Total financial expense	**(205.6)**	**(198.3)**	**-3.6%**
Net income from business sectors	**447.8**	**409.7**	**-8.5%**
of which Group share	237.9	199.3	-16.2%

1. *Purchase or sale of an equity investment in 2012 or 2013*

The Supervisory Board met on March 26, 2014, under the chairmanship of François de Wendel, to review Wendel's consolidated financial statements, as approved by the Executive Board on March 17, 2014. The financial statements were audited by the Statutory Auditors prior to publication.

Wendel recorded a 1.5% rise in consolidated sales, to €6,431.8 million, and organic growth of 4.0%.

The overall contribution of the Group's companies to net income from business sectors was €653.7 million, reflecting a 5.6% decrease compared with 2012, but a significant improvement compared with the first half of 2013. This decrease resulted from changes in the scope of consolidation (decrease in Wendel’s percentage holding in Legrand compared with 2012 and sale of Deutsch in H1 2012). The part of Wendel’s consolidation scope that did not change, contributed an increase of 1.4%. In H1 2013, this contribution was -7.5%, before improving significantly to +10.7% in H2 2013 compared with H2 2012.

The total of finance costs, operating expenses, and taxes was €244.0 million, stable compared with 2012 (€244.7 million), with reduced finance costs offsetting a rise in operating expenses. This rise reflected greater investment activity in 2013 compared with 2012 and the opening of Wendel’s new offices in North America and Singapore to support its investment strategy.

Non-recurring income totaled €80.3 million vs. a non-recurring loss of €110.8 million in 2012. In 2012, non-recurring items had included the positive impact of the sale of Deutsch, which generated an accounting gain of €689.2 million, and the negative impact of revaluing Saint-Gobain shares, which generated a loss of €414 million. In 2013, non-recurring income was increased by €369.0 million resulting from the sale of a block of Legrand shares.

Wendel's net income, Group share, was thus €333.7 million in 2013, compared with €221.1 million in 2012, representing a rise of 50.9%.

Results of Group companies

Bureau Veritas – Solid financial performance in 2013 – Adjusted operating margin of 16.7%. Acquisition of Maxxam finalized in January 2014.

(Full consolidation)

Revenue in 2013 stood at €3,933.1 million, representing a 0.8% rise over the previous year.

Organic growth of 3.5% for the financial year consisted of sustained growth of 7.3% across 88% of the business portfolio, specifically in Oil & Petrochemicals, Consumer Products, Industry and Construction, and a decline of 16.7% over 12% of the business portfolio, specifically in Metals & Minerals, Marine new construction and Government contracts.
In the fourth quarter, Bureau Veritas posted organic growth of 1.6%, reflecting a stronger decline in the Metals & Minerals and Government contracts segments and more moderate growth in Industry, associated with one-off events.
Acquisitions contributed 2.8% to growth, with the 2013 purchases of 7Layers (Consumer Products), Sievert (Industry), LVQ-WP (Industry), KBI (Construction), CKM (Construction), OTI (Commodities), and Carab Tekniva Group, and the full year consolidation of the companies acquired in 2012, primarily Tecnicontrol (Industry), TH Hill (Industry), and AcmeLabs (Commodities). The businesses sold represented a revenue reduction of 0.8%.

With the acquisition of the leading Canadian company Maxxam, completed in January 2014, Bureau Veritas is diversifying in food, petroleum and environmental analytical testing services. The total annual revenue of the companies acquired in 2013 (including Maxxam) is €285 million.

Exchange rate variations had a negative impact of 4.7% as a result of the decline in most currencies against the euro, particularly in emerging countries (Brazil, Argentina, South Africa, Colombia, Chile, and India) and in certain large countries (Australia and Japan).

Adjusted operating profit totaled €656.9 million. It grew by €59.8 million on a constant currency basis, or 9.4% relative to 2012.
This growth is attributable primarily to the Industry, Construction, Consumer Products and In-Service Inspection & Verification Service (IVS) businesses, which benefited from either volume growth or the operational excellence initiatives. The contribution of the Certification, Marine and GSIT businesses was virtually unchanged. Commodities' contribution fell as a result of declining volumes in upstream minerals and an unfavorable mix effect.

The adjusted operating margin stood at 16.7% in 2013, up 30 basis points relative to 2012 and 60 basis points on a constant currency basis.

The attributable net profit for the year was €345.1 million, a 16% increase relative to 2012. Earnings per share (EPS) stood at €0.79, compared to €0.68 in 2012 (adjusted for the four-for-one split on June 21, 2013).
The adjusted attributable net profit totaled €397.0 million, up 7.6% on a constant currency basis. Adjusted EPS was stable at €0.91 in 2013, compared to 2012 (€0.91 adjusted for the four-for-one split). On a constant currency basis, it rose by 8.8%.

Operating cash flow rose to €527.9 million on the back of higher earnings and despite increased working capital requirements (WCR). At December 31, 2013, WCR totaled €334.5 million, or 8.5% of 2013 revenue.
Bureau Veritas spent €141.1 million in net CAPEX (compared to €135.3 million in 2012). The investment rate was 3.6% of revenue, a level comparable to 2012 (3.5%).
Free cash flow totaled €324.3 million, which was virtually stable compared to 2012 (€326.6 million).

Bureau Veritas expects a gradual increase in organic growth momentum and further margin expansion in 2014.

The group also confirms 2012-15 financial targets set out in the "BV2015: Moving forward with confidence":

- Revenue growth: +9% to +12% on average per year, on a constant-currency basis:
  2/3 from organic growth: +6% to +8% on average per year
  1/3 from acquisitions: +3% to +4% on average per year
- Improved adjusted operating margin: +100 to +150 basis points in 2015 (compared to 2011)
- Growth in adjusted EPS: +10 to +15% on average per year between 2011 and 2015

A dividend of €0.48 per share will be proposed at the Shareholders' Meeting to be held on May 21, 2014. This dividend represents 53% of the adjusted EPS for 2013.

Materis – Good 2013 results, thanks to Parex's performance and operating recovery at Materis Paints. Sale of Kerneos finalized on March 26, 2014

(Full consolidation – Financial information on Materis includes the earnings of Kerneos, the Aluminates division, which were reclassified into "Net income from operations held for sale" in the consolidated financial statements, in accordance with IFRS 5.)

Materis posted sales of €2,097.9 million in 2013 (excluding IFRS 5 restatement), up 1.2%. Organic growth was 3.8% (volume/mix effects: 1.6%; price effects: 2.3%). The impact of currency fluctuations was negative, totaling -3.3% over the full year. The Argentinian peso, the South African rand and the Brazilian real alone accounted for almost two-thirds of the impact.
The trend points to improvement. Organic growth in the fourth quarter was 8%, well into positive territory in all lines of business and significantly ahead of earlier quarters (-3% in Q1, +4% in Q2 and +7% in Q3).

Organic growth in emerging market countries came in at 16% in 2013, offsetting the contraction of 1% in mature markets. Changes in scope had a positive impact of 0.6%, and corresponded to the consolidation of Elmin in Greece (Kerneos) and Suzuka in China (ParexGroup), acquired in 2012.
Materis' recurrent EBITDA, excluding management fees, reflected the advances in all of the group's activities and totaled €265.1 million, up 2.7%. The corresponding margin widened by 10 basis points. At constant exchange rates, EBITDA grew by 7%.

- **Parex Group (Mortars)** posted record-high sales of €754.5 million in 2013. The company continued to deliver robust growth (5.9% overall and 8.6% organically) as it benefited from healthy business conditions in emerging economies, recovery in the United States, price increases and a favorable scope effect. Parex posted record EBITDA of €105.3 million in 2013, representing a margin of 14.0%, up 30 basis points from 2012.

- Sales at **Materis Paints** contracted in 2013 (by 2.4% and by 1% organically) to €753.9 million, given the difficult economic climate in Europe. Nevertheless, the trend brightened throughout the year. Sales grew organically by 3% in the last two quarters, after declining 9% in Q1 and 1% in Q2. This performance reflected the recovery that started in Southern Europe at mid-year and sales & marketing initiatives to bolster market share. Cost-cutting plans enabled Materis Paints to increase its EBITDA in 2013 by 6% to €61.5 million, representing 8.2% of sales, an increase of 70 basis points.

- Sales of **Chryso (Admixtures)** totaled €239.2 million, up 0.4%. Organically, sales rose 7.1% but negative currency fluctuations trimmed off 6.7%. Sales remained very strong in emerging markets, in particular in the Africa / Middle East region, where organic growth was nearly 20%, and saw a rebound in the United States. Good cost control enabled Chryso to post record EBITDA of €35.1 million in 2013, representing a margin of 14.7%, up 20 basis points from 2012. At constant exchange rates, EBITDA grew 9%.

- Growth at **Kerneos (Aluminates)** (down 0.4% overall and up 1.9% organically) was impacted by contraction in the refractories business in mature economies (Europe and the United States). Increased sales in building chemistry, driven in part by buoyant conditions in North America, partly offset this decline, as did development of sewage systems. Over all of 2013, Kerneos' EBITDA totaled €72.7 million vs. €73.7 million in 2012.

On March 26, 2014, Materis finalized the sale of the entire capital of its subsidiary Materis Aluminates, the holding company of Kerneos. This transaction values Kerneos at €610 million, representing a multiple of 8.4x EBITDA (2013). Materis will use the proceeds of the sale to partially deleverage. Wendel took part in this transaction by reinvesting €60 million in a subordinated debt line, earning interest of 10.5%.

In the Autumn of 2013, Materis started the process of selling ParexGroup, which has now led to exclusive negotiations with the funds advised by CVC (see appendix 5).

Stahl – Strong operating performance in 2013 with EBITDA up 17.9%. The purchase of the Leather Services division of Clariant is expected to be finalized in the first half of 2014.

(Full consolidation)

In 2013, Stahl posted sales of €356.3 million, representing a slight decline of 1.4%. This resulted from a business slowdown in the first half of the year, elimination of lower margin businesses and negative currency fluctuations. Over the full year, Stahl's organic growth remained positive at 1.3%, benefiting from strong performance within the automotive segments, in particular within the second half of the year.

Adjustment plans launched in the last few years, together with selective review to eliminate lower margin business, significantly improved Stahl's margins and profitability levels over the course of the year. As a result, Stahl's 2013 EBITDA came in at €64.7 million, up 17.9% and representing a margin of 18.2%, up 300 basis points from 2012.

Stahl deleveraged itself significantly during the year. Net financial debt stood at €110.4 million at end-2013, down 31.0% from end-2012.

On October 30, Stahl announced that it had entered into exclusive negotiations to acquire [1] the Leather Services division of Clariant AG, which posted sales of €255 million and EBITDA of €23 million in 2012. This transaction will enable Stahl to strengthen its offering across the entire leather finishing value chain, notably downstream in Leather Finish and upstream in Wet End (division). Stahl estimates that it will achieve synergies worth €15 million over the 18 months following the transaction.

[1] The transaction is expected to be finalized in 2014, after consultation with the employee representative bodies and subject to the necessary regulatory approvals.

IHS – Strong sales and profitability performance. Continued expansion in Africa, supported by new top-tier investors

(Equity accounted since May 2013)

With more than 10,500 towers under management (including the MTN towers in Rwanda and Zambia on a pro forma basis), IHS Holding is the leader in passive telecom tower infrastructure for mobile phone operators in Africa.

IHS pursued its telecom tower acquisition strategy throughout the year, and has begun to reap the benefits of its network pooling business model. IHS's revenue (unaudited) before pass-through of diesel fuel costs to customers totaled US$168.3 million. In terms of profitability, IHS used its expertise to attract new customers to its towers (increasing the rate of collocation on existing sites), and EBITDA advanced to US$44.3 million in 2013, representing a margin of 26.3%. To finance its rapid growth and its expansion into new countries, IHS carried out two capital increases in 2013, totaling US$562 million. Wendel took part in both of them.

In March 2014, IHS increased its capital again, by US$420 million, to support the IHS group as it:

- Expands across Africa, in particular through the acquisition of 1,228 telecom towers from MTN Group in Zambia and Rwanda, increasing the number of towers it manages to approximately 10,500;
- Finances its business development plan in the other regions where it is present (Nigeria, Côte d'Ivoire and Cameroon);
- Repurchases the minority interests in IHS Nigeria after the latter's delisting from the Nigeria stock market, which is expected to be finalized at the end of March.

Emerging Capital Partners and IFC, current shareholders of IHS Holding alongside Wendel, as well as three new investors, Goldman Sachs, IFC Global Infrastructure Fund and African Infrastructure Investment Managers, also took part in the capital increase.

Saint-Gobain – Sharp upswing in operating income in the second half

(Equity accounted)

After a tough first half penalized by fewer working days and poor weather conditions, Saint-Gobain reported organic growth of 2.6% for the six months to December 31, 2013, with volumes up 1.5% and prices gaining 1.1%, as third-quarter trends continued in the last three months of the year.
Sales stabilized over the year as a whole, down 0.3% on a like-for-like basis with a solid 1.0% increase in sales prices despite a less inflationary environment. On a reported basis, sales retreated 2.7% due to the negative 2.7% currency impact. Changes in group structure had a slightly positive 0.3% impact.
All of Saint-Gobain's Business Sectors and Divisions reported an improvement in second-half trading, driven by more upbeat trends in their Western European markets (0.9% organic growth), as well as in Asia and emerging countries (10.4% organic growth).
The upturn in North America was held in check by the decline in businesses linked to capital spending and by volatility in Exterior Products.

Operating income fell 3.5%, squeezed by the negative currency impact and by tough trading in the first half, but rallied in the six months to December 31, up 9.9%. The operating margin remained stable at 6.6% of sales thanks to cost cutting measures and to the second-half improvement up to 7.1%. Excluding Building Distribution, the operating margin for the year climbed from 8.5% to 8.8%.

Saint-Gobain's focus on its action plan priorities continues to pay off:

- an increase in sales prices in line with objectives;
- additional cost savings of €600 million in 2013 compared to 2012, particularly in Flat Glass, which saw its margin improve to 4.0% versus 2.0% in second-half 2012;
- a €400 million reduction in capex thanks to optimized timing of expenditures and to unit cost savings, while maintaining a strong focus on growth capex outside Western Europe;
- a selective acquisitions and divestments policy;

- a stronger balance sheet, with net debt down almost €1 billion thanks to an ongoing tight rein on cash.

- **Innovative Materials** sales were down just 0.7% in the year on a like-for-like basis, thanks to 1.5% growth in the second half. The operating margin was 7.3%, and came in at 7.8% in the second half compared to 6.9% in second-half 2012 and 6.7% in first-half 2013, spurred by upbeat trends in Flat Glass.

- Like-for-like sales for the **Construction Products (CP)** Sector climbed 1.9%, rallying 5.6% in the second half. The operating margin widened to 8.7% from 8.3% in 2012.

- After particularly poor weather conditions took their toll on its first-half performance, **Building Distribution** was down 1.4% on a like-for-like basis, despite recovering 1.7% in the second half, reflecting improved trading in all regions.

- **Packaging (Verallia)** sales retreated 1.8% on a like-for-like basis, despite a 1.9% rise in sales prices. Strong momentum in Latin America failed to offset the slowdown in trading in other regions (mainly Southern Europe and to a lesser extent, the US). Regarding the planned divestment of VNA, negotiations between Ardagh and the Federal Trade Commission (FTC) continue apace and Saint-Gobain remains confident that the sale will be finalized before the new deadline, set at April 30, 2014.

Recurring net income (excluding capital gains and losses, asset write-downs and material non-recurring provisions) retreated 2.5% to €1,027 million. **Net income** shed 14.1% at €595 million.

Regarding the **outlook for 2014**, after bottoming out in first-half 2013 and rallying in the second half of the year, operating income should see a clear improvement in 2014 on a comparable structure and currency basis, even though the macroeconomic environment remains unsettled.
Saint-Gobain should benefit from the ongoing recovery in the US, satisfactory growth in emerging countries, and a more stable economic environment in Europe led by growth areas (UK and Germany). Household consumption markets should hold firm.

Saint-Gobain will continue to apply strict cash discipline and to maintain a strong balance sheet in 2014, along with targeting a continuing high level of free cash flow. It will:

- maintain its priority focus on increasing sales prices amid a smaller rise in raw material and energy costs;
- pursue its cost cutting measures to unlock additional savings of €450 million (calculated on the 2013 cost base);
- step up its capital expenditure to around €1,500 million, the priority being growth capex outside Western Europe (around €550 million);
- maintain its commitment to invest in R&D in order to support its differentiated, high value-added strategy;
- plan to finalize the divestment of Verallia North America in the first half.

At its meeting of February 19, Compagnie de Saint-Gobain's Board of Directors decided to recommend to the June 5, 2014 Shareholders' Meeting a dividend of €1.24 per share, 50% payable in cash and 50% in cash or in shares, at shareholders' discretion.

Oranje-Nassau Développement

Through Oranje-Nassau Développement, Wendel brings together opportunities for investment in growth, diversification and innovation, and in particular has invested in Parcours (France), exceet (Germany), Mecatherm (France), Van Gansewinkel Groep (Netherlands), NOP (Japan), and Saham Group (Africa).

Parcours – Robust growth in sales, pre-tax ordinary income up 7.5%

(Full consolidation)

Parcours reported sales of €309.6 million, up 5.7% compared with 2012. Between end-2012 and end-2013, Parcours' fleet expanded by 7.1% to 50,763 vehicles. This rate of growth was once again faster than the French industry average. Parcours also opened a new 2D office in Montpellier and a new 3D office in Bordeaux. Pre-tax ordinary income rose 7.5% to €21.8 million in 2013, representing a 10-basis-point improvement in its margin.
At the end of 2013, Parcours opened a new 3D office in Nanterre outside Paris, which now also serves as its head office.

exceet – Sales growth of 1.1%, rise in EBITDA
(Equity accounted)

In 2013, exceet posted a 1.1% upturn in sales to €190.8 million, and a 2.2% decline organically. The company saw a rise in sales in the second half of the year and returned to organic growth. EBITDA totaled €18.3 million, up 10.9% from 2012 (€16.5 million), reflecting increased focus on sales of high-margin products. In August 2013, exceet inaugurated its new Berlin facility, which will help meet the strong demand for high value-added medical products. This new, optimized facility will also improve exceet's profitability.

For 2014, exceet projects moderate organic growth in sales and improved profitability.

Mecatherm – Sales rose 31.5% and EBITDA margin widened by 660 basis points
(Full consolidation)

Mecatherm's sales totaled €96.1 million in 2013, up 31.5% from the previous year. EBITDA totaled €16.6 million, representing a significant recovery from 2012 (€7.8 million).
The recovery in orders observed since Q3 2012 continued, with order intake even reaching a record level of €104 million in 2013. Mecatherm is reaping the benefits of the reorganization and its intensive sales & marketing efforts. It is continuing to expand on new markets. Business development efforts are underway in Africa, the Maghreb and South America, with a focus on Brazil. In addition, Mecatherm has opened its first foreign branch, in Dubai, which will enable it to better cover the Africa/Middle East region.
To support these efforts, Mecatherm has also introduced new, facilitated financing solutions for its customers. Finally, the company presented three production line innovations at the IBIE and Europain trade shows in Las Vegas and Paris, respectively, which were enthusiastically received.

Wendel's Net Asset Value at an historic high

Net Asset Value came to €7,004 million or €144.0 per share as of March 17, 2014 (see detail in appendix 2 below), a 8.7% rise from €132.5 on March 18, 2013. The discount to NAV was 24.2% as of March 17, 2014. Between December 31, 2012 (€116.2) and December 31, 2013 (€135.2), NAV rose by 16.4%.

The calculation methodology was amended in early 2014 to better align with the changing nature of Wendel's investments. For the valuation of unlisted companies in particular, it now takes the following into account:

- **Price of dilutive capital transactions:** Capital increases that have a significant dilutive or accretive effect on the whole or on certain shareholders are considered as a transaction between shareholders. The price of such a transaction can be used to value the entire related investment, and is maintained for a period of 12 months, just as in the case of the price paid in an acquisition. The principle of valuation at the price paid is not applied in the event Wendel exercises an option to acquire shares or subscribe to a capital increase at an exercise price set on the basis of a situation that pre-dates the exercise.
- **Purchase offers:** Purchase offers received for unlisted investments are taken into account if they are serious, i.e. relatively firm, and reasonable. In some cases, Wendel might use the average, either straight or weighted based on the probability of acceptance, of the internal valuation and the average purchase price offered. Depending on the specific terms of these offers, they might be used as the sole basis for the valuation. The price of a purchase offer is applied for a period of 12 months, in line with the methodology of using the price paid in an acquisition.
- **Valuation by listed peer-group multiples:** During the first half of the year, the enterprise value corresponds to the average of the values calculated using EBITDA and EBIT of the previous year and the budget (or budget update) for the current year. During the second half of the year, including for the calculation as of December 31, the next year is also taken into account, because there is sufficient visibility on the end of the current year and the following year can be estimated satisfactorily. During the second half, therefore, the enterprise value is the average of the values calculated for three periods: the most recently audited fiscal year, the entire current year and the following year.

This methodology conforms to the recommendations of the European Venture Capital Association. Full details can be found in the appendix to this press release.

Other significant events since the beginning of 2013

- **Wendel is IHS Holding's largest shareholder**

In 2013, Wendel made its first investment in Africa, taking a stake in IHS Holding, leader in telecom tower infrastructure in Africa. As of July 24, 2013, Wendel had invested US$276 million (€210.6 million), or significantly more than its initially planned US$125 million stake. This amount enabled IHS to step up its development, in particular through the construction of additional towers in Nigeria.
On March 3, 2014, Wendel increased its investment in IHS Holding by taking part in a US$420 million capital increase. Wendel exercised all of its subscription rights and invested an additional US$152 million, thereby lifting its total investment in the pan-African leader in telecom towers to US$428 million. Following this transaction, Wendel remained IHS's largest shareholder, with nearly 35% of the capital of the company. Wendel now has three representatives on the company's board of directors.

This most recent capital increase valued the company's equity at nearly US$1 billion before new financing. This represents a premium of 30% compared with the previous capital increase in July 2013.

- **Divestment of Wendel's remaining stake in Legrand, after 11 years of support**

Wendel successfully sold all of the 14.4 million shares it still held in Legrand, representing 5.4% of the capital, at a net price of €35.92 per share. The proceeds of the transaction totaled around €520 million, and Wendel realized a capital gain in the region of €370 million.
Over an 11-year period, Wendel's investment in Legrand generated an IRR of 19% and increased in value 3.9 times.

- **S&P has upgraded Wendel's rating to BB+**

On April 24, 2013, Standard & Poor's announced that it had upgraded its credit rating for Wendel from "BB" to "BB+", with a stable outlook. This decision was motivated by the decline in Wendel's loan-to-value ratio and by the overall improvement in Wendel's risk profile. This was the second upgrade in Wendel's rating, following the one in April 2012. Wendel confirms its intention to further strengthen its financial structure so as to return to investment grade status by the beginning of 2017.

- **Three successful bond placements on excellent terms in 2013 and successful issue in January 2014 of bonds maturing in 2021**

On April 24, 2013, Wendel announced two successful, simultaneous bond placements, totaling €300 million. Of this amount, €200 million forms a single series with the existing bonds due 2018, and €100 million forms a single series with the existing bonds due 2019.
Overall, the two transactions were more than five times oversubscribed.
On September 23, 2013, certain investors offered to sell their 2014 bonds to Wendel in exchange for 2019 bonds, at market prices. In this context, €80 million (par value) in bonds maturing in 2014 were repurchased at a yield of 1.34%, and €100 million (par value) in bonds maturing in 2019 were issued at a yield of 4.17%. They will form a single series with the existing 2019 bonds.
On January 21, 2014, Wendel successfully placed a €400 million bond issue maturing in January 2021 with a coupon of 3.75%. This is the lowest coupon Wendel has obtained on a seven-year maturity. The issue was very well received by investors and was 7.5 times oversubscribed.
In 2013 Wendel also partially repurchased bonds maturing in 2014 (€35.4 million), 2015 (€31.5 million) and 2016 (€4.5 million).

- **Full repayment of bank debt on March 17, 2014**

2013-14 Syndicated loan
Wendel has repaid the €250 million outstanding under the syndicated loan maturing in 2013 and 2014. The Company has thus repaid this loan in its entirety and no longer has any debt maturing before November 2014.

Repayment of €625 million in debt related to Saint-Gobain and monetization of 1.9 million Saint-Gobain shares acquired in August 2011

In 2013, Wendel repaid €200 million in debt related to Saint-Gobain, maturing in 2015, and sold 1.9 million Saint-Gobain shares for €68 million. These shares, acquired in August 2011, were classified for accounting purposes as "Financial assets".
In 2014, the company repaid the entire remaining Saint-Gobain debt of €425 million.

- **New €600 million bank line of credit**

Wendel is continuing to renew and extend the maturity of its various financing lines. Wendel has entered into an agreement with eight banks for a €600 million syndicated line of credit maturing in 2018. This financing replaces the undrawn €1.2 billion syndicated credit line maturing in 2013-14.

- **Management of Saint-Gobain puts**

In 2013, the maturity of all 6.1 million puts issued by Wendel on Saint-Gobain were extended for two years. The puts will now mature as follows: 2.2 million in September 2015, 2.6 million in December 2015 and 1.3 million in March 2016.

- **€2.1 billion in bank lines available**

As of March 27, 2014, Wendel had €2.1 billion in undrawn credit lines maturing between 2017 and 2020:
€600 million in a syndicated loan maturing in 2018
€700 million in bank debt with margin calls maturing in 2017
€800 million in bank debt with margin calls maturing in 2020

- **Share buyback: cancellation of 2% of shares**

In 2013, Wendel repurchased 1,323,347 of its own shares principally to take advantage of the steep discount in the share price compared with NAV. On August 28, 2013, the Supervisory Board authorized the Executive Board to cancel 2% of share capital. Accordingly, the Executive Board reduced share capital by canceling 991,860 shares. Wendel had already cancelled 2% of its share capital in 2012. As of March 17, 2014, Wendel held 1,949,487 of its own shares.

Dividend

The Executive Board, with authorization from the Supervisory Board, will propose to shareholders at their Annual Meeting on June 6, 2014, a cash dividend of €1.85 per share, an increase of 5.7% over the ordinary dividend paid in 2013 on 2012 earnings.

2014 Calendar

Publication of Q1 2014 net sales (pre-market release)	Tuesday, May 13, 2014
Shareholders' Meeting and publication of NAV	Friday, June 6, 2014
Publication of first-half 2014 earnings (pre-market release)	Thursday, August 28, 2014
Publication of Q3 2014 net sales (pre-market release)	Friday, November 7, 2014
Investor day - publication of NAV (pre-market release)	Thursday December 4, 2014

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests internationally, in companies that are leaders in their field, such as Bureau Veritas, Saint-Gobain, Materis, Stahl and IHS in Africa. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of Van Gansewinkel Groep in the Netherlands, exceet in Germany, Mecatherm and Parcours in France, and Saham Group in Africa.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor’s ratings: Long term: BB+, stable outlook; short term: B since April 24, 2013.

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of “Grand Mécène de la Culture” on March 23, 2012.

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Appendix 1: Contribution of Group companies to 2013 sales

Sales of consolidated companies

In millions of euros	2012	2013	Δ	Δ Organic
Bureau Veritas	3,902.3	3,933.1	0.8%	3.5%
Materis(1)	1,709.1	1,736.6	1.6%	4.3%
Stahl	361.2	356.3	-1.4%	1.3%
Oranje-Nassau Développement(2)	365.9	405.8	10.9%	10.9%
Consolidated sales	6,338.6	6,431.8	1.5%	4.0%

(1) Materis Group, excl. Kerneos
(2) Parcours and Mecatherm

Sales of companies accounted for by the equity method

In millions of euros	2012	2013	Δ	Δ Organic
Saint-Gobain	43,198	42,025	-2.7%	-0.3%
Oranje-Nassau Développement	188.8	190.8	1.1%	-2.2%
IHS(4)	-	97.3	ns	ns

(3) exceet
(4) IHS from May 2013

Appendix 2: NAV as of March 17, 2014: €144.0 per share

(in millions of euros)			3/17/2014
Listed equity investments	**Number of shares**	**Share price** (1)	**8,420**
• Bureau Veritas	225.2 million (after 4-for-1 share split in June 2013)	€20.5	4,618
• Saint-Gobain	89.8 million	€42.3	3,802
Unlisted investments and Oranje-Nassau Développement (2)			**1,757**
Other assets and liabilities of Wendel and holding companies (3)			177
Cash and marketable securities (4)			547
Gross assets, revalued			**10,901**
Wendel bond debt			(3,767)
Bank debt related to Saint-Gobain financing			-
Value of puts issued on Saint-Gobain (5)			(131)
Net Asset Value			**7,004**
Number of shares			*48,642,841*
Net Asset Value per share			**€144.0**
Average of 20 most recent Wendel share prices			€109.2
Premium (discount) on NAV			**(24.2%)**

(1) Average of 20 most recent closing prices calculated on March 17, 2014
(2) Unlisted equity investments (Materis, Stahl, and IHS) and Oranje-Nassau Développement (NOP, Saham, Mecatherm, Parcours, VGG, exceet, and indirect investments)
(3) Including 1,949,487 treasury shares as of March 17, 2014.
(4) Cash and financial investments of Wendel and holding companies, including €224 million in short-term cash positions, €323 million in liquid financial investments. As of March 17, 2014, there was no longer any pledged cash.
(5) 6,089,755 puts issued (short position)

Appendix 3: Conversion from accounting presentation to economic presentation

In millions of euros	Bureau Veritas	Materis	Stahl	Oranje-Nassau Développement	Equity-method investments			Holdings companies	Total Operations
					Saint-Gobain	Legrand	IHS		
Net income from business sectors									
Net Sales	**3,933.1**	**1,736.6**	**356.3**	**405.8**				**-**	**6,431.8**
EBITDA	**N/A**	**196.7**	**64.7**	**N/A**					
Adjusted operating income (1)	**656.9**	**152.4**	**56.0**	**43.4**					
Other recurring operating items	-	(2.0)	(1.2)	(0.8)					
Operating income	**656.9**	**150.4**	**54.8**	**42.7**				**(50.4)**	**854.3**
Finance costs. net	(62.3)	(129.4)	(11.9)	(10.3)				(198.3)	(412.1)
Other financial income and expense	(1.6)	(4.9)	-	0.0				-	(6.5)
Tax expense	(184.5)	(26.5)	(11.9)	(12.9)				4.7	(231.2)
Share in net income of equity-method investments	(0.0)	0.0	0.3	2.0	171.4	13.8	(5.8)	-	181.7
Net income from discontinued operations & operations held for sale	-	23.4	-	-	-	-	-	-	23.4
Recurring net income from business sectors	**408.4**	**13.0**	**31.3**	**21.5**	**171.4**	**13.8**	**(5.8)**	**(244.0)**	**409.7**
Recurring net income from business sectors - non-controlling interests	204.8	2.6	2.5	0.7	-	-	(0.0)	-	210.4
Recurring net income from business sectors – Group share	**203.6**	**10.5**	**28.8**	**20.9**	**171.4**	**13.8**	**(5.7)**	**(244.0)**	**199.3**
Non-recurring income									
Operating income	(80.2)	(45.2)	(14.4)	(7.3)	-	-	-	(32.3)	(179.5)
Net financial income	(0.0)	(49.5)	(8.1)	0.5	-	-	-	122.1	65.0
Tax expense	19.4	12.1	8.4	2.3	-	-	-	(0.7)	41.5
Share in net income of equity-method investments	-	-	-	(0.7)	(197.2)	(2.2)	(4.0)	369.0	164.9
Net income from discontinued operations & operations held for sale	-	(12.6)	-	-	-	-	-	0.9	(11.7)
Non-recurring net income	**(60.8)**	**(95.2)**	**(14.2)**	**(5.2)**	**(197.2)**	**(2.2)**	**(4.0)**	**459.1**	**80.3**
Of which:									
- Non-recurring items	(14.9)	(66.9)	(7.2)	(0.2)	(89.0) **(3)**	(1.7)	(4.0)	459.1 **(2)**	275.1
- Impact of goodwill allocation	(45.9)	(19.7)	(7.0)	(5.0)	(28.1)	(0.5)	-	-	(106.2)
- Asset impairment	-	(8.5)	-	-	(80.1)	-	-	-	(88.6)
Non-recurring net income – non-controlling interests	(29.7)	(23.3)	(1.1)	(0.2)	-	-	(0.0)	0.2	(54.1)
Non-recurring net income – Group share	(31.1)	(71.9)	(13.1)	(5.1)	(197.2)	(2.2)	(4.0)	458.9	134.4
Consolidated net income	**347.6**	**(82.1)**	**17.1**	**16.3**	**(25.7)**	**11.6**	**(9.7)**	**215.1**	**490.0**
Consolidated net income – non-controlling interests	175.1	(20.7)	1.3	0.5	-	-	(0.0)	0.2	156.3
Consolidated net income – Group share	**172.5**	**(61.4)**	**15.7**	**15.8**	**(25.7)**	**11.6**	**(9.7)**	**214.9**	**333.7**

(1) Before the impact of goodwill allocation, non-recurring items and management fees.

(2) This amount includes the €369.0 million gain on the sale of Legrand shares and a €42.6 million increase in the fair value of Saint-Gobain puts.

(3) In 2011, this line item included a €97.0 million dilution loss on Saint-Gobain shares.

Appendix 4: NAV calculation methodology from March 17, 2014

NAV calculation method

In early 2014, the Executive Board decided to make certain clarifications and adjustments to Wendel's NAV calculation methodology, while preserving the main principles thereof. The Board's decision is intended to accompany the changes in the Group's strategy and take into account the volatility of the financial markets.

These adjustments have been applied for the first time to the calculation of NAV as of the end of March 2014. NAV as of December 31, 2013, presented in the 2013 Registration Document, does not take into account these changes; it was calculated before the Executive Board's decision. If the adjustments to the method had been applied in December 2013, NAV per share would have been approximately €1 lower.

Net asset value publication dates and publication-related verification

The annual schedule of NAV publication dates is available in advance on Wendel's website at the following address: http://www.wendelgroup.com.

At each NAV publication date, the Statutory Auditors verify that the methodology used for calculating net asset value complies with the Group's methodology and confirm consistency with accounting data.

The Audit Committee reviews each published NAV and compares Wendel's valuation of unlisted investments with one performed by an independent expert.

Presentation of Net Asset Value

Presentation format (publication at the level of detail indicated)	**Comments**
Equity investments valuation date	
+ Listed investments, including:	
• Bureau Veritas	Average closing price over 20 trading days
• Saint-Gobain	
+ Unlisted investments and Oranje-Nassau Développement	Unlisted investments are valued according to the methodology described herein. exceet is valued on the basis of the average of the last 20 closing prices prior to the NAV calculation date.
+ Other assets and liabilities of Wendel and holding companies	Includes Wendel shares held in treasury
Cash and marketable securities*	Pledged & unpledged cash of Wendel and holding companies
Wendel's bond debt and syndicated credit line	Face value + accrued interest
Bank debt related to Saint-Gobain financing	Face value + accrued interest
Value of Saint-Gobain puts issued (written)	Net market value of puts based on price used to value Saint-Gobain shares
Net Asset Value	
Number of Wendel shares	
NAV/share	
Average of 20 most recent Wendel share prices	
Premium (discount) on NAV	
* *Amount of available cash: €[X] million*	

NAV is a short-term valuation of the Group's assets. It does not take into account any control premiums or illiquidity discounts.

Listed equity investments

Listed investments are valued on the basis of the average closing price of the 20 trading days prior to the valuation date.

Valuation of unlisted investments

- Valuation at cost for the 12 months following their acquisition.

New, unlisted investments are valued at cost for the first 12 months following their acquisition. After this period, the company is valued on the basis outlined below.

- Valuation by listed peer-group multiples

The preferred method for valuing unlisted investments is comparison with the multiples of comparable listed companies.

The value of shareholders' equity of the companies in Wendel's portfolio is determined as their enterprise value minus net financial debt of investments (gross face value of debt less cash). To value Parcours, we use the ratio of market capitalization to pre-tax ordinary income. The value of the company's shareholders' equity is thus directly determined by multiplying its pre-tax ordinary income by the multiples of comparable listed companies.

If net debt exceeds enterprise value, the value of shareholders' equity remains at zero if the debt is without recourse to Wendel.

Wendel's percentage ownership is determined by the features of the equity instruments held by Wendel, non-controlling interests and co-investor managers, if any (see Note 4 to the consolidated financial statements).

Enterprise value is obtained by multiplying measures of each company's earnings by stock-market multiples of similar listed companies.

The measures of earnings most often used in the calculation are recurring EBITDA (earnings before interest, taxes, depreciation and amortization) and recurring EBIT (before goodwill). The choice of earnings measures used can be adjusted depending on the sector in which the subsidiary operates or its business model. In this case, Wendel publishes an explanation of the adjustment.

For the first half of the year, the enterprise value corresponds to the average of the values calculated using EBITDA and EBIT of the previous year and the budget (or budget update) for the current year. For the second half of the year, including for the calculation as of December 31, the next year is also taken into account, because there is sufficient visibility on the end of the current year and the following year can be estimated satisfactorily. For the second half, therefore, the enterprise value is the average of the values calculated for three periods: the most recently audited fiscal year, the entire current year and the following year.

Stock-market multiples of comparable companies are obtained by dividing their enterprise value by their EBITDA or EBIT for the reference periods. Multiples of pre-tax ordinary income are obtained by dividing market capitalization by pre-tax ordinary income for the reference periods.

Enterprise value of the comparable companies is obtained by adding market capitalization (the average closing price over the last 20 trading days) and net financial debt (gross face value of debt less cash) at the same (or similar) date as that applied to the net debt of the company being valued.

Comparable listed companies are chosen based on independent data and studies, information available from Wendel's subsidiaries, and research carried out by Wendel's investment team. Certain peer-group companies can be more heavily weighted if their characteristics are closer to those of the company being valued than are those of the other companies in the sample.

The peer group remains stable over time. It is adjusted when a company is no longer comparable (in which case it is removed from the peer group) or when a company is newly considered as belonging to the peer group for the investment being valued.

Non-representative multiples are excluded from the peer group, such as occur during takeover offers or any other exceptional circumstance affecting the measures of income or the share price.

The data, analyses, forecasts or consensus values used are based on information available at each date.

- Valuation by transaction multiples

Transaction multiples may also be used when the transaction involves a company whose profile and business are similar to those of the company being valued. In this case, reliable information must be available on the transaction, in sufficient detail. In some cases, the multiple used to value an investment will be an average, either straight or weighted, of the peer-group multiple and the transaction multiple. If used, the transaction multiple is applied for a period of 12 months, in line with the methodology of using the price paid in an acquisition.

- Other methods

If a valuation by peer-group comparison is not accurate, other methods may be used, depending on the nature of the business, the characteristics of the asset and market practices. These include expert appraisals, valuation by discounted future cash flows, sum of the parts, and other methods.

- Purchase offers

Purchase offers received for unlisted investments are taken into account if they are serious, i.e. relatively firm, and reasonable. In this case, Wendel uses the average, either straight or weighted based on the probability of acceptance, of the internal valuation and the average purchase price offered. Depending on the specific terms of these offers, they might be used as the sole basis for the valuation. The price of a purchase offer is applied for a period of 12 months, in line with the methodology of using the price paid in an acquisition.

- Price of dilutive capital transactions

Capital increases that have a significant dilutive or accretive effect on the whole or on certain shareholders are considered as a transaction between shareholders. The price of such a transaction can be used to value the entire related investment, and is maintained for a period of 12 months, just as in the case of the price paid in an acquisition.

The principle of valuation at the price paid is not applied in the event Wendel exercises an option to acquire shares or subscribe to a capital increase at an exercise price set on the basis of a situation that pre-dates the exercise.

Cash

Cash of Wendel and its holding companies includes available cash at the valuation date (including liquid financial investments) and pledged cash.

Financial debt

Financial debt (Wendel's bond debt, syndicated loan outstandings and bank borrowings incurred to finance the investment in Saint-Gobain) is valued at its face value plus accrued interest.

For the purposes of the calculation, financial debt is valued at face value, which is not affected by changes in interest rates or credit quality. Accordingly, interest-rate swaps are not valued at their market value, as the swaps are treated as part of the debt.

Puts issued on Saint-Gobain

The value of Saint-Gobain puts issued (written) is calculated on the basis of a mathematical model used to value options. The Saint-Gobain share price used in this calculation is the same as the one used to value Saint-Gobain shares as a listed investment.

Other NAV components

Current assets and liabilities are considered at their net book value or their market value, depending on their nature, i.e. at face value, less any impairment, in the case of receivables, and at market value in the case of derivatives, with the exception of interest-rate swaps. Real estate is valued on the basis of appraisals carried out at regular intervals.

Shares held in treasury and earmarked for sale upon the exercise of stock options are valued at the lower of the strike price of the options or the average price of the shares over the last 20 trading days. Shares held to cover performance share plans are valued at zero. Other shares held in treasury are valued at the average price over the last 20 trading days.

As NAV is a short-term valuation of the Group's assets, Wendel's future operating expenses do not enter into the calculation. Similarly, future tax effects are not included so long as the sale price of an investment and the form of the sale (in particular the tax consequences) are not both known and certain.

The number of Wendel shares taken into account in the calculation of NAV per share is the total number of shares composing Wendel's equity at the valuation date.

Some aspects of the method described above may be amended if such a change produces a more faithful valuation. Any such changes would be announced by Wendel.

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Appendix 5: Materis enters into exclusive negotiations with CVC with a view to selling ParexGroup for €880 million

Materis has received a firm bid from funds advised by CVC for the acquisition of the entire capital of its subsidiary ParexGroup. In this context, Materis has decided to enter into exclusive negotiations with CVC to finalize the terms of the transaction.

This transaction would value ParexGroup at €880 million, representing a multiple of 8.4x 2013 EBITDA. Materis would use the sale proceeds of approximately €840 million, as of 5/31/2014 to significantly pay down debt. The proposed transaction will soon be submitted to the ParexGroup's Central Works Council for information and consultation purposes. The deal should close in the second half of 2014, subject to the necessary regulatory approvals.

ParexGroup is a world leader in specialty dry-mix solutions with a presence in 21 countries. Since 2006, Wendel and Materis have actively supported this business' strategy and management, enabling it to grow through both organic initiatives and acquisitions, notably in emerging countries. ParexGroup has built leading positions in Latin America and Asia, and more particularly in China through the development of a distribution network of c. 1,500 points of sale and through the acquisition of Suzuka, the leader in organic textured coatings. ParexGroup achieved sales of €755 million and EBITDA of €105 million in 2013.

CVC intends to pursue ParexGroup's development strategy, supporting in particular its geographic expansion, its growth plan and the development of new, innovative products.

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